

# Brochure

**June 2019**

**Macquarie Investment  
Management  
Business Trust  
(formerly, Delaware Management Business Trust)  
Form ADV — Part 2A**

This brochure provides information about the qualifications and business practices of Macquarie Investment Management Business Trust ("MIMBT"). If you have any questions about the contents of this brochure, please contact us at (215) 255-2300. 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.

MIMBT is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. Additional information about MIMBT is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 2 — Summary of Material Changes**

The United States Securities and Exchange Commission (“SEC”) requires that Macquarie Investment Management Business Trust (“MIMBT”) provide our clients with a summary of any material changes made to MIMBT’s Form ADV Part 2A (the “Brochure”) since the date of our last annual update. Our goal when preparing our Brochure and this summary of material changes is to provide you with easy-to-understand “plain English disclosure,” using an easy-to-read format and definite, concrete, and understandable words.

Below is a summary of the material changes to this Brochure since our last annual update. We urge you to carefully review this summary of material changes and all subsequent summaries, as they may contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest and disciplinary history.

A complete copy of MIMBT’s Brochure may be requested by calling (215) 255-2300. Our Brochure is also available free of charge on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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- Item 5 – Fees and Compensation
    - The Fee Schedules included in Appendix A in response to Item 5.A have been updated to reflect our most recent fee schedule.

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## Item 4 — Advisory Business

### Our Firm

Macquarie Investment Management Business Trust (“MIMBT”) is a business trust organized under the Delaware Statutory Trust Act that consists of the following six series:

- Delaware Management Company
- Macquarie Investment Management Advisers
- Delaware Capital Management
- Macquarie Asset Advisers
- Macquarie Alternative Strategies
- Delaware Investments Fund Advisers

MIMBT (formerly Delaware Management Business Trust) has been in business since 1929 and is a registered investment adviser under the Investment Advisers Act of 1940 (the “Advisers Act”).

MIMBT’s principal owners (those owning more than 25% of the firm) are Delaware Investments Management Company, LLC, Macquarie Management Holdings, Inc., Macquarie Affiliated Managers (USA) Inc., Macquarie Affiliated Managers Holdings (USA) Inc., Macquarie FG Holdings Inc., Macquarie Equities (US) Holdings Pty Limited, Macquarie Group (US) Holdings No. 1 Pty LTD, Macquarie Corporate International Holdings Limited, Macquarie Corporate Holdings Pty Limited, Macquarie Financial Holdings Pty Limited, and Macquarie Group Limited.

### Assets Under Management

As of March 31, 2019, MIMBT had assets under management of \$158,648,600,751 all of which was managed on a discretionary basis.

## Advisory Services and Individual Needs of Clients

The services offered by the various series of MIMBT are described more fully below. In addition, MIMBT often tailors its investment advisory services to the individual needs of particular institutional clients through its investment advisory agreement with the client, written agreements regarding the client’s investment guidelines and objectives, or other written instructions.

### Delaware Management Company (“DMC”)

The DMC series provides investment advisory services (the investment and reinvestment of assets) to registered investment companies or “funds” within Delaware Funds® by Macquarie (“DFM”) (formerly the Delaware Investments® Family of Funds), as well as to certain other affiliated funds and pooled vehicles. These services include professional portfolio management, investment research and analysis, and the securities trading capabilities required to make all investment decisions for such funds, as well as managing fund assets on an ongoing basis and placing orders for the execution of securities transactions.

DMC provides both direct investment management services, where it invests and reinvests fund assets, and indirect investment management services, where it identifies and hires sub-advisory firms with specific investment expertise to manage fund assets. When a sub-adviser has been engaged, DMC pays the sub-adviser out of its management fee and supervises and monitors the activities of the sub-advisory firm.

DMC enters into an investment advisory agreement with a given fund. The advisory agreement is subject to periodic review and continuance (generally annually) by the fund’s Board of

Directors or Trustees, as required under the Investment Company Act of 1940, as amended (the “1940 Act”). Each advisory agreement is terminable without penalty, generally upon sixty (60) days’ notice by the fund’s Board or by DMC, and each terminates automatically in the event of its assignment (as that term is defined in the 1940 Act). Each fund’s board supervises and directs DMC’s provision of advisory services.

### **Macquarie Investment Management Advisers (“MIMA”)**

The MIMA series provides investment advisory services to large institutional clients domiciled in the U.S. and abroad, many of which are tax-exempt, and to insurance company general and separate accounts. Clients of MIMA include without limitation, pension and profit-sharing plans and endowment funds, domestic or international registered and unregistered pooled vehicles, as well as the nuclear decommissioning trusts of utility companies.

MIMA serves as the investment manager and promoter for Macquarie Collective Funds plc, an offshore umbrella fund domiciled in Ireland with segregated liability between sub-funds, and is authorized pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Reg. 2011 (“UCITS”). The UCITS funds are available to qualified, non-U.S. investors. MIMA may provide investment sub-advisory services to other UCITS and ex-U.S. pooled vehicles.

In addition to the foregoing, MIMA serves as investment manager to Macquarie Collective Investment Trust (“CIT”), a collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts and other tax deferred entities, and provides advisory services to high net worth individuals (whose accounts are

generally managed on a fully discretionary basis).

On a limited basis, MIMA may also provide investment advisory services to certain clients under an all-inclusive fee arrangement known as a “wrap fee agreement.” MIMA provides investment management services to clients who generally do not direct trading of their account to a particular bank or a registered broker/dealer or a financial service organization (also known as “wrap fee sponsors”). These types of accounts are also known as “free trading accounts.”

In addition to traditional investment management services, MIMA offers asset/liability analysis services for pension plans, endowments, and foundations. These services attempt to manage a client’s assets relative to a future defined benefit pension liability or spending requirements.

Certain MIMBT series, such as MIMA, Macquarie Asset Advisers (“MAA”) or Macquarie Alternative Strategies (“MAS”), may offer transition management services to institutional clients seeking to transition their portfolio holdings from one investment manager to another and/or from one investment strategy to another. Such services may be provided in conjunction with a MIMBT series or an affiliate of MIMBT within the Macquarie Group, as well as third parties. The relevant MIMBT series may give advice to transition management clients regarding trading strategies, including recommending trading baskets of securities rather than individual securities when deemed to be in the best interest of such clients and to the extent consistent with applicable laws. MIMBT affiliates within the Macquarie Group may provide brokerage and other services, including referral services, to transition accounts of MIMBT series that have been authorized or directed by the

transition management clients to use such affiliates to the extent consistent with applicable laws and may be compensated directly or indirectly for their services in accordance with applicable law.

MIMA may provide these services on its own or in conjunction with our traditional investment management services, which are described elsewhere in this brochure. These services may be provided to financial intermediaries or to their clients.

### ***Defined Benefit Plans***

Our asset/liability analysis involves assessing a client's existing asset solution relative to its pension liabilities. We may include additional alternative asset solutions in the analysis. Some or all of the following factors may be considered in the analysis, among others: projected liability cash flow projections; liability return review and custom liability benchmarking; and modelling of asset returns.

Certain clients may request MIMA's traditional asset management services in connection with receiving the asset/liability analysis. These asset management services may include developing and implementing a particular asset solution given the plan's liability structure and funded status and the plan sponsor's financial position and objectives. Examples of the asset management services include: liability driven investments; long duration portfolio management; and excess alpha and low correlation investment strategies.

### ***Endowments and Foundations***

The model for our asset allocation service for endowments and foundations incorporates user-defined parameters including inflation and capital market assumptions to allow a client to assess projected asset and spending levels.

Although the service is generally marketed to intermediaries, certain clients may request our traditional asset management services in connection with receiving the asset allocation service. The asset management services may include developing and implementing a particular asset solution given the client's projected spending goals.

### ***Other Services***

Other services offered by MIMA include:

- (1) General investment management services; and
- (2) Related computer and reporting services, or services to liaison with the client's custodian although MIMA never has custody of client account assets.

### ***Delaware Capital Management ("DCM")***

The DCM series participates primarily in wrap fee arrangements that it enters with various wrap fee sponsors for equity and fixed income strategies. These wrap fee sponsors may also be registered as investment advisers under the Advisers Act.

In some circumstances, DCM enters into agreements directly with individual wrap fee clients using a wrap fee agreement. The purpose of these wrap fee agreements is to allow DCM to manage wrap fee client accounts and make investment decisions on behalf of the client as to which securities are bought and sold for the account, as well as the total amount of securities to be bought and sold at a given time. The discretionary authority granted to DCM may be limited by conditions imposed by wrap sponsors or wrap fee clients in their stated investment guidelines and objectives or using separate written instructions. At times, DCM's discretionary authority may also be limited by directions from the wrap fee client to have transactions effected only through designated registered broker-

dealers. DCM does not generally take taxes into consideration when making investment decisions for wrap fee clients.

It should be noted that, in some instances, wrap account assets may be invested in a money market mutual fund that is not managed by DCM. The expenses of investing in these funds may include management fees that are incurred in addition to any fees payable to DCM.

DCM may also provide investment advisory services to wrap sponsors by providing a model portfolio of securities to wrap fee sponsors. The wrap fee sponsor typically has full discretion with regard to the implementation of these model portfolios.

DCM also provides investment advisory services to fixed income wrap program participants. For the accounts of these clients, DCM generally does not execute any transactions in fixed income securities through a wrap sponsor or an affiliated broker of the wrap sponsor's firm. For certain equity investment strategies, DCM will "trade away" from the wrap sponsor (or an affiliated broker-dealer of the wrap sponsor). This practice is unlike the typical wrap program practice whereby most securities transactions are directed to and executed by the wrap sponsor (or an affiliated broker-dealer of the wrap sponsor) and the wrap fee paid by the client covers or includes brokerage transaction costs. As a result, any such "trade away" brokerage transaction costs of "trade away" transactions, (e.g., commissions, mark-ups and mark-downs) paid for fixed-income securities transactions and equity securities transactions effected for wrap program participants will not have been offset or reduced by wrap fees paid and will represent an additional cost to be paid by the wrap program participant (in addition to the wrap fee).

### **Macquarie Asset Advisers ("MAA")**

The MAA series provides investment advisory services primarily to private CDOs and CLOs that are sold to large institutional investors.

### **Macquarie Alternative Strategies ("MAS")**

The MAS series provides investment advisory services primarily to institutional accounts and alternative investment portfolios, including on-shore and off-shore products.

### **Delaware Investments Fund Advisers ("DIFA")**

The DIFA series provides investment sub-advisory services to certain registered investment companies or "funds" other than DFM and certain other affiliated funds. These services include professional portfolio management, investment research and analysis, and the securities trading capabilities needed for making all investment decisions for such funds, as well as managing fund assets on an ongoing basis and placing orders for the execution of securities transactions.

DIFA either enters into an investment advisory agreement with a given fund and/or into a sub-advisory agreement with the fund's investment adviser. In each case, the advisory or sub-advisory agreement is subject to periodic review and continuance (generally annually) by the fund's Board of Directors or Trustees, as required under the 1940 Act. Each advisory or sub-advisory agreement is terminable without penalty, generally upon sixty (60) days' notice by the fund's Board or by DIFA, and each terminates automatically in the event of its assignment (as that term is defined in the 1940 Act). Each fund's board supervises and directs DIFA's provision of advisory services and, in cases where DIFA acts as sub-adviser, DIFA is also



supervised by the separate investment advisory firm that acts as investment adviser to the fund.

## **Item 5 — Fees and Compensation**

MIMBT's fees and compensation vary based upon the type of service provided. Clients may have different fee arrangements. Normally, however, fees are not negotiable. The standard fee structures and schedules currently in effect for the services offered by each of MIMBT's series are described more fully below and in Appendix A, attached to this Brochure. Additionally, clients will generally incur brokerage fees for the transactions executed in their accounts as discussed more fully in Item 12, "Brokerage Practices." Brokerage fees may differ for MIMBT's wrap fee clients as described below.

