

# Baird Private Wealth Management

## Brochure

March 30, 2017



## Baird Private Investment Management Program

(Commission-Based Pricing)

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This brochure ("Brochure") provides information about the qualifications and business practices of Robert W. Baird & Co. Incorporated ("Baird") and Baird Private Wealth Management ("PWM"), a department of Baird, regarding PWM's Baird Private Investment Management Program (Commission-Based Pricing). Clients should carefully consider this information before becoming a client of Baird. If you have any questions about the contents of this Brochure, please contact us 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](http://www.adviserinfo.sec.gov).

## Material Changes

Robert W. Baird & Co. Incorporated ("Baird") updated the Form ADV Part 2A brochure for its Baird Private Investment Management Program (Commission-Based Pricing) (the "Brochure") on March 30, 2017. The following summary discusses the material changes that Baird has made to the Brochure since March 30, 2016, the date of the last annual update to the Brochure.

- Baird updated information about Baird's regulatory assets under management and certain of Baird's affiliates. See the Sections of the Brochure entitled "Advisory Business" and "Other Financial Industry Activities and Affiliations" for more information.
- Baird added disclosure about tactical and rotation strategies, floating rate bond/floating rate corporate debt strategies and Baird's ETP Short List. See the Section of the Brochure entitled "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" for more information.
- Some PIM Managers have strategies that include asset allocation percentages in the names of the strategies (e.g., 80-20, 60-40, 40-60, 20-80, etc.). A client should note that those percentages are intended to be asset allocation targets only. There is no guarantee that accounts following those strategies will be invested strictly in accordance with those target asset allocations. It is likely that the actual investments in accounts following those strategies will vary, sometimes significantly, from the target asset allocations and may include other asset classes due to market conditions and the PIM Manager's assessment of how to best invest client accounts.
- Baird updated information about credit risks, money market fund risks, illiquid securities and liquidity risks, technical strategy risks, floating rate bond fund risks and risks associated with recent events. See the Section of the Brochure entitled "Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" for more information.
- *The following events were previously disclosed to clients:*
  - In April 2016, Baird, without admitting or denying the findings, consented to the sanctions and findings of the Financial Industry Regulatory Authority, Inc. ("FINRA") that it violated NASD Conduct Rule 3010, FINRA Rule 3110, and FINRA Rule 2010, by failing to establish and maintain a supervisory system and procedures reasonably designed to ensure that customers who purchased mutual fund shares received the benefit of applicable sales charge waivers. In May 2015, Baird began a review to determine whether Baird had provided available sales charge waivers to eligible customers. Based on this review, in May 2015, Baird self-reported to FINRA that various eligible customers had not received available sales charge waivers. Baird was found to have disadvantaged certain retirement plan and charitable organization customers that were eligible to purchase Class A shares in certain mutual funds without a front-end sales charge. The findings also stated that these customers were instead sold Class A shares with a front-end sales charge or Class B or C shares with higher ongoing fees and the potential application of a contingent deferred sales charge. Baird was censured and required to pay restitution to affected customers estimated to be approximately \$2.1 million including interest.
  - In July 2016, Baird, without admitting or denying the findings, consented to the sanctions and to the entry of findings of FINRA that the firm and a firm supervisor within its Private Wealth Management business did not reasonably supervise a former Financial Advisor who misused a customer's funds. The findings stated that the supervisor did not reasonably follow-up on red flags associated with a trade correction request submitted by the Financial Advisor that should have alerted him to the Financial Advisor's misuse of a customer's funds. The supervisor also did not follow certain of Baird's written supervisory procedures (WSPs) relating to trade corrections. After the supervisor realized that the Financial Advisor misused the customer's funds, Baird reimbursed the customer for the loss. The findings also included that Baird did not establish and maintain a supervisory system, including WSPs,

for correcting trade errors that was reasonably designed to ensure compliance with applicable securities laws, regulations and rules. Baird was censured and fined \$200,000.

- o In September 2016, the SEC announced that Baird, without admitting or denying the findings, consented to the sanctions and findings of the SEC that it violated Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder by failing to adopt and implement adequate policies and procedures to track and disclose trading away practices by certain of the subadvisors participating in Baird's wrap fee programs offered through its Private Wealth Management Department. Through these programs, Baird's advisory clients pay an annual fee in exchange for receiving access to select subadvisors and trading strategies, advice from Baird's financial advisors, and trade execution services through Baird at no additional cost. However, if a subadvisor chooses not to direct the execution of particular equity trades through Baird in order to fulfill its best execution obligation and the executing broker charges a commission or fee, Baird's advisory clients often are charged additional commissions or fees for those transactions, which is often embedded in the price paid or received for the security. This practice is referred to as "trading away" and these types of trades are frequently called "trade aways." Baird was found to have failed to adopt or implement policies and procedures designed to provide specific information to Baird's clients and financial advisors about the costs of trading away. Baird agreed to provide additional disclosure to clients and review and, as necessary, update its policies and procedures. Baird also was ordered to cease and desist committing or causing any violations and any future violations of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder and pay a civil money penalty in the amount of \$250,000.
- Baird updated information about the compensation Baird and its Financial Advisors receive related to certain investment products and services. See the Section of the Brochure entitled "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions" for more information.
- Baird updated the summary of its proxy voting policies and procedures. See the Section of the Brochure entitled "Voting Client Securities" for more information.

A client should note that the foregoing summary only discusses material changes made to the Brochure since March 30, 2016. The updated Brochure contains changes that are not listed above.

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## Advisory Business

This Brochure describes the Baird Private Investment Management Program (Commission-Based Pricing) that Robert W. Baird & Co. Incorporated ("Baird") offers to its clients through Baird Private Wealth Management ("PWM"), a department of Baird. Separate brochures describe other investment advisory services that Baird offers to its clients and discuss the agreements, fees and potential conflicts of interest for each service.

This Brochure also references other documents where you may find additional information. Many of those documents are available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

If you would like to request a brochure for another investment advisory service provided by Baird, or if you would like a paper copy of any of the other documents referenced in this Brochure, please contact a Baird Financial Advisor 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.

Baird is owned indirectly by its associates through several holding companies. Baird is owned directly by Baird Financial Corporation ("BFC"). BFC is, in turn, owned by Baird Holding Company ("BHC"). BHC is owned by Baird Financial Group, Inc. ("BFG"), which is the ultimate parent company of Baird. Associates of Baird own substantially all of the outstanding stock of BFG.

Baird offers various investment advisory services to clients, including services not described in this Brochure. The investment 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, 2016, Baird had approximately \$107.5857 billion in regulatory assets under management, approximately \$76.7861 billion of which was managed on a discretionary basis and approximately \$30.7996 billion of which was managed on a non-discretionary basis.

## The Client-Baird Fiduciary Relationship

Baird is registered with the Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Baird and its associates are deemed to have a fiduciary relationship with a client when providing the investment advisory services that are described in this Brochure. That means that Baird and its associates are required to act in the best interest of the client when providing investment advisory services. From time to time, Baird or its associates 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 Baird or its associates. Baird generally addresses potential conflicts of interest by disclosing them to clients through documents provided to clients, including, without limitation, this Brochure, Brochure supplements that contain information about individuals providing investment advice to clients, and the agreements clients enter into with Baird. In addition, Baird has adopted internal policies and procedures for Baird and its associates that require them to: provide investment advice that is suitable for advisory clients (based upon the information provided by such clients); make full disclosure of all potential, material conflicts of interest; act

with utmost care and good faith in dealings with advisory clients; and seek to obtain “best execution” of advisory client transactions. The specific business practices that create potential conflicts of interest with clients and additional measures used by Baird to address them are discussed in other sections of this Brochure.

*A client should note that registration as an investment adviser does not imply a certain level of skill or training.*

### Summary of Services

This Brochure describes certain investment advisory services that Baird PWM offers to clients through its Private Investment Management Program (Commission-Based Pricing) (“PIM Program”) and applies to each advisory account enrolled in the Program (“Account”). The PIM Program is a discretionary program whereby a client provides to Baird full discretionary authority to manage the client’s Account. The investment advisory services offered under the PIM Program generally include portfolio management, investment advice and consulting services, performance reporting, and related account services. Baird tailors its advisory services under the PIM Program to the individual needs of clients.

The PIM Program discussed in this Brochure is designed to address investment needs of certain clients and may not be appropriate for every client. For example, the PIM Program discussed in this Brochure may not be appropriate for clients who have high trading activity or who tend to execute transactions without the recommendation or advice of an advisor, which are commonly referred to as “unsolicited” transactions.

In addition, certain investment strategies and investment products made available to a client may not be appropriate for the client. The PIM Program makes available investments in non-traditional or real assets (“Non-Traditional Assets”) and investment products that pursue non-traditional, complex or alternative investment strategies (“Alternative Strategies”) or that involve special risks not apparent in more traditional investments (“Alternative Investment Products”). The use of certain strategies and investment products involves special risks, and a client should not engage in a strategy or purchase an investment product unless the client

understands the related risks. See “Additional Program Information—Alternative Strategies and Alternative Investment Products” and “Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks” below for more information.

The PIM Program makes available asset allocation investment strategies. Asset allocation strategies have varying investment objectives and strategies. Asset allocation strategies are implemented by investing in different categories of assets (commonly referred to as “asset classes”), such as equity securities, fixed income securities, foreign securities, Non-Traditional Assets, Alternative Investment Products and cash. Asset allocation strategies may be implemented using a variety of investment types, such as individual securities, mutual funds and exchange traded products (“ETPs”), including exchange traded funds (“ETFs”) and exchange-traded notes (“ETNs”). The amount allocated to an asset class or investment type varies by strategy, and some strategies may have little or no allocation to one or more asset classes or types of investments described above. See “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies—Asset Allocation Strategies” below for more information.

The PIM Program makes available investment products and services that are not affiliated with Baird. However, the Program also makes available investment products offered by parties related to Baird, including: Riverfront Investment Group, LLC (“Riverfront”), an investment manager that may be deemed to be affiliated with Baird; and mutual funds offered by Baird Funds, Inc. (the “Baird Funds”), which is affiliated with Baird. For more information about these and other related parties, see “Other Financial Industry Activities and Affiliations” below.

Baird clients typically work with a Baird Financial Advisor who has been approved by Baird to provide services under the PIM Program (a “PIM Manager”). During the new account process, clients provide information that assists the client and the client’s PIM Manager with determining the client’s investment needs, objectives, investment time horizon, and risk tolerances for the assets being invested. However, it is a client, with the assistance of a PIM Manager, that ultimately selects the investment strategy and services that are most appropriate for the client.



Baird is also registered with the SEC as a broker-dealer under Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition to the investment advisory services that Baird provides in connection with the PIM Program, Baird, in its capacity as broker-dealer, also provides clients with trade execution, custody and other standard brokerage services.

