

HGMR Investment Management

Brochure

March 30, 2012



HGMR Investment Management
One South Pinckney Street
Suite 600
Madison, Wisconsin 53703
Toll Free: 800-684-7225
www.hgmrinvestmentmanagement.com

Robert W. Baird & Co. Incorporated
777 East Wisconsin Avenue
Milwaukee, WI 53202
1-800-792-2473
rwbaird.com

Member FINRA & SIPC
SEC File No. 801-7571

This brochure ("Brochure") provides information about the qualifications and business practices of Robert W. Baird & Co. Incorporated ("Baird") and HGMR Investment Management ("HGMR"), a money management firm operating within Baird. Clients should carefully consider this information before becoming a client of HGMR. If you have any questions about the contents of this Brochure, please contact HGMR at the toll-free phone number listed above. The information contained in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Baird is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

HGMR Investment Management (“HGMR”), a money management firm operating within Robert W. Baird & Co. Incorporated (“Baird”), updated its Form ADV Part 2A brochure (the “Brochure”) on March 30, 2012. The following summary discusses the material changes that HGMR has made to the Brochure since March 31, 2011, the date of the last annual update to the Brochure.

- HGMR has updated information about the compensation Baird or HGMR may receive from third parties relating to client investments and the compensation Baird may pay to HGMR for referring business to other departments of Baird. See the Brochure section entitled “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Baird’s Participation or Interest in Client Transactions” for more information.
- HGMR has clarified that the discretionary authority granted to HGMR under the client’s advisory agreement includes the authority to: make investment and trading decisions for client accounts (including the amount, type and timing with respect to buying, holding, exchanging, converting and selling securities and other assets); invest client accounts in Baird-affiliated products; and act in all matters necessary or incidental to the handling of client accounts as further described in the section of the Brochure entitled “Investment Discretion”.

A client should note that the foregoing summary only discusses material changes made to the Brochure since March 31, 2011. The updated Brochure contains changes that are not listed above.

Table of Contents

Advisory Business	1
Robert W. Baird & Co.	1
HGMR Investment Management	1
The Client-Baird Advisory Relationship	2
Description of Advisory Services	2
Additional Service Information	3
Fees and Compensation	4
Advisory Fee	4
Other Fees and Expenses	6
Other Compensation Received by HGMR and Baird	7
Performance-Based Fees and Side-By-Side Management.....	8
Types of Clients.....	8
Methods of Analysis, Investment Strategies and Risk of Loss	8
Investment Strategies and Methods of Analysis	8
Principal Risks	10
Disciplinary Information	13
Other Financial Industry Activities and Affiliations	13
Other Investment Management Departments of Baird	14
Affiliated Mutual Funds	14
Affiliated Investment Advisors	14
Affiliated Private Equity Funds	14
Code of Ethics, Participation or Interest in Client Transactions	
And Personal Trading	15
Code of Ethics	15
Baird's Participation or Interest in Client Transactions	15
Brokerage Practices	21
Broker-Dealer Selection	21
Soft Dollar Benefits	24
Block Transactions	22
Directed Brokerage	23
Other Brokerage Matters	24
Trade Error Correction	24
Review of Accounts.....	24
Client Referrals and Other Compensation	25
Custody	25
Investment Discretion	26
Voting Client Securities.....	27
Financial Information.....	28
Special Considerations for Retirement Accounts	28

Advisory Business

This Brochure describes the investment advisory services that Robert W. Baird & Co. Incorporated ("Baird") offers to its clients through HGMR Investment Management ("HGMR"), a money management firm operating within Baird. Separate brochures describe other investment advisory services offered by Baird and discuss the agreements, fees and potential conflicts of interest for each service. If you would like to request a brochure for another investment advisory service provided by Baird, please contact an HGMR representative or call Baird toll-free at 1-800-792-2473.

The information contained in this Brochure is current as of the date above and is subject to change at Baird's discretion. Please retain this Brochure for your records.

Robert W. Baird & Co.

Baird is an employee-owned wealth management, capital markets, asset management, and private equity firm formed in the State of Wisconsin in 1919.

Associates of Baird, together with Baird Financial Corporation, own substantially all of the outstanding stock of Baird. Associates of Baird, together with Baird Holding Company, own substantially all of the outstanding stock of Baird Financial Corporation. Associates of Baird own substantially all of the outstanding stock of Baird Holding Company.

Baird offers various investment advisory services to clients. The advisory services Baird offers include: portfolio management and analysis; analysis and recommendations regarding asset allocation and investment strategies; research, analysis and recommendations regarding investment managers and individual securities; investment consulting; financial planning; investment policy development; and account performance monitoring. Baird also offers clients execution of brokerage transactions and administrative services, including maintaining custody of account assets. Clients may also negotiate other services with Baird. Baird offers its services separately or in combination with other services.

Baird participates in wrap fee programs, including programs not described in this Brochure and it

provides portfolio management services in connection with those programs. Baird receives a portion of the wrap fee for providing portfolio management services under those wrap fee programs.

As of December 31, 2011, Baird had approximately \$39.5143 billion in regulatory assets under management, approximately \$27.7661 billion of which was managed on a discretionary basis and approximately \$11.7482 billion of which was managed on a non-discretionary basis.

HGMR Investment Management

This Brochure describes certain investment advisory services that HGMR offers to clients. The advisory services offered by HGMR include portfolio management, investment advice, performance reporting, and related account services. HGMR may also offer financial planning services to certain clients.

Typically, a client provides HGMR full discretionary authority to manage the client's account. In certain circumstances, HGMR may also agree to provide non-discretionary services, where the client retains full authority with respect to management of the client's account.

HGMR tailors its advisory services to the individual needs of clients. HGMR clients typically work with an HGMR portfolio manager who has been approved by Baird to provide the services (an "HGMR Portfolio Manager"). The client, with the assistance of an HGMR Portfolio Manager, determines the services that are most appropriate given the client's goals and circumstances.

Subject to the agreement of HGMR, a client may impose reasonable restrictions on the securities or types of securities to be held in the client's account. Please see "Investment Discretion" below for more information. Clients may negotiate with HGMR to provide other investment advisory services.

All of the investment strategies discussed in this Brochure may not be appropriate for every client. HGMR will only select or recommend those strategies believed to be suitable for a particular client.

The particular investment advisory services that HGMR provides are further described below. The services offered by HGMR may have different structures, administration, types and levels of service, or fees and expenses. Please review this Brochure carefully.

Important Note about Wrap Fee Programs.

HGMR may participate in wrap fee programs sponsored and administered by Baird and unaffiliated parties (the "Sponsors"). As compensation for its services, HGMR receives a portion of the wrap fees that a client pays to the Sponsor. If a client is participating in such a program, the client should review the client's agreement with the Sponsor and the Sponsor's brochure for a full description of the services provided and fees charged by the Sponsor.

The Client-Baird Advisory Relationship

A client that wishes to retain HGMR will enter into an investment management agreement with HGMR. The investment management agreement will contain the specific terms applicable to the services selected by the client, fees payable by the client, and other terms applicable to the client's advisory relationship with HGMR.

In addition to the investment advisory services that HGMR provides, Baird, in its capacity as broker-dealer, may provide clients with trade execution, custody and other standard brokerage services. For this reason, a client may also enter into a client account agreement with Baird if the client has not already done so. The client account agreement is a brokerage agreement that authorizes Baird to execute trades and perform related services for the client's account.

The terms of a client's investment management agreement, client account agreement and this Brochure apply to all of the accounts that a client establishes with HGMR, including any accounts that a client may open with HGMR in the future. Some of the information in those documents may not apply to a client now, but may apply in the future if a client changes services or establishes other advisory accounts with HGMR. HGMR will generally not provide a client another copy of the investment management agreement, client account agreement or this Brochure when a client changes services or establishes new advisory accounts unless the client requests a copy from HGMR. Therefore, a client should retain those

documents for future reference as they contain important information if a client changes services or establishes other advisory accounts with HGMR.

HGMR Portfolio Managers are investment advisor representatives of Baird. HGMR and Baird are deemed to have a fiduciary relationship with a client when providing the advisory services that are described in this Brochure.

From time to time HGMR and Baird may engage in certain business practices or may receive compensation or other benefits that create a potential for conflict between the interests of clients and the interests of HGMR and Baird. Baird generally addresses potential conflicts of interest by adopting and enforcing policies and procedures for Baird and its associates (including HGMR and its personnel) to follow that are designed to ensure that: (i) Baird and its advisory personnel comply with applicable fiduciary standards and act in the best interest of a client when providing investment advice; (ii) potential conflicts of interest are avoided or disclosed to a client; and (iii) HGMR and Baird conduct their businesses in a manner that is consistent with the disclosures made.

HGMR and Baird disclose potential conflicts of interest to a client by including relevant information in documents provided to the client, including, without limitation, this Brochure, brochure supplement(s) that contain information about individuals providing investment advice to the client, and the client's investment management agreement. The specific business practices that create potential conflicts of interest with clients and additional measures used by Baird to address those particular conflicts of interest are discussed in other sections of this Brochure.

Description of Advisory Services

If a client retains HGMR, HGMR will manage the client's account according to a portfolio style or strategy selected by the client.

HGMR offers two primary investment strategies to institutional clients: (1) a Large Cap Core Equity Institutional Portfolio; and (2) a Small Cap Core Equity Institutional Portfolio (the "Institutional Portfolios"). If a client selects an Institutional Portfolio, HGMR typically only provides the client

discretionary investment management over the portion of the client's assets that the client has designated for management by HGMR.

HGMR offers two primary investment strategies to individual clients: (1) a Large Cap Core Equity Counseled Portfolio; and (2) a Small Cap Core Equity Counseled Portfolio (the "Counseled Portfolios"). HGMR may also offer certain Counseled Portfolio clients fixed income portfolios, international equity portfolios, or portfolio of mutual fund portfolios. International equity portfolios and portfolio of mutual fund portfolios are only available to Counseled Portfolio clients as part of a larger diversified portfolio. HGMR typically provides Counseled Portfolio clients with advice and guidance on matters including, but not limited to, asset allocation and financial planning, along with discretionary investment management over the client's account.

For more information about the portfolio styles offered by HGMR, see "Methods of Analysis, Investment Strategies and Risk of Loss" below.

A client's HGMR Portfolio Manager seeks to meet the client's particular investment needs by developing a customized investment strategy based upon guidelines that are jointly established by the client and the client's HGMR Portfolio Manager. At the commencement of services, the client's HGMR Portfolio Manager reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, the HGMR Portfolio Manager makes a subsequent recommendation to the client as to which investment style the HGMR Portfolio Manager believes is best suited for the client. A client makes the final decision as to which investment style is chosen for the client's account.

A client typically provides HGMR and the Client's HGMR Portfolio Manager with full discretionary authority to make investment decisions for the client's account as further described in the section entitled "Additional Service Information—Investment Discretion" below.

An HGMR Portfolio Manager may make, or recommend investments be made, in various types of securities, including, but not limited to, common or preferred stocks, options, warrants, rights, corporate debt securities, commercial

paper, certificates of deposit, municipal securities, mutual fund, exchange traded fund ("ETFs") or other investment company shares, structured products, leveraged and inverse funds, mortgage and asset backed securities, collateralized mortgage obligations, United States government securities, and agency securities. All or a portion of the assets in a client's account may be held in cash or cash equivalents, including securities issued by money market mutual funds or may be deposited in interest-bearing bank accounts.

Additional Service Information

Eligible Investments. A client's account may generally only hold investment products that Baird and HGMR have determined are eligible.

Eligible investments for client accounts generally include, but are not limited to, common or preferred stocks, options, warrants, rights, corporate debt securities, commercial paper, certificates of deposit, municipal securities, mutual fund, ETFs or other investment company shares, mortgage and asset backed securities, collateralized mortgage obligations, United States government securities, and agency securities. A client's account may also hold certain other alternative investment products approved by Baird and HGMR for use in client accounts such as: structured CDs and notes ("structured products") and leveraged and inverse funds (collectively, "alternative investments"). All or a portion of the assets in a client's account may be held in cash or cash equivalents, including securities issued by money market mutual funds or deposited in interest-bearing bank accounts.