### **Delaware Management Company ("DMC")**

The advisory and other fees and expenses that DMC receives from the funds for which it serves as advisor or sub-advisor are disclosed in each fund's prospectus, generally most fees are computed based on the average daily net assets of the specific fund. A copy of the appropriate prospectus is provided to clients prior to investment and is available free of charge upon request at any time.

As described in the fund prospectus, DMC from time to time agrees to waive fees and/or out-of-pocket expenses to the extent necessary to limit the funds' expenses to specified amounts.

### **Macquarie Investment Management Advisers ("MIMA")**

The compensation paid to MIMA by each institutional client account, including registered or unregistered pooled vehicles, is generally based upon a percentage of assets under management

and may be subject to a minimum charge. Generally, the fee is based upon the market value of the account as of the end of each calendar quarter, although in some instances it may be based upon the account's average quarterly assets, three month or four month average. The fee structure may vary from time to time as the advisory fees are subject to negotiation. In certain instances, a portion of the fee, which may be greater or less than the standard fee schedule, may be calculated on a performance basis. Fees generally are calculated and payable quarterly, monthly in some instances per client contract and may be prorated if a contract is terminated other than at quarter-end. Fees for institutional accounts are generally not billed in advance of services. A table of representative fee schedules for institutional accounts is attached to this Brochure as Appendix A.

The advisory and other fees and expenses that MIMA receives from the UCITS funds for which it serves as the advisor and sub-advisor are generally disclosed in the applicable prospectus. The compensation paid to MIMA by each UCITS fund varies, although most fees are computed based on the average daily net assets of the specific UCITS fund. The fees are accrued daily and paid monthly in arrears. As described in the fund prospectus, MIMA from time to time agrees to waive fees and/or out-of-pocket expenses to the extent necessary to limit the UCITS funds' expenses to specified amounts.

Compensation paid to MIMA by pooled vehicles it manages will generally be similarly structured and may be governed by and disclosed in an offering document.

The trustee of the Macquarie CIT pays MIMA directly for the investment advisory and administrative services provided by MIMA to the Macquarie CIT. The trustee receives a fee, calculated

daily and paid monthly in arrears, for the trustee, management, investment advisory and administrative services provided by the trustee and MIMA.

Advisory services provided to high net worth individuals are provided at fee rates that correspond to those outlined for institutional clients in Appendix A.

MIMA clients may receive investment advisory services subject to wrap fee agreements similar to those utilized by MIMBT's DCM series. Please reference the discussion of DCM's wrap fees below for more information.

Over time, the fee structure for these types of services may vary as the advisory fees are subject to negotiation with the sponsor or client. MIMA may also be compensated on a different basis with respect to other wrap fee programs, but under no circumstances will MIMA be compensated on the basis of a share of the capital gains upon, or the capital appreciation of, the assets under management.

MIMA may charge clients a flat or other fee for certain services, such as asset/liability analysis, transition management services, or management of derivatives. The fee may vary from time to time, as it is subject to negotiation. The fee may also be waived in certain instances. If a fee is charged, the fee is typically not based on assets under management.

Fees for other investment management services, including investment management services provided to insurance company and separate accounts ("Insurance Asset Management") provided by MIMA are generally calculated as a percentage of assets under management and are payable in arrears. However, such fees are also typically negotiated on a case by case basis and may vary between clients.

## **Delaware Capital Management ("DCM")**

DCM clients that receive investment advisory services subject to a wrap fee agreement are generally charged a bundled fee by the wrap fee sponsor (referred to as a "wrap fee") based upon a percentage of the market value of the account. This wrap fee generally covers portions of or all services for: (1) selection or assistance in the selection of one or more investment advisers participating in the program; (2) the investment adviser's fee to manage the client's portfolio on a discretionary basis or to provide a portfolio model; (3) brokerage commissions and, in some instances, dealer mark-ups or mark-downs for the execution of trades by the designated broker; (4) acting as custodian for the assets in the client's portfolio which also includes providing the client with trade confirms and regular statements; (5) periodic evaluation and comparison of account performance, and (6) continuing consultation on investment objectives. A wrap fee agreement may not include all fees described above and not all fees will be covered by the wrap fee (such as "trade-away" transactions). Please refer to the information relating to wrap accounts in Item 12, "Brokerage Practices."

For the vast majority of wrap accounts, the sponsor charges the fee to the client, rather than DCM. The sponsor calculates the fee to be paid to DCM based upon the negotiated fee contained within the contract between the sponsor and DCM. The fees received for investment advice to wrap programs vary depending on the investment strategy selected, level of assets under management, and other factors.

For some wrap accounts, DCM has a direct contract with the client. In these cases, DCM calculates the fee due based on the fee schedule in place with the client. DCM may bill the client or may

request the fee to be deducted from the client's account and forwarded in payment of fees due. If an advisory contract is terminated prior to the end of the billing period, DCM will refund any fees paid in advance on a pro rata basis.

The fee a client pays in a wrap fee program typically covers advice, trading done through the sponsor, custody, and reporting, but does not cover trades executed with a broker other than the sponsor, and other fees such as IRA fees, wire transfer fees, exchange fees, and mark-ups and mark-downs on fixed income securities. Certain investment strategies may trade infrequently, resulting in the client paying a higher proportion of its wrap fee for non-trading services than if the client used an investment strategy that traded more frequently. In addition, some investment strategies incur additional trading costs, such as when DCM purchases shares in a non-US market and converts them to American Depositary Receipts (ADRs) and incurs a conversion fee. This will result in the wrap client paying other fees in addition to the standard bundled fee. Over time, the fee structure for these types of services may vary as the advisory fees are subject to negotiation with the sponsor or client.

#### **Macquarie Asset Advisers ("MAA")**

Compensation paid to MAA is generally calculated as a contractual percentage of the collateral asset value of the investment vehicle to which MAA provides services. This value fluctuates over time and is reduced as the collateral is liquidated over the life of the investment vehicle. The fee structure may vary from time to time as it is subject to negotiation. Fees are payable in arrears and are generally deducted from clients' assets by the trustee or administrator for each payment period, typically on a quarterly basis. If an account is terminated prior to a normal accrual period, the fee due will be calculated on a pro rata basis.

#### **Macquarie Alternative Strategies ("MAS")**

The advisory and other fees and expenses that MAS receives from the funds for which it serves as advisor are disclosed in each fund's offering documents, generally most fees are computed based on the average daily net assets of the specific fund. A copy of the appropriate offering document is provided to clients prior to investment and is available free of charge upon request at any time. In certain instances, the fee or a portion of the fee, which may be greater or less than the standard fee schedule, may be calculated on a performance basis. In addition, MAS reserves the right to waive or alter the fee, or a portion of the fee, on a discretionary basis.

#### **Delaware Investments Fund Advisers ("DIFA")**

The advisory and other fees and expenses that DIFA receives from the funds for which it serves as advisor or sub-advisor are generally disclosed in each fund's prospectus, and most fees are computed based on the average daily net assets of the specific fund. A copy of the appropriate prospectus is provided to clients prior to investment and is available upon request at any time.

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

#### **Performance-Based Fees**

In some cases, MIMBT, through its series, enters into performance fee arrangements with qualified clients. Such fees are subject to individualized negotiation with each such client and are structured in conformity with the

Advisers Act and the available exemptions thereunder.

In each instance where MIMBT charges a performance-based fee, MIMBT will seek a contractual representation from the client that it is qualified to be charged such a fee. MIMBT will also seek to disclose the risks to clients, including conflicts of interest and operation of the performance fee, usually in the investment advisory contract.

### **Side-by-Side Management**

Management of accounts with different fee arrangements can create a conflict of interest by incentivizing favoritism of the higher fee arrangement. Performance-based fee arrangements such as those discussed above increase potential conflicts of interest because MIMBT, through its various series, manages accounts with such fee arrangements side-by-side with accounts that are charged a standard fee based on assets under management.

The existence of performance-based fee arrangements may create an incentive for MIMBT to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor accounts paying higher fees over other accounts in the allocation of investment opportunities.

## **Item 7 — Types of Clients**

### **Institutional Clients**

MIMBT advises a variety of institutional clients, including individuals, registered and private funds both on and off-shore, unaffiliated off-shore and on-shore corporate and public pension plans, endowments, foundations, nuclear decommissioning trusts, collective investment trusts, collateralized debt obligation funds, hedge funds, sovereign

wealth funds, and insurance-related accounts. MIMBT also provides investment services to certain affiliates and acts as a sub-advisor to unaffiliated sponsors and investment products.

The minimum account size for our institutional client accounts varies based on a variety of factors including investment style and the nature of the client relationship, but is generally \$25 million or more.

### **Retail Investors**

MIMBT provides investment management and related services to a wide variety of retail investors through mutual funds, affiliates, mutual fund sub-advisory relationships, ex-U.S. pooled vehicles (“Pooled Investors”), and separately managed accounts (“SMA”). These retail products include open-end mutual funds, closed-end mutual funds and variable insurance portfolios.

The minimum account size for such retail clients varies based on a variety of factors, including prospectus limits, the type of product, and minimum account sizes that may be imposed by financial intermediaries. SMA program clients generally must comply with a minimum initial account size imposed by the unaffiliated sponsor, which is typically \$100,000 or more.

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

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

In order to provide advisory services to our clients, MIMBT's portfolio managers and analysts devote the majority of their time to securities analysis. Research-oriented brokerage houses provide one important source of information used for this analysis, as do trade journals, financial newspapers, magazines and the

like. Other prime sources of financial data include corporate annual and financial reports, the various manuals published by rating services, and financial data calculated by research services. Much of this information is available electronically and MIMBT often employs sophisticated computer technology to sift through the information effectively. Research regarding a prospective portfolio purchase may also be supplemented by on-site corporate interviews.

MIMBT's investment personnel utilize this substantial research platform to conduct the fundamental investment analysis upon which their advisory services are based. This analysis may consider many factors, including domestic and international economic and political studies, industry and sector evaluations drawn from business cycle analyses, and the analysis of individual companies within industries and sectors. Additionally, any analysis or evaluation of bonds and fixed income securities may be based upon studies of credit worthiness of issuers, yield, call protection and other factors.

When providing investment advisory services, MIMBT maintains a flexible strategy designed to conform with various clients' individual investment objectives, whether such objectives are growth, total return, current income, tax-exempt income, asset allocation, international or global, or stability of principal. In addition, a portfolio manager will generally consider the composition of the relevant benchmark index, as well as the composition of portfolios within a competitive peer group when constructing the portfolio for a fund. This method is designed to minimize both excessive volatility within the portfolio and wide divergence in performance versus the market in a given investment style or mandate, while seeking to produce consistently above-average long-term performance.

A list of representative strategy composites that are available to clients of MIMBT, including the material risks attendant to each strategy, is attached to this Brochure as Appendix B. In pursuing these strategies, MIMBT recommends a variety of securities and does not limit its recommendations to a particular type of security although particular strategies may be invested in a more concentrated type of securities (e.g., specialty funds). Clients are strongly encouraged to review the information on risk of loss below, as well as the material risks attendant to each strategy composite before investing.

### **Risk of Loss**

As with any investment, there is no guarantee that a portfolio or account managed by MIMBT will achieve its investment objective. Clients and Pooled Investors are reminded that they could lose money and that they alone will bear such losses.

The material risks attendant to each of MIMBT's investment strategy composites are outlined in Appendix B, which is attached to this Brochure. The value of a portfolio managed by MIMBT will be exposed to one or more of the risks described in Appendix B, any of which could cause fluctuations in the portfolio's return, the price of a pooled portfolio's shares, or the portfolio's yield.

Please note that there are many other circumstances not described within this Brochure or Appendix B that could adversely affect Client and Pooled Investors' investments and prevent a portfolio from reaching its objective. Clients and Pooled Investors should review the service and risk descriptions set forth in the various marketing and disclosure materials provided to them. Specifically, investors in the shares of the mutual funds managed by MIMBT should review the prospectus used to

offer those shares. Similarly, the objectives and material risks of the privately placed pooled vehicles we advise are typically detailed in the offering memoranda and subscription documents related to each of those vehicles, which are listed in MIMBT's Form ADV Part 1A.