In contrast to many advisory programs, a client who participates in the PIM Program described in this Brochure does not pay an asset-based fee (i.e., a fee based on a percentage of the assets in the client's Account). Instead, a client pays Baird and the PIM Manager commissions and other costs and expenses of the transactions that are effected for the client's Account ("Transaction Fees"). These commissions and other transaction charges compensate Baird and the PIM Manager for the combination of investment advice and brokerage services they provide.

A client that wishes to participate in the PIM Program will enter into a client relationship agreement or other investment advisory agreement with Baird ("advisory agreement"). The client's advisory 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 Baird. A client should note that the client's advisory relationship with Baird does not begin until Baird enters into the applicable advisory agreement with the client, which occurs when Baird's home office has accepted the client's advisory agreement and determined that all of the client's paperwork is in order. See "Advisory Business—Additional Program Information—Account Requirements" below for more information.

As mentioned above, Baird, in its capacity as broker-dealer, also provides Program clients with trade execution, custody and other standard brokerage services. For this reason, a client will also enter into a client relationship agreement or other account agreement with Baird ("account agreement") if the client has not already done so. The client's account agreement authorizes Baird to execute trades for, and perform related brokerage and custody services to, the client's Account.

Subject to the agreement of Baird, 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 Baird to provide other investment advisory services.

The particular investment advisory services that Baird provides in connection with the PIM Program are further described below. Clients are encouraged to review this Brochure and their advisory agreement carefully.

### Description of the PIM Program

Under the PIM Program, a client grants full discretionary authority and management of the client's Account to Baird and the client's PIM Manager.

In the PIM Program, a client's PIM 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 PIM Manager. At the commencement of services, the client's PIM Manager reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, the PIM Manager makes a subsequent recommendation to the client as to which investment style the PIM Manager believes is best suited for the client. Some PIM Managers use model portfolios, which may include proprietary model asset allocation portfolio strategies developed by Baird, or other investment strategies. Some PIM Managers take a "counseled" or more customized approach to management of client accounts. A client makes the final decision as to which investment style is chosen for the client's Account. More specific information as to how the client's PIM Manager will manage the client's Account is provided to the client in connection with the opening of the Account.

A PIM Manager may make investments in various types of securities, including, but not limited to, equity and fixed income securities, foreign securities, mutual funds, ETPs, such as exchange ETFs and ETNs, Non-Traditional Assets and certain Alternative Investment Products. 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 information about the types of investments a PIM Manager may use for client accounts is contained under the heading “Additional Program Information—Eligible Assets” below. For more information about the PIM Program, see “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Private Investment Management” below.

Baird may remove any PIM Manager or strategy from the PIM Program at any time and transfer day-to-day management responsibility of a client’s Account to another PIM Manager or Baird Financial Advisor at any time without providing prior notice to, or obtaining the consent of, a client.

#### **Important Information about PIM Accounts.**

*A client should note that PIM Managers may engage in strategies that involve: concentrated and less diversified portfolios of securities; leverage or margin; and frequent trading for client accounts. In addition, PIM Managers may invest client accounts in illiquid securities and Alternative Investment Products. These types of strategies and investments involve special, sometimes significant, risks and are not appropriate for all clients. A client should understand those risks before engaging in those strategies or investing in those products. See “Additional Program Information—Alternative Strategies and Alternative Investment Products” and “Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks” below for more information.*

#### **Additional Program Information**

##### **Conversion, Exchange or Sale of Certain Investments**

By participating in the Program, a client authorizes Baird to convert or exchange any shares of investment funds, such as mutual funds, ETFs, closed-end funds, unit investment trusts (“UITs”), Alternative Investments Products, and other similar investment pools (collectively, “Investment Funds”) held in the client’s Account to a class of shares of the same fund that has lower operating expenses. See “Investment Discretion—Conversion, Exchange or Sale of Certain Investments” below for more information.

##### **Alternative Strategies and Alternative Investment Products**

Some PIM Managers offer clients the ability to pursue Alternative Strategies that involve special risks not apparent in more traditional investments like stocks and bonds. Alternative Strategies may be pursued in multiple ways, including alternative mutual funds and ETFs. Some Alternative Strategies invest in Non-Traditional Assets, such as real estate, commodities (which may include metals, mining, energy and agricultural products), currencies, movements in securities indices, credit spreads and interest rates, and venture capital and buyout investments in private companies. Some Alternative Strategies engage in the use of margin or leverage or selling securities short (“short sales”). Some Alternative Strategies invest in derivative instruments such as options, convertible securities, futures, swaps, or forward contracts. Alternative Investment Products generally engage in one or more Alternative Strategies. Additional information about Alternative Strategies and Alternative Investment Products is provided below.

##### **Non-Traditional Assets**

Non-traditional assets, like real estate, commodities, currencies, securities indices, interest rates, credit spreads, and private companies, may be used for diversification purposes. They may also be used to try to reduce market and inflation risk. The performance of Non-Traditional Assets may not correspond to the performance of the stock markets generally, and investments in Non-Traditional Assets will generally impact an account’s returns differently than more traditional investments like stocks or bonds. Non-traditional assets are subject to risks that are different from, and in some instances, greater than, other assets like stocks and bonds. Non-traditional assets are generally more difficult to value, less liquid, and subject to greater volatility compared to stocks and bonds.

##### **Margin and Leverage**

###### *Margin*

Margin involves borrowing money from a firm, such as Baird, to buy securities. If a client wishes to pay for securities by borrowing part of the purchase price from Baird, a client must open a margin account with Baird, and Baird will provide the client with a margin loan. The securities purchased on margin are used as Baird’s collateral for the margin loan. The value of the

collateral in the margin account must be maintained at a certain level relative to the margin loan for the duration of the loan. If the securities in the client's Account decline in value, so does the value of the collateral supporting the margin loan, and as a result, Baird may take action, such as issue a margin call and sell securities in the Account.

### *Leverage*

Leverage generally attempts to obtain investment exposure in excess of available assets through the use of borrowings, short sales and other derivative instruments. While leverage can potentially enhance returns, it can also exacerbate losses if changes in the markets, or the values of the investments subject to the leverage, are adverse to the strategy being pursued. The use of leverage may also increase an Account's volatility.

### **Short Sales**

Short selling attempts to benefit from an anticipated decline in the market value of a security. To affect a short sale, a client sells a security the client does not own. When a client sells a security short, Baird borrows the security from a lender and makes delivery to the buyer on the client's behalf. Because short sales involve an extension of credit from Baird to the client, a client must use a margin account. A client must also eventually purchase the same shares sold short and return them back to the lender. It is possible that the prices of securities that a client sells short may increase in value, in which case the client may lose money on the short position. Short selling thus runs the risk of loss if the price of the securities sold short does not decline below the price at which they were originally sold. This risk of loss is theoretically unlimited, as there is no cap on the amount that the price of a security may appreciate.

Clients should note that investment products in the client's Account may also engage in short sales. Thus, a client's Account will be subject to short sales risks if an investment product in the client's Account engages in short sales.

### **Options and Other Derivative Instruments**

#### *Derivative Instruments*

Derivatives instruments, such as options, convertible securities, futures, swaps, and

forward contracts are financial contracts that derive value based upon the value of an underlying asset, such as a security, commodity, currency, or index. Derivative instruments may be used as a substitute for taking a position in the underlying asset. Derivative instruments may also be used to try to hedge or reduce exposure to other risks. They may also be used to make speculative investments on the movement of the value of an underlying asset. The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Investing in derivatives also generally involves leverage. Derivatives are also generally less liquid, and subject to greater volatility compared to stocks and bonds.

#### *Options*

Options transactions may involve the buying or writing of puts or calls on securities. In some cases, Baird may require clients to open a margin account to engage in options trading.

With a call option, the purchaser has the right to buy, and the seller (writer) the obligation to sell, the underlying security or index at a predetermined price (i.e. the exercise or strike price) prior to expiration of the option. The premium paid to the seller (writer) for the option is in consideration for the underlying obligations imposed on the seller should the option be exercised. With a put option, the purchaser has the right to sell, and the seller has the obligation to buy, the underlying security or index at the exercise price prior to expiration of the option.

In buying a call option, the purchaser expects that the market value of the underlying security or index will appreciate, which would enable the purchaser of a call to buy the underlying security or index at a strike price lower than the prevailing market price. The purchaser of the call option makes a profit if the prevailing market price is greater than the sum of the strike price plus the premium paid for the option. The seller of a call option earns income in the form of the premium received from the purchaser for the option and expects that the market value of the underlying security or index will depreciate such that the option will expire without being exercised. The seller of a call option makes a profit if the prevailing market price of the underlying security

or index is less than the sum of the strike price plus the premium received.

In buying a put option, the purchaser expects that the market value of the underlying security or index will depreciate, which would enable the purchaser of a put to sell the underlying security or index at a strike price higher than the prevailing market price. The purchaser of the put option makes a profit if the prevailing market price is less than the sum of the strike price and the premium paid for the option. The seller of a put option earns income in the form of the premium received from the purchaser for the option and expects that the market value of the underlying security or index will appreciate such that the option will expire without being exercised. The seller of a put option makes a profit if the prevailing market price of the underlying security or index is greater than the difference between the strike price and the premium.

In purchasing a put or call option, the purchaser faces the risk of loss of the premium paid for the option if the market price moves in a direction opposite to what the purchaser had expected. In selling or writing an option, the seller faces significantly more risk. A seller of a call option faces the risk of significant loss if the prevailing market price of the underlying security or index increases above the strike price, and a seller of a put option faces the risk of significant loss if the prevailing market price of the underlying security or index decreased below the strike price.

Clients should note that investment products in the client's Account may also engage in options transactions. Thus, a client's Account will be subject to options risks if an investment product in the client's Account engages in options transactions.

### **Alternative Investment Products**

Certain PIM Managers may use Alternative Investment Products. Alternative Investment Products typically invest primarily in Non-Traditional Assets or engage in one or more Alternative Strategies. Alternative Investment Products include, but are not limited to: hedge funds, funds of hedge funds, private equity funds, funds of private equity funds, exchange or swap funds, leveraged funds, inverse funds, and other special situation funds, structured certificates of

deposit and structured notes ("structured products"), ETNs, business development companies ("BDCs"), real estate investment trusts ("REITs"), master limited partnerships ("MLPs"), and managed futures.