Assets that are ineligible for HGMR-managed accounts generally include, but are not limited to: unit investment trusts with a sales load; mutual funds that charge a back-end or level load (commonly referred to as B and C shares, respectively); variable annuities charging a sales load; certain limited partnerships or limited liability companies (other than publicly traded master limited partnerships and limited liability companies), such as hedge funds, private equity funds and other private investment funds not approved by Baird; insurance products; commodities, futures or options on commodities, and commodity pools; and real estate.

HGMR or Baird may change the list of eligible and ineligible investments at any time in their discretion.

Under certain circumstances, Baird and HGMR, in their sole discretion, may accept a client request to place an ineligible investment into a client's account. In most cases, an ineligible investment is an "unsupervised" asset, meaning that Baird and HGMR do not manage or provide advice regarding such asset. Baird and HGMR, in their sole discretion, may also designate an asset that is otherwise eligible for HGMR accounts as "unsupervised" under certain circumstances, such as when a client continues to hold an asset against Baird's or HGMR's recommendation. If a client holds an unsupervised asset in client's account, the client does so with the understanding that the unsupervised asset may not be included in account statements or performance reports provided to the client and that Baird and HGMR do not manage or provide advice regarding any unsupervised asset, even if the unsupervised asset is included in account statements or performance reports provided to the client. A client should consult the client's HGMR Portfolio Manager for further information.

Updating Client Information. A client is responsible for providing information to HGMR reasonably requested by it in order to provide the services selected by the client. HGMR will rely on this information when providing services to the client. A client is also responsible for promptly informing HGMR of any changes in the client's investment objectives, financial condition, or other circumstances that may affect the manner in which the client's assets are invested. Neither Baird nor HGMR is responsible for any adverse consequence arising out of the client's failure to promptly inform HGMR of any such changes.

Tax Considerations. The investment strategies used for a client's account and transactions in a client's account, including liquidations, redemptions, and rebalancing transactions, may cause the client to realize gains or losses for income tax purposes. HGMR does not provide any tax advice in connection with any of its services. A client should discuss the potential tax implications of the client's investment strategies and transactions with the client's tax advisor. If a client wishes for HGMR to implement a particular investment strategy for tax purposes, and HGMR agrees to implement such strategy, neither HGMR

nor Baird will be responsible for the development, evaluation or efficacy of any such strategy.

Fees and Compensation

Advisory Fee

A client's investment management agreement will set forth the actual compensation the client will pay for HGMR's services. In most instances, a client pays an ongoing fee based upon the value of assets in the client's account (an "asset-based fee"), although other options may be available. HGMR typically offers clients a tiered fee arrangement.

Under a tiered fee arrangement, the asset-based fee will vary for different segments of client assets, gradually decreasing as the account balance increases. For example, a client with an account value of \$7 million may pay one rate on the first \$2 million of assets in the account, a lower rate on the next \$3 million of assets in the account and a still lower rate on the remaining \$2 million of assets. Use of a tiered fee schedule will result in a blended asset-based fee rate.

In addition, the fee may be a fixed percentage across all asset categories or may be a percentage that varies by asset category (e.g., large cap equity and small cap equity securities may have a different applicable fee rate).

The typical asset-based fee varies depending upon the account type and the fee option selected by the client. Fee options and rates may also differ among different accounts held by the same client, depending on the services selected for a given account. The fee schedules and minimum account sizes that apply are shown below.

Fee Schedules

Institutional Portfolios. The following fee schedule sets forth the maximum fee rates for the Institutional Portfolios.

Institutional Portfolios		
<u>Value of Assets</u>	<u>Small Cap Annual Fee Rate</u>	<u>Large Cap Annual Fee Rate</u>
First \$5 million	0.90%	0.75%
Next \$15 million	0.75%	0.60%
Next \$30 million	0.65%	0.55%

Institutional Portfolios

<u>Value of Assets</u>	<u>Small Cap Annual Fee Rate</u>	<u>Large Cap Annual Fee Rate</u>
Over \$50 million	0.50%	0.45%

The minimum asset value to open Institutional Portfolios is typically \$3 million for a Small Cap Institutional Portfolio and \$5 million for a Large Cap Institutional Portfolio.

Counseled Portfolios. The following fee schedule sets forth the maximum fee rates for Counseled Portfolios.

Counseled Portfolios

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
First \$2 million	1.25%
Next \$3 million	1.00%
Next \$5 million	0.80%
Over \$10 million	0.60%

The minimum asset value to open a Counseled Portfolio is typically \$2 million. The minimum annual fee is generally \$25,000. For Counseled clients seeking fixed income management only, fees are negotiable. International equity securities management and portfolio of mutual fund portfolios is only available to Counseled Portfolios as part of a larger diversified portfolio.

Calculation of Fees. HGMR will calculate its fee by applying the applicable fee rate to the value of all of the assets in the client's account, including cash or its equivalent.

If requested by a client and approved by Baird, client's fee may be determined by also including the aggregate value of assets in certain other accounts held by a client and the client's immediate family members residing in the same household, which may include managed account assets held in a client's name at Baird, and may include at Baird's discretion, assets held away from Baird, non-managed assets, and assets held in a name other than that of the client. The terms of any such household fee arrangement will be set forth in the client's investment management agreement.

The value of a client's assets is generally determined by Baird. Baird determines the value of the assets in the client's account by obtaining prices from third party quotation sources. If the assets in the client's account are held by a custodian other than Baird, Baird relies on valuation information provided by the client's third party custodian in determining the value of the assets in the client's account. Neither HGMR nor Baird conducts an in-depth review of valuation information provided by third party quotation services or custodians, and they do not verify or guarantee the accuracy of such information. The prices obtained by Baird from the third party quotation services it uses may differ from prices that could be obtained from other sources. If a client has assets held by a third party custodian, the prices shown on a client's account statements provided by the custodian may be different from the prices shown on statements and reports provided by Baird due to the use of different valuation sources by the custodian and Baird.

The client's fees are payable on a calendar quarterly basis, in advance, in accordance with the terms of the client's investment management agreement. The initial billing period begins when the client's investment management agreement is signed by the client and accepted by Baird (the "Opening Date"). The initial fee payment will be adjusted for the number of days remaining in the then current quarter. The initial fee will be based on the value of assets deposited in the client's account. The period which such payment covers shall run from the Opening Date through the last business day of the then current calendar quarterly billing period. Thereafter, the quarterly fees shall be calculated based upon the account's asset value on the last business day of the prior calendar quarter and shall become payable on the first business day of the then current calendar quarter.

The client's fees and charges will be automatically deducted from the client's account, unless the client elects, and HGMR and Baird agree, to send to the client an invoice ("direct billing"). Direct billing may not be available for retirement plan accounts or other accounts subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") or individual retirement accounts ("IRA") subject to the Internal Revenue Code (collectively, "Retirement Accounts"). If a client's account is subject to

direct billing, the client is required to pay each bill within fifteen (15) days of the date of the invoice. HGMR or Baird may automatically debit a client's account for the fees and other charges in the event that HGMR does not receive payment from the client within fifteen (15) days of the invoice. HGMR or Baird may rescind a direct billing arrangement with a client at any time.

HGMR or Baird may modify a client's existing fees and other charges or add additional fees or charges by providing the client with thirty (30) days' prior written notice.

If either HGMR or the client terminates the client's investment management agreement or a client's participation in a service, a pro-rated refund from the date of termination through the end of the applicable billing period will generally be made to the client in the client's account. HGMR makes no fee adjustment during any fee period for asset value appreciation or depreciation in a client's account during a billing period. However, HGMR, in its sole discretion, may make fee adjustments in response to asset fluctuations in a client's account occurring during a billing period that result from contributions to, or withdrawals from, the client's account.

Clients may use margin (borrowing money to buy securities). Whether a client maintains a balance in the client's margin account with Baird has no bearing on the asset-based fees charged on client's account. In other words, the margin balance (i.e., the outstanding amounts a client owes to Baird) in any of the client's accounts will not be applied to reduce the client's billable account value in calculating HGMR's fee. For purposes of determining the asset-based fees imposed on an open short sale position, a client will be charged on the market value of the underlying securities sold short rather than on the difference between the price at which the underlying securities were sold and the current value of those securities. For purposes of determining the asset-based fee on options, the absolute value of the current market price of the option will be used.

The services may have a minimum asset value in order to open an account as further described under "Advisory Fees" above. A client's account may be subject to a minimum fee. The minimum fee will be described in the client's investment

management agreement. HGMR may waive the minimum fee at its discretion. The minimum fee is subject to change upon notice to the client.

HGMR's fee and minimum account value are negotiable in certain instances and may vary based upon a number of factors, including but not limited to, whether a client is participating in a third party wrap fee program, the size and nature of the assets in the client's account, the client's particular investment style or objective, and any particular services requested by the client. In some instances, clients may pay a higher fee than indicated in the fee schedules above. The fees paid by a client may differ from the fees paid by other clients based on a number of factors, including but not limited to the factors identified above.

In certain circumstances, HGMR makes other compensation options available to eligible clients besides asset-based fees, such as a fixed dollar amount.

The fee schedules set forth above are the current fee schedules for HGMR's services. HGMR has had other fee schedules in effect, which may reflect fees that are lower or higher, as the case may be, than those shown above. As new fee schedules are put into effect, they are made applicable only to new clients, and fee schedules applicable to existing clients are not affected. Therefore, some clients may pay different fees than those shown above.

Other Fees and Expenses

In addition to HGMR's fee described above, a client of HGMR will incur other fees and expenses. The asset-based fee only covers investment advice provided by HGMR, and a client will pay for other services, such as custody and trade execution, separately in addition to HGMR's fee. Please see the section "Brokerage Practices" below for more information.

A client also bears the costs of mark-ups, mark-downs, and spreads charged by broker-dealers in connection with purchases and sales of certain securities (such as securities traded over-the-counter and fixed-income securities) because such costs are inherently reflected in the price the client pays or receives for such securities. A client is also responsible for fees and expenses resulting from certain odd-lot differential, Securities and

Exchange Commission ("SEC") and exchange fees, electronic fund and wire transfer fees, margin interest, transfer taxes, certain fees in connection with the establishment or administration or termination of retirement or profit sharing plans or trust accounting, or other costs or fees mandated by law or regulation.

A client's account may, from time to time, be invested in bank deposit accounts, money market funds, mutual funds, exchange traded funds and other registered investment companies, hedge funds, private investment partnerships, and other investment pools (including such funds and other products affiliated with Baird). These types of funds have their own fees and expenses that are borne either directly or indirectly by their shareholders or unit holders, including a client. These fees and expenses may include investment management fees, distribution (12b-1) fees, transfer agency fees, networking fees, accounting fees, marketing support payments, administration fees, custody fees, shareholder servicing fees, expense reimbursements, and expenses associated with executing securities transactions for the fund's portfolio ("ongoing fund expenses"). These ongoing fund expenses are separate from, and in addition to, HGMR's fees. As a result of making investments in these types of funds, a client should be aware that the client is paying multiple layers of fees and expenses on the amount of the client's assets so invested—the ongoing fund expenses and HGMR's fee. A client is also responsible for any redemption fees that a fund may impose on the client for frequent trading in the fund's securities. A client should review the prospectus and statement of additional information (or other applicable offering documents) for each fund in which the client invests for further information.

If a client is allowed to buy or sell an ineligible asset in the client's HGMR account, the client may be charged a commission in connection with the purchase or sale. The cash proceeds from the sale of an ineligible asset that remain in a client's HGMR account are considered eligible assets subject to the asset-based fee. If an ineligible asset is purchased during a quarterly billing period, that asset will not be included for purposes of determining the asset-based fee beginning at the start of the next quarterly billing period, and no portion of the asset-based fee paid by a client in advance for the quarter during which the ineligible asset is purchased is refunded

or rebated to the client. Additionally, Baird may, upon notice to clients, impose a set-up fee and/or an annual maintenance or administrative fee on ineligible assets maintained in an HGMR account.

Clients who have accounts managed by HGMR may also have other accounts with Baird that are not managed by HGMR. Those accounts may be subject to fees, commissions or other expenses that are entirely separate from the payment of fees and expenses for the services provided by HGMR.