## **Item 9 — Disciplinary Information**

In July 2015, DMC and DIFA, both series of MIMBT that advise or sub-advise registered investment companies ("Fund Service Activities"), entered into a settlement of an administrative proceeding with the SEC. The SEC's Order found that DMC and DIFA violated Section 9(a) of the 1940 Act due to engaging in Fund Service Activities from April 1, 2015 through May 15, 2015 without exemptive relief. Due to an injunction against an affiliate of DMC and DIFA on April 1, 2015, DMC and DIFA required exemptive relief under Section 9 of the 1940 Act to continue to be eligible to provide Fund Service Activities after April 1, 2015. On May 15, 2015, the SEC staff, acting under delegated authority from the SEC, granted temporary exemptive relief from Section 9(a) of the 1940 Act with respect to the Injunction. On July 6th, 2015, the SEC issued temporary exemptive relief and a notice of application for permanent exemptive relief from Section 9(a) of the 1940 Act with respect to the injunction. On August 3, 2015, the SEC granted to DMC and DIFA permanent exemptive relief from the provisions of Section 9(a), indicating that the SEC has determined that DMC and DIFA have met the standard for receiving exemptive relief.

On the basis of the Order and Offers of Settlement by DMC and DIFA, the SEC found that: 1) DMC and DIFA served or conducted Fund Service Activities as of April 1, 2015 and, notwithstanding the entry of an Injunction against an affiliate of DMC and DIFA on that date and the

resulting statutory disqualification of DMC and DIFA, continued to engage in Fund Service Activities after April 1, 2015 without exemptive relief; 2) as a result of the entry of the Injunction against the affiliate, Sections 9(a)(2) and 9(a)(3) of the 1940 Act together also prohibited DMC and DIFA from engaging in Fund Service Activities as of April 1, 2015; 3) DMC and DIFA did not contact SEC staff to begin the process of obtaining exemptive relief until April 7, 2015; and 4) as a result of the conduct described above, each of DMC and DIFA violated Section 9(a) of the 1940 Act. Without admitting or denying the validity of the SEC's findings, DMC and DIFA each agreed to pay a penalty of \$20,000.

MIMBT does not believe that the 2015 settlement order described above has materially adversely affected MIMBT's ability to service its clients. The statutory disqualification related to affiliated activity and not to personnel or services provided by MIMBT. Further, neither DMC nor DIFA nor any of their current or former directors, officers or employees was involved in any way in the matters that led to the injunction against the affiliate. In addition, the matters that led to the injunction against the affiliate did not involve any Fund or client or the assets of any Fund or client managed or sub-advised by DMC or DIFA.

In July 2012, MAA, a series of MIMBT that manages CDOs and other structured products, entered into a settlement of an administrative proceeding with the SEC. The SEC's order found that MAA was negligent in connection with its participation in the ratings process as the collateral manager in the Delphinus 2007-1 CDO and that this led the CDO's trustee to conclude that all investors in the Delphinus CDO should be paid out pro rata, rather than based on payment provisions that would have been applied under the transaction

document in the event of certain ratings failures. Without admitting or denying the validity of the SEC's findings, MAA agreed to pay disgorged fees, interest, and a penalty totalling \$4.8 million.

MIMBT does not believe that the 2012 settlement order described above has materially adversely affected MIMBT's ability to service its clients. MAA is a separate series of MIMBT and, as such, conducts its own business, including the selection of separate officers, entering into its own binding agreements, and incurring separate liability. Further, MAA is solely focused on managing alternative/structured products and has no portfolio management responsibilities for MIMBT's other products, including DFM Funds, separately managed accounts, institutional separate accounts, wrap accounts, collective investment trusts, or other co-mingled investment vehicles.

Notwithstanding the foregoing, neither MIMBT nor its management persons have been the subject of any criminal proceedings that are material to a client's or a prospective client's evaluation of our advisory business.

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

### **Registrations of Management Persons as Broker-Dealers or Registered Representatives of Broker-Dealers**

Certain of MIMBT's management persons and other employees are registered representatives of Delaware Distributors, L.P. ("DDL"), an affiliated SEC-registered broker-dealer and member of the Financial Industry Regulatory Authority.

### **Registrations of Management Persons as Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisors**

MIMBT is registered as a commodity pool operator and commodity trading advisor. Certain of its personnel are currently or, in the future, may be registered as a principal or associated person in this capacity.

### **Affiliations and Conflicts of Interest**

MIMBT is committed to providing clients with service of the highest quality and is guided by the desire to act in the best interests of our clients. Nevertheless, there may be circumstances where client interests conflict with MIMBT's interests or the interests of other clients. A number of these conflicts are inherent to our business and are encountered by other large financial services firms that offer similar services. MIMBT has adopted policies and procedures that we believe are designed to ensure that we are always acting in the best interests of our clients.

Because MIMBT is wholly owned by Macquarie Group Limited ("MGL"), a global provider of banking, financial, advisory, investment and funds management services with various entities registered across the world, we are affiliated with various U.S. and non-U.S. investment advisers, broker-dealers, and pooled investment vehicles, among other financial entities. From time to time, MIMBT may enter into agreements and arrangements with certain MGL entities as is permitted under applicable law.

MIMBT is the advisor for the DFM, the Optimum Funds, and Macquarie Global Infrastructure Total Return Fund Inc., which consist of registered investment companies (open end mutual funds and, closed end funds), private investment pools and other products. Additionally,

MIMBT is affiliated with the general partners of the private investment pools for which it serves as advisor. Specifically, Macquarie Real Estate Absolute Return Partners, Inc. is a subsidiary of MIMBT's MAS series. MIMBT's MIMA series also serves as a general partner to a private investment pool that MIMBT advises. MIMBT's MIMA series is also the investment manager for Macquarie Collective Funds plc, an investment company with variable capital incorporated with limited liability in Ireland. Macquarie Collective Funds plc has been established as an umbrella fund with segregated liability between sub-funds and is authorized pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities Reg. 2011). MIMBT's MIMA series is also the investment manager for Macquarie Fund Solutions (the "Company"), an investment company organized as an investment company (société d'investissement à capital variable) registered under Part I of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment (the "Law of 2010").

MIMBT is affiliated with DDLP, an SEC-registered broker-dealer that acts as the primary distributor of the DFM and Optimum Funds, along with other products that MIMBT advises. DDLP will from time to time act as placement agent for MIMBT-managed products in ex-U.S. jurisdictions. Through MGL's ownership of MIMBT, DDLP is likely to maintain affiliations with certain other broker-dealers. However, MIMBT does not have any relationships with an affiliated broker-dealer other than DDLP that are material to MIMBT's advisory business or its clients.

MIMBT has affiliations with other related SEC-registered investment advisers, including Delaware Capital Management Advisers, Inc., an SEC-

registered investment adviser that refers MIMBT's services. MIMBT also maintains a relationship with Four Corners Capital Management, LLC, an SEC-registered investment adviser that is wholly owned by MIMBT's MAA Series. Additionally, through MGL's ownership of MIMBT, Macquarie Bank Limited (an Australian Registered Bank) is an indirect owner of MIMBT. MIMBT, through Delaware Investments Advisers Partner, Inc., a subsidiary of its MIMA series, has an economic interest in Jackson Square Partners, an SEC-registered investment adviser that serves as a sub-adviser to certain MIMBT clients, including mutual funds. MIMBT may also liaise with, or hire as sub-advisors, certain investment adviser affiliates, including but not limited to, Macquarie Funds Management Hong Kong Limited, Macquarie Investment Management Europe Limited, Macquarie Investment Management Austria Kapitalanlage AG, Macquarie Investment Management Global Limited and Macquarie Investment Management Europe S.A. to provide services, such as trading, quantitative support, and investment research and recommendations to its clients to the extent consistent with applicable law and MIMBT's contractual obligations. For additional information regarding our affiliates, please refer to Part 1A of MIMBT's Form ADV.

From time to time, MIMBT will engage in business activities with some or all of its affiliates, subject to our policies and procedures governing how we handle conflicts of interest. We may use our affiliates to provide other services to our clients to the extent permitted under applicable law. It is important to note that certain entities that are under common control with MIMBT provide investment banking services such as advising on merger and acquisition activity and the underwriting of initial public offerings and secondary offerings.



Due to restrictions under the 1940 Act and certain client guidelines, this affiliation may result in clients not being able to participate in all transactions due to the involvement of a MIMBT affiliate in the transaction or in having the clients' participation in the transaction structured in a different manner or otherwise altered in order to be consistent with applicable restrictions. Similarly, while MIMBT is not prohibited from executing transactions through its affiliates that operate as broker contract and/or dealers, any such execution will be subject to applicable statutory, regulatory and client contracts and/or guidelines, which may ultimately result in the transaction being placed with another broker-dealer or limiting certain aspects of the transaction (such as commission costs).

In the ordinary course of business, MIMBT provides advice for a number of clients, including MIMBT affiliates. Accordingly, MIMBT may provide advice to certain clients, or take actions on behalf of certain clients, that differs from recommendations made to other clients or actions taken on behalf of other clients. MIMBT is not obligated to recommend to any or all clients those investments that it may recommend to, or purchase or sell for, certain other clients. Additionally, portfolio and advisory employees of MIMBT and its affiliates regularly share information, perceptions, advice and recommendations about market trends, the valuation of individual securities, and investment strategies, except where prohibited by ethical walls established by MIMBT or its affiliates or applicable law or regulation. Persons associated with MIMBT may have investments in securities that are recommended to clients or held in client accounts, subject to compliance with our policies regarding personal securities trading. Additional information regarding potential conflicts of interest arising from our relationships and activities with our affiliates is

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

Additionally, some members of MIMBT's investment team may also serve on the investment team for one or more other wholly-owned subsidiaries of the Macquarie Group ("Participating Affiliates") that provide investment advisory services to funds and managed accounts ("Non-MIMBT Advised Accounts"). Such services may be offered both domestically and outside of the United States. MIMBT and a Participating Affiliate may give advice or take action with respect to the investments of client accounts and Non-MIMBT Advised Accounts that may not be given or taken with respect to other client accounts with similar investment programs, objectives, and strategies. Accordingly, client accounts with similar strategies may not hold the same securities or instruments or achieve the same performance.

MIMBT and a Participating Affiliate may also advise client accounts with conflicting programs, objectives or strategies. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more client accounts.

Finally, MIMBT and a Participating Affiliate may have conflicts in allocating their personnel's time and services among client accounts. MIMBT will devote as much time to each client account as it deems appropriate to perform its duties in accordance with its management agreement. However, MIMBT has a fiduciary duty to provide unbiased advice and to disclose any material conflicts of interest to its clients, as mandated under the Advisers Act. Furthermore, it is MIMBT's goal to act in good faith and to treat all client accounts in a fair and equitable manner over time,

regardless of the client's strategy, fee arrangements, or the influence of a client or client's beneficiaries.

MIMBT employs various controls to assist in the disclosure and management of potential conflicts of interest and maintains policies (including MIMBT's Code of Ethics and a trade allocation policy) that are designed to mitigate any such conflicts. Item 11 of this Brochure, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" provides more detailed information on MIMBT's Code of Ethics. In instances where unique requirements or restrictions are required due to the identification of different conflicts, MIMBT will typically establish additional policies and controls or develop alternate processing requirements to assist in the mitigation of these conflicts.

#### **Recommendation of Other Investment Advisers**

At times, MIMBT enters into sub-advisory agreements with other investment advisers. However, these agreements do not create a material conflict of interest because, although MIMBT receives compensation for the advisory services it provides under any such sub-advisory agreements, MIMBT does not receive compensation either directly or indirectly from such other investment adviser for the recommendation or selection of other investment advisers for its clients. From time to time, MIMBT enters into agreements with affiliates related to a variety of financial services and products, described more fully in Item 14, "Client Referrals and Other Compensation from Non-Clients."