In addition, a client should be aware that more traditional investments, such as mutual funds, ETFs, UITs and variable annuities may also pursue Alternative Strategies, thereby making them Alternative Investment Products. A client should carefully review the prospectus or other offering document for each investment and understand the strategy being pursued before deciding to invest. More detailed information about mutual funds, ETFs, UITs and variable annuities is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### **Additional Important Information**

The use of Alternative Strategies or Alternative Investment Products is not appropriate for some clients because they involve special risks. A client should not engage in those strategies or invest in those products unless the client is prepared to experience significant losses in the client's Account. This is especially true for short selling, which can result in unlimited losses as there is no limit to the amount borrowed securities can rise in value. See "Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information. Before using those types of strategies or products, a client is strongly urged to discuss them with the client's PIM Manager. A client should also carefully review the client's agreements with Baird and related disclosure documents, which the client should have received when opening the Account. Additional information about Alternative Strategies and Alternative Investment Products is provided under the heading "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis—Investment Strategies—Alternative Strategies" below and on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

A client assumes responsibility for engaging in Alternative Strategies and investing in Alternative Investment Products. If a client determines that the client no longer wants to engage in those strategies or invest in those products, the client is responsible for notifying the client's PIM Manager.

A client should understand that Baird and the client's PIM Manager may have a financial incentive to use, or recommend the use of, Alternative Strategies or Alternative Investment Products or to increase, or recommend the increase of, margin loans. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" below.

As a creditor, Baird may have interests that are adverse to a client. Neither Baird nor its PIM Managers will act as investment adviser to a client with respect to the liquidation of securities held in an Account to meet a call on a margin loan. Any such sale of assets will be executed in Baird's capacity as broker-dealer and creditor and may, as permitted by law, result in executions on a principal basis.

### **Eligible Assets**

A client's Account may generally only hold investment products that Baird has determined to make available for use in the PIM Program ("eligible assets"). Although Baird determines the investment products made available under the PIM Program, the level of initial and ongoing evaluation, monitoring and review that Baird and its PIM Managers perform on investment products varies. Investment products that Baird merely makes available to clients do not generally receive the same level of initial or ongoing evaluation, monitoring or review as those products that are included on a recommended or eligible product list. For more information, see the description of the PIM Program above and under "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" below.

*Baird may change the eligibility of investments for any Program at any time in its sole discretion.*

Some of the eligible assets offered in connection with the PIM Program contain restrictions that limit their use, and such investments may be unavailable for purchase or holding outside of an Account. See "Advisory Business—Additional Program Information—Account Requirements" below for more information.

Eligible and ineligible assets for the PIM Program generally include the following types of investments:

- equity securities, including, but not limited to, common stocks, preferred stocks, convertible preferred stocks, American Depositary Receipts ("ADRs"), and ordinary shares, including whether exchange-traded, or over-the-counter traded;
- fixed income securities, including but not limited to, debt securities issued by domestic and foreign corporations and other entities; asset-backed securities (including mortgage-backed securities and collateralized mortgage obligations ("CMOs")); convertible debt securities; obligations issued by U.S., state, or foreign governments or their agencies, instrumentalities, or authorities, such as securities issued by the U.S. Treasury, federal government agencies or federal government-sponsored enterprises ("Agency securities"), or foreign governments; municipal securities; money market mutual funds; certificates of deposit ("CDs") (primary or secondary); commercial paper; and cash and cash equivalents;
- rights or warrants on equity securities and written covered call equity options;
- open-end mutual funds shares that Baird has made available for use in the Program, which generally includes only those funds with which Baird has a selling agreement, including funds with a sales load or sales charge (such as Class B and Class C shares);
- closed-end funds, ETFs, and UITs, including those that impose an initial or deferred sales charge;
- BDCs, publicly-traded REITs and MLPs (which may be organized as limited liability companies ("LLCs")); and
- ETNs, leveraged funds, inverse funds, and other special situation mutual funds, and exchange or swap funds;

The types of investments that are ineligible for the PIM Program, generally include, but are not limited to:

- put options;

- private REITs and other real estate interests, and MLPs and LLC units that are not publicly-traded;
- annuities and insurance products;
- commodities, futures or options on commodities, and commodity pools;
- hedge funds, funds of hedge funds, private equity funds, funds of private equity funds, structured products, and managed futures; and
- private investment funds and Alternative Investment Products that have not been made available by Baird for use in the Program.

### ***Unsupervised Assets***

Under certain circumstances, Baird, in its sole discretion, may accept a client request to place an ineligible asset into a client's Account. In most cases, an ineligible asset is an "unsupervised" asset, meaning that Baird and its PIM Managers do not manage or provide investment advisory services regarding such asset. Baird, in its sole discretion, may also designate an asset that is otherwise eligible for a client's Account as "unsupervised" under certain circumstances, such as when a client acquires an asset in an unsolicited transaction, transfers an asset from an account held at another firm, or continues to hold an asset against Baird's or the client's PIM Manager's recommendation. If a client holds an unsupervised asset in an Account, the client should understand that the unsupervised asset may not be included in performance reports provided to the client and that Baird and its PIM Managers do not manage, provide investment advice, or otherwise act as an investment adviser with respect to the unsupervised asset, even if the unsupervised asset is included in account statements or performance reports provided to the client. Baird may impose additional fees upon Accounts holding unsupervised assets. See "Fees and Compensation—Other Fees and Expenses" below for more information. A client should also understand that holding an unsupervised asset in an Account may increase the risk of trade errors, overinvestment, and negative Account performance. A client should consult the client's PIM Manager for further information.

### ***Special Considerations for the PIM Program***

When providing services to a client, Baird and its PIM Managers rely on information provided by third parties and other external sources believed to be reliable, including, but not limited to, information provided by investment managers. Baird and its PIM Managers assume that all such information is accurate, complete and current. Baird and its PIM Managers do not conduct an in-depth review of, or verify, such information, and they do not guarantee the accuracy of the information used. See "Methods of Analysis, Investment Strategies and Risk of Loss—Methods of Analysis" below for more information.

### ***Account Requirements***

#### ***Opening an Account***

A client that wishes to participate in the PIM Program will enter into an advisory agreement with Baird. The client's advisory 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 Baird.

In addition to the investment advisory services that Baird provides in connection with each Program, Baird, in its capacity as broker-dealer, also provides clients with trade execution, custody and other standard brokerage services. For this reason, a client will 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 for, and perform related brokerage and custody services to, the client's Account.

After a client has signed and delivered an advisory agreement to Baird, the agreement is subject to review and acceptance by the client's PIM Manager, his or her Branch Office Manager or PWM Supervision department supervisor (or his or her respective designee), and Baird's Home Office. The agreement and Baird's advisory relationship with a client will become effective when the client's paperwork is accepted by Baird's Home Office and following such acceptance Baird has delivered to the client written confirmation of the Account's enrollment in the applicable Program. A client should understand that the advisory agreement will not become effective, and Baird will not provide any advisory services to the client, until such time that Baird has accepted the advisory agreement. Baird may delay acceptance



of the advisory agreement and the provision of advisory services to the client for various reasons, including deficiencies in the client's paperwork. Once it has become effective, the agreement shall continue until it is terminated in accordance with the terms described in the advisory agreement.

The terms of a client's agreements and this Brochure apply to all Accounts that a client establishes with Baird, including any Accounts that a client may open with Baird 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 Accounts with Baird. Baird will generally not provide a client another copy of the agreements or this Brochure when a client changes services or establishes new Accounts unless the client requests a copy from client's PIM Manager. Therefore, a client should retain those documents for future reference as they contain important information if a client changes services or establishes other Accounts with Baird.

### **Certain Account Requirements**

#### *Minimum Account Size*

The PIM Program has a minimum account size and may have a minimum fee, which are described in the section entitled "Fees and Compensation" below. Baird may remove an Account from the Program and immediately terminate the advisory agreement with respect to an Account upon written notice to the client if the client fails to maintain the required minimum asset levels in an Account or if the client fails to otherwise abide by the terms of the Program as determined by Baird in its sole discretion.

#### *Account Contributions and Withdrawals*

A client may fund an Account with cash and with securities that Baird and the client's PIM Manager deem to be acceptable in their sole discretion. However, when a client funds an Account with securities, including when a client changes services or programs for an Account or changes PIM Managers for an Account, the client should understand that Baird's or the client's PIM Manager's review of securities used to fund the Account may delay investing. In addition, Baird or the client's PIM Manager may determine that the securities contributed to the Account may not be appropriate for the client's strategy, and Baird or the PIM Manager may sell, or recommend the sale of, such securities. Any such sale could result in

adverse tax consequences for the client. In addition, if the securities are subject to deferred sales charges or redemption fees, the client will be responsible for paying those charges and fees. To the extent permitted by applicable law, certain funding transactions may be handled by Baird on a principal basis, and such transactions are not considered investment advisory services of Baird or the client's PIM Manager.

If an asset transferred to an Account is an ineligible asset under the terms of the applicable Program, Baird or the client's PIM Manager may sell the asset or transfer it into a separate brokerage account. Alternatively, they may designate such asset as an unsupervised asset as further described under "Advisory Business—Additional Program Information—Unsupervised Assets" above.

A client is responsible for notifying the client's PIM Manager of any contributions made into the Account and instructing the client's PIM Manager to liquidate positions in the event the client wishes to withdraw assets from the Account.

A client may also incur additional expenses and liabilities, including tax-related liabilities, when transferring assets out of an Account or Baird's custody. See "Termination of Accounts" below.

#### *Liens and Use of Account Assets as Collateral*

As security for the full and complete payment when due of any debts and other obligations that a client owes to Baird, and to the extent permitted by applicable law or regulation, all assets in a client's Account held at Baird will be subject to a first priority security interest, lien and right of setoff in favor of Baird. Baird may sell assets in an Account to satisfy the lien. As a secured party, Baird may have interests that are adverse to a client. Neither Baird nor its PIM Managers will act as investment adviser to a client with respect to such sale of assets held in an Account. Any such sale of assets will be executed in Baird's capacity as broker-dealer and creditor and may, as permitted by law, result in executions on a principal basis. A client should review the client's agreements for more information.

All of the assets in a client's Account must be free and clear from any security interest, lien, charge or other encumbrance (other than a security

interest, lien, charge or other encumbrance in favor of Baird) and must remain so for the duration of the client's relationship with Baird, unless Baird otherwise specifically agrees in writing.

If a client wishes to obtain loans secured by assets in the client's Account (commonly referred to as "collateralizing") and Baird agrees to the arrangement, the client should understand that the lender may exercise certain rights and powers over the assets in the Account, including the disposition and sale of any and all assets pledged as collateral for the loan to meet a collateral call, which may occur without prior notice to the client. A collateral call could have adverse tax consequences, disrupt a client's investment strategy, and have an adverse impact on the Account's performance. A client should be aware of these and other potential adverse effects of collateralizing Accounts before deciding to do so.

A client is required to disclose the terms of the client's agreements with Baird to any lender seeking to use Account assets as collateral. A client must promptly notify Baird of any default or similar event under the client's collateral arrangements.