Other Compensation Received by HGMR and Baird

Baird is registered as a broker-dealer under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and HGMR Portfolio Managers are registered broker-dealer representatives of Baird. In such capacities, Baird and its HGMR Portfolio Managers provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, private investment funds, and other securities, and sales of life insurance policies and annuities. Baird and HGMR Portfolio Managers receive compensation based upon the sale of such securities and other investment products, including asset-based sales charges and service fees on the sale of mutual funds. This practice presents a conflict of interest because it gives Baird and HGMR an incentive to recommend investment products based upon the compensation received rather than on a client's needs. However, when providing investment advisory services to clients, Baird and HGMR Portfolio Managers are fiduciaries and are required to act solely in the best interest of clients. Baird addresses these potential conflicts by adopting and enforcing policies and procedures that are designed to ensure that Baird and HGMR Portfolio Managers comply with their fiduciary duties as is further described under the section "Advisory Business—The Client-Baird Advisory Relationship" above. For more specific information about Baird's compensation and other benefit arrangements and how Baird addresses the potential conflicts of interest they create, please see the sections "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" below.

HGMR will purchase for client accounts, or will

recommend the purchase of, various investment products, including “no load” mutual fund or mutual funds with waived sales loads. A client has the option to purchase investment products through other brokers or agents that are not affiliated with Baird.

Performance-Based Fees and Side-By-Side Management

HGMR does not advise any client accounts that are subject to performance-based fee arrangements.

Baird advises client accounts not participating in services described in this Brochure that are subject to performance-based fee arrangements. Performance-based fee arrangements involve the payment of fees based upon the capital gains or capital appreciation of a client’s account. Any such fee arrangements are made in compliance with applicable provisions of Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Performance-based fee arrangements present a potential conflict of interest for Baird (but not HGMR) with respect to other client accounts that are not subject to performance-based fee arrangements because such arrangements give Baird an incentive to favor client accounts subject to performance-based fees over client accounts that are not subject to performance-based fees.

In addition to complying with its fiduciary duties and avoiding or disclosing conflicts of interest to clients, Baird typically addresses potential conflicts of interest posed by performance-based fee arrangements by periodically monitoring the holdings and performance of performance-based fee accounts and comparing them to accounts not subject to a performance fee that are also managed using a similar strategy in an attempt to detect any possible inequitable treatment. Baird also attempts to minimize potential conflicts of interest posed by performance-based fee arrangements by adopting and enforcing internal procedures designed to ensure that securities allocations made to advisory client accounts are made in a manner such that all advisory clients receive equitable treatment.

Types of Clients

HGMR offers its services to all types of current or prospective clients, including, but not limited to: individuals; banks or thrift institutions; pension

and profit sharing plans; trusts; estates; charitable organizations; and corporations or other business entities. Applicable requirements for opening or maintaining an account, such as minimum account size, are discussed in the section entitled “Fees and Compensation—Advisory Fee” above.

Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategies and Methods of Analysis

HGMR provides various investment portfolio styles and strategies, including large and small cap core equity, international equity, fixed income, and mutual funds, in isolation and in combination, as described below. Relying on its core investment principles and investment philosophy, HGMR primarily employs quality and valuation screens and fundamental analysis in making investment decisions. Its main sources of information are company annual reports, prospectuses, other SEC filings, press releases and conference calls, inspections of corporate activities, financial newspapers and magazines, third party research reports and research, data and analysis provided by FactSet Research Systems, Inc. They may also employ the use of computers and third party application software to more readily display information and to assist with the evaluation and analysis. Although HGMR uses information and tools that Baird deems reliable, Baird does not independently verify or guarantee the accuracy of the information or tools used.

Large and Small Cap Core Equity Portfolios.

HGMR’s investment approach is principles-based, whereby principles drive investment philosophy and investment philosophy drives investment process.

Principles: (1) Valuation and quality must always factor into an investment manager’s decision making process. (2) There is no substitute for independently assessing a company’s valuation and future growth prospects. (3) Investment practitioners have a perpetual obligation to evaluate the risks and merits of going against the crowd.

Investment Philosophy: HGMR believes inefficient market behavior offers buying and selling opportunities to capture superior investment return. Using quality as a cornerstone, HGMR

owns companies that trade at a discount to intrinsic value based upon conservative future growth prospects. HGMR believes controlling risk is vital to producing consistent long-term investment results, and uses diversification by sector and company to accomplish this goal. HGMR believes a patient and objective discipline supported by these fundamental tenets governs consistent and superior long-term investment performance.

Investment Process:

- **SECURITY SELECTION:** HGMR approaches the selection process similar to that of a business owner by evaluating the cash generating potential of a new asset, which ultimately gives HGMR a guide as to what a company is worth.
- **BACKTESTING:** The firm's backtesting exercise is an exhaustive process designed to generate industry specific quality screens that provide a quantitative advantage. That is, the tests evaluate which financial metrics (or combination of financial metrics) are good predictors of future excess returns. The backtesting process is conducted at least every two years, with changes to the quality screens made accordingly.
- **QUALITY SCREEN:** HGMR's search for investment opportunities involves finding companies that (1) have consistently created economic value for shareholders, or (2) are showing a trend of improvement in creating economic value. In an effort to focus its efforts on the best opportunities, HGMR screens its investable universe (companies above \$2 billion in market capitalization for large cap core equity portfolios and between \$100 million and \$2 billion in market capitalization for small cap core equity portfolios) on this measure of quality. More specifically, HGMR defines quality as the difference between the return on invested capital (ROIC) and the weighted average cost of capital (WACC), otherwise known as "spread". HGMR focuses on those companies that have the most attractive historical spreads and/or those companies where the spread is improving, overlaying this assessment with early identification of a catalyst.
- **VALUATION SCREEN:** HGMR then uses valuation techniques to further refine the list. HGMR

primarily uses discounted cash flow analysis to give it an initial sense of the enterprise value of a company. Through the initial quality and valuation screening processes, HGMR efficiently refines its large cap core equity portfolios universe to 70-80 names and its small cap core equity portfolios universe to approximately 100-125 names.

- **FUNDAMENTAL ANALYSIS:** After conducting its quality and valuation screens, HGMR applies fundamental analysis to find eligible portfolio companies. By examining trends in the balance sheet, income and cash flow statements along with other qualitative factors specific to each company, HGMR refines its valuation models to arrive at an intrinsic value of the company. HGMR's analysis becomes complete when it identifies, and the HGMR investment committee agrees on, the catalysts that will move a mispriced security towards HGMR's estimate of intrinsic value. HGMR buys companies that trade at greater than a 20% discount to intrinsic value. Large cap core equity portfolios typically consist of at least 35-45 companies. Small cap core equity portfolios generally range between at least 55-65 securities. Positions may be phased in over a 1-3 month period so as to mitigate timing errors.
- **VALUATION IS DYNAMIC.** HGMR continually updates its models to reflect the most recent financial and other information available.

Sell Discipline: HGMR's sell decisions are underpinned by a five point discipline:

- When a stock reaches our estimate of intrinsic value, HGMR evaluates the company further and recalibrates the valuation model. That is, HGMR incorporates any recent developments that may change its assessment of the company's intrinsic value. A company trading at a premium to this value is sold from the portfolio.
- A company experiencing other than temporary deteriorating fundamentals is sold.
- If the catalyst originally identified is realized or eliminated, this triggers a further evaluation (as described above), and often times, sale of the stock.

- Once a stock reaches 3% or 4% of the small cap or large cap core equity portfolio, respectively, it is reviewed for partial sale.
- A stock that is within 10% of HGMR's estimate of the company's intrinsic value may be used as a source of funds if a more attractive alternative exists.

Once the sell decision has been made based on valuation of an event-driven situation, the position may be phased out over time to mitigate timing error impact. In the case where a position is phased out, the position may be reduced to one-half of its initial model percentage immediately, with the remainder typically phased out over a 1-3 month period. A company that is experiencing other than temporary deteriorating fundamentals is sold in its entirety.

In order to preserve the value of the portfolio, the pace of any sale is subject to liquidity constraints.

Portfolio Construction: HGMR's investment process is bottom-up, and any sector weighting deviation from our benchmarks is reflective of the level of opportunities present in each sector. However, as a guideline for larger sectors (those with greater than 5% representation in our benchmark), HGMR generally limits its sector exposure to 2.0x to that of its benchmark on the top end and 0.5x on the bottom end. For small sectors (those with less than 5% representation in our benchmark), HGMR may choose to have no exposure on the bottom end, and may have greater than a 2.0x exposure on the top end. Under normal circumstances, portfolios hold 3% or less in cash.

International Equity Portfolios. As it applies to Counseled Portfolios, for international equity, HGMR typically uses mutual funds and may use exchange-traded funds. HGMR's aim is to provide clients with access to funds that can provide a broad spectrum of international equities. By doing so, HGMR strives to deliver greater diversification of client assets and thus reduce overall market risk in their portfolio. Further, HGMR will seek funds who believe that controlling risk is vital to producing consistent long-term investment results and use diversification by country, sector and company to accomplish their goal. Please note that investments in mutual funds/ETFs involve separate management fees

and other operating expenses that are indirectly borne by shareholders of those funds, resulting in a double layer of fees (fees payable to Baird/HGMR and the expense ratios of the funds in which client assets are invested).

Fixed Income Portfolios. As it applies to Counseled Portfolios, fixed income portfolios managed by HGMR will consist of high quality securities with an emphasis on government backed securities, including US Treasury and agency bonds, insured certificates of deposit, high quality corporate bonds and, when appropriate for tax purposes, high quality municipal bonds. The interest rate spread between corporate and government bonds is important to the percentage of corporate bonds owned in an account. Typically, fixed income instruments are held to maturity.

Portfolios of Mutual Funds Portfolios. As it applies to Counseled Portfolios, mutual fund portfolios are used to provide clients with access to funds that can provide a broad spectrum of investment assets. Portfolios of mutual funds are used to accommodate Counseled Portfolio clients' collateral portfolio needs. A "collateral" portfolio is defined as an account too small to be practically managed using individual securities. HGMR manages collateral portfolios in the interest of serving the overall investment needs of a client relationship.

HGMR may also manage client assets using other investment strategies and investment products based upon a client's particular needs. An HGMR Portfolio Manager may use certain investment strategies, such as concentrated investment strategies and margin, and certain types of investment products, such as illiquid securities. These investment strategies and products involve special risks and may not be appropriate for all clients. Please see "Principal Risks" below for more information.

Principal Risks

Risk is inherent in any investment in securities and Baird does not guarantee any level of return on a client's investments. There is no assurance that a client's investment objectives will be achieved. A client may be subject to the risks described below. The risks discussed below vary by investment style or strategy, and may or may not apply to a client. Clients are encouraged to

discuss with their HGMR Portfolio Manager the risks that apply to them.

General risks include the following:

Market Risks. A client's portfolio may change in value due to overall market fluctuations. General economic conditions, political developments, international events and other factors may cause the overall market to decline, which in turn may reduce the value of the client's portfolio regardless of the relative strength of the securities held in the portfolio. Securities prices often vary for reasons unrelated to matters directly affecting the issuers of the securities.

Management and Securities Selection Risks.

A client's portfolio may fluctuate in value differently than, or in the opposite direction as, the overall market or applicable benchmark because of the selection of individual securities for the portfolio. The judgments made by the HGMR Portfolio Manager managing client accounts about the attractiveness, value and potential appreciation of particular securities may prove to be incorrect. For example, while the stock markets may experience increases in value, the client's portfolio may experience a decline in value due to the underperformance of the stocks selected for investment in the client's portfolio.

Investment Objective and Asset Allocation Risks.

A client's investment objective and asset allocation strategies involve the risk that certain asset classes selected for the client's account may not perform as well as other asset classes during varying periods. In addition, clients who pursue more aggressive investment objectives and asset allocation strategies, while hoping to achieve high returns, may face greater risk of loss than clients with more conservative objectives and strategies. In developing investment objectives and asset allocation strategies, clients should carefully consider their financial situation and needs, investment goals, investment time horizon and risk tolerance. A client should inform the client's HGMR Portfolio Manager of these considerations so the HGMR Portfolio Manager can assist in determining the client's investment objectives and asset allocation strategies.