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

### **Code of Ethics**

MIMBT has adopted a Code of Ethics (the "Code") and other policies and procedures relating to, among other things, portfolio management and trading practices, personal investment transactions, and insider trading, that outline standards of employee conduct and are designed to prevent and/or resolve conflicts of interest with respect to our clients. MIMBT's Code is available to any current or prospective client upon request.

All MIMBT employees are provided with a copy of the Code at the time they are hired, and each employee must certify annually that they understand and are in compliance with the provisions of the Code. Employees are also promptly notified of any material changes to the Code and must certify that they understand any changes that are imposed.

The Code and supporting operational procedures (the "Handbook") contain a detailed description of MIMBT's requirements for and monitoring of personal securities transactions executed by MIMBT employees. Employees who wish to trade in securities for their personal investment accounts must follow the Code and Handbook, which contain pre-clearance procedures, reporting requirements, and other provisions that restrict personal trading by employees. All employees are required to disclose their personal brokerage accounts upon hire and to submit duplicates of their broker account statements and trade confirmations. Certain employees of MIMBT may maintain non-discretionary accounts with unaffiliated third parties and such

accounts may not be subject to all of the Code's requirements because these employees have granted discretion over their trading activity to a third party. While transactions in these accounts may be in direct competition or contravention of client transactions, any such activity is not MIMBT employee-directed.

Under the Code, employees who are involved in researching, recommending, or trading securities are subject to more restrictive trading prohibitions. The personal trading activity of MIMBT's employees is actively monitored to detect and correct any violations of the Code. Regardless of these safeguards, personal transactions of MIMBT's associated persons and personnel represent an inherent conflict of interest.

#### **Potential Conflicts Relating to Advisory Activities**

The results of MIMBT's investment activities for a client may differ significantly from the results achieved by MIMBT for other current or future clients. MIMBT will manage the assets of a client in accordance with the investment mandate selected by that client. However, we may give advice or take action with respect to the assets of one client that may compete with the advice or investment action that we take on behalf of other clients. In particular, we may buy or sell positions for one client while we are pursuing a strategy on behalf of another client that is identical, different, or even opposite to the strategy pursued on behalf of the first client. From time to time, MIMBT may provide training to certain types of institutional clients or compensate such clients for educational expenses, but will do so only to the extent permissible under applicable law.

At times, MIMBT and its affiliates may provide the initial seed capital in connection with the creation of a new investment product or style. Proprietary

capital may not exhibit the same performance results as similarly managed client accounts for a variety of reasons, including regulatory restrictions on the type and amount of securities in which the proprietary capital may be invested, differential credit and financing terms, as well as any hedging transactions. While MIMBT acts solely in the best interests of its clients, these circumstances may give rise to the appearance of a conflict of interest.

MGL, its affiliates, directors, officers, and employees (collectively, the "Macquarie Group") are major participants in the global financial markets and may take part in, among other things, advisory, transactional and financial activities and/or hold interests in securities and companies that may be directly or indirectly purchased or sold by MIMBT for its clients' accounts. The global nature and size of the Macquarie Group may also influence vendor choice selection by MIMBT which may have an impact on the services provided to MIMBT clients. The investment activities of the Macquarie Group may limit the investment opportunities for MIMBT's client accounts. For example, this may occur in certain regulated industries, private equity markets, emerging markets, and in certain futures and derivative transactions where restrictions may be imposed upon the aggregate amount of investment by affiliated investors or advisers. Present and future activities of the Macquarie Group, in addition to those described above, may also result in conflicts of interest or the application of regulatory requirements that may be disadvantageous to MIMBT's clients. At times, Macquarie Group management may implement corporate policy or organizational decisions designed to address global or foreign jurisdictional matters and/or internal risk concerns. In response to these or other situations, Macquarie Group may impose limits on the ability of its subsidiaries, including

MIMBT, to invest in a security or make additional investments in a security. Such limitations may be more restrictive than those that MIMBT would impose, or have statutorily imposed on it, but for its relationship with Macquarie Group and may limit MIMBT's investment activity when investing for client accounts, even if the client guidelines or applicable law could be read to permit investment (or further investment) in such a security or securities.

MIMBT has established policies, procedures and disclosures designed to address conflicts of interest arising between advisory accounts of MIMBT and the Macquarie Group's businesses. It is MIMBT's policy that personnel involved in decision making for advisory accounts must act in the best interests of their advisory clients and generally without knowledge of the interests of proprietary trading and other operations of the Macquarie Group. Where MIMBT's personnel are aware of material conflicts or potential material conflicts among advisory accounts, or between advisory accounts and the Macquarie Group and/or personnel of the Macquarie Group, it is MIMBT's policy to disclose the existence of such material conflicts or potential material conflicts through its Form ADV or otherwise to clients.

#### **Investments in Affiliated Funds**

At times, if permitted by relevant investment guidelines and applicable law, we may purchase interests in mutual or other registered and unregistered funds or vehicles that are offered by MIMBT or its affiliates for client accounts (including wrap program accounts) when we believe it is in the best interest of the relevant client to do so. The details of any possible fee offsets, rebates or other reduction arrangements in connection with such investments are provided in the documentation relating to the relevant client account and/or the underlying fund or vehicle.

In choosing between funds and managers affiliated with MIMBT and those not affiliated with MIMBT, we may have a financial incentive to choose MIMBT-affiliated funds and managers over third parties by reason of the additional investment management, advisory, and other fees or compensation that we or our affiliates may earn. Under certain conditions, we may offset, rebate, or otherwise reduce our fees or other compensation with respect to these types of investments; however, this reduction or rebate, if available, will not necessarily eliminate the conflict and MIMBT may nevertheless have a financial incentive to favor investments in MIMBT-affiliated funds and managers. Furthermore, clients should not expect us to have better information with respect to MIMBT-affiliated funds than other investors have. Even if we have such information, we may not be permitted to act upon it in a way that would disadvantage other investors in such funds.

#### **Potential Restrictions and Conflicts Relating to Information Possessed or Provided by MIMBT**

##### ***Material Non-Public Information and Insider Trading***

The wide range of banking, financial and investment advisory, broker-dealer and other financial and investment industry activities engaged in by the Macquarie Group throughout the world poses the prospect that MIMBT and/or its affiliates will from time to time acquire confidential, material non-public information ("MNPI") about issuers, corporations, or other entities and their securities. MIMBT may not use MNPI obtained from any division of the Macquarie Group when making investment decisions relating to public securities for its clients. Additionally, MIMBT may not be free to divulge or to act upon such information with respect to its activities and, on occasion, may be

restricted from buying or selling certain securities on behalf of clients because of these circumstances. These restrictions may adversely impact the investment performance of client accounts. We have implemented procedures, including those described below relating to information barriers, which prohibit the misuse of such information by MIMBT, our employees, and on behalf of our clients.

### ***Information Barriers/Ethical Walls***

The Macquarie Group, including MIMBT, has internal procedures in place intended to limit the potential flow of any such non-public information should MIMBT or any member of the Macquarie Group come into possession of material, non-public information. One such protective measure is the creation of ethical walls between and within the Macquarie Group's various businesses, which serve as information barriers that prevent confidential or potentially price-sensitive information held within one business area in the Macquarie Group from being communicated to another business division. The Macquarie Group's ethical walls are comprised of a combination of physical measures and employee conduct measures. Physical measures include the physical separation of business groups with appropriate security arrangements and security restrictions on computer files and databases. Employee conduct measures include policies designed to prohibit employees of a business division from communicating any price-sensitive information to employees on the other side of an ethical wall, and prohibitions on employees who are aware of price-sensitive information from engaging in activities involving the provision of securities advice, or trading on such information.

### ***Other Trading Restrictions***

In addition to the foregoing, MIMBT maintains one or more restricted lists of companies whose securities are subject to

certain trading prohibitions due to the business activities of MIMBT and/or the Macquarie Group. We may restrict trading in an issuer's securities if the issuer is on a restricted list or if we otherwise have MNPI about that issuer. A client's account may be prohibited from buying or selling certain securities until the restriction is lifted, which could disadvantage the client's account. In some cases, we may not initiate or recommend certain types of transactions, or may otherwise restrict or limit our advice relating to certain securities if a security is restricted due to MNPI or if we are seeking to limit receipt of MNPI.

## **Item 12 — Brokerage Practices**

MIMBT selects brokers, dealers, and banks to execute transactions for the purchase or sale of equity securities based upon a judgment of their professional capability to provide the service. The primary consideration is to seek brokers or dealers that provide "best execution." A determination of "best execution" encompasses many factors, including, but not necessarily limited to, the price paid or received for a security, the commission charged, the promptness and reliability of execution, the confidentiality and placement accorded the order and other factors affecting the overall benefit obtained by the account in the transaction. Lower commissions may be paid when a transaction presents little difficulty in execution, is smaller in size, or is transacted through an automated crossing mechanism.

With respect to fixed income securities, MIMBT generally makes its purchases in the primary or secondary markets where another party may act as principal for the securities on a net basis. Accordingly, no commission is paid by the client, although the price usually includes undisclosed compensation to the market-maker. Transactions effected through broker-dealers serving as primary market-makers reflect the spread

between the bid and asked prices. In certain circumstances, MIMBT may also purchase securities available from underwriters at prices that include underwriting fees.

### **Research and Other Soft Dollar Benefits**

In order to pay for some of the investment research that is obtained from third-party sources, MIMBT employs the use of soft dollars. Soft dollars are an arrangement in which a portion of each commission is used to pay for eligible services or research in addition to trade execution. MIMBT utilizes commission sharing agreements (CSAs) to facilitate the payments to research providers. With a CSA, one combined commission rate is paid to an executing broker. A portion of the client commission is directed to the broker for its execution services while the other portion is a separately identified charge that is paid to a pool of "credits" and is used to obtain research products or services for the benefit of MIMBT's investment decision making process. After accumulating credits within the pool, MIMBT will subsequently direct that those credits be used to pay certain parties in return for eligible research products or services.

The types of research and services received by MIMBT may include advice, either directly or through publications or writings, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities. In addition, the research or services received may include analyses and reports concerning issuers, securities, or industries; information on economic factors and trends; assistance in determining portfolio strategy; providing execution and clearance services and analysis information; and providing portfolio performance evaluation and technical market analysis. MIMBT generally uses these services, and other research services, in

connection with its investment decision-making process with respect to one or more funds and accounts, rather than using them exclusively with respect to the fund or account generating the brokerage business

MIMBT may, from time to time, cause higher commissions to be paid to brokers and dealers who provide brokerage and research services than would be payable to another broker or dealer. However, as provided in the Securities Exchange Act of 1934 and the investment management agreements with MIMBT's various clients, these higher commissions must always be deemed reasonable in relation to the value of the brokerage and research services received. Additionally, if MIMBT receives a benefit that includes both brokerage and research services used by MIMBT in connection with its investment decision-making process and services used in connection with administrative or other functions not related to the investment decision-making process, MIMBT will make a good faith allocation of brokerage commissions for the brokerage and research services and will pay out of its own resources for services used in connection with administrative or other functions not related to its investment decision-making process. Such allocations are made, to the extent possible, based on some objective unit of measurement such as percentage of time used, number and responsibilities of users, transaction type, or some other unit of measure. At times, consistent with applicable law, MIMBT may also receive research from a third party. Such third parties may also provide consulting services to clients regarding a variety of other financial services, such as investment management services or refer clients or potential clients to MIMBT. Clients should be aware that these activities have the potential to cause a conflict of interest.

## Brokerage for Client Referrals

MIMBT does not consider client referrals when selecting or recommending broker-dealers.

### Directed Brokerage

Certain clients direct MIMBT to effect transactions through a designated broker or brokers. Client direction requests must be in writing and indicate that the request is properly authorized. For accounts subject to the Employee Retirement Income Securities Act, such requests must also indicate that they are in the best interest of the plan, for the exclusive benefit of the plan, and subject to best execution. MIMBT seeks to limit a client's reasonable directed brokerage instructions to no more than 25% of the client's eligible commissions on an annual basis. When clients designate brokers or dealers, it may not be possible for MIMBT to obtain the same execution that would be attainable if MIMBT had full discretion in the selection of the executing firm or to include the client's transaction in large batch transactions with orders on behalf of fully discretionary clients. Clients should be aware that direction requests may result in the payment of higher or lower or no brokerage commissions, an increase in transaction costs, or a less favorable net price for their account. Additionally, orders for clients with special requirements such as a specified percentage of directed brokerage, all-or-none execution requests, or restrictions prohibiting commingled orders may be placed after orders for clients that do not carry such restrictions. These clients may be disadvantaged if they do not participate in commingled orders. It is important to note that although MIMBT attempts to satisfy client direction requests, there can be no guarantee that client direction requests will be fully satisfied.