A client should understand that Baird and its PIM Managers will not provide advice on or oversee a collateral arrangement and they will not act as investment adviser to the client with respect to the liquidation of securities held in the client's Account to meet a collateral call. Any such liquidation will be executed in Baird's capacity as broker-dealer and may, as permitted by law, result in executions on a principal basis.

In some instances, Baird may refer a client to a lender that pays Baird a referral fee. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions—Other Interests in Client Transactions—Lending Arrangements" below for more information.

Securities purchased on margin are used as Baird's collateral for the margin loan. Clients that have a margin account should review the section "Advisory Business—Additional Program Information—Alternative Strategies and Alternative Investment Products" above for additional information.

### *Electronic Delivery of Documents*

By signing an advisory agreement, a client consents to the electronic delivery of documents that Baird may deliver to the client. The term of the consent to electronic delivery is indefinite but a client may revoke the consent at any time by notifying the client's PIM Manager.

### **Termination of Accounts**

Baird may remove an Account from the PIM Program and immediately close an Account upon written notice to a client if the client fails to abide by the terms of the Program. Baird may also remove an Account from the Program at any time upon written notice to a client if the client fails to maintain the required minimum asset levels in such Account.

Upon the termination of an Account's enrollment in the PIM Program, Baird and client's PIM Manager shall have no obligation to act as investment adviser to such Account. If such Account is custodied at Baird, the Account shall be converted to and designated as a brokerage account. Baird and client's PIM Manager shall be under no obligation to recommend any action with regard to, or to liquidate the securities or other investments in, such Account. After an Account is removed from the Program, it is the client's exclusive responsibility to issue instructions, in writing, regarding the management of any assets in such Account.

If Client's assets are liquidated in connection with a closure of an Account, the client will generally be charged commissions in accordance with Baird's standard commission schedule then in effect.

A client may incur significant expenses and liabilities, including tax-related liabilities for which the client will be solely liable, if the client closes an Account, terminates an advisory agreement, or transfers assets out of Baird's custody. Baird will not be liable to a client in any way with respect to the termination, closure, transfer or liquidation of the client's Accounts.

Some of the investments offered in connection with the Program contain restrictions that limit their use, and such investments may be unavailable for purchase or holding outside of an Account. For example, certain Investment Funds held in an Account may only be available to a



client through the Program or may not be held at another firm. If such restrictions apply and the client terminates the PIM Program or closes an Account, the Client will be required to sell or redeem such Investment Funds or exchange them for other Investment Funds that may be more costly to the client or have poorer performance. A client should consider restrictions applicable to investments carefully before participating in the PIM Program. A client should contact the client's PIM Manager for specific information as to how Account closure, termination of an agreement, or asset transfers might impact the assets in the client's Accounts.

The client's advisory agreement will survive any event that causes the client's PIM Manager to be unable to provide services to the client (either on a temporary or permanent basis), including if the client's PIM Manager ceases to be employed by Baird. In any such event, Baird will continue to provide services to the client and will as promptly as practicable assign another PIM Manager or Financial Advisor to the client's Accounts (either on a temporary or permanent basis) and the client will be notified of any such change.

### ***Updating Client Information***

A client is responsible for providing information to Baird reasonably requested by it in order to provide the services selected by the client. Baird will rely on this information when providing services to the client. A client is also responsible for promptly informing Baird of any significant life changes (e.g., change in marital status, significant health issue, or change in employment) or if there is any change to the client's investment objectives, risk tolerance, financial circumstances, investment needs, or other circumstances that may affect the manner in which the client's assets are invested. Neither Baird nor client's PIM Manager is responsible for any adverse consequence arising out of the client's failure to promptly inform Baird of any such changes. Since investment goals and financial circumstances change over time, a client should review the client's participation in a Program with the client's PIM Manager at least annually.

### ***Legal and Tax Considerations***

Baird and its associates do not provide legal or tax advice to clients in connection with the PIM Program.

Additional laws, regulations and other conditions apply to retirement accounts, which include employee pension benefit plan accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and individual retirement accounts ("IRAs") that are subject to the Internal Revenue Code of 1986, as amended ("IRC") (collectively, "Retirement Accounts"). Each owner, trustee, named fiduciary, responsible plan fiduciary, or other fiduciary acting on behalf of a Retirement Account ("Retirement Account Fiduciary") should understand that Baird and its associates do not provide legal advice regarding Retirement Accounts. A Retirement Account Fiduciary is urged to consult with his or her own legal advisor about the laws and regulations that may apply to Retirement Accounts.

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. In addition, a client's Account may be invested in investment products classified as partnerships for U.S. federal income tax purposes, which may result in unique tax treatment, including Schedule K-1 reporting. In addition, when held in a client's Retirement Account under certain circumstances, such investments may produce unrelated business taxable income which may result in a current-year income tax obligation to the client. Baird does not provide any tax advice in connection with the Program. A client should discuss the potential tax implications of the client's investment strategies, investment products, and transactions with the client's tax advisor. If a client wishes for Baird to implement a particular investment strategy for tax purposes, and Baird agrees to implement such strategy, Baird will not be responsible for the development, evaluation or efficacy of any such strategy.

## **Fees and Compensation**

### ***Advisory Fee***

A client's advisory agreement will set forth how the compensation the client will pay to Baird and the PIM Manager will be determined. Instead of an asset-based fee, clients who participate in the PIM Program (Commission-Based Pricing) pay to Baird Transaction Fees for each transaction effected for their Accounts.

For equity securities and ETPs, , such as ETFs, the Transaction Fees generally will be determined according to Baird's standard commission schedule then in effect, unless otherwise stated in the client's advisory agreement. The commission rates may be negotiated by the client. Baird's standard commission schedule considers the share price or principal amount and the number of shares traded in determining the applicable commission. Baird may change its standard commission schedule at any time without notice to the client. The transaction confirmation sent to the client will disclose the amount of the commission charged by Baird for that transaction. Clients are encouraged to discuss commission rates with their PIM Manager.

For fixed income securities, such as bonds, a client typically pays a fixed dollar amount per security bought or sold for the client's Accounts, or the client may pay a certain dollar amount that varies depending upon the aggregate value of the transaction.

For other investment products, such as mutual funds, UITs, annuities and Alternative Investment Products, a client generally will pay the commissions, sales charges and other transaction-based compensation disclosed in the prospectus or other offering documents for the applicable investment product. More information about this compensation is disclosed on [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

For equity securities, ETFs, bond and no-load mutual fund transactions, a client is subject to Baird's minimum commission charge then in effect, unless otherwise stated in the client's agreement. The minimum commission charge may change from time to time without notice to the client and can be found on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures) or by contacting a PIM Manager.

Baird and PIM Managers will generally not purchase for client accounts, or recommend the purchase of, "no load" mutual funds.

The Transaction Fees and charges will be included in the cost of the trade and, therefore, automatically deducted from the client's Account or from the investment amount. Other fees and charges, if applicable, will also be deducted from the client's Account.

To the extent permitted by applicable law, Baird may modify a client's existing fees, including Transaction Fees, and other charges or add additional fees or charges by providing the client with 30 days' prior written notice.

A client Account may also be subject to a minimum quarterly fee that will be set forth in the client's advisory agreement regardless of the values of the assets in the client's Account.

PIM accounts that use strategies that primarily invest in mutual funds or ETFs have an account minimum of \$25,000. All other PIM accounts have an account minimum of \$50,000. This minimum may be waived in Baird's discretion.

If a third party custodian has custody of the client's Account assets, Baird may impose Account requirements different than those set forth above, including but not limited to higher minimums, and it may impose additional fees due to the increase in resources needed to administer the Account.

The Transaction Fees and minimum Account value are negotiable in certain instances and may vary based upon a number of factors, including but not limited to 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. 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.

**Under the PIM Program, the compensation received by Baird and the client's PIM Manager is directly related to the amount of Transaction Fees paid by the client and the number of transactions effected for the client's Account. As the amount of Transaction Fees paid by the client and the number of transactions effected for the client's Account increases, the compensation that Baird receives and pays to the client's PIM Manager also increases. Accordingly, this practice presents a conflict of interest because it gives Baird and the client's PIM Manager an incentive to trade actively for the client's Account and to provide advice based upon the compensation received rather than on a client's needs. A client should also understand that the client's PIM Manager acts with discretion with respect to**

**the client's Account and that, absent the client's instructions to the contrary, the client's PIM Manager will effect transactions for the client's Account without obtaining the client's consent or providing notice to the client.**

However, when providing investment advisory services to clients, Baird and its PIM Managers are fiduciaries and are required to act solely in the best interest of clients. Baird addresses these potential conflicts by adopting policies and procedures that are designed to ensure that Baird and its PIM Managers comply with their fiduciary duties as is further described under the section "Advisory Business—The Client-Baird Fiduciary Relationship" above. In addition, the Branch Office Manager and/or PWM Supervision department supervisor (or his or her respective designee) responsible for supervising a PIM Manager is required to periodically review trading in PIM client accounts. Baird's Product Management and Compliance Departments also periodically monitor for excessive trading in PIM Program client accounts.

### Other Fees and Expenses

In addition to the Transaction Fees described above, a client will incur other fees and expenses. A client is responsible for bearing or paying, in addition to such Transaction Fees, the costs of all:

- redemption fees or other charges;
- markups, markdowns, and spreads charged by Baird in a principal transaction with a client or charged by other broker-dealers that buy securities from, or sell securities to, the client's Account (such costs are inherently reflected in the price the client pays or receives for such securities);
- underwriting discounts, dealer concessions or similar fees related to the public offering of investment products;
- extra or special fees or expenses that may result from the execution of odd lot trade orders (i.e., "odd-lot differential");
- electronic fund fees, wire transfer fees, fees for transferring an investment between firms, and similar fees or expenses related to account transfers (including any such fees imposed by Baird);
- currency conversions and transactions;

- securities conversions, including, without limitation, the conversion of ADRs to or from foreign ordinary shares;
- interest, fees and other costs related to margin accounts, short sales and options trades;
- fees related to the establishment, administration or termination of Retirement Accounts, retirement or profit sharing plans, trusts or any other legal entity;
- fees imposed by the SEC or securities markets, including transaction fees imposed by electronic trading platforms, which fees may be imbedded in the price the client receives for the security; and
- taxes imposed upon or resulting from transactions effected for a client's Account, such as income, transfer or transaction taxes, or any other costs or fees mandated by law or regulation.