Concentration Risks. A client's account may consist of a portfolio of securities that is concentrated in an issuer or group of issuers, an

industry or economic sector or group of related industries or sectors, or concentrated in limited asset classes. Client accounts with concentrated positions are susceptible to greater volatility and increased risk of loss than a portfolio that is diversified across several industries or sectors and asset classes.

Liquidity Risks. Certain securities may have more or less liquidity than other securities. Securities with less liquidity generally have wider bid and ask spreads. Also, the volatility of the price of a thinly traded security may be more than the volatility of the price of a widely traded security because of the impact of low trading volume. It may be difficult to sell an illiquid security at any given time and a client may not be able to obtain a favorable price for the security. As a result, illiquid securities may have a negative effect on the performance of the client's account.

Portfolio Turnover Risks. A portfolio with a high turnover rate will incur more transaction costs than one with a lower rate. Higher transaction costs may negatively impact the return of the portfolio. High portfolio turnover may also result in tax liability due to the recognition of capital gains and ordinary income.

Derivatives Risks. The strategy used for a client's portfolio may involve the use of options, futures, and short sales to "hedge" the overall risk of the client's portfolio. The values of these investments are derived from an underlying asset and may fluctuate more than other investments, which may result in an unexpected decline in the portfolio's value.

Leveraging Risks. The strategy used for a client's portfolio may involve the use of margin (borrowing money to buy securities) also known as leveraging. Leveraging strategies may amplify the impact of any increase or decrease in the value of underlying securities in the client's portfolio.

Stock Risks. Stock prices vary and may fall, thus reducing the value of a client's investments. Certain stocks selected for a client's portfolio may decline in value more than the overall stock market.

Bond Risks. To the extent a strategy may involve investing in fixed-income securities, the

strategy is subject to bond market risks. A bond's market value is affected significantly by changes in interest rates – generally, when interest rates rise, the bond's market value declines and when interest rates decline, its market value rises ("interest-rate risk"). Generally, the longer a bond's maturity, the greater the interest rate risk and the higher its yield. Conversely, the shorter a bond's maturity, the lower the interest rate risk and the lower its yield ("maturity risk"). A bond's value may also be affected by changes in its credit quality rating or the issuer's financial condition ("credit-quality risk"). Because bond values may fluctuate, a client's portfolio value may fluctuate. Client accounts may also be invested in municipal securities, and/or bonds that are not rated or are below investment grade. For more information, a client is encouraged to read the disclosure documents entitled "Important Information about Investing in Municipal Bonds" and "Important Information about Non-Rated or Below Investment Grade Securities" available on Baird's website at www.rwbaird.com/disclosures.

Capitalization Risks. A client may be invested in small and mid cap stocks, which are often more volatile and less liquid than investments in larger companies. The frequency and volume of trading in securities of such companies may be substantially less than is typical of larger companies. Therefore, the securities of such companies may be subject to greater and more abrupt price fluctuations. In addition, small- and mid-size companies may lack the management experience, financial resources and product diversification of larger companies, making them more susceptible to market pressures and business failure.

Foreign Issuer Risks. Securities of foreign issuers and ADRs are subject to certain inherent risks, such as political or economic instability of the country of issue, the difficulty of predicting international trade patterns and the possibility of imposition of exchange controls. Such securities may also be subject to greater fluctuations in price than securities of domestic corporations. In addition, there may be less publicly available information about a foreign company than about a domestic company. Foreign companies generally are not subject to uniform accounting, auditing and financial reporting standards comparable to those applicable to domestic companies. With respect to certain foreign countries, there is a possibility of expropriation or confiscatory

taxation, or diplomatic developments, which could affect investment in those countries.

Government Obligation Risks. Certain securities issued by U.S. government-sponsored agencies or instrumentalities are not supported by the full faith and credit of the U.S. government. Examples of such securities are those issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, which are supported only by discretionary authority of the U.S. Government, and the Student Loan Marketing Association, which are supported only by the credit of that agency.

Money Market Fund Risks. An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at \$1.00 per share, there can be no assurance that will occur, and it is possible to lose money should the fund value per share fall. In some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings may be liquidated and distributed to the fund's shareholders. This liquidation process could take time to complete. During that time, the amounts a client has invested in the money market fund would not be available for purchases or withdrawals.

Hedge Fund Risks. Investing in hedge funds presents special risks. Some of the more common risks include the following: limited regulatory oversight, lack of liquidity, management risks, limited disclosure and transparency of operations, potentially high fees, and performance fee conflicts. A client is encouraged to read the disclosure document entitled "Important Information about Fund of Hedge Funds" available on Baird's website at www.rwbaird.com/disclosures.

Managed Futures Risks. Investing in managed futures presents special risks. Some of the more common risks include the following: performance volatility, limited regulatory oversight, lack of liquidity, management risks, potentially high fees, and performance fee conflicts. A client is encouraged to read the disclosure document entitled "Important Information Regarding

Managed Futures” available on Baird’s website at www.rwbaird.com/disclosures.

Leveraged or Inverse Fund Risks. Leveraged or inverse funds are ETNs, ETFs or open-end mutual funds seeking returns that are the opposite of the performance of an index or other benchmark on a daily basis. Because of the effects of compounding, volatility and the fund expenses, the returns of a leveraged or inverse fund over longer periods of time are not likely to track the opposite of the performance of the fund’s underlying index, and may in fact be significantly different. To achieve their objectives, leveraged and inverse funds typically employ aggressive investment techniques, such as the use of short sales, swap contracts, futures, options and other derivatives with economic characteristics that are designed to perform opposite to the securities in the underlying index. Because of the unique characteristics of these funds and the special risks associated with them, FINRA and the SEC have issued a joint alert entitled “Leveraged and Inverse ETFs: Specialized Products with Extra Risks for Buy-and-Hold Investors”, which is available on FINRA’s and the SEC’s websites. A client is encouraged to read the disclosure document entitled “Important Information about Leveraged and Inverse Funds” available on Baird’s website at www.rwbaird.com/disclosures.

Structured Products Risks. Structured products are a hybrid between two asset classes typically issued in the form of a CD or note but instead of having a pre-determined rate of interest, the return is linked to the performance of an underlying asset class, such as single security or basket or index of securities; a commodity or basket or index of commodities, including futures; and/or a foreign currency or basket of foreign currencies. These investment products are complex and involve special risks. A client is encouraged to read the disclosure document entitled “Important Information about Structured Products” available on Baird’s website at www.rwbaird.com/disclosures.

U.S. and international markets have experienced extreme price volatility, reduced liquidity and valuation difficulties in recent years. As a result, many of the above risks may be increased. Continuing market problems may have adverse effects on the client portfolios.

For more information regarding the risks of investing in a particular investment product, a client should carefully review the offering documents for that product or ask the client’s HGMR Portfolio Manager.

Disciplinary Information

In December 2008, Baird, without admitting or denying the allegations, consented to the findings of FINRA that it violated NASD Rules 2110, 3010(a) and 3010(b) by failing to establish and maintain an adequate supervisory system reasonably designed to review and monitor its fee-based brokerage business and its registered representatives. Baird was found to have failed to: implement fee breakpoint discounts on certain fee-based brokerage accounts; clearly identify the specific fee applicable to each customer; implement a system to automatically credit customers with the fee breakpoint discounts specified in their account agreements; and adequately disclose inclusion of margin activity and short sales in fee calculations for fee-based accounts. Baird was fined \$500,000 and paid restitution of \$434,510 plus interest to Baird customers.

Additional information about Baird’s disciplinary history is available on the SEC’s website at www.adviserinfo.sec.gov.

Other Financial Industry Activities and Affiliations

Baird is registered as a broker-dealer under the Exchange Act, and as an investment adviser under the Advisers Act. Baird is engaged in a broad range of activities, including: individual and institutional brokerage transactions; origination of, and participation in, underwritings of corporate and municipal securities; market making and trading activities in corporate securities and municipal and governmental bonds; distribution of mutual fund shares; option transactions; and research services.

HGMR Portfolio Managers and certain other of Baird’s and HGMR’s personnel are registered, or have an application pending to register, as registered representatives and associated persons of Baird to the extent necessary or appropriate to perform their job responsibilities.

Baird is affiliated with certain investment advisors and investment products that are identified below, including certain mutual funds, ETFs and private equity funds. From time to time, Baird and HGMR may recommend that clients invest assets with these investment advisors or in investment products that are affiliated with Baird. Such recommendation of affiliated advisors or investment products creates a potential conflict of interest because Baird, HGMR and/or their affiliates may receive higher aggregate compensation if clients retain affiliated advisors or invest in affiliated investment products instead of retaining unaffiliated advisors or investing in unaffiliated investment products. However, as fiduciaries, Baird and HGMR will select or recommend affiliated investment products only when they determine it to be in the client's best interest to do so. The criteria used by them in deciding to select or recommend affiliated investment products are the same as those used for unaffiliated investment products.

Other Investment Management Departments of Baird

Baird and HGMR may, from time to time refer clients to Baird Advisors, Baird Investment Management, or Baird Public Investment Advisors, investment management departments of Baird.

Affiliated Mutual Funds

Baird is the investment adviser and principal underwriter for the Baird Funds, Inc. ("Baird Funds"), a registered open-end management investment company. Baird Advisors provides investment management, administrative, and other services to certain Baird Funds investing primarily in fixed-income securities (the "Baird Bond Funds"). Baird Investment Management provides investment management and other services to certain Baird Funds investing primarily in equity securities (the "Baird Equity Funds"). As compensation for those services, Baird receives fees from each Baird Fund, which fees are disclosed in each Fund's prospectus and statement of additional information available at www.bairdfunds.com.

Currently, Baird Advisors serves as sub-adviser to a mutual fund series of the New Covenant Funds and a mutual fund series of CNI Charter Funds, Inc. Additional information about these mutual funds, including information relating to the

compensation paid to Baird by these funds for investment management services, is available in each fund's prospectus and statement of additional information.

Affiliated Investment Advisors

Baird is affiliated with, and may be deemed to control, Riverfront Investment Group, LLC ("Riverfront") by virtue of Baird's equity ownership of Riverfront. Riverfront is an investment advisor that is based in Richmond, Virginia. Riverfront offers asset allocation, mutual fund, ETF and foundation strategies. Riverfront acts as investment sub-adviser for certain mutual fund series of the Financial Investors Trust. Baird is not involved in the day-to-day management of Riverfront or the investment decisions made by Riverfront for the account of Riverfront's clients.

Affiliated Private Equity Funds

Baird is also engaged in a private equity business through Baird Private Equity ("BPE"), Baird's global private equity group. Baird and HGMR may refer clients to BPE. BPE makes venture capital, growth equity and buyout investments in the business services, manufactured products and healthcare/life sciences sectors. Baird, in combination with certain executive officers, may be deemed to control Baird Venture Partners Management Company I, LLC ("BVP I"); Baird Venture Partners Management Company III, LLC ("BVP III"); Baird Capital Partners Management Company III, LLC ("BCP III"); Baird Capital Partners Management Company IV, LLC ("BCP IV"); Baird Capital Partners Management Company V, LLC ("BCP V"); Baird Asia Partners Management Company I, LLC ("BAP I"); Baird Capital Partners Asia Management I Limited Partnership ("BCPA I"); and Baird Capital Partners Europe Limited. BVP I and BVP III participate in venture capital opportunities by investing in equity securities of early-to-growth stage companies. BVP I is the general partner of the three limited partnerships and is an investment adviser registered with the SEC. BVP III is the general partner of three limited partnerships and is an investment adviser registered with the SEC. BCP III, BCP IV and BCP V invest in equity securities of growing middle market companies issued in management buyouts, recapitalizations, industry consolidations and growth equity transactions. BCP III is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BCP

IV is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BCP V is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BAP I has organized a limited partnership to invest in growth equity and change of control investments in companies that would benefit from accessing manufacturing or distribution capabilities in China. BAP I is the general partner of one limited partnership and is an investment adviser registered with the SEC. BCPA I makes growth equity investments in smaller, high potential companies with substantial operations and growth opportunities in China. BCPA I is the general partner of three limited partnerships and is an investment adviser registered with the SEC. Baird Capital Partners Europe Limited, an English limited company, is regulated and authorized by the Financial Services Authority and is the manager of certain partnerships formed to acquire businesses and make investments across a range of industry sectors.