## Aggregating Orders

Since certain clients have similar investment objectives and programs, MIMBT generally will place a combined order for two or more accounts or funds engaged in the purchase or sale of the same security if it is believed that joint execution is in the best interest of each participant and will result in best execution. Transactions involving commingled orders are allocated in a manner deemed equitable to each account. When a combined order is executed in a series of transactions at different prices, each account participating in the order will be allocated an average price obtained from the executing broker. To ensure the equitable distribution of investment opportunities among clients of the firm, MIMBT has adopted written trade allocation guidelines for its trading desks. Because a *pro rata* allocation may not always accommodate all facts and circumstances (such as initial public offerings), the guidelines provide for adjustments to allocation amounts in certain cases. For example, adjustments may be made: (1) to eliminate *de minimis* positions; (2) to give priority to accounts with specialized investment policies and objectives; and (3) to reallocate in light of a participating portfolio's characteristics, such as available cash, industry or issuer concentration, duration, and credit exposure. Also, with private placement transactions, conditions imposed by the issuer or client may limit availability of allocations to client accounts. Although the joint execution of orders and/or other allocation of orders could, in some cases, adversely affect the price or volume of the security that a particular account may obtain, it is the opinion of MIMBT that the advantages of combined orders and/or other allocation outweigh the possible disadvantages of separate transactions. At times, certain accounts may place trades that are in direct conflict with the investment strategies and trades of other accounts. This may

occur for instance, when MIMBT places conflicting buy and sell orders in the same security. Clients should be aware that this conflict of interest may cause the market prices of the securities held by the other accounts to be adversely affected.

MIMBT maintains a separate trading desk for its separately managed account business. Further, in each investment style for which MIMBT has both institutional and separately managed account clients, MIMBT generally trades both sets of clients at substantially the same time. However, in certain cases, such as frequent cash movements for one set of clients, confidentiality or information leakage concerns, and large model changes, it may be the case that trading on one desk will not begin simultaneous with trading on the other desk. In such cases, MIMBT seeks to begin trading for the other desk in as timely a fashion as the circumstances dictate. Due to the size of transactions on each desk, the transactions on the second desk may finish before, concurrent with, or after the transactions are completed on the first desk. Finally, in certain cases the transaction on both desks may be combined into a single order and transacted on a single desk. In all cases, the traders on each desk seek best execution for all transactions in keeping with MIMBT's best execution policies and procedures.

### **Wrap Accounts**

The wrap program fee does not cover commissions for trades that MIMBT places with a broker-dealer other than the sponsor ("trading away"), or mark-ups or markdowns charged by those other broker-dealers on principal trades. The wrap program fee also does not cover charges imposed by an electronic communications network ("ECN") for trades placed by a broker-dealer on that ECN. ECN fees generally are included in the price of the security and are not

shown separately on a confirmation or statement. The wrap program fee will not be reduced or offset by these fees. Instead, the additional fee will reduce the overall return of a client's account.

In many wrap fee programs, clients direct MIMBT to execute trades for their accounts through the program sponsor, subject to MIMBT's duty of best execution. MIMBT trades away from the sponsor in all of the strategies available to wrap program clients, and in the Fixed Income, International ADR, Large Cap Value and Small Cap Value strategies, MIMBT trades away from the sponsor with respect to greater than a majority of the portfolio driven trades. MIMBT will trade away when it reasonably believes that another broker-dealer will provide better execution than would be the case if the transaction were executed through the sponsor. If a client seeks to use a strategy in which MIMBT trades away frequently, the client should consider whether the wrap program is an appropriate option, given that the client will be incurring some redundant costs. Clients should review their wrap fee program sponsor's Form ADV brochure for information about the sponsor's review of MIMBT's efforts to seek best execution of client trades.

MIMBT considers various factors, including the liquidity of the security, the time that orders will be sent and the possibility of information leakage resulting in worse prices when trades are placed with multiple sponsors, and the need for timely execution when determining whether to trade away from the sponsor. Other broker-dealers may provide MIMBT with brokerage and research services related to non-wrap program trading, as disclosed above in "Research and Other Soft Dollar Benefits."

For separately managed account relationships, if we are trading with respect to multiple sponsor relationships, MIMBT's trade sequence is completed in a random order. For other types of



arrangements supported by the separately managed account trading desk, such as those where MIMBT does not have investment discretion, trading or model instructions and transaction recommendations are scheduled to follow completion of the aforementioned random trade sequence and are communicated to the sponsor firm/overlay manager in a random order. Where MIMBT engages a sub-adviser to provide portfolio management services, the sub-adviser's trading rotation will follow their disclosed trade rotation.

### **Item 13 — Review of Accounts**

Client accounts and certain institutional accounts are generally reviewed on a daily basis. Each client is assigned to at least one portfolio manager, who is supported by various research personnel. These investment professionals meet periodically on both a formal and informal basis to discuss portfolio strategy, composition, security selection, industry/sector weightings and other topics relevant to managing the account. Reviews generally include: all new purchases and sales; portfolio characteristics; investment objective adherence; benchmark and peer comparison; and account dispersion. Security specific research is formally reviewed and revised, as necessary.

Other officers and employees of MIMBT, including in-house legal, and compliance personnel, also review account matters as needed. On a more as needed basis we will involve additional personnel to address other matters that arise. Among the matters reviewed are the nature and amounts of portfolio holdings, adherence to investment objectives and policies, and compliance with statutory and regulatory requirements. In addition, each institutional account is assigned to a client service officer, who acts as a liaison between the client, the internal

portfolio management team, and other personnel. Performance on all accounts is computed monthly and reviewed regularly by senior management.

### **Content and Frequency of Reports Provided to Institutional Clients**

Periodically, MIMBT supplies various types of portfolio information to clients, as appropriate for the type of client and requested reporting frequency. Clients that request reports generally receive monthly and/or quarterly written statements and reports that relate applicable account information on topics including, but not limited to, the following: portfolio holdings; portfolio valuation; yield; credit quality and maturity; relative and absolute performance; trading and commission activity; and views on securities markets and the economy. Similar monthly information is typically provided to wrap fee program sponsors and may be made available to the clients within each wrap fee program. In addition to the foregoing, we prepare and disseminate a variety of special reports in accordance with individual client specifications.

### **Item 14 — Client Referrals and Other Compensation from Non- Clients**

Due to the global nature of MIMBT's investment advisory activities throughout the financial industry, MIMBT may, at times, receive indirect economic benefits related to our advisory business as a whole, rather than any particular client (*e.g.*, a volume discount on costs associated with operation of services supplied by vendors). MIMBT has adopted policies and procedures designed to ensure that the receipt of any such indirect economic benefit does not pose a conflict of interest or prevent us from acting in the best interests of our clients.

### **Compensation for Client Referrals**

MIMBT will, from time to time, pay compensation for client referrals or the promotion of financial products advised by MIMBT, pursuant to applicable laws and regulations. Such compensation may be paid to: MIMBT's employees; MIMBT's affiliates or their employees; and/or third parties, including investors, authorized dealers and other financial institutions or intermediaries (collectively, "Intermediaries"). Such payments may compensate Intermediaries for marketing and other services intended to assist in the distribution and marketing of financial products advised by MIMBT and/or investment advisory services provided by MIMBT, among other things, and may create an incentive for an Intermediary to highlight, feature or recommend such products or services.

The aforementioned payments will differ by Intermediary and are negotiated based on a range of factors, including, but not limited to, ability to attract and retain assets, target markets, customer relationships, quality of service and industry reputation. To the extent that MIMBT enters into these types of arrangements, we fully intend to comply with the disclosure requirements and all other requirements under applicable law.

MIMBT or an affiliate may, from time to time, provide introductions to prospects and clients to its affiliates in connection with the affiliate potentially providing various investment management or other services to such clients.

### **Item 15 — Custody**

MIMBT does not act as a custodian for client assets. However, under Rule 206(4)-2 of the Advisers Act (the "Custody Rule"), MIMBT may be deemed to have custody of client assets.

To the extent MIMBT could be deemed to have custody, MIMBT will seek to address the situation promptly in light of relevant facts and circumstances. Client funds and securities are held by a qualified custodian appointed by clients pursuant to a separate custody agreement or may be held by the clients themselves. The services and fees of such a qualified custodian are separate from our fees and clients are responsible for independently negotiating custody agreements and fees.

Clients will receive account statements directly from their custodian and may also receive certain statements from MIMBT. Clients are strongly urged to review those statements carefully to ensure they appropriately reflect the activity in their account. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If a client does not receive custodial statements, the client should contact their MIMBT account representative. We will work with the client and the client's custodian to ensure that the client receives this information.

### **Item 16 — Investment Discretion**

MIMBT only provides discretionary advisory services to a client after signing a written investment management agreement or other document showing the client's grant of investment discretion or other relevant authority. In exercising this discretionary investment authority, MIMBT adheres to the investment policies, limitations, and restrictions of the account.

MIMBT's discretionary investment authority may be limited by:

- Investment or style mandate;
- Client-imposed restrictions on investments;

- Governing documents (*e.g.*, mutual fund prospectus), if applicable;
- Regulatory and/or statutory restrictions; and
- Applicable internal MIMBT and/or Macquarie Group restrictions or policies, such as those designed to address potential conflicts of interest or risk.

## Item 17 — Voting Client Securities

MIMBT has adopted written proxy voting policies and procedures (the “Procedures”). The Procedures include specific proxy voting guidelines that set forth the general principles we use to determine how to vote in client accounts for which we have proxy voting responsibility. MIMBT has also established a Proxy Voting Committee (the “Committee”) to review and approve the Procedures and to ensure that the Procedures are designed to allow MIMBT to vote proxies in a manner consistent with the best interests of our clients. If clients authorize us to vote proxies for their accounts, they receive this summary of the Procedures before the execution of the advisory agreement (and annually thereafter). A copy of the Procedures is also available at any time upon request.

Generally, clients authorize MIMBT to vote all proxies relating to shares held in an account over which MIMBT has investment discretion. At times, however, certain clients or accounts may direct MIMBT how to vote on a particular proxy for a security held in the client’s account. Clients should contact their client services representative at MIMBT if they would like to explore this option further for an upcoming proxy vote.

Where a client has reserved the right to vote proxies, MIMBT will not participate in voting of proxies. In cases where MIMBT does not have authority to vote client proxies, the client should have arrangements in place with the client’s custodian or other third party to have proxies sent (i) to the client to be voted by the client or (ii) voted by the custodian or other third party. Clients should be aware that voting proxies of issuers in non-U.S. markets may give rise to a number of administrative issues that may prevent MIMBT from voting proxies for certain companies in these jurisdictions. For example, MIMBT may receive shareholder meeting notices without enough time to fully consider the proxy or after the cut-off date for voting. Other markets may require MIMBT to provide local agents with power of attorney prior to implementing MIMBT’s voting instructions.

In order to facilitate the actual process of voting proxies, MIMBT has contracted with Institutional Shareholder Services (“ISS”) to analyze proxy statements on behalf of our clients and to vote proxies in accordance with the Procedures. After a proxy has been voted for a client, ISS will create a record of the vote. Clients should contact their client services representative at MIMBT if they would like to receive a copy of their proxy voting records. The Committee is responsible for overseeing ISS’s proxy voting activities.