If the client's Account is custodied at Baird, the client is also responsible for all applicable account fees and service charges Baird may impose in connection with the client's agreements with Baird. A schedule of fees and service charges is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

Certain investment products, such as mutual funds and other Investment Funds, and annuities, have their own internal fees and expenses that are borne either directly or indirectly by their holders, including a client. These fees and expenses may include investment management fees, distribution (12b-1) fees, shareholder servicing fees, transfer agency fees, networking fees, accounting fees, marketing support payments, administration fees, custody fees, expense reimbursements, and expenses associated with executing securities transactions for the investment product's portfolio ("ongoing operating expenses"). These ongoing operating expenses are separate from, and in addition to, the Transaction Fees. As a result of making investments in these types of products, 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 operating expenses and the Transaction Fees. A client is also responsible for any redemption fees, surrender charges or similar fees that the investment product, annuity, or its sponsor may impose on the client. A client should review the

prospectus or other applicable offering documents for each investment product or annuity in which the client invests for further information.

Clients who use a custodian other than, or in addition to, Baird will pay the other custodian's fees and expenses in addition to the Transaction Fees. In addition, if a third party custodian has custody of the client's Account assets, the Account is subject to any applicable set-up, maintenance and administrative fees established by Baird. Baird may waive such fees in its discretion.

If a client holds an unsupervised asset in the client's Account, the client may be charged a commission, markup or markdown in connection with its purchase or sale. Additionally, unsupervised assets in an Account are subject to any applicable set-up, maintenance and administrative fees established by Baird. Baird may waive such fees in its discretion.

Clients who have PIM Program Accounts may also have other accounts with Baird. Those accounts may be subject to fees, commissions or other expenses that are entirely separate from the payment of fees and expenses for the PIM Program.

### Other Compensation Received by Baird

Baird is registered as a broker-dealer under the Securities Exchange Act, and PIM Managers are registered broker-dealer representatives of Baird. In such capacities, Baird and PIM 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 annuities. At times, Baird and PIM Managers provide such brokerage and related services to clients in connection with the Services described in this Brochure. Baird and PIM 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 PIM Managers 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 PIM Managers are fiduciaries and are required to act

solely in the best interest of clients. Baird addresses this conflict through disclosure in this Brochure and by adopting internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients). For more specific information about Baird's compensation and other benefit arrangements and how Baird addresses the potential conflicts of interest, please see the sections "Advisory Business" and "Fees and Compensation" above, and "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" below.

Baird and PIM Managers will generally not purchase for client accounts, or recommend the purchase of, "no load" mutual funds.

The PIM Program generally requires clients to custody their assets at Baird and requires them to effect transactions through Baird, as broker-dealer. Please see the section "Brokerage Practices" below for more information. A client that wishes to purchase investment products through other brokers or agents that are not affiliated with Baird should contact a PIM Manager about other Baird investment advisory programs that might be right for them.

### Performance-Based Fees and Side-By-Side Management

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 Advisers Act. Performance-based fee arrangements present a potential conflict of interest for Baird 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 by disclosing this conflict of interest to clients through this Brochure, Baird generally 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 through internal trade allocation procedures that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment over time.

## Types of Clients

Baird offers the PIM Program 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 with Baird, such as minimum account size, are discussed in the section entitled "Fees and Compensation" above.

## Methods of Analysis, Investment Strategies and Risk of Loss

### Investment Strategies and Methods of Analysis

#### *Investment Strategies*

Under the PIM Program, a PIM Manager may use various investment strategies. A client's particular investment strategy is typically determined by the client's PIM Manager in consultation with the client.

PIM Managers may use a wide variety of investment products to implement the client's investment strategy, which investments are further described under "Advisory Business—Additional Program Information—Eligible Assets" above. PIM Managers may also engage in certain strategies and use certain investments that involve special, sometimes significant, risks. See "Advisory Business—Description of the PIM Program" above for more information.

A client should ask the client's PIM Manager for additional information about the investment styles, philosophies, strategies, analyses,

techniques and investments the PIM Manager will use in order to meet the client's objectives.

A brief description of commonly used strategies is provided below.

### Equity Strategies

Equity strategies generally have an objective to provide growth of capital and primarily invest in equity securities, such as common stocks. However, these strategies may also invest in other types of investments, such as fixed income securities and cash. Equity strategies may invest in companies of all market capitalization ranges or may focus on any combination of specific capitalization ranges, such as large cap, mid cap or small cap companies. Equity strategies may be combined with other strategies described below, such as growth, value, income, economic industry or sector focused, international, global, or geographic region or country focused strategies.

### Fixed Income or Bond Strategies

Fixed income or bond strategies generally have one or more of the following objectives: (1) provide current income; or (2) preservation of capital. These strategies primarily invest in fixed income securities, such as corporate bonds, municipal securities, mortgage-backed or asset-backed securities, or government or agency debt obligations. However, these strategies may also invest in other types of investments, such as equity securities or cash. Fixed income strategies may invest in debt obligations having any credit rating, maturity or duration, or they may focus on specific credit ratings, maturities or durations, such as investment grade, non-rated, or high yield ("junk") bonds, or bonds having short-term, intermediate-term or long-term maturities. Fixed income strategies may be combined with other strategies described below, such as economic industry or sector focused, international, global, or geographic region or country focused strategies.

### Balanced Strategies

Balanced strategies generally have one or more of the following objectives: (1) provide current income; (2) growth of capital/principal or income; or (3) preservation of capital. These strategies primarily invest in a mix of equity, fixed income securities and cash. Balanced strategies may invest in companies of all market capitalization ranges and in investments having any credit



rating, maturity or duration, or they may they may focus on specific capitalization ranges, credit ratings, maturities or durations as described above. Balanced strategies may be combined with other strategies described below, such as economic industry or sector focused, international, global, or geographic region or market focused strategies.

### Value Strategies

A value strategy typically invests primarily in equity securities of value companies, which are those that the investment manager believes are out of favor with investors, appear underpriced by the market relative to their earnings or intrinsic value, or have high dividend yields. This strategy is subject to investment style risks.

### Growth Strategies

A growth strategy typically invests primarily in equity securities of growth companies, which are those that the investment manager believes exhibit signs of above-average growth relative to peers or the market, even if the share price is high relative to earnings or intrinsic value. This strategy is subject to investment style risks.

### Income Strategies

An income strategy typically invests primarily in income-producing securities, such as dividend-paying equity securities and fixed income securities. This strategy may invest in a combination of investment grade and high yield bonds. This type of strategy may also invest in yield- or income-producing, Non-Traditional Assets.

### Economic Industry or Sector Focused Strategies

Economic industry or sector focused strategies primarily invest in companies in one or more economic industries or sectors, such as the telecommunications, technology, industrial, materials, or financial sectors. *These strategies alone generally are not intended to satisfy a client's entire portfolio diversification needs. These strategies are subject to concentration risks because they generally are not diversified or they may invest in a limited number of securities.*

### International Strategies

Generally, international strategies primarily invest in securities issued by foreign companies, which

may include companies in developed and emerging markets. International strategies may invest in companies of all market capitalization ranges and in investments having any credit rating, maturity or duration, or they may they may focus on specific capitalization ranges, industries or sectors, geographic regions, credit ratings, maturities or durations.

### Global Strategies

Generally, global strategies invest in a mix of securities issued by U.S. and foreign companies, which may include companies in developed and emerging markets. Global strategies may invest in companies of all market capitalization ranges and in investments having any credit rating, maturity or duration, or they may they may focus on specific capitalization ranges, industries or sectors, geographic regions, credit ratings, maturities or durations.

### Geographic Region or Country Focused Strategies

Geographic region or country focused strategies primarily invest in companies located a particular part of the world, such as Latin America, Europe or Asia, in a group of similarly-situated countries, such as developed or emerging markets, or one or more specific countries. *These strategies alone generally are not intended to satisfy a client's entire portfolio diversification needs. These strategies are subject to concentration risks because they generally are not diversified or they may invest in a limited number of securities.*

### Tactical and Rotation Strategies

Tactical strategies dynamically and actively adjust account allocations to different asset classes based upon the manager's perception of how the markets will perform in the short-term. Similarly, rotation strategies actively adjust account allocations to different market sectors based upon the manager's perception of how market sectors will perform in the short-term. Tactical and rotation strategies are often driven by technical analysis or methodologies and typically involve underweighting and overweighting account allocations to certain asset classes or market sectors relative to an applicable long-term strategic asset allocation, benchmark index or the market generally. *These strategies often will be focused or concentrated in one or more asset classes or market sectors from time to time, and it is likely that they will have limited or no*

*exposure to one or more asset classes or market sectors. Because the decision-making for tactical and rotation strategies is based upon the manager's short-term market outlook, accounts pursuing these strategies often experience higher levels of trading and portfolio turnover relative to other strategies.*

### **Alternative Strategies**

Alternative Strategies may invest in a wide range of investments, which may include equity securities, fixed income securities, foreign securities, Non-Traditional Assets, Alternative Investment Products and cash. Alternative Strategies generally involve the use of margin, leverage, short sales and derivative instruments. Many Alternative Strategies have no substantive restrictions on the types of investments that may be used. Examples of Alternative Strategies include the following.

- Relative Value Strategies. Relative value strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets and the use of short sales and derivative instruments in an attempt to exploit price differences among securities that share similar economic or financial characteristics.
- Long/Short Strategies. Long/short strategies generally involve the purchase of securities believed to be undervalued and selling short securities believed to be overvalued. They may also involve the use of Non-Traditional Assets, leverage and derivative instruments.
- Market Neutral Strategies. Market neutral strategies generally involve the purchase of securities and selling securities short in similar dollar amounts in an attempt to produce returns that are independent of general market performance. They may also involve the use of Non-Traditional Assets, leverage and derivative instruments.
- Statistical Arbitrage Strategies. Statistical Arbitrage is based on the theory that stocks have a tendency to return to a short-term trend line. This type of strategy typically involves the "systematic" or automated trading of securities based upon where a security is relative to its trend line.

- Convertible Arbitrage Strategies. Convertible arbitrage involves the purchase and short sale of multiple securities of the same company. The strategy is implemented by purchasing securities believed to be undervalued and selling short securities believed to be overvalued. Often, the strategy involves the purchase of a convertible bond issued by a company and selling short that company's common stock. This strategy may involve the use of a wide range of derivative instruments.
- Fixed Income Arbitrage Strategies. Fixed income arbitrage strategies generally seek to profit from interest rate, credit spread and other arbitrage opportunities by investing in fixed income securities, interest rate instruments and derivative instruments.
- Floating Rate Bond/Floating Rate Corporate Debt Strategies. Floating rate bond strategies invest in floating rate bonds, also known as floating rate corporate debt, floating rate loans or floating rate bank loans. The interest payments on floating rate bonds are determined by a reference interest rate, such as the federal funds rate, which is periodically reset. Floating rate bonds are not issued by a company directly to the public. Instead, financial institutions provide loans to companies that need funding. The loans are then combined and repackaged for sale to investors.
- Capital Structure Arbitrage Strategies. Capital structure arbitrage generally involves investing in multiple levels of a single company's capital structure, often taking long and short positions in a company's debt or equity in order to capitalize on perceived mispricings resulting from market inefficiencies or different pricing assumptions. This type of strategy typically involves the use of derivatives and structured products.
- Absolute Return and Real Return Strategies. Absolute and real return strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets in an attempt to generate performance that has low correlation to the major equity markets over a complete market cycle. They may also involve the use of derivative instruments.