If a client expresses an interest, HGMR may refer clients to BPE. HGMR does not charge fees on client assets invested in private equity funds affiliated with Baird. Instead, the general partner of the private equity fund may provide compensation to HGMR for referring the client to BPE. The actual amount of compensation may vary based upon the client's investment commitment and will be disclosed to a client prior to the time of investment.

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

Code of Ethics

Subject to the restrictions described below, Baird and its affiliates and associates may engage in securities transactions for their own accounts, including the same or related securities that are recommended to or owned by Baird clients. These transactions may include trading in securities in a manner that differs from, or is inconsistent with, the advice given to Baird clients, and the transactions may occur at or about the same time that such securities are recommended to or are purchased or sold for client accounts. This creates a potential for a conflict between the interest of clients and the interests of Baird and its affiliates and associates.

To address the potential for conflicts of interest, Baird has adopted a Code of Ethics (the "Code") that applies to its associates that provide investment advice to clients, including HGMR Portfolio Managers, their supervisors, and certain associates who have access to non-public information relating to advisory client accounts ("Access Persons"). The Code prohibits Access Persons from using knowledge about advisory client account transactions to profit personally, directly, or indirectly, by trading in his or her personal accounts. In addition, an Access Person who has discretionary authority over client accounts must generally pre-clear his or her trades or obtain prior authorization from his or her supervisor or Baird's Compliance Department before executing a trade. The Code also generally prohibits Access Persons who have discretionary authority over client accounts from executing a security transaction for their personal accounts during a blackout period that can extend from one to seven days before or after the date that a client transaction in that same security is executed. The Code provides for certain exceptions deemed appropriate by Baird management and/or by Baird's Compliance Department. In addition, orders for the accounts of Access Persons and other Baird associates that are under discretionary management by Baird may be aggregated with orders for other Baird client accounts, so long as the order is executed as part of a block transaction with client orders. A copy of the Code is available to clients or prospective clients upon request.

Baird has also implemented certain policies and procedures relating to Baird's and its associates' trading activities that are designed to prevent them from improperly benefiting from the trading activities of Baird's advisory clients. For example, except for principal trades specifically authorized by clients, Baird conducts trading activity for advisory clients through trading personnel that are different from the trading personnel executing trades for Baird's own accounts. In addition, Baird's Compliance Department monitors the personal trading activities of all of Baird's associates providing advisory-related services to clients.

Baird's Participation or Interest in Client Transactions

Baird's Broker-Dealer and Related Activities. In their broker-dealer capacities, Baird and HGMR

personnel provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, private investment funds, options, and other securities. Baird and HGMR personnel receive compensation based upon the sale of such securities and other investment products as further described below.

Brokerage and Related Trading Activities. Other investment management firms may select Baird, in its capacity as a broker-dealer, to execute portfolio trades for their clients, including for mutual funds or money market funds they advise. These investment management firms may also receive research in addition to execution services provided by Baird. Baird receives compensation for those execution services. This may create an incentive for Baird to favor the services of such investment management firms or their products, including the mutual funds or money market funds advised by such investment management firms. However, Baird and HGMR personnel act in the best interest of advisory clients when selecting or recommending investment management firms or their investment products to such clients. Further, Baird and HGMR do not consider the extent to which an investment management firm directs or is expected to direct trades to Baird for execution when considering the eligibility of an investment management firm for advisory programs. In addition, investment management firms are, absent client direction to the contrary, obligated at all times to retain the broker or dealer providing the client best execution. In addition, mutual fund companies are prohibited from considering Baird's efforts in marketing and selling their funds when selecting Baird for executing portfolio trades for the funds. To learn more about how a mutual fund company selects brokerage firms for trade execution, a client should consult the fund's statement of additional information, available from each fund.

If a client directs HGMR to use a designated broker-dealer for trade execution (a "directed brokerage arrangement"), and if the designated broker-dealer referred the client to HGMR or if the particular broker-dealer refers other clients to HGMR in the future, HGMR may benefit from the client's directed brokerage arrangement. Because of these potential benefits, HGMR may have an economic interest in having the client continue the directed brokerage arrangement. The benefits HGMR receives may conflict with the client's interest in having HGMR recommend that

the client utilize another broker-dealer to execute some or all transactions for the client's account.

Baird, as broker-dealer, continually engages in various securities transactions and trading activities through its institutional trading departments, including market making and corporate stock buyback activities. HGMR personnel who refer corporate buyback opportunities to the institutional trading departments are eligible for referral compensation from Baird that is based upon, among other factors, the commissions that Baird receives. Baird and HGMR may, therefore, have an incentive to sell or to make sell recommendations with respect to the securities of issuers for which Baird provides such buyback services. However, Baird and HGMR will only sell or recommend a sale of such securities to an advisory client when they believe it is in the client's best interest to do so.

Baird may buy or sell securities for its own account, or may act as broker or agent for other Baird clients, including other advisory clients. Baird and its affiliates may give advice and take action in the performance of their duties to a client that may differ from advice given, or in the timing and nature of action taken, with respect to its own account or that of another client. These activities could create a conflict of interest with its clients. Baird addresses this potential conflict by adopting and enforcing internal procedures designed to ensure that securities allocations made to advisory client accounts are made in a manner such that all advisory clients receive equitable treatment. In addition, Baird has adopted a Code of Ethics and other internal trading policies and procedures relating to Baird's, its affiliates' and associates' trading activities that are designed to prevent them from improperly benefiting from the trading activities of Baird's advisory clients. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Code of Ethics" above.

Mutual Fund Selling and Servicing

Sales Charges. With respect to HGMR client accounts subject to a commission-based fee arrangement, a mutual fund may compensate Baird and HGMR based on the front-end or back-end sales charges ("loads"), if any, paid by the client. This may provide Baird and HGMR an

incentive to favor mutual funds that have higher sales charges.

Distribution (12b-1) and Shareholder Servicing Fees. Baird and HGMR provide certain distribution and other shareholder-related services to mutual funds and their vendors with respect to HGMR clients that hold shares of such mutual funds in their accounts. Baird and HGMR may receive distribution (12b-1) fees and other shareholder servicing fees from the funds or their sponsors on an ongoing basis as compensation for the services provided.

If Baird or HGMR receives distribution (12b-1) or other shareholder servicing fees from a fund with respect to a client's mutual fund investment in the client's HGMR account and the client is paying an asset-based fee to HGMR on such investment, Baird rebates such distribution (12b-1) fees and other shareholder servicing fees to the client's account, except for any non-Retirement Account managed directly by HGMR. Accordingly, the receipt of these fees provides Baird and HGMR an incentive with respect to non-Retirement Accounts managed directly by HGMR to favor mutual funds over other investment products, or to favor mutual funds that offer distribution (12b-1) and shareholder servicing fees greater than other funds.

Marketing and Other Financial Support. In addition to distribution (12b-1) and shareholder serving fees, Baird receives financial support from the sponsors of certain mutual funds included on Baird's Mutual Fund Leaders List. Baird also receives financial support from sponsors of certain money market mutual funds that Baird makes available to its clients. Financial support is not paid by sponsors of mutual fund companies on mutual fund assets held in Retirement Accounts. This support, which varies from fund company to fund company and is commonly referred to as "revenue sharing", is typically allocated toward the costs of training and educating HGMR personnel about the funds offered by the fund company, due diligence on the funds and marketing support.

In addition to marketing support payments described above, Baird may be reimbursed by mutual fund companies or their service providers for expenses incurred by Baird for various sales meetings, seminars, and conferences held in the

normal course of business. Any such reimbursement is at the entire discretion of a particular mutual fund company.

Receipt of marketing support payments and expense reimbursements may provide Baird an incentive to favor mutual funds and their sponsors that make such payments over mutual funds and their sponsors that do not. However, Baird acts in the best interests of clients when recommending mutual funds to clients, and Baird does not consider the receipt of these payments in compiling its Mutual Fund Leaders List or Recommended Mutual Fund List.

The marketing support and other payments that Baird receives from mutual funds and their sponsors are not paid to HGMR, and the compensation Baird pays to HGMR is not tied to such payments. HGMR personnel may, however, receive non-cash compensation and other benefits from Baird and mutual fund companies with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. Receipt of these benefits may provide HGMR personnel an incentive to favor mutual funds and their sponsors that provide such benefits over mutual funds and their sponsors that do not. However, HGMR personnel act in the best interests of clients when selecting or recommending funds in connection with the advisory services provided by HGMR. In addition, Baird has adopted policies and procedures for HGMR personnel providing advisory services that address and limit the receipt of such non-cash benefits in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.

Networking Fees. Baird receives compensation from certain mutual funds in consideration for recordkeeping, sub-transfer agency and related services that it provides to those funds. While this may provide Baird an incentive to favor funds paying higher fees, these fees are not paid to HGMR, and the compensation that Baird pays to HGMR is not tied to such fees.

Schwab Clearing Arrangement. Baird has a clearing arrangement with Charles Schwab & Co., Inc. ("Schwab") whereby Schwab maintains an

omnibus account with certain mutual funds for Baird on behalf of HGMR clients. Although Baird pays Schwab a fee for the clearing service, Schwab passes through to Baird and HGMR a portion of the compensation that Schwab receives from the funds (including distribution (12b-1), shareholder servicing and revenue sharing payments) for services that Baird and HGMR provide to clients who invest in the funds.

If Baird receives distribution (12b-1) fees or other shareholder servicing fees from Schwab with respect to a mutual fund investment in a client's HGMR account and client is paying an asset-based fee to HGMR on such investment, Baird rebates such distribution (12b-1) fees and other shareholder servicing fees to the client's HGMR account, except for any non-Retirement Account managed directly by HGMR. Accordingly, the receipt of these fees may provide Baird and HGMR an incentive with respect to non-Retirement Accounts managed directly by HGMR to favor funds that are part of the Schwab clearing arrangement over other investment products or funds not included in the Schwab clearing arrangement.

Additional Information. More detailed information about the compensation that Baird or HGMR receives from a mutual fund company is available in the mutual fund company's prospectus or statement of additional information and on Baird's website at www.rwbaird.com/mutualfunds. Clients may also contact Baird or HGMR for more specific information about the amount of compensation Baird or HGMR may receive from any of these mutual fund companies. More detailed information about the compensation that Baird receives from Schwab is also available on Baird's website at www.rwbaird.com/mutualfunds.

Alternative Investment Product Selling and Servicing. With respect to HGMR client accounts subject to a commission-based fee arrangement, Baird and HGMR receive transaction-based compensation related to sales of alternative investment products. This may provide Baird and HGMR an incentive to favor alternative investments that pay higher compensation.

If an alternative investment product is registered as an investment company (that is, a mutual fund), Baird and HGMR may receive compensation

described in the section entitled "Mutual Fund Selling and Servicing" above.

More detailed information about the compensation that Baird or HGMR receives from an alternative investment product and its sponsor is available in the offering documents for the alternative investment product and in Baird's Important Information about Your Investment series of disclosure documents, which are available on Baird's website at www.rwbaird.com/disclosures. Clients may also contact Baird or HGMR for more specific information about the amount of compensation Baird or HGMR may receive from the sale of alternative investment products.

Annuities and Insurance Product Selling and Servicing. Insurance companies compensate Baird and HGMR for selling their insurance products. Baird and HGMR are paid by the insurance companies in various forms including upfront commissions based upon the initial sale of the product and ongoing trail commissions or residuals relating to a client's continued holding of the product.

In addition to the compensation described above, Baird may receive additional financial support from the insurance companies of certain products that it sells for training and educating HGMR personnel. This support, which varies from insurance company to insurance company is commonly referred to as "marketing support payments". Receipt of marketing support payments may provide Baird an incentive to favor insurance companies that make such payments over insurance companies that do not. However, Baird does not consider the receipt of marketing support payments in compiling its "Baird Focus List" of insurance companies.