Most proxies that MIMBT receives on behalf of clients are voted by ISS in accordance with the Procedures. Because almost all proxies are voted by ISS pursuant to the pre-determined Procedures, it normally will not be necessary for MIMBT to make an actual determination of how to vote a particular proxy, thereby largely eliminating conflicts of interest for MIMBT during the proxy voting process. Nevertheless, MIMBT’s Procedures include a section to address the possibility of conflicts of interest between clients and MIMBT. In

the very limited instances where we consider voting a proxy contrary to ISS' recommendation, the Committee will first assess the issue to see if there is any possible conflict of interest involving MIMBT or our affiliated persons. If a member of the Committee has actual knowledge of a conflict of interest, the Committee will normally use another independent third party to do additional research on the particular proxy issue in order to make a recommendation to the Committee. The Committee will then review the proxy voting materials and recommendation provided by ISS and the independent third party to determine how to vote the issue in a manner which the Committee believes is consistent with the Procedures and in the best interests of the client.

## **Item 18 — Financial Information**

MIMBT does not require or solicit pre-payment of fees more than six months in advance, if at all. MIMBT generally bills clients in arrears on a monthly or quarterly basis, although certain clients may request that fees be paid in advance.

MIMBT is not subject to any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients, nor has MIMBT been the subject of a bankruptcy proceeding at any time during the past ten years.

## APPENDIX A

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### MACQUARIE INVESTMENT MANAGEMENT ADVISERS REPRESENTATIVE INSTITUTIONAL FEE SCHEDULES

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>Absolute Return Mortgage Backed Securities Portfolio</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Bank Loans Portfolio</b>	<p>0.45% — on amounts up to \$100 Million</p> <p>0.40% — on amounts from \$100 Million to \$200 Million</p> <p>0.35% — on amounts over \$200 Million</p> <p>Minimum Fee — None</p>
<b>US Convertible Bond Portfolio</b>	<p>.70% — on amounts up to \$25 million</p> <p>.60% — on amounts from \$25 Million to \$50 Million</p> <p>.50% — on amounts from \$50 Million to \$100 Million</p> <p>.45% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Core Fixed Income Portfolio</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>US Core Plus Fixed Income Portfolio</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Corporate Bond Portfolio</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>Emerging Markets Debt Limited Duration Portfolio</b>	<p>.60% — on amounts up to \$50 Million</p> <p>.50% — on amounts from \$50 Million to \$100 Million</p> <p>.40% — on amounts from \$100 Million to \$250 Million</p> <p>.35% — on amounts from \$250 to \$500 Million</p> <p>.30% — on amounts over \$500 Million</p> <p>Minimum Fee — None</p>
<b>Emerging Markets Debt Local Currency Portfolio</b>	<p>.60% — on amounts up to \$100 Million</p> <p>.40% — on amounts from \$100 Million to \$250 Million</p> <p>.35% — on amounts from \$250 to \$500 Million</p> <p>.30% — on amounts over \$500 Million</p> <p>Minimum Fee — None</p>
<b>Emerging Markets Debt Corporate Portfolio</b>	<p>.60% — on amounts up to \$100 Million</p> <p>.40% — on amounts from \$100 Million to \$250 Million</p> <p>.35% — on amounts from \$250 to \$500 Million</p> <p>.30% — on amounts over \$500 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>Emerging Markets Debt Sovereign Portfolio</b>	.60% — on amounts up to \$50 Million .50% — on amounts from \$50 Million to \$100 Million .40% — on amounts from \$100 Million to \$250 Million .35% — on amounts from \$250 to \$500 Million .30% — on amounts over \$500 Million Minimum Fee — None
<b>US Diversified Floating Rate Fixed Income Portfolio</b>	.35% — on amounts up to \$25 Million .30% — on amounts from \$25 Million to \$100 Million .25% — on amounts over \$100 Million Minimum Fee — None
<b>US High Yield Portfolio</b>	.45% — on amount up to \$50 Million .40% — on amounts from \$50 Million to \$100 Million .35% — on amounts over \$100 Million Minimum Fee — None
<b>US High Yield Municipal Fixed Income Portfolio</b>	.40% — on amounts up to \$50 Million .30% — on amounts from \$50 Million to \$100 Million .25% — on amounts over \$100 Million Minimum Fee — None
<b>Insurance Asset Management Portfolio</b>	.30% — on assets up to \$50 Million .25% — on assets between \$50 Million to \$100 Million .20% — on assets between \$100 Million to \$150 Million .18% — on assets between \$150 Million to \$250 Million .15% — on assets between \$250 Million to \$1 Billion Negotiable — assets above \$1 Billion Minimum Fee — None

Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>US Intermediate Focus Fixed Income Portfolio</b>	<p>.30% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$50 Million</p> <p>.20% — on amounts from \$50 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Limited Term Fixed Income Portfolio</b>	<p>.25% — on amounts up to \$25 Million</p> <p>.20% — on amounts from \$25 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>Limited Term Multi Sector Fixed Income Portfolio</b>	<p>.25% — on amounts up to \$25 Million</p> <p>.20% — on amounts from \$25 Million to \$100 Million</p> <p>.15% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Long Duration Fixed Income Portfolio</b>	<p>.35% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Long Duration Government Credit Fixed Income Portfolio</b>	<p>.35% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Long Duration Investment Grade Fixed Income Portfolio</b>	<p>.35% — on amounts up to \$25 Million</p> <p>.25% — on amounts from \$25 Million to \$100 Million</p> <p>.20% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>



Institutional Account Type (Fixed Income)	Fees and Breakpoints
<b>US Multi Sector Fixed Income Portfolio</b>	.35% — on amounts up to \$25 Million .30% — on amounts from \$25 Million to \$50 Million .25% — on amounts from \$50 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
<b>US Intermediate Municipal Fixed Income Portfolio</b>	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
<b>US Municipal Fixed Income Portfolio</b>	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
<b>Nuclear Decommissioning Trust Fixed Income Portfolio</b>	.30% — on amounts up to \$25 Million .25% — on amounts from \$25 Million to \$100 Million .20% — on amounts over \$100 Million Minimum Fee — None
<b>US Private Placements Fixed Income Portfolio</b>	.25% on amounts up to \$100 million .23% on amounts from \$100 million – \$250 million .20% on amounts over \$250 million Minimum Fee - None
<b>US Short Duration High Yield Fixed Income Portfolio</b>	.50%— on amounts up to \$50 Million .45%— on amounts from \$50 Million to \$100 Million .40%— on amounts over \$100 Million Minimum Fee — None

Institutional Account Type (Fixed Income)	Fees and Breakpoints
US Ultra Short Fixed Income Portfolio	.15% on amounts up to \$25 million .12% on amounts from \$25 million – \$100 million .10% on amounts over \$100 million Minimum Fee - None

Institutional Account Type (Equities)	Fees and Breakpoints
US All-Cap Growth Equity Portfolio	.90% — on amounts up to \$25 Million .80% — on amounts from \$25 Million to \$50 Million .70% — on amounts over \$50 Million Minimum Fee — None
Emerging Markets Equity Portfolio	1.10% — on amounts up to \$50 Million 0.90% — on amounts from \$50 Million to \$100 Million 0.75% — on amounts from \$100 Million to \$200 Million 0.60% — on amounts over \$200 Million Minimum Fee — None
Emerging Markets Opportunities Portfolio	1.05% on amounts up to \$50 million .90% on amounts from \$50 million – \$100 million .75% on amounts from \$100 million – \$200 million .60% on amounts over \$200 million Minimum Fee - None
Emerging Markets Small Cap Equity Portfolio	1.10% on amounts up to \$50 million 1.00% on amounts from \$50 million – \$100 million .95% on amounts over \$100 million Minimum Fee - None

<b>Institutional Account Type (Equities)</b>	<b>Fees and Breakpoints</b>
<b>Global REIT Portfolio</b>	.75% — on amounts up to \$50 Million .65% — on amounts from \$50 Million to \$100 Million .55% — on amounts over \$100 Million Minimum Fee — None
<b>Global Large Cap Value Equity Portfolio</b>	.70% — on amounts up to \$30 Million .60% — on amounts from \$30 Million to \$55 Million .55% — on amounts from \$55 Million to \$105 Million .50% — on amounts over \$105 Million Minimum Fee — None
<b>Global Healthcare Equity Portfolio</b>	.90% — on assets up to \$250 Million .80% — on assets between \$250 Million to \$500 Million .70% — on amounts over \$500 Million Minimum Fee — None
<b>Global Listed Real Assets Equity Portfolio</b>	.80% on amounts up to \$50 million .70% on amounts from \$50 million – \$100 million .60% on amounts over \$100 million Minimum Fee - None
<b>Global Listed Infrastructure Equity Portfolio</b>	.80% - All Assets Minimum Fee - None
<b>Global Natural Resources Equity Portfolio</b>	.75% on amounts up to \$50 million .60% on amounts from \$50 million – \$100 million .50% on amounts over \$100 million Minimum Fee - None
<b>International Small Cap Equity Portfolio</b>	.90% on amounts up to \$50 million .85% on amounts from \$50 million – \$100 million .80% on amounts over \$100 million Minimum Fee - None

Institutional Account Type (Equities)	Fees and Breakpoints
<b>International Large Cap Value Equity Portfolio</b>	<p>.70% — on amounts up to \$30 Million</p> <p>.60% — on amounts from \$30 Million to \$55 Million</p> <p>.55% — on amounts from \$55 Million to \$105 Million</p> <p>.50% — on amounts over \$105 Million</p> <p>Minimum Fee — None</p>
<b>US Large-Cap Growth Equity Portfolio</b>	<p>.75% — on amounts up to \$25 Million</p> <p>.65% — on amounts from \$25 Million to \$50 Million</p> <p>.55% — on amounts from \$50 Million to \$100 Million</p> <p>.45% — on amounts from \$100 Million to \$300 Million</p> <p>.40% — on amounts over \$300 Million</p> <p>Minimum Fee — None</p>
<b>US Large-Cap Value Equity Portfolio</b>	<p>.70% — on amounts up to \$25 Million</p> <p>.50% — on amounts from \$25 Million to \$50 Million</p> <p>.40% — on amounts from \$50 Million to \$100 Million</p> <p>.30% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
<b>US Mid Cap Growth Equity Portfolio</b>	<p>1.00% on amounts up to \$5 million</p> <p>.75% on amounts from \$5 million – \$25 million</p> <p>.70% on amounts from \$25 to \$50 million</p> <p>.65% on amounts over \$50 million</p> <p>Minimum Fee - None</p>
<b>US Mid Cap Value Equity Portfolio</b>	<p>.80% — on amounts up to \$25 Million</p> <p>.70% — on amounts from \$25 Million to \$50 Million</p> <p>.60% — on amounts over \$50 Million</p> <p>Minimum Fee — None</p>
<b>US Multi Cap Growth Equity Portfolio</b>	<p>1.00% on amounts up to \$10 million</p> <p>.70% on amounts from \$10 million – \$25 million</p> <p>.65% on amounts from \$25 million to \$50 million</p> <p>.60% on amounts over \$50 million</p> <p>Minimum Fee - None</p>

Institutional Account Type (Equities)	Fees and Breakpoints
US Small-Cap Core Equity Portfolio	<p>.85% — on amounts up to \$50 Million</p> <p>.75% — on amounts from \$50 Million to \$100 Million</p> <p>.65% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
US Small Cap Growth Equity Portfolio	<p>1.00% on amounts up to \$5 million</p> <p>.95% on amounts from \$5 million – \$25 million</p> <p>.80% on amounts from \$25 million to \$50 million</p> <p>.75% on amounts over \$50 million</p> <p>Minimum Fee - None</p>
US Small Cap Value Equity Portfolio	<p>1.00% — on amounts up to \$25 Million</p> <p>.80% — on amounts from \$25 Million to \$50 Million</p> <p>.75% — on amounts over \$50 Million</p> <p>Minimum Fee — None</p>
US Smid Cap Core Equity Portfolio	<p>.80% — on amounts up to \$25 Million</p> <p>.65% — on amounts from \$25 Million to \$50 Million</p> <p>.55% — on amounts from \$50 Million to \$100 Million</p> <p>.45% — on amounts over \$100 Million</p> <p>Minimum Fee — None</p>
US Smid Cap Growth Equity Portfolio	<p>1.00% on amounts up to \$5 million</p> <p>.85% on amounts from \$5 million – \$25 million</p> <p>.75% on amounts from \$25 million to \$50 million</p> <p>.70% on amounts over \$50 million</p> <p>Minimum Fee - None</p>
US Smid Cap Focus Growth Equity Portfolio	<p>.85% — on amounts up to \$25 Million</p> <p>.80% — on amounts from \$25 Million to \$50 Million</p> <p>.75% — on amounts over \$50 Million</p> <p>Minimum Fee — None</p>