- Event-Driven Strategies. Event-driven strategies generally involve the use of Non-Traditional Assets, short sales and derivative instruments in an attempt to seek arbitrage opportunities, particularly those triggered by corporate events (such as mergers, restructurings, and liquidations). These strategies typically involve the assessment of if, how and when an announced transaction will be completed.
- Merger Arbitrage/Special Situations Strategies. Merger arbitrage strategies involve the purchase and sale of securities of companies involved in corporate reorganizations and business combinations, such as mergers, exchange offers, cash tender offers, spin-offs, leveraged buy-outs, restructurings and liquidations. These strategies often involve short selling, options trading, and the use of other derivative instruments.
- Distressed Strategies. Distressed strategies generally involve the purchase of securities in companies that are in financial distress, or companies that are entering into or are already in bankruptcy. They may also involve the use of short sales and derivative instruments.
- Macro Strategies. Macro strategies generally involve the purchase of traditional assets, such as stocks and bonds, and Non-Traditional Assets and the use of short sales and derivative instruments in an attempt to profit from anticipated changes in securities markets, commodities markets, currency values, and/or interest rates.
- Discretionary and Systematic Trading Strategies. Discretionary trading strategies generally attempt to identify and capitalize on patterns or trends in the markets. Systematic trading strategies generally rely on computerized trading systems or models to identify and capitalize on those patterns or trends. These strategies often involve the use of Non-Traditional Assets, short sales, derivative instruments and significant leverage.
- Private Investment Strategies. Private investment strategies generally involve purchasing common stock or securities convertible into common stock in private transactions. Private investment strategies may

invest in companies of all market capitalization ranges or may focus on any combination of specific capitalization ranges. They may also focus on companies in one or more economic industries or sectors or geographic regions. Some private investment strategies focus on companies that are newly formed, in financial distress or already in bankruptcy. The securities purchased are typically unregistered and illiquid. Private Investment Strategies may also involve the use of leverage.

- Leveraged Strategies. Leveraged strategies generally involve the use of Non-Traditional Assets, leverage, short sales and derivative instruments in an attempt to amplify returns or produce returns that are a multiple of a benchmark index.
- Inverse Strategies. Inverse strategies generally involve the use of Non-Traditional Assets, leverage, short sales and derivative instruments in an attempt to produce returns that are the opposite of a benchmark index.

*Alternative Strategies are not appropriate for some clients because they are subject to special risks. See "Advisory Business—Additional Program Information—Alternative Strategies and Alternative Investment Products" above and "Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks—Non-Traditional Assets and Alternative Strategies Risks" below for more information.*

### Asset Allocation Strategies

The PIM Program makes available asset allocation strategies. Asset allocation strategies have varying investment objectives, ranging from aggressive growth of capital to preservation of capital. Asset allocation strategies also have varying investment strategies. Some asset allocation strategies use strategic investment strategies, which involve investing accounts in accordance with a predetermined target allocation to different asset classes. Some asset allocation strategies use tactical investing, which is described under the heading "Tactical and Rotation Strategies" above. Some asset allocation strategies involve the use of both strategic and tactical investment strategies.

Asset allocation strategies typically involve investments in one or more of the following categories of assets, also known as asset classes:

- Equity securities, including, but not limited to, equity securities issued by U.S. large cap, mid cap and small cap companies (which may include value and growth companies);
- Fixed income securities, including, but not limited to, short-term, intermediate-term and long-term fixed income securities issued by U.S. companies and obligations issued by U.S. or state governments or their agencies (which may include high yield corporate bonds, mortgage-backed and asset-backed securities, and municipal securities);
- Foreign securities, including equity and fixed income securities issued by foreign companies and governments (which may include companies and governments in emerging markets);
- Non-Traditional Assets, including, but not limited to, real estate (which may include U.S. and foreign REITs), commodities, commodity-linked instruments, currencies and currency-linked instruments;
- Alternative Investment Products, including, but not limited to mutual funds and ETFs that pursue Alternative Strategies; and
- cash, including, but not limited to, money market funds.

Asset allocation strategies may be implemented using a variety of investment types, such as individual securities, mutual funds and ETPs. The amount allocated to an asset class or investment type varies by strategy, and some strategies may have little or no allocation to one or more asset classes or types of investments described above.

Baird uses its Capital Market Assumptions in developing its proprietary model asset allocation strategies, including those used by some PIM Managers. In determining its Capital Market Assumptions, Baird conducts an analysis of different asset classes and the different levels of risk associated with those investments. That analysis involves the consideration of past performance and the use of forward looking

projections that are based upon certain assumptions made by Baird about how markets will perform in the future. For more information about Baird's Capital Market Assumptions, a client should contact the client's PIM Manager.

Baird's most common asset allocation strategies are described below. A client should note that the specific investments in an Account following a particular asset allocation strategy could vary from the description below for a number of reasons, including market conditions.

All Growth Portfolio. An All Growth Portfolio typically seeks to provide aggressive growth of capital. Under normal market conditions, this strategy generally invests nearly all of its assets in equity securities. This strategy may also invest in other asset classes, such as fixed income securities, foreign securities, Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments. This strategy typically has the same risk profile as an All Growth Portfolio described below.

Capital Growth Portfolio. A Capital Growth Portfolio typically seeks to provide growth of capital. Generally, under normal market conditions, this strategy will primarily invest in a mix of equity securities and fixed income securities. This strategy may also invest in other asset classes, such as foreign securities, Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a significantly higher allocation to equity securities than fixed income securities. This strategy typically has the same risk profile as a Capital Growth Portfolio described below.

Growth with Income Portfolio. A Growth with Income Portfolio typically seeks to provide moderate growth of capital and some current income. Generally, under normal market conditions, this strategy will primarily invest in a mix of equity securities and fixed income securities. This strategy may also invest in other asset classes, such as foreign securities, Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or

may involve the use of leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a slightly higher allocation to equity securities than fixed income securities. This strategy typically has the same risk profile as a Growth with Income Portfolio described below.

**Income with Growth Portfolio.** An Income with Growth Portfolio typically seeks to provide high current income and some growth of capital. Generally, under normal market conditions, this strategy will primarily invest in a mix of fixed income securities and equity securities. This strategy may also invest in other asset classes, such as foreign securities, Non-Traditional Assets and cash. This strategy may also invest in Alternative Investment Products or may involve the use of leverage, short sales and derivative instruments. Generally, under normal market conditions, this strategy will have a slightly higher allocation to fixed income securities than equity securities. This strategy typically has the same risk profile as an Income with Growth Portfolio described below.

**Conservative Income Portfolio.** A Conservative Income Portfolio typically seeks to provide high current income. Generally, under normal market conditions, this strategy will primarily invest in a mix of fixed income securities, cash and equity securities. This strategy may also invest in other asset classes, such as foreign securities and Non-Traditional Assets. Generally, under normal market conditions, this strategy will have a significantly higher allocation to fixed income securities and cash than equity securities. This strategy typically has the same risk profile as a Conservative Income Portfolio described below.

**Capital Preservation Portfolio.** A Capital Preservation Portfolio typically seeks to preserve capital. Under normal market conditions, this strategy generally invests nearly all of its assets in a mix of fixed income securities and cash. This strategy may also invest in other asset classes, such as equity securities, foreign securities and Non-Traditional Assets. This strategy typically has the same risk profile as a Capital Preservation Portfolio described below.

*A client should note that an Account pursuing a particular asset allocation strategy will from time to time have an actual risk profile that may be*

*higher or lower than the target risk profile associated with that strategy due to many factors, including market appreciation or depreciation of the assets in the client's Account, deposits and withdrawals made by the client, and investment restrictions, if any, imposed by the client. In addition, the client's PIM Manager may determine that it is appropriate to invest the client's Account, or recommend that the client invest the Account, in such a manner that would cause the Account to have a risk profile that is higher or lower than the target risk profile associated with that strategy.*

### **Additional Strategy Information**

A client should note that, to implement a strategy, a client's PIM Manager may use or recommend mutual funds, ETPs or other Investment Funds that primarily invest in particular types of securities instead of direct investment in those types of securities. A client should also note that the client's PIM Manager may use a strategy not described above or they may use a strategy with the same or similar name that is implemented differently. A client should ask the client's PIM Manager for more specific information about the strategy being used for the client's Account.

Some PIM Managers have strategies that include asset allocation percentages in the names of the strategies (e.g., 80-20, 60-40, 40-60, 20-80, etc.). A client should note that those percentages are intended to be asset allocation targets only. There is no guarantee that accounts following those strategies will be invested strictly in accordance with those target asset allocations. It is likely that the actual investments in accounts following those strategies will vary, sometimes significantly, from the target asset allocations and may include other asset classes due to market conditions and the PIM Manager's assessment of how to best invest client accounts.

A client's Account is subject to the risks associated with the Account's particular strategies and investments. A client should review the risks associated with those strategies and investments described under the heading "Principal Risks" below.

### **Methods of Analysis**

PIM Manager may use various forms of security analyses, including the following:

- *Fundamental Analysis.* Fundamental analysis involves an approach to investing through a detailed analysis of specific companies, such as their financial statements and financial ratios, management, competitive advantages and markets, in an attempt to determine the value of an investment. Fundamental analysis may include qualitative and quantitative analyses.
- *Qualitative Analysis.* Qualitative analysis involves the use of subjective judgment to analyze factors that may be difficult to quantify or measure objectively. As it pertains to managers and investment products, qualitative analysis may include review of the background and experience of a manager or a mutual fund company.
- *Quantitative Analysis.* Quantitative analysis is a method of evaluating securities by analyzing a large amount of data through the use of algorithms or models in an attempt to understand behavior, predict market events, market prices, etc., and generate an investment decision. As it pertains to managers and investment products, quantitative analysis may include review of manager performance, investment style, style consistency, risk, and risk-adjusted performance.
- *Technical Analysis.* Technical analysis is a method of analyzing past price and volume patterns and trends in the trading markets to attempt to predict the direction of both the overall market and specific investments.

PIM Managers may use various third party research information and related tools to provide investment advice to clients. These sources of information and tools may include, among others, issuer-supplied literature (such as annual reports, press releases and other information) and external market, economic, financial and investment data and analyses provided by organizations not affiliated with Baird. They may also employ the use of computers and third party software to more readily display information, assist with the evaluation and analysis, and create asset allocation recommendations. Although they generally use information and tools that Baird deems reliable, Baird does not independently verify or guarantee the accuracy of the information or tools used.