The marketing support payments that Baird receives from insurance companies are not paid to HGMR, and the compensation that Baird pays to HGMR is not tied to such financial support. HGMR personnel may, however, receive non-cash compensation and other benefits from Baird and insurance companies with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. Receipt of these benefits may provide HGMR personnel an

incentive to favor insurance companies and their sponsors that provide such benefits over insurance companies and their sponsors that do not. However, Baird has adopted policies and procedures for HGMR advisory personnel that address and limit the receipt of such non-cash benefits in an attempt to avoid having the investment advice provided to clients being compromised by such benefits.

More detailed information about the compensation that Baird receives from insurance companies is available in the disclosure documents related to the applicable insurance product and on Baird's website at www.rwbaird.com/annuities.

Baird's Other Financial Industry Activities

Investment Banking and Public Finance. Through its Investment Banking and Public Finance departments, Baird provides investment advisory, securities underwriting and related investment banking services to various corporate, municipal, and other issuers of securities. Baird receives compensation and fees from such entities in connection with the services it provides. In addition, certain HGMR associates who refer securities underwriting or other business opportunities to the Investment Banking or Public Finance departments may be eligible for referral compensation from Baird that is based upon, among other factors, the compensation and fees Baird receives. Baird and HGMR may, therefore, have an incentive to favor the securities of issuers for which Baird provides such services over the securities of issuers for which Baird does not provide such services. However, Baird and HGMR will only recommend such securities to a client when they believe it is in a client's best interest to do so. Also, in accordance with applicable law and Baird's policies, any securities underwritten by Baird will be sold to a client by HGMR in a principal capacity only if the client consents to the transaction in writing and Baird has provided the client with all material information regarding Baird's and HGMR's interest in the transaction. For more information, please see "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Principal Transactions" below.

Baird, by reason of its investment banking or other activities, may from time to time acquire information deemed confidential, material and non-public, about corporations or other entities and their securities. Baird, HGMR and their

associates are not permitted to divulge such information to any client or act upon such information with respect to a client's account or their own accounts.

Cash Sweep Program. Baird and HGMR offer to clients a Cash Sweep Program through which cash balances in client accounts are automatically deposited or "swept" into an interest-bearing deposit account (the "Bank Sweep Option") established by Baird with one or more banks selected by Baird for inclusion in the Cash Sweep Program. Certain clients who meet the eligibility requirements may, as an alternative, invest their cash in one or more taxable or tax-exempt money market mutual funds (the "Money Market Fund Option") that Baird makes available as part of the Cash Sweep Program. The PrivateBank and Trust Company may from time to time hold client deposits under the Bank Sweep Option. Baird has an ownership interest in The PrivateBancorp, the parent company of the PrivateBank and Trust Company.

In addition to the asset-based fee paid by the client on the funds invested in the Cash Sweep Program, Baird receives a fee from each bank or money market fund for the provision of certain administrative, accounting and other services to the bank or fund. Through the Money Market Fund Option, Baird receives compensation from the money market mutual funds and their sponsors. This compensation is further described in the section entitled "Baird's Participation or Interest in Client Transactions—Baird's Broker-Dealer and Related Activities—Mutual Fund Selling and Servicing—Marketing and Other Financial Support" above. Baird may waive receipt of any or all of this compensation. Baird generally shares a portion of the benefits it receives from the Cash Sweep Program with HGMR. The compensation that Baird and HGMR receive from the Bank Sweep Option and the Money Market Option gives them a financial incentive to recommend that clients invest cash balances in the particular sweep options included in the Cash Sweep Program. More detailed information about the Cash Sweep Program and the compensation Baird and HGMR receive is available on Baird's website at www.rwbaird.com/moneymarkets.

If a client holds mutual funds, alternative investment products, or any of the other investment products described above, Baird, HGMR and their affiliates and associates will

receive the fees and payments described above for the duration of the client's advisory relationship with HGMR or Baird. In some circumstances, the receipt of such compensation may extend beyond a client's advisory relationship with HGMR or Baird if the client continues to hold those assets at Baird.

Trust Service Providers. Baird maintains alliances with certain unaffiliated institutions that provide trust services. These unaffiliated institutions offer various types of trust services, including trust administration, custody, tax reporting and record keeping, to Baird clients. In connection with these alliances and the trust services provided by these unaffiliated institutions, Baird may provide marketing support services in assisting clients in their evaluation of the trust services. Baird may be compensated by these unaffiliated institutions for providing these marketing support services. Such annual compensation generally will not exceed 10% of the annual trust service fees received by the unaffiliated institution.

Other Investment Products and Services. Baird offers to clients other investment products and services not described in this Brochure. These investment products and services provide different levels of compensation to Baird and HGMR. Baird and HGMR may have an incentive to favor those investment products and services that generate a higher level of compensation than those that generate a lower level of compensation. For more information about the other investment products and services offered by Baird, clients should contact Baird or their HGMR representative.

Agency Cross Transactions. In certain circumstances and to the extent permitted by applicable law and regulation, HGMR may effect "agency cross" transactions through Baird with respect to a client's account. An "agency cross" transaction is a transaction in which Baird or its affiliates act as broker for the party or parties on both sides of the transaction. As compensation for its brokerage services, Baird may receive compensation from parties on both sides of an agency cross transaction, the amount of which may vary. Therefore, Baird may have a conflicting division of loyalties and responsibilities. However, in all cases, Baird will seek to obtain the best execution for each respective advisory client and will effect agency cross transactions only in accordance with the requirements of Rule 206(3)-

2 under the Advisers Act. Furthermore, Baird will comply with additional conditions imposed by ERISA if the client account is a Retirement Account.

Where applicable, a client's investment management agreement discusses agency cross transactions and authorizes HGMR to effect agency cross transactions for a client's account. **A client's authorization to HGMR to effect "agency cross" transactions is given pursuant to Rule 206(3)-2 under the Advisers Act and may be withdrawn by a client at any time in client's sole discretion by sending written notice to HGMR.**

Cross Trading Involving Baird Advisory Accounts. From time to time, when HGMR believes that each respective transaction is consistent with the client's best interest, HGMR, acting as investment manager, may cause (or in the case of non-discretionary accounts, recommend) the sale of securities from an advisory client's account while at or about the same time causing (or, in the case of non-discretionary accounts, recommending) the purchase of the same securities for the account of another advisory client. Such transactions may have the benefit of reducing transaction and market impact costs.

In such cases, because Baird and/or HGMR are acting as investment adviser for both buyer and seller, they are subject to potentially conflicting interests in causing (or recommending) the transactions. Also, because Baird and/or HGMR are acting as investment adviser for both buyer and seller, transaction prices may be determined more by reference to market information or dealer indications for the securities involved, and less through the type of independent arms-length negotiation that might otherwise occur. In these transactions, Baird seeks to obtain best execution for each respective advisory client and to ensure that each client receives fair and equitable treatment.

Principal Transactions. Subject to the requirements of applicable law, HGMR may, when it is in the best interest of a client to do so, execute transactions for a client account while acting as principal for Baird's own account (that is, HGMR may sell a security from Baird's

inventory to a client, or HGMR may purchase a security from a client for Baird's inventory).

In addition to the advisory fee paid by a client, Baird may realize profits from principal transactions with a client based on the difference between the price Baird paid for the security and the price at which Baird sold the security, which may include a markup or markdown from the prevailing market price, an underwriting fee, selling concession, or other incentive to execute the transaction. In trading as principal with a client, HGMR and Baird will have potentially conflicting division of loyalties and responsibilities regarding their own interests and the interests of the client. This profit potential may give HGMR and Baird an incentive to recommend a transaction in which they act as principal. Nonetheless, HGMR and Baird have a fiduciary duty to act in the best interest of clients and to obtain best execution for their advisory clients. Furthermore, Baird has adopted internal procedures designed to ensure that they will not act in a principal capacity for any transaction in an advisory client's account, absent disclosure of the transaction to the client, including all material information regarding Baird's or HGMR's interest in the transaction, and the client's prior written approval of the transaction or unless otherwise allowed by applicable law, and provided that such transaction is not otherwise prohibited by ERISA.

A client's investment management agreement discloses, where applicable, the possibility of HGMR's and Baird's role in potential principal transactions, and each transaction confirmation sent to HGMR clients discloses the capacity in which Baird served in the transaction and whether Baird is a market maker in each security the client bought or sold.

To the extent not otherwise prohibited by ERISA, if a client selects non-discretionary advisory services to be provided by Baird, the client's investment management agreement provides HGMR and Baird with a blanket authorization to act as principal for Baird's own account in selling any security to or purchasing any security from the client's account. With this authorization, HGMR and Baird may effect any and all principal transactions with the client's account without having to provide specific written disclosures and obtain written client consent prior to completion of each proposed principal trade, subject to the requirements of Rule 206(3)-3T under the

Advisers Act (including any amendments to such rule or successors to such rule) and/or other applicable rules and interpretations. **This authorization to enable HGMR or Baird to trade as principal with a client's account may be revoked at any time by the client in client's sole discretion by notifying HGMR in writing.**

HGMR or Baird may also act as principal in selling securities to a client's account during offerings underwritten by Baird as further described above. In each such instance, HGMR or Baird will provide certain disclosures about the transaction and obtain the client's consent to the trade.

Interest in Other Client Transactions. Baird and HGMR may recommend to clients, and may buy and sell for client accounts, securities in which Baird and its affiliates and associates have a material financial interest. For more information, please see "Other Financial Industry Activities and Affiliations" above and "Brokerage Practices" below.

If HGMR or Baird, or an affiliate or associate of them, receives any compensation or benefit described in this Brochure from or related to a client's investment, they will generally retain the compensation or benefit. Except as otherwise described above, HGMR and Baird generally do not rebate these amounts to a client's account or credit the amount against the advisory fees payable by a client unless HGMR or Baird may not keep such compensation under applicable law.

Brokerage Practices

Broker-Dealer Selection

Clients generally give HGMR the authority to determine independently the specific broker(s) or dealer(s) used to execute trades for their accounts. HGMR selects brokers or dealers to execute a client's transactions based on the broker or dealer's ability to provide best execution for the client. When selecting a broker or dealer, HGMR and Baird may consider the following factors: client preferences; research services (including strategy reviews, domestic and international economic analysis, technical commentary and other materials); execution capability and past execution performance; commission rates; financial standing of executing firm and counterparty risk; timeliness in rendering services; availability, cost and quality of

custodial services; and continuity and quality of the overall provision of services. Orders for the purchase and sale of securities in a client's account may be executed by Baird, in its capacity as broker-dealer. From time to time, clients may direct HGMR to execute trades through Baird. See "Directed Brokerage" below.

Soft Dollar Benefits

HGMR and Baird may receive research (in addition to execution services) from broker-dealers in connection with its clients' securities transactions. These research benefits are commonly referred to as "soft dollar benefits". HGMR has no formal soft dollar arrangements requiring a fixed minimum level of commissions. However, some unaffiliated broker-dealers and other research services, periodically advise HGMR and/or Baird of certain suggested minimums related to specific levels of service with respect to direct trading access, access to research analysts, invitations to industry conferences, contact with specialists and other matters. Under these arrangements, HGMR may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits. However, HGMR and Baird will seek to obtain commission rates that they consider appropriate for each client for the level and quality of service received from brokerage firms.

During Baird's last fiscal year ended December 31, 2011, HGMR and Baird received no soft dollar benefits in connection with effecting HGMR client transactions. However, Baird and HGMR may receive soft dollar benefits in connection with effecting HGMR client transactions in the future.

When HGMR and Baird use client brokerage commissions (or markups or markdowns) to obtain research, HGMR and Baird receive a benefit because HGMR and Baird do not have to produce or pay for the research themselves. HGMR and Baird, therefore, may have an incentive to select or recommend a broker-dealer based on their interest in receiving soft dollar benefits, rather than on clients' interest in receiving most favorable execution. However, HGMR and Baird seek to select broker-dealers based upon the broker's or dealer's ability to provide best execution. Furthermore, HGMR does not select broker-dealers to execute transactions for client

accounts based upon client referrals received from broker-dealers.