Institutional Account Type (Equities)	Fees and Breakpoints
US Smid Cap Value Equity Portfolio	1.00% — on amounts up to \$25 Million .80% — on amounts from \$25 Million to \$50 Million .75% — on amounts over \$50 Million Minimum Fee — None
Socially Responsible US Large Cap Core Equity Portfolio	.65% — on amounts up to \$25 Million .45% — on amounts from \$25 Million to \$50 Million .35% — on amounts from \$50 Million to \$100 Million .30% — on amounts over \$100 Million Minimum Fee — None
U.S. REIT Portfolio	.70% — on amounts up to \$50 Million .60% — on amounts from \$50 Million to \$100 Million .50% — on amounts over \$100 Million Minimum Fee — None
US Wealth Builder Portfolio	.65% — on amounts up to \$50 Million .50% — on amounts from \$50 Million to \$100 Million .40% — on amounts over \$100 Million Minimum Fee — None

## APPENDIX B

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### **MACQUARIE INVESTMENT MANAGEMENT BUSINESS TRUST REPRESENTATIVE STRATEGY COMPOSITES AND ACCOMPANYING RISKS**

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Clients are reminded that investing in securities involves risk, including the risk that you may receive little or no return on your investment and the risk that you may lose part or all of the money you invest. Before making any investment, you should carefully evaluate the risks involved.

The list included in this appendix outline the primary strategy composites utilized by MIMBT. Definitions of all material risks associated with our strategies can be found following the applicable lists. Clients are encouraged to review their investor materials for further discussion of these risks and other risks not discussed here.

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## INSTITUTIONAL EQUITY COMPOSITES

US All-Cap Growth Equity  
Emerging Markets Equity  
Emerging Markets Opportunities Equity  
Emerging Markets Small Cap Equity  
International Small Cap Equity  
Global Healthcare Equity  
Global REIT  
Global Large Cap Value Equity  
Global Listed Infrastructure Equity  
Global Listed Real Assets  
Global Natural Resources Equity  
International Large Cap Value Equity  
US Large Cap Growth Equity  
US Large Cap Value Equity

US Mid Cap Growth Equity  
US Mid Cap Value Equity  
US Multi Cap Growth Equity  
US U.S. Small Cap Core Equity  
US Small Cap Growth Equity  
US Small Cap Value Equity  
US Smid Cap Core Equity  
US Smid Cap Growth Equity  
US Smid Cap Value Equity  
US Smid Cap Focus Growth Equity  
Socially Responsible U.S. Large Cap Core Equity  
US REIT  
US Wealth Builder

## RISK DISCLOSURES

- **Market risk** — The risk that all or a majority of the securities in a certain market—such as the stock or bond market—will decline in value because of factors such as adverse political or economic conditions, future expectations, or investor confidence or heavy institutional selling.
- **Issuer concentration risk** — The portfolio generally holds 40 to 60 securities, although from time to time, the portfolio may hold fewer or more securities depending on our assessment of the investment opportunities available. This allows us to focus on the potential of those particular issuers, but it also means that a portfolio may be more volatile than those portfolios that hold a greater number of securities.
- **Company size risk** — The risk that prices of small- and medium-sized companies may be more volatile than larger companies because of limited financial resources or dependence on narrow product lines.
- **Interest rate risk** — The risk that securities, particularly bonds with longer maturities, will decrease in value if interest rates rise. The risk is generally associated with bonds; however, because companies in the real estate sector and smaller companies often borrow money to finance their operations, they may be adversely affected by rising interest rates.
- **Liquidity risk** — The possibility that securities cannot be readily sold within seven days at approximately the price at which a portfolio has valued them.
- **Foreign risk** — The risk that foreign securities (particularly in emerging markets) may be adversely affected by political instability; changes in currency exchange rates; inefficient markets and higher transaction costs; foreign economic conditions; economic or political sanctions restricting investment activity; or inadequate or different regulatory and accounting standards.



- **Currency risk** — The risk that the value of a portfolio's investments may be negatively affected by changes in foreign currency exchange rates. Adverse changes in exchange rates may reduce or eliminate any gains produced by investments that are denominated in foreign currencies and may increase any losses.
- **Counterparty risk** — The risk that a counterparty to a derivative contract (such as a swap, futures or options contract) or a repurchase agreement may fail to perform its obligations under the contract or agreement due to financial difficulties (such as a bankruptcy or reorganization).
- **Government and regulatory risk** — The risk that governments or regulatory authorities have, from time to time, taken or considered actions that could adversely affect various sectors of the securities markets.
- **Large capitalization risk** — Large-capitalization companies tend to be less volatile than companies with smaller market capitalizations. This potentially lower risk means that the Portfolio's share price may not rise as much as the share prices of portfolios that focus on smaller capitalization companies.
- **Futures and options risk** — The possibility that a portfolio may experience a loss if it employs an options or futures strategy related to a security or a market index and that security or index moves in the opposite direction from what the manager anticipated. Futures and options also involve additional expenses, (such as the payment of premiums) which could reduce any benefit or increase any loss that a portfolio gains from using the strategy.
- **Derivatives risk** — Derivatives may involve additional expenses and are subject to the risk that a security or a securities index to which the derivative is associated moves in the opposite direction from what the portfolio manager had anticipated.
- **Foreign government/supranational risk** — The risk that a foreign government or government-related issuer may not be able to make timely payments on its external debt obligations.
- **Small company risk** — The risk that prices of small- and medium-sized companies may be more volatile than those of larger companies because of limited financial resources or dependence on narrow product lines.
- **Real estate industry risk** — These risks include among others: possible declines in the value of real estate; risks related to economic conditions; possible shortage of mortgage portfolios; overbuilding and extended vacancies; increased competition; changes in property taxes, operating expenses or zoning laws; costs of environmental clean-up, or damages from natural disasters; limitations or fluctuations in rent payments; cash-flow fluctuations; and defaults by borrowers. Real estate investment trusts (REITs) are also subject to the risk of failing to qualify for tax-free pass-through of income under the Code and/or failing to qualify for an exemption from registration as an investment company under the 1940 Act.

- **High yield risk** — The risk that high yield securities, commonly known as "junk bonds," are subject to reduced creditworthiness of issuers; increased risk of default and a more limited and less liquid secondary market than higher-rated securities; and greater price volatility and risk of loss of income and principal than are higher-rated securities.
- **Fixed income risk** — The risk that: bonds may decrease in value if interest rates increase; an issuer may not be able to make principal and interest payments when due; a bond may be prepaid prior to maturity; and, in the case of high yield bonds ("junk bonds"), such bonds may be subject to an increased risk of default, a more limited secondary market than investment grade bonds, and greater price volatility.
- **Healthcare risk** — The risk that the value of a portfolio's shares will be affected by factors particular to the healthcare and related sectors (such as government regulation) and may fluctuate more widely than that of a portfolio that invests in a broad range of industries.
- **Non-diversification risk** — A non-diversified portfolio has the flexibility to invest as much as 50% of its assets in as few as two issuers with no single issuer accounting for more than 25% of the portfolio. The remaining 50% of the portfolio must be diversified so that no more than 5% of its assets are invested in the securities of a single issuer. Because a non-diversified portfolio may invest its assets in fewer issuers, the value of portfolio shares may increase or decrease more rapidly than if it were fully diversified.
- **Credit risk** — The risk that a bond's issuer will be unable to make timely payments of interest and principal. Investing in so-called "junk" or "high yield" bonds entails greater risk of principal loss than the risk involved in investment grade bonds.
- **Industry risk** — The risk that the value of securities in a particular industry (such as financial services or manufacturing) will decline because of changing expectations for the performance of that industry.
- **Limited number of stocks risk** — The possibility that a single security's increase or decrease in value may have a greater impact on the portfolio's value and total return because the portfolio may hold larger positions in fewer securities than other portfolios.
- **Prepayment risk** — The risk that the principal on a bond that is held by a portfolio will be prepaid prior to maturity at a time when interest rates are lower than what that bond was paying. A portfolio may then have to reinvest that money at a lower interest rate.
- **Forward foreign currency risk** — If and when a portfolio invests in forward foreign currency contracts or uses other investments to hedge against currency risks, the portfolio will be subject to special risks, including counterparty risk.
- **Socially Responsible Investing Policy Risk** — The risk that being subject to socially responsible investment criteria may prohibit the purchase of certain securities when

it is otherwise advantageous to do so, or may force the sale of securities for social reasons when it is otherwise disadvantageous to do so.

- **Emerging Markets Risk** - Emerging markets risk is the possibility that the risks associated with international investing will be greater in emerging markets than in more developed foreign markets because, among other things, emerging markets may have less stable political and economic environments. In addition, in many emerging markets there is substantially less publicly available information about issuers and the information that is available tends to be of a lesser quality. Economic markets and structures tend to be less mature and diverse and the securities markets, which are subject to less government regulation or supervision, may also be smaller, less liquid, and subject to greater price volatility.
- **Transaction Costs Risk** - Transaction costs risk is the risk that the costs of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, may be higher than those involved in domestic transactions.
- **Valuation Risk** - A less liquid secondary market as described above can make it more difficult to obtain precise valuations of the high yield securities in its portfolio. During periods of reduced liquidity, judgment plays a greater role in valuing high yield securities.
- **Bank Loans and Other Indebtedness Risk** - Bank loans and other direct indebtedness risk is the risk that a portfolio will not receive payment of principal, interest and other amounts due in connection with these investments and will depend primarily on the financial condition of the borrower. Loans that are fully secured offer a portfolio more protection than unsecured loans in the event of non-payment of scheduled interest or principal, although there is no assurance that the liquidation of collateral from a secured loan would satisfy the corporate borrower's obligation, or that the collateral can be liquidated. Some loans or claims may be in default at the time of purchase. Certain of the loans and the other direct indebtedness acquired by a portfolio may involve revolving credit facilities or other standby financing commitments that obligate a portfolio to pay additional cash on a certain date or on demand. These commitments may require a portfolio to increase its investment in a company at a time when that portfolio might not otherwise decide to do so (including at a time when the company's financial condition makes it unlikely that such amounts will be repaid). To the extent that a portfolio is committed to advance additional portfolios, it will at all times hold and maintain cash or other high-grade debt obligations in an amount sufficient to meet such commitments.
- **Political Risk** - Political risk is the risk that countries or an entire region may experience political instability. This may cause greater fluctuation in the value and liquidity of investments due to changes in currency exchange rates, governmental seizures, or nationalization of assets.
- **Information Risk** - Information risk is the risk that foreign companies may be subject to different accounting, auditing, and financial reporting standards than U.S. companies. There may be less information available about foreign issuers than

domestic issuers. Furthermore, regulatory oversight of foreign issuers may be less stringent or less consistently applied than in the U.S.