PIM Managers may also utilize research reports created by Baird. However, it should be noted that PIM Managers are not obligated to act in a manner consistent with Baird research reports and they may act in a manner that is contrary to those reports if they deem it to be consistent with the client's investment objectives and in the client's best interest.

When providing investment advice to clients, PIM Managers may also use the model portfolios or recommended or eligible product lists made available by Baird's Asset Manager Research Department or other Baird departments, or they may use lists of investment products that Baird has generally deemed to be "available" for use in its advisory programs. The level of initial and ongoing evaluation, monitoring and review that Baird and its PIM Manager perform on investment products varies. Managers and investment products that Baird merely makes available to clients do not generally receive the same level of initial or ongoing evaluation, monitoring or review as those managers or products that are included in a model portfolio or on a recommended or eligible product list. More specific information about Baird model portfolios, recommended lists and eligible product lists is provided below.

A client should note that investment products recommended to the client or selected for the client's Account, including investment products included on a Baird recommended or eligible product list, are those which, in Baird's professional judgment, may be appropriate to help the client pursue the client's financial goals. Baird and its PIM Managers do not represent or guarantee that such investment products are or will be the best investment products available.

Under certain circumstances when requested by a client, Baird may allow a client to select an investment product that is not on a Baird recommended or eligible product list or that is generally not made available to Baird clients. A client should note that Baird does not provide any initial or ongoing evaluation, monitoring or review of any such investment products and that the client's decision to select such an investment product is based solely upon the client's review of the investment product.

PIM Managers may use a wide variety of investment products to implement the client's

investment strategy, which investments are further described under “Advisory Business—Additional Program Information—Eligible Assets” above. PIM Managers may also engage in certain strategies and use certain investments that involve special, sometimes significant, risks. See “Advisory Business—Description of the PIM Program” above for more information.

### **Certain Model Portfolios**

Baird Recommended Portfolio. The Baird Recommended Portfolio, which is managed by Baird’s Stock Selection Committee, seeks to outperform the S&P 500 Index by investing in a diversified core portfolio of typically 40-50 stocks. The portfolio invests primarily in large cap stocks, as defined by a market capitalization of \$10 billion or greater at the time of investment. Although the portfolio may contain stocks with a market capitalization of less than \$10 billion, these stocks will not represent more than 35% of the total portfolio. The Portfolio is managed by using a top-down approach starting with the macroeconomic and market outlooks provided by Baird’s Investment Strategy team. With this information, the Stock Selection Committee chooses to underweight or overweight particular industry sectors compared to the S&P 500 Index. Individual stocks are selected with an emphasis on higher quality companies that the Committee believes have strong fundamental characteristics and management teams, attractive growth prospects, and reasonable price-appreciation expectations. Each stock is assigned a weighting as a percentage of the portfolio with no one company comprising more than 5% of the entire portfolio. Stocks can be sold or positions reduced for a variety of reasons such as valuation, a change in company or industry fundamentals, or a change in industry sector weighting. The Portfolio is intended as a long-term investment strategy.

Baird Value Focus Portfolio. The Value Focus Portfolio, which is managed by Baird’s Value Equity Research Team, is intended for investors pursuing long-term capital appreciation, with income being a secondary consideration. The Portfolio typically holds 30–40 stocks and includes primarily mid-cap and large-cap companies, as defined by a market capitalization of \$1 billion or greater at the time of investment. The Portfolio will be concentrated at times, such that about 20 stocks may account for 70% or more of the

Portfolio’s total assets. Each investment is identified and vetted by research analysts using a fundamental process that focuses on a company’s competitive position, profitability, valuation and risks. Many stocks selected for the Portfolio will be contrarian in nature and generally out of favor in the broad market when they are first recommended. Growth-type investments and companies with smaller market capitalization may appear in the Portfolio from time to time. The Value Focus Portfolio’s benchmark index is the S&P 500 index. The Value Focus Portfolio does not try to match sector weights of the benchmark index and will often be overweight or underweight certain sectors or areas of the market compared to the index for long periods of time. A stock will be sold out of the Portfolio if the Team’s price objective has been reached, and the position weighting may be trimmed if market movements have made that investment an outsized percentage of the overall Portfolio. The Team may also sell a stock in response to heightened downside risk, if the Team’s investment thesis has changed due to unforeseen operational or environmental changes.

### **Certain Recommended Lists**

Baird’s Recommended Mutual Fund List. Baird’s Recommended Mutual Fund List is designed to include mutual funds across numerous asset classes. When selecting funds for inclusion on the List, Baird generally seeks mutual funds that have investment managers with tenure of at least five (5) years and have underlying investments that adhere to the fund’s market capitalization policy and are consistent with the manager’s stated investment process and philosophy. Baird generally looks for funds that are among the top-performing funds in a style category in terms of risk-adjusted returns or that are managed by individuals or firms that have demonstrated success in other, related asset classes; that have performance histories showing sufficient ability to achieve returns in excess of their respective style index; and that have investment processes, infrastructure, personnel and other resources satisfactory to Baird.

Baird’s Asset Manager Research Department is primarily responsible for assisting with selecting and evaluating mutual funds included on the List. In selecting funds, Baird’s Asset Manager Research Department utilizes a quantitative and qualitative evaluation process of the investment



managers of such funds. In evaluating investment managers, Baird's Asset Manager Research Department utilizes quantitative and qualitative measures to evaluate managers based on the:

- quality and stability of their organization
- soundness and clarity of their investment philosophy
- reliability and consistency of their investment process
- competitiveness of their investment performance

Baird's Asset Manager Research Department may also employ the use of computers and third party software to more readily display information and assist with the evaluation and analysis.

Baird's initial screening process begins with a proprietary, multi-factor model that evaluates managers on different factors including risk-adjusted performance, consistency of returns and downside protection. These factors are scored over various time periods and relative to a specific peer group universe, narrowing the pool of managers for further evaluation. Baird's Asset Manager Research Department then performs a more in-depth evaluation of managers that are identified through the initial screening process, which generally includes a review of the following factors: stability of the firm/team, the robustness and repeatability of the investment process, the portfolio's past returns pattern and tax-efficiency, and how the manager adds value.

Ongoing manager evaluation generally includes quarterly conference calls, performance attribution and periodic onsite visits. Material adverse changes affecting a manager may result in the manager being placed on Baird's "watch" list. Managers on the watch list are scrutinized to see if improvement or degradation is taking place. Potential causes for removal from Baird's Recommended Mutual Fund List include fundamental changes in the operations of the manager, turnover in key personnel, substantial changes in management or ownership, a change in investment philosophy or style, significant drift from stated objectives, major legal, regulatory or compliance difficulties, impairment of financial condition, sustained underperformance in relation to its peers, or other adverse changes affecting

the manager that in Baird's opinion warrants the manager's removal.

Baird's Investment Committee is ultimately responsible for selecting funds included on the List. The Baird Aggregate Bond Fund, Baird Intermediate Municipal Bond Fund, Baird Short-Term Bond Fund, and Baird MidCap Fund, mutual funds affiliated with Baird, have been selected by Baird for inclusion in Baird's Recommended Mutual Fund List. This presents a conflict of interest. However, the criteria used by Baird in deciding to select affiliated mutual funds for Baird's Recommended Mutual Fund List are the same as those used for unaffiliated mutual funds.

#### *Certain Eligible Product Lists*

Baird's ETP Short List. Baird's ETP Short List is designed to include ETPs that invest in numerous different asset classes and pursue varying investment objectives. When selecting ETPs for inclusion on the List, ETPs are evaluated on a number of criteria including: underlying benchmark index that the fund uses, index replication methodology, tracking error, fund history, assets under management, cost, and trading liquidity. Baird generally seeks ETPs with experienced sponsors that are transparent, have stable or growing assets under management, and have demonstrated consistency of strategy performance over time. Baird tends to favor ETPs that have well-known, diversified benchmark indices, lower fees and tracking errors, and higher liquidity relative to other ETPs. Inclusion on or exclusion from the Baird ETP Short List is not meant to be a recommendation to buy or sell an ETP. Rather, the List is a collection of ETPs that might be appropriate to meet a particular client's investment goals.

#### **Principal Risks**

Risk is inherent in any investment product 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, and a client could lose all or a portion of the amount invested. The management of client accounts and recommendations made to clients are based in part upon the use of forward looking projections, which in turn are based upon certain assumptions about how markets will perform in the future. There can be no guarantee that markets will perform in the manner assumed and the actual performance of markets and a client's

Account could differ materially from those assumptions. Also, a client's Account value may fluctuate, sometimes dramatically, depending upon the nature of the client's investments, market conditions and other factors. By participating in the Program, a client may be subject to certain risks, including, but not limited to the risks described below. The risks discussed below vary by investment style or strategy and the investments in the client's Account, and each risk may or may not apply to a client. Clients should not pursue a strategy or invest in an investment product unless they are prepared to accept the associated risks. Clients are encouraged to discuss with their PIM Manager the risks that apply to them. A client should also review the prospectus or other disclosure document for any security or other investment product in which the client invests, as it will contain important information about the risks associated with investing in such security or other investment product.

### **General Risk Information**

General risks of the PIM Program include the following:

**Market Risks.** A client's Account 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 Account regardless of the relative strength of the securities held in the Account. Securities prices often vary for reasons unrelated to matters directly affecting the issuers of the securities.

**Management and Securities Selection Risks.** A client's Account 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 Account. The judgments made by the persons 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 Account may experience a decline in value due to the underperformance of the stocks selected for investment in the client's Account.

**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 PIM Manager of these considerations so the PIM Manager can assist in determining the client's investment objectives and asset allocation strategies.

**Conflicts of Interest Risks.** Issuers, advisors or other sponsors of investment products or their affiliates may engage in business practices that conflict with the interests of investors. Among other things, these business practices can have a negative impact on the market price of the investment product. Clients are encouraged to review the prospectus or other disclosure document for the investment product and also discuss with their PIM Manager the conflicts of interest risks that may apply to them.

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

**Equity Securities Risks.** Equity securities may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur because of factors that affect the securities markets in general, such as adverse changes in economic conditions, the general outlook for corporate earnings, interest rates or investor sentiment. Equity securities may also lose value because of factors affecting an entire industry or sector, such as increases in production costs, or factors directly related to a specific company, such as decisions made by its management.

**Common Stock Risks.** Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value



as market confidence in and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors including: expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic and banking crises. Holders of common stocks are generally subject to greater risk than holders of preferred stocks and debt obligations of the same issuer because common stockholders generally have inferior rights to receive payments from issuers in comparison with the rights of preferred stockholders, bondholders and other creditors.