Research services provided by internal and external sources are used in managing client accounts and, in the business judgment of HGMR, are important to each client; although, perhaps, in differing degrees at different times. As a general matter, such research services, including soft dollar benefits, are used to service all HGMR client accounts. However, each and every research service may not be used to service each and every account managed by HGMR, and HGMR does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. Accordingly, research that HGMR receives for a particular client's securities transactions may not be particularly useful for that client or may be useful not only for that client but for other clients as well. Similarly, clients may benefit from the research received from the transactions of other clients. Research information and its application and the interpretation of its worth are matters of professional judgment made by HGMR.

Block Transactions

HGMR may aggregate contemporaneous buy and sell orders for the accounts of its discretionary advisory clients ("block transactions"). This practice may enable HGMR to obtain more favorable execution, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated.

The advisory clients participating in block transactions may not all be participants in the services described in this Brochure. All advisory clients participating in a block transaction will receive the same execution price for the security bought or sold. Average prices may be used when allocating purchases and sales to a client's account because such securities may be purchased and sold at different prices in a series of block transactions. A client's commissions or transaction costs may vary depending upon, among other things, the commission rate that the client has negotiated.

The amount of securities available in the marketplace, at a particular price at a particular time, may not satisfy the needs of all clients participating in a block transaction and may be

insufficient to provide full allocation across all client accounts. To address this possibility, Baird has adopted trade allocation policies and procedures for HGMR to follow that require HGMR to make security allocations to client accounts in a manner such that all clients receive equitable treatment. If a block transaction cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will generally be allocated pro rata among the clients participating in the block transaction. However, HGMR may also make random allocations to client accounts in certain circumstances, such as when HGMR deems a partial fill for the total block order to be low. Adjustments to trade allocations may also be made, at the discretion of HGMR, to take into consideration account specific investment restrictions, undesirable position size, account portfolio weightings, client tax status, client cash positions and client preferences. Adjustments may also be made to avoid a nominal allocation to a client account.

HGMR generally aggregates buy and sell orders when executing trades for discretionary client accounts when it has the opportunity to do so. However, HGMR determines whether or not to utilize block transactions for a client in its sole discretion and HGMR's decision is subject to its duty to seek best execution. HGMR will aggregate a client's trade orders only when HGMR deems it to be appropriate and in the best interests of the client, consistent with a client's investment objectives and risk tolerance, and permitted by regulatory requirements. When HGMR is not able to aggregate trades, HGMR generally uses a trade rotation process that is designed to be fair and equitable to all HGMR clients.

Because HGMR is unable to buy or sell any security for a client's non-discretionary accounts without the client's authorization, HGMR generally does not aggregate or bunch trades for the client's account with the same or similar trades for other client accounts and places orders for the client's account promptly after receiving the client's authorization to do so. Because similar orders for the client and HGMR's other clients may be placed and filled at different times, the client may buy or sell securities at prices that are different from the prices obtained by other clients who received the same or similar advice from HGMR.

Similarly, if a client account is subject to a directed brokerage arrangement, HGMR may not be able to aggregate the client's account trades with orders for other HGMR clients. See "Directed Brokerage" below.

Certain client accounts, including those of the mutual funds identified above, managed by HGMR and Baird have similar investment objectives and strategies but may be subject to different fee schedules or commission rates. This creates a potential conflict of interest as HGMR and Baird may have an incentive to favor client accounts that generate a higher level of compensation than accounts with lower fee or commission rates. HGMR and Baird address potential conflicts of interest posed by different client fee arrangements by complying with their fiduciary duties and avoiding or disclosing conflicts of interest to clients. Baird also adopted and enforces internal procedures designed to ensure that securities allocations made to advisory client accounts are made in a manner such that all advisory clients receive equitable treatment.

In connection with the execution of block transactions, HGMR may, on occasion, employ the use of "step-outs" to satisfy client directed brokerage arrangements. A "step-out" typically occurs when an executing broker executes the trade at no commission and then "steps out" the trade to a clearing broker that confirms and settles the trade.

Directed Brokerage

HGMR will comply with any guidelines and/or limitations reasonably requested by a client relating to brokerage for the client's account that are contained in the client's investment management agreement. Specific guidelines and/or limitations requested by clients vary from client to client based upon a client's particular objectives and other factors.

If a client's account is subject to a directed brokerage arrangement, HGMR may be unable to achieve best execution for the client's transactions because HGMR cannot negotiate better prices and lower commission rates for the client, nor can HGMR aggregate the client's account trades with orders for other HGMR clients in order to seek volume discounts. Directed brokerage arrangements may cost the client more money as they may result in the client paying

higher commissions and greater bid/offer spreads, or receiving a less favorable net price than the client may experience if HGMR negotiated commission rates and spreads and selected broker-dealers to execute trades for client's account. Directed brokerage arrangement orders, because they are directed to the specified broker-dealer, may be manually executed by HGMR after the trade execution is completed for other HGMR's client accounts.

If a client directs HGMR use a particular broker-dealer, and if the designated broker-dealer referred the client to HGMR or if the particular broker-dealer refers other clients to HGMR or Baird in the future, HGMR or Baird may benefit from the client's directed brokerage arrangement. Because of these potential benefits, HGMR and Baird may have an economic interest in having the client continue the directed brokerage arrangement. The benefits HGMR and Baird receive may conflict with the client's interest in having HGMR recommend that the client utilize another broker-dealer to execute some or all transactions for the client's account.

Before directing HGMR to use a particular broker-dealer, clients may wish to compare the possible costs or disadvantages of directed brokerage arrangements.

Other Brokerage Matters

If Baird, as broker-dealer, provides execution services to a client, Baird will arrange for delivery and payment in connection with the execution services rendered to a client, and the client authorizes Baird to act on the client's behalf in all other matters necessary or incidental to the handling of the client's account.

Baird, as a broker-dealer, is subject to the provisions of Section 11(a) of the Exchange Act and Rule 11a2-2(T) thereunder. Therefore, some transactions effected by Baird for certain clients on a national or regional securities exchange must be executed through a floor broker unaffiliated with Baird.

In connection with transactions effected for a client's account, Baird may establish and trade in Baird's or the client's name with members of national or regional securities exchanges and FINRA, including "omnibus" accounts established

for the purpose of combining orders for more than one client.

Trade Error Correction

It is Baird's policy that if there is a trade error for which Baird is responsible, trades will be adjusted or reversed as needed in order to put the client's account in the position that it would have been in as if the error had not occurred. Errors will be corrected at no cost to client's account, with the client's account not recognizing any loss from the error. The client's account will be fully compensated for any losses incurred as a result of an error. If the trade error results in a gain, the gain may be retained by Baird; however, any gain retained by Baird may not be used to offset previous losses charged to a Baird associate.

Baird offers many services and, from time to time, may have other clients in other programs trading in opposition to HGMR clients' advisory accounts. To avoid favoring one client over another client, Baird attempts to use objective market data in the correction of any trading errors.

Review of Accounts Client Account Review

Client accounts are monitored on an ongoing basis by the client's HGMR Portfolio Manager and are subject to review by HGMR's Baird Compliance Administrative Manager. The client's HGMR Portfolio Manager generally reviews the performance of the client's account at least quarterly. HGMR's Baird Compliance Administrative Manager (or his or her designee) is required to review an HGMR client's account's daily trading activity and also required to perform a quarterly review of the HGMR Portfolio Manager's accounts, focusing on verifying that the HGMR Portfolio Manager's composites of client accounts are being managed in accordance with the HGMR Portfolio Manager's investment philosophy statement and that the client accounts within each composite are being treated equitably. Additional reviews performed by HGMR personnel include drift reports, review of over- and under-weighted holdings, and for Counseled Portfolios, holdings not included in HGMR's model and an asset allocation review that compares a client's investment policy statement to each account's cash and investment allocation. These reviews are performed quarterly, or more often, if deemed necessary.

Performance and Account Reports

HGMR is generally required to provide a written report to each client on the performance of the client's accounts at least annually. However, performance reporting may not be available for Counseled Portfolio clients with account assets that are not custodied at Baird. Client performance reports usually contain a portfolio valuation and typically show the asset allocation of the client's portfolio, changes in a client's portfolio, and account performance compared to a benchmark market index or indices (such as the S&P 500® Index or the Barclays Capital U.S. Intermediate Government/Credit Bond Index). The benchmark may be a blended benchmark that combines the returns for two or more indices. HGMR Portfolio Managers also provide clients with general market and portfolio performance commentary, typically on a quarterly basis.

HGMR or Baird may change or discontinue performance reporting to a client at any time for any reason upon notice.

Special Note for Wrap Fee Program Clients.

The benchmarks used by HGMR with respect to a client's account may differ from the benchmarks used by the wrap fee program Sponsor. As a result, the performance comparisons in HGMR's performance reports may differ from reports provided to clients directly by the Sponsor.

Benchmarks shown in performance reports are for informational purposes only. HGMR's selection and use of benchmarks is not a promise or guarantee that the performance of a client's account will meet or exceed the stated benchmark. When the client compares portfolio performance to the performance of a market index, the client should recognize that a market index merely reflects the performance of a list of unmanaged securities included in the index and does not take into account management fees, execution costs, and other expenses related to the operation of a portfolio. The securities included in a client's portfolio generally do not mirror the securities included in the index.

If Baird provides transaction execution services to a client, Baird will generally provide the client with a monthly brokerage account statement when activity occurs during that month. Otherwise, Baird will provide the client with a

quarterly statement if there has not been any intervening monthly transaction activity.

When preparing a client's account statements and performance reports, Baird relies upon third parties, such as third party quotation services and custodians when determining the value of account assets. Baird does not conduct an in-depth review of valuation information provided by third party quotation services or custodians, and it does not verify or guarantee the accuracy of such information. The prices obtained by Baird from the third party quotation services it uses may differ from prices that could be obtained from other sources. If a client has assets held by a third party custodian, the prices shown on a client's account statements provided by the custodian may be different from the prices shown on statements and reports provided by Baird due to the use of different valuation sources by the custodian and Baird.

Client Referrals and Other Compensation

Baird or HGMR may provide compensation to individuals who refer clients in some instances. When applicable, the compensation paid is a percentage of the client's fee payments or the value of the client's account. The amount of compensation will vary, with the specific level determined based upon consideration of various factors including, but not limited to, the individual's role in developing the client relationship and the assets under management. Baird may pay these fees to registered representatives of Baird and its affiliates as well as to unaffiliated, solicitors that have entered into a written agreement with Baird.

Baird and its affiliates and associates may receive certain economic benefits, described in the sections entitled "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" above, for providing investment advice or advisory services to clients.

Custody

Each client is responsible for appointing the client's custodian, which will have possession of the assets of the client's account and settle transactions for the account. Clients may choose Baird or a service provider unaffiliated with Baird to serve as custodian.

A client who uses a custodian other than Baird will pay a custody fee in addition to HGMR's fee and Counseled Portfolio clients with account assets that are not custodied at Baird may not receive performance review or reporting from HGMR or Baird.

A client who uses a third party custodian authorizes HGMR to give instructions to the client's custodian for all actions necessary or incidental to the purchase, sale, exchange, and delivery of securities held in the client's account. Also, the client will receive account statements directly from their selected custodian. Clients should carefully review those account statements and compare them with any account statements provided by Baird.

If Baird is the custodian of client assets, Baird will provide certain custody services, which shall include holding securities in nominee or "street" name, crediting interest and dividends received on securities held in a client's account, and crediting principal on called or matured securities. "Street" name refers to securities and assets being registered in Baird's name or in a name that Baird designates, rather than in a client's name directly. A client may obtain information about Baird by contacting HGMR or at www.rwbaird.com. Baird's headquarters are located at 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, and its main telephone number is 414-765-3500.