- **Infrastructure-Related Companies Risk** - Infrastructure-related businesses are subject to a variety of factors that may adversely affect their business or operations including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition, uncertainties concerning availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.
- **Inefficient Market Risk** - Inefficient market risk is the risk that foreign markets may be less liquid, have greater price volatility, less regulation, and higher transaction costs than U.S. markets.
- **Master Limited Partnership Risk** - Master limited partnership risk is the risk that holders of the units of MLPs have more limited control and limited rights to vote on matters affecting the partnership. There are also certain tax risks associated with an investment in units of MLPs.
- **Growth Stocks Risk** - Growth stocks, due to their relatively high market valuations, typically have been more volatile than value stocks. Growth stocks may not pay dividends, or may pay lower dividends, than value stocks and may be more adversely affected in a down market.
- **Value Stocks Risk** - Value stocks tend to be inexpensive relative to their earnings or assets compared to other types of stocks, such as growth stocks. Value stocks can continue to be inexpensive for long periods of time, may not ever realize their potential value, and may even go down in price.
- **Medium-Cap Companies Risk** - Securities issued by medium-sized companies may be subject to more abrupt market movements and may involve greater risks than investments in larger companies. These less developed, lesser-known companies may experience greater risks than those normally associated with larger companies. This is due to, among other things, the greater business risks of smaller size and limited product lines, markets, distribution channels, and financial and managerial resources.
- **Income Stocks Risk** - Income from stocks may be reduced by changes in the dividend policies of companies and the capital resources available for such payments at such companies. Depending upon market conditions, income producing common stock may not be widely available and/or may be highly concentrated in only a few market sectors, thereby limiting the ability to produce current income.
- **Social Standards Screen Risk** - A social standards strategy generally prohibits investment in certain types of companies, industries and segments of the U.S. economy. Thus, the strategy may (i) miss opportunities to invest in companies,

industries or segments of the U.S. economy that are providing superior performance relative to the market as a whole and (ii) become invested in companies, industries and segments of the U.S. economy that are providing inferior performance relative to the market as a whole.

- **Cybersecurity Risk** - The risk that MIMBT and its service providers, may be prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Cyber-attacks affecting MIMBT or its service providers may adversely impact client accounts. For instance, cyber-attacks may interfere with the processing of investor transactions, impact the ability to calculate NAV, cause the release of private shareholder information or confidential business information, impede trading, and/or cause reputational damage. Similar types of cyber security risks are also present for issuers of securities in which a client account may invest, which could result in material adverse consequences for such issuers and may cause an account's investment in such companies to lose value
- **Brexit** - The risk that the uncertainty associated with the EU's organizational framework could adversely impact investment performance and the ability to fulfill investment objectives.

## INSTITUTIONAL FIXED INCOME COMPOSITES

Absolute Return Mortgage Backed Securities	US Long Duration Investment Grade Fixed Income
US Bank Loans	US Private Placements
US Convertible Bond	US Ultra Short Fixed Income
US Core Fixed Income	US Short Duration High Yield Fixed Income
US Core Plus Fixed Income	US Multisector Fixed Income
US Corporate Bond	US Municipal Fixed Income
US Diversified Floating Rate Fixed Income	US Intermediate Municipal Fixed Income
US High Yield Bond	Nuclear Decommissioning Trust Fixed Income
US High Yield Municipal Fixed Income	Emerging Markets Debt Corporate
Insurance Asset Management	Emerging Markets Debt Limited Duration
US Intermediate Fixed Income	Emerging Markets Debt Sovereign
US Limited Term Fixed Income	Emerging Markets Debt Local Currency
US Limited Term Multisector Fixed Income	
US Long Duration Fixed Income	
US Long Duration Government Credit Fixed Income	

## RISK DISCLOSURES — INSTITUTIONAL FIXED INCOME COMPOSITES

- **Market risk** — The risk that all or a majority of the securities in a certain market - like the stock or bond market - will decline in value because of factors such as adverse political or economic conditions, future expectations, or investor confidence or heavy institutional selling.
- **Interest rate risk** — The risk that securities will decrease in value if interest rates rise. The risk is generally associated with bonds.
- **Credit risk** — The risk that an issuer of a debt security, including a governmental issuer, may be unable to make interest payments and repay principal in a timely manner.
- **Commercial Mortgage Loan** – The risk that the portfolio will not receive payment of principal, interest, and other amounts due in connection with these investments will depend primarily on the financial condition of the commercial property. Commercial mortgage loans may be difficult to value and may be illiquid.
- **Bank loans and other direct indebtedness risk** — The risk that the portfolio will not receive payment of principal, interest, and other amounts due in connection with these investments and will depend primarily on the financial condition of the borrower and the lending institution.
- **Foreign risk** — The risk that foreign securities (particularly in emerging markets) may be adversely affected by political instability, inefficient markets and higher

transaction costs, changes in currency exchange rates, foreign economic conditions, economic or political sanctions restricting investment activity; or inadequate or different regulatory and accounting standards.

- **Currency risk** — The risk that the value of a portfolio's investments may be negatively affected by changes in foreign currency exchange rates.
- **Liquidity risk** — The risk a portfolio's investments in illiquid securities may reduce the returns of the account because it may not be able to sell the illiquid securities at an advantageous time or price. It can also be defined as the risk that a portfolio may not be able to meet redemption requests that could be expected under normal or stressed conditions without affecting the portfolio's net assets value. Due to the difficulty in purchasing and selling illiquid securities, a portfolio may be unable to achieve its desired level of exposure to a certain sector or may be unable to sell investments when desired or at a favourable price.
- **Derivatives risk** — Derivatives may involve additional expenses and are subject to the risk that a security or a securities index to which the derivative is associated moves in the opposite direction from what the portfolio manager had anticipated. Another risk of derivative transactions is the creditworthiness of the counterparty because the transactions rely upon the counterparty's ability to fulfil its contractual obligations.
- **Counterparty risk** — The risk that a counterparty to a derivative contract (such as a swap, futures or options contract) or a repurchase agreement may fail to perform its obligations under the contract or agreement due to financial difficulties (such as a bankruptcy or reorganization).
- **Government and regulatory risk** — The risk that governments or regulatory authorities have, from time to time, taken or considered actions that could adversely affect various sectors of the securities markets.
- **Prepayment risk** — The risk that the principal on a bond that is held by a portfolio will be prepaid prior to maturity at a time when interest rates are lower than what that bond was paying. A portfolio may then have to reinvest that money at a lower interest rate.
- **High yield bond ("junk bond") risk** — The risk that high yield securities, commonly known as "junk bonds", are subject to reduced creditworthiness of issuers; increased risk of default and a more limited and less liquid secondary market than higher rated securities; and greater price volatility and risk of loss of income and principal than are higher rated securities.
- **Forward foreign currency risk** — If and when a portfolio invests in forward foreign currency contracts or uses other investments to hedge against currency risks, the portfolio will be subject to special risks, including counterparty risk.
- **Mortgage-backed and asset-backed securities risk** — The risk that the principal on mortgage-backed or asset-backed securities may be prepaid at any time, which will reduce the yield and market value.

- **Valuation risk** — The possibility that a less liquid secondary market, as described above, makes it more difficult for a series to obtain precise valuations of the high yield securities in its portfolio.
- **Industry risk** — The risk that the value of securities in a particular industry (such as financial services or manufacturing) will decline because of changing expectations for the performance of that industry.
- **Real estate industry risk** — This risk includes, among others, possible declines in the value of real estate; risks related to general and local economic conditions; possible lack of availability of mortgage funds; overbuilding; extended vacancies of properties; increases in competition, property taxes, and operating expenses; changes in zoning laws; costs resulting from the clean-up of, and liability to third parties resulting from, environmental problems; casualty for condemnation losses; uninsured damages from floods, earthquakes, or other natural disasters; limitations on and variations in rents; and changes in interest rates.
- **Redemption risk** — If investors redeem more shares of a series than are purchased for an extended period of time, a series may be required to sell securities without regard to the investment merits of such actions. This could decrease a series' asset base, potentially resulting in a higher expense ratio.
- **Call risk** — The risk that a bond issuer will prepay the bond during periods of low interest rates, forcing a portfolio to reinvest that money at interest rates that might be lower than rates on the called bond.
- **Alternative minimum tax risk** — If a portfolio invests in bonds whose income is subject to the alternative minimum tax, that portion of the portfolio's distributions would be taxable for shareholders who are subject to this tax.
- **Inflation risk** — The risk that the return from your investments will be less than the increase in the cost of living due to inflation.
- **Emerging markets risk** — The risk that foreign securities (particularly in emerging markets) may be adversely affected by political instability, inefficient **markets and higher transaction costs**, changes in currency exchange rates, foreign economic conditions, or inadequate or different regulatory and accounting standards. Investing in emerging markets can be riskier than investing in established foreign markets due to increase volatility and lower trading volume.
- **Lower-rated Fixed Income Securities Risk** - High yield, high-risk securities (also known as junk bonds), while generally having higher yields, are subject to reduced creditworthiness of issuers, increased risks of default, and a more limited and less liquid secondary market than higher-rated securities. These securities are subject to greater price volatility and risk of loss of income and principal than are higher-rated securities. Lower-rated and unrated fixed income securities tend to reflect short-term corporate and market developments to a greater extent than higher-rated fixed income securities, which react primarily to fluctuations in the general level of interest rates. Fixed income securities of this type are considered to be of poor standing and primarily speculative. Such securities are subject to a substantial degree of credit risk.



- **Futures and Options Risk** - Futures and options risk is the possibility that a portfolio may experience a significant loss if it employs an options or futures strategy related to a security or a market index and that security or index moves in the opposite direction from what the portfolio manager anticipated. Futures and options also involve additional expenses (such as the payment of premiums), which could reduce any benefit or increase any loss to a portfolio from using the strategy.
- **Zero Coupon and Pay-in-Kind Bonds Risk** - Zero coupon and pay-in-kind (PIK) bonds are generally considered more interest sensitive than income-bearing bonds, more speculative than interest-bearing bonds, and have certain tax consequences that could, under certain circumstances, be adverse to a portfolio. For example, a portfolio accrues, and is required to distribute to shareholders, income on its zero coupon bonds. However, a portfolio may not receive the cash associated with this income until the bonds are sold or mature. If a portfolio does not have sufficient cash to make the required distribution of accrued income, the Portfolio could be required to sell other securities in its portfolio or to borrow to generate the cash required.
- **Foreign Government Securities Risk** - Foreign government securities risk involves the ability of a foreign government or government-related issuer to make timely principal and interest payments on its external debt obligations. This ability to make payments will be strongly influenced by the issuer's balance of payments, including export performance, its access to international credits and investments, fluctuations in interest rates, and the extent of its foreign reserves.
- **Recession Risk** - Although the market for high yield bonds existed through periods of economic downturns, the high yield market grew rapidly during the long economic expansion which took place in the United States during the 1980s. During that economic expansion, the use of high yield debt securities to finance highly leveraged corporate acquisitions and restructurings increased dramatically. As a result, the high yield market grew substantially. Some analysts believe a protracted economic downturn would severely disrupt the market for high yield bonds, adversely affect the value of outstanding bonds and adversely affect the ability of high yield issuers to repay principal and interest.
- **Geographic Concentration Risk** - Geographic concentration risk is the risk that a portfolio that concentrates on investments from a particular state, region, or U.S. territory or possession could be adversely affected by political and economic conditions in that state, region, U.S. territory or possession. There is also the risk that an inadequate supply of municipal bonds exists in a particular state or U.S. territory or possession.
- **Transaction Costs Risk** - Transaction costs risk is the risk that the costs of buying, selling, and holding foreign securities, including brokerage, tax, and custody costs, may be higher than those involved in domestic transactions.
- **Short Sales Risk** - Positions in shorted securities are speculative and more risky than long positions (purchases). When a portfolio engages in short selling, it sells a security it does not own in anticipation of being able to buy that security later at a lower price.

If the price of the security increases, the portfolio loses money. Further, during the time when the portfolio has shorted the security, the portfolio must borrow that security in order to make delivery on the previous sale, which raises the cost to the portfolio. Such investments involve the risk of an unlimited increase in the market price of the security sold short, which could result in a theoretically unlimited loss. Short sale strategies are often categorized as a form of leveraging or speculative investment. The use of leverage may multiply small price movements in securities into large changes in value. As a result of using leverage, a portfolio's share price may be more volatile than if no leverage were used. Positions in shorted securities are speculative and more risky than long positions. A strategy that includes selling securities short could suffer significant losses.

- **Leveraging Risk** - The risk that certain portfolio transactions, such as reverse repurchase agreements, short sales, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions, or derivative instruments, may give rise to leverage, causing a portfolio to be more volatile than if it had not been leveraged.
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