Investment Discretion

Clients generally give HGMR the discretionary investment authority to determine independently the specific securities purchased or sold, and the amount of securities purchased or sold. By executing an investment management agreement with HGMR, a client authorizes HGMR to make investment decisions for the client's account, with the authority to determine the amount, type and timing with respect to buying, holding, exchanging, converting and selling securities and other assets for the client's account, subject to the client's portfolio strategy. The client's investment management agreement also grants to HGMR complete and unlimited trading authorization and appoints HGMR as agent and attorney-in-fact with respect to the client's accounts and all related trading and other decisions. Pursuant to such authorization, HGMR may, in its sole discretion and at the client's risk,

purchase, sell, exchange, convert and otherwise trade the securities and other investments in the client's account, as well as arrange for delivery and payment in connection with the above, and act on the client's behalf in all matters necessary or incidental to the handling of the client's account without prior notice to the client. Orders for the purchase and sale of securities in a client's account may be executed by Baird, in its capacity as broker-dealer, unless the client has provided other instructions to HGMR in writing.

A client may impose reasonable investment restrictions on the management of the client's accounts, including the designation of particular securities or types of securities that should not be purchased for the client's account, but a client may not require that particular funds or securities (or types) be purchased for the client's account. Reasonable investment restrictions requested by a client will apply only to those assets over which HGMR has discretion.

In the event that a client's account is restricted from investing in certain securities, HGMR will select such other replacement securities, if any, as it deems appropriate. Accounts with investment restrictions may perform differently from accounts without restrictions and performance may be poorer. In addition, in the event there is a change in the classification or credit rating of a security held in the client's account, a client's investment restrictions may force HGMR to sell such security at an inopportune time, possibly negatively impacting account performance and/or causing a taxable event to the client. A client should also be aware that, if the client's account holds any pooled investment vehicles (such as mutual funds or ETFs), any investment restrictions the client places on the client's account may not flow through to the securities owned by those pooled investment vehicles.

If HGMR agrees to provide non-discretionary services to a client, HGMR will only execute transactions for such account pursuant to the client's instruction or authorization.

HGMR may use the discretionary authority granted to it by a client to invest the client's accounts in mutual funds that pay fees to Baird or to any of its affiliates for investment advisory or other services they provide to the mutual funds.

In addition, if the client participates in cash sweep services provided by Baird, short-term cash balances in the client's account may be invested in one or more money market mutual funds and individual deposit accounts, whether advised by Baird, its affiliates, or a third party. Baird and its affiliates may receive fees or other compensation related to such cash balance investments made by the client.

By signing an agreement with HGMR, a client consents to HGMR investing all or a portion of the client's account in mutual funds or deposit accounts with banks that pay advisory or other fees to Baird or its affiliates ("Baird-affiliated investment products"). The amount of fees received by Baird and/or its affiliates is described in this Brochure in the section entitled "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Baird's Participation or Interest in Client Transactions" above and/or the prospectus or other offering documents for the investment product. HGMR will use its discretionary authority to invest the client's account in Baird-affiliated investment products when HGMR determines it to be in the client's best interest to do so. The criteria used by HGMR in deciding to invest in Baird-affiliated investment products are the same as those used in deciding to invest a client's assets in unaffiliated investment products. A client's consent may be revoked at any time.

Voting Client Securities

A client may retain the right to vote proxies with respect to the securities held in the client's account, or a client may delegate such right to HGMR. If a client delegates voting authority to HGMR, HGMR will vote proxies solicited by, or with respect to, securities held in the client's account for the exclusive benefit of the client and in accordance with policies and procedures adopted by Baird.

Baird has adopted written policies and procedures that are reasonably designed to ensure that HGMR votes client securities in the best interests of clients. Those procedures address material conflicts of interest that may arise between HGMR's or Baird's interests and those of their clients. Although a description of Baird's proxy voting policies and procedures is provided below, HGMR will furnish a copy of Baird's proxy voting policies and procedures to clients upon their

request. Additionally, clients may obtain information on how HGMR actually voted proxies with respect to the securities held in their accounts by contacting their HGMR Portfolio Manager or by calling (414) 765-3500.

In situations in which a client has delegated to HGMR voting authority with respect to securities in the client's account, HGMR will monitor corporate events and vote proxies in a manner that HGMR believes is consistent with the client's best interests. HGMR utilizes Institutional Shareholder Services ("ISS"), an independent provider of proxy voting and corporate governance services, to analyze proxy materials and votes and make independent voting recommendations. ISS provides proxy voting guidelines regarding its position on various matters presented by companies to their shareholders for consideration. These guidelines provide an indication as to how HGMR will actually vote on particular issues. HGMR will generally vote proxies for client accounts based on the recommendations of ISS; however, the client's HGMR Portfolio Manager may suggest voting against ISS's recommendations when the client's HGMR Portfolio Manager determines it to be in the clients' best interests to do so. The HGMR Portfolio Manager also may suggest how to vote on a particular matter not addressed by ISS. When an HGMR Portfolio Manager suggests voting against ISS's recommendations on a particular matter or suggests how to vote on a matter not addressed by ISS, the HGMR Portfolio Manager will bring the matter to the attention of Baird's Proxy Voting Committee, which will then be responsible for determining how the vote will be cast.

The proxy voting policies and procedures also address instances in which HGMR's or Baird's interests may appear to conflict with client interests, such as when Baird or an affiliate is managing or administering (or seeking to manage or administer) a corporate retirement, pension or employee benefit plan or providing (or seeking to provide) brokerage, underwriting, insurance, financial advisory or investment banking services to a company whose management is soliciting proxies. In such instances, there may be a concern that HGMR would be inclined to vote in favor of management because of Baird's relationship or pursuit of a relationship with the company. HGMR takes one of the following steps to address these potential conflicts: (1) casts the

vote in accordance with the recommendations of ISS or other independent third party; (2) refers the proxy to the client or to a fiduciary of the client for voting purposes; (3) suggests that the client engage another party to determine how the proxy should be voted; or (4) obtain the client's direction to vote the proxy after disclosing the conflict to the client. Baird's Compliance Department is responsible for overseeing the operation of the proxy voting policies and procedures.

Clients wishing to direct particular votes once they have granted HGMR discretionary voting authority may do so by contacting their HGMR Portfolio Manager. However, neither Baird nor the client's HGMR Portfolio Manager will provide a client with notice of any proxy solicitation if HGMR has been granted discretionary authority.

HGMR and Baird generally do not participate in securities class action claims or claims arising from bankruptcy. At a client's request, HGMR will forward information about such claims to the client.

If HGMR agrees to provide non-discretionary services to a client, the client retains the right to vote proxies with respect to the securities held in the client's accounts. Accordingly, the client is responsible for voting proxies and otherwise addressing all matters submitted for consideration by security holders, and HGMR and Baird are under no obligation to take any action or render any advice regarding such matters. The client's HGMR Portfolio Manager may, upon the client's request, provide advice on proxy voting or what other action the client could take.

Financial Information

HGMR does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of Baird's most recent fiscal year. Neither Baird nor HGMR is aware of any financial condition that is reasonably likely to impair their ability to meet their contractual commitments to clients, nor has either been the subject of a bankruptcy petition at any time during the past ten years.

Special Considerations for Retirement Accounts

If a client is a Retirement Account, each owner, trustee or other fiduciary acting on behalf of the client understands that HGMR or Baird may invest for the client, or recommend that the client invest in, Baird-affiliated investment products and that Baird and its affiliates may receive fees or other compensation related to such investments made by the client. Each owner, trustee or other fiduciary acting on behalf of the client understands that when HGMR or Baird invests with discretion the assets of a Retirement Account in a Baird-affiliated investment product that pays investment advisory fees to Baird or any of its affiliates, including in connection with any cash sweep services, Baird and its affiliates may receive such investment advisory fees in accordance with the terms of Department of Labor ("DOL") Prohibited Transaction Exemption ("PTE") 77-4, and, as required thereby, HGMR will waive its advisory fees on that portion of the assets invested in the Baird-affiliated investment product for such period of time so invested or HGMR will offset the investment advisory fees received by Baird or any of its affiliates from the Baird-affiliated investment product against the advisory fee that HGMR charges to the client. For the purpose of complying with the terms of DOL PTE 77-4, each such client acknowledges in the client's investment management agreement that: (i) the investment in Baird-affiliated investment products for the client's account is appropriate because of, among other things, the investment goals, redeemability/liquidity, and diversification of those funds; (ii) subject to HGMR's investment strategies, all assets of the client's account may be invested in one or more of the Baird-affiliated investment products; (iii) the client received prospectuses or other disclosure documents for the Baird-affiliated investment products that may be used in connection with the account, each of which include a summary of all fees that may be paid by the Baird-affiliated investment products to Baird or its affiliates; and (iv) the client received information concerning the nature and extent of any differential between the rate of such Baird-affiliated investment products fees and the advisory fees payable by the client to HGMR. The differential between the fees to be charged by HGMR for the advisory services it provides to the client and, if applicable, the investment advisory and other similar fees paid by the Baird-affiliated investment products to Baird or its affiliates with

respect to the services Baird or any of its affiliates provides to the Baird-affiliated investment products is the difference between HGMR's fee disclosed in the client's investment management agreement and the applicable investment management, investment advisory and other similar fees detailed in the section entitled "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Baird's Participation or Interest in Client Transactions" above and/or in the relevant prospectus or other offering document for the Baird-affiliated investment product.

If the client is a Retirement Account, each owner, trustee or other fiduciary acting on behalf of the client understands that any directed brokerage arrangement must be for the exclusive benefit of participants and beneficiaries of the Retirement Account and that the client must not constitute or cause the account to be engaged in a prohibited transaction as defined by ERISA. If the client is an ERISA plan, each trustee or other fiduciary acting on behalf of the client is responsible for adhering to the fiduciary responsibilities discussed in ERISA Technical Bulletin 86-1 including, without limitation, the duty to determine that the directed brokerage arrangement decision has been made prudently in the interests of the plan participants and beneficiaries and that the specified broker-dealer executing the trades is capable of providing best execution.

If client is a Retirement Account and the client authorizes Baird, in its capacity as broker-dealer, to effect or execute securities transactions for the client's account and to receive commissions for such services, the arrangement is subject to DOL PTE 86-128. DOL PTE 86-128 exempts from certain ERISA and corresponding Internal Revenue Code restrictions a fiduciary's use of its authority to cause an ERISA qualified plan, plan participant or IRA to pay a fee (including a commission) for effecting or executing securities transactions for that plan or account, as agent, but only to the extent that such transactions are not excessive, under the circumstances, in either amount or frequency. DOL PTE 86-128 contains a number of conditions that must be satisfied, including written authorization from the client to effect or execute securities transactions for the client's account, which authorization is terminable at will, at any time, without penalty; delivery to the client of trade confirmations or quarterly statements showing the securities transactions

that were effected for the client's account and the commissions incurred by the client and retained by HGMR or Baird, and annual summaries of such transaction information. HGMR and Baird are also required for certain clients to provide the client annually with a form that the client can use to terminate the authorization given to HGMR and Baird to effect or execute securities transaction for the client's account. To ensure that the client has sufficient information on which to determine whether such authorization should be made, HGMR and Baird provide certain clients with a copy of DOL PTE 86-128 and the form to be used to terminate such authorization, as well as the description of Baird's brokerage placement practices set forth below. Baird also will provide such other reasonably available information that the client may request for such purpose.

When placing orders for securities transactions for clients as a broker-dealer pursuant to DOL PTE 86-128, Baird has an obligation to use reasonable diligence to ascertain the best market for the subject security and to buy or sell in such market so that the resultant price to the client is as favorable as possible under prevailing market conditions. Baird routes or places client orders to various market makers, exchanges and other execution venues based on their quality of execution and execution capabilities in order to obtain the best possible price and speed of execution for clients. Baird selects market makers, exchanges and other execution venues based on the size of the order, the trading characteristics of the particular security, speed of execution, likelihood of price improvement, availability of efficient automated transaction processing, guaranteed automatic execution level and other qualitative factors. Order routing decisions are not based on the availability of payment for order flow, although Baird receives such payments on limit orders routed to and executed on the NASDAQ Stock Market and on orders for stock options routed to Interactive Broker. Baird also does not place orders with market makers or other third parties for the purpose of compensating such firms for their efforts in marketing Baird-affiliated mutual funds. Baird may place orders for securities transactions with third party broker-dealers and other firms that provide research products and services to Baird.