**Fixed Income Security Risks.** Fixed income securities are subject to certain risks, including interest rate risk, credit risk and liquidity risk. In addition, they are subject to maturity 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. Non-rated, split-rated, below investment grade, and asset-backed securities, including mortgage-backed securities and CMOs, have additional, special risks.

**Interest Rate Risk.** The value of some investment products, particularly fixed income securities, is affected significantly by changes in interest rates. Generally, when interest rates rise, the product's market value declines and when interest rates decline, its market value rises. In addition, a rise in interest rates may have a negative impact on the issuer, which, in turn, could have a negative impact on the market value of the investment product.

**Credit Risk.** The value of some investment products, particularly fixed income securities, is affected by changes in the product's credit quality rating or the issuer's financial condition. If the credit quality rating or the issuer's financial condition declines, so may the value of the investment product. Issuers may experience unanticipated financial problems and may be unable to meet its payment obligations. Municipal obligations in particular may be adversely affected by political and economic conditions and developments (for example, legislation reducing state aid to local governments.) Bonds receiving the lowest investment grade rating or a non-investment grade rating may have speculative

characteristics and, compared to higher grade debt obligations, may have a weakened capacity to make principal and interest payments due to changes in economic conditions or other adverse circumstances. Ratings agencies such as Moody's, Fitch and S&P provide ratings on bonds based on their analyses of information they deem relevant. Ratings are essentially opinions or judgments of the credit quality of an issuer and may prove to be inaccurate. In addition, there may be a delay between events or circumstances adversely affecting the ability of an issuer to pay interest and/or repay principal and an agency's decision to downgrade a security.

**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.

**Investment Style Risks.** Investment styles or strategies that focus on growth stocks may perform better or worse than styles or strategies that focus on value stocks or that are broader or more diversified. Similarly, investment styles or strategies that focus on value stocks may perform better or worse than styles or strategies that focus on growth stocks or that are broader or more diversified. A particular style of investing may go out of favor at times and for extended periods. Growth stocks are often characterized by high price-to-earnings ratios and may be more volatile than stocks with lower price-to-earnings ratios. Value stocks are subject to the risk that the broader market may not agree with the manager's assessment of, or recognize, the investments' intrinsic value.

**Foreign Issuer and Investment Risks.** Securities of foreign issuers, ADRs, Global Depositary Receipts ("GDRs") and European Depositary Receipts ("EDRs"), and investments in foreign markets generally, 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. Investors in foreign markets may face delayed settlements, currency controls and adverse economic developments as well as higher overall transaction costs. In addition, fluctuations in the U.S. dollar's value versus other currencies may enhance, erode, reverse gains or widen losses from investments denominated in foreign currencies. For instance, foreign governments may limit or prevent investors from transferring their capital out of a country. This may affect the value of a client's investment in the country that adopts such currency controls. Exchange rate fluctuations also may impair an issuer's ability to repay U.S. dollar denominated debt, thereby increasing the credit risk of such debt. 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.

**Emerging Markets Risks.** Investments in emerging markets can involve risks in addition to and greater than those generally associated with investing in more developed foreign markets. The extent of economic development, political stability, market depth, infrastructure, capitalization, and regulatory oversight can be less than in more developed markets. Emerging market economies can be subject to greater social, economic, regulatory, and political uncertainties. All of these factors can make emerging market securities more volatile and potentially less liquid than securities issued in more developed markets.

**Government Obligation Risks.** Client assets may be invested in securities issued, sponsored or guaranteed by the U.S. Government, its agencies and instrumentalities. However, no assurance can be given that the U.S. Government will provide financial support to U.S. Government-sponsored agencies or instrumentalities where it is not obligated to do so by law. For instance, securities issued by the Government National Mortgage Association ("Ginnie Mae") are supported by the

full faith and credit of the United States. Securities issued by the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") have historically been supported only by the discretionary authority of the U.S. Government. While the U.S. Government provides financial support to various U.S. Government-sponsored agencies and instrumentalities, such as those listed above, no assurance can be given that it will always do so.

**Municipal Securities Risks.** Repayment of municipal securities depends on the ability of the issuer or project backing such securities to generate taxes or revenues. Municipal securities may also decrease in value during times when tax rates are falling. Since interest income on municipal securities is normally not subject to regular federal income taxation, the attractiveness of municipal securities in relation to other investment alternatives is affected by changes in federal income tax rates applicable to, or the continuing federal tax-exempt status of, such interest income. Any proposed or actual changes in such rates or exempt status, therefore, can significantly affect the liquidity, marketability and supply and demand for municipal securities, which would in turn affect Baird's ability to acquire and dispose of municipal securities at desirable yield and price levels. Investment in tax-exempt debt obligations poses additional risks. In many cases, the IRS has not ruled on whether the interest received on a tax-exempt obligation is tax-exempt, and accordingly, purchases of these municipal securities are based on the opinion of bond counsel to the issuers at the time of issuance. Thus, there is a risk that interest may be taxable on a municipal security that is otherwise expected to produce tax-exempt interest.

**Money Market Fund Risks.** A money market fund is a type of mutual fund that generally invests in short-term debt instruments. Many investors use money market funds to store cash. There are three primary types of money market funds: (1) government money market funds (funds that invest nearly all assets in cash, government securities, and/or repurchase agreements collateralized by cash or government securities); (2) retail money market funds (funds that have policies and procedures reasonably designed to limit beneficial ownership to natural persons); and (3) institutional money market

funds (funds that permit beneficial ownership by institutions and natural persons). The rules governing money market funds vary based on the type of money market fund. Government and retail money market funds generally try to keep their net asset value (NAV) at a stable \$1.00 per share using special pricing and valuation conventions. Institutional money market funds are required to calculate their NAV in a manner such that the NAV will vary based upon the market value of assets and liabilities of the fund (also known as a “floating NAV”). An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Although some money market funds seek to preserve the value of an 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. 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. In addition, retail and institutional money market funds are required to impose redemption fees (also known as liquidity fees) and suspend redemptions (also known as redemption gates) in certain circumstances. Government money market funds may also impose redemption fees and suspend redemptions in those same circumstances. More specific information about how a money market fund calculates its NAV and the circumstances under which it will impose a redemption fee or suspend redemptions is set forth in the prospectus for that money market fund.

### **Illiquid Securities and Liquidity Risks.**

Liquidity risk is the risk that certain investments may be difficult or impossible to sell at the time and price that a client would like to sell. Clients may have to lower the price, sell other investments or forego an investment opportunity, any of which may have a negative effect on the management or performance of client accounts. The liquidity of a particular investment depends on the strength of demand for the investment, which is generally related to the willingness of broker-dealers to make a market for the investment as well as the interest of other investors to buy the investment. During periods of

economic uncertainty, significant economic and market downturns and periods in which financial services firms are unable to commit capital to make a market in, or otherwise buy, certain investments, a client may experience challenges in selling such investments at optimal prices. Over the past several years, bond markets have grown more quickly than dealer capacity to engage in fixed income trading. In addition, recent regulatory changes applicable to financial intermediaries that make markets in debt securities have restricted or made it less desirable for those financial intermediaries to hold large inventories of debt securities. Because market makers provide stability to a market through their intermediary services, a reduction in dealer inventories may lead to decreased liquidity and increased volatility in the fixed income markets. In the event the client directs Baird to liquidate an illiquid investment, the client should understand that Baird may have difficulty finding a buyer in the market for such investment and such investment may be held in the Account for a period of time while Baird attempts to satisfy the client’s liquidation request.

**Quantitative Strategy Risks.** Some investment managers may employ quantitative investment methodologies or processes to make investment decisions. The success of the quantitative investment methodologies and processes used by investment managers depends on the analyses and assessments that were used in developing such methodologies and processes, as well as on the accuracy and reliability of models and data provided by third parties. Incorrect analyses and assessments or inaccurate or incomplete models and data would adversely affect performance. Additionally, an investment manager’s methodologies and processes are predictive in nature, based on historical outcomes and trends. Certain low-probability events or factors that are assigned little weight may occur or prove to be more likely or may have more relevance than expected, for short or extended periods of time, which may adversely affect the portfolios generated by the investment manager’s quantitative methodologies and processes. It is also possible that prices of securities may move in directions that were not predicted by the investment manager’s quantitative methodologies and processes or may fail to move as much as predicted, for reasons that were not expected. There can be no assurance that these

methodologies will enable a client to achieve the client's objective.

**Technical Strategy Risks.** Some investment managers and PIM Managers may employ technical analysis or investment methodologies to make investment decisions or recommendations. The primary risk of using technical analysis is that past price and volume patterns and trends in the trading markets cannot predict future prices, volume patterns or trends. There is no guarantee that technical investment methods used are designed properly, are updated with new data as it becomes available, or can accurately predict future market or investment performance. In order for technical investment methods to work, there must be sufficient data about the markets available so that trends can be identified and predictions can be made. A technical method may fail to identify trends or be able to accurately predict future prices if a market does not have sufficient data or trends or if the market behaves erratically.

**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 an Account that is diversified across several issuers and industries or sectors and asset classes. A client should not engage in strategies using concentration unless the client is prepared to experience significant losses in the value of the client's Account.

**Frequent Trading and Portfolio Turnover Risks.** Some of the investment strategies offered to clients in this Brochure may involve frequent or active trading for client accounts, which could result in high portfolio turnover. Strategies that involve frequent or active trading increase the management and securities selection risks because the persons managing the accounts are making more trading decisions, which may prove to be incorrect. A portfolio with a high turnover rate will also 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 cause a client to experience adverse tax consequences due to the fact that the client may have increased instances of realized gains and losses and such gains and

losses may commonly be characterized as short term gains and losses under applicable tax law.

**Asset-Backed Securities Risks.** Asset-backed securities are securities secured or backed by mortgage loans, student loans, automobile loans, installment sale contracts, credit card receivables or other assets and are issued by entities such as commercial banks, trusts, financial companies, finance subsidiaries of industrial companies, savings and loan associations, mortgage banks and investment banks. These securities represent interests in pools of assets in which periodic payments of interest or principal on the securities are made, thus, in effect passing through periodic payments made by the individual borrowers on the assets that underlie the securities, net of any fees paid to the issuer or guarantor of the securities. Asset-backed securities are issued in multiple classes (or tranches) and their relative payment rights may be structured in many ways. Asset-backed securities may be subject to greater risk of default during periods of economic downturn than other instruments. Asset-backed securities also can be more sensitive to interest rate risk than other types of fixed income securities. Modest movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain types of these securities. Asset-backed securities are subject to a number of other risks, including, but not limited to, market and valuation risks, liquidity risk, and prepayment risk.

**Non-Rated, Split-Rated, and Below Investment Grade Securities (High Yield or "Junk" Bonds) Risks.** Investing in securities or other investment products that are not rated, split-rated or are below investment grade (also known as high yield or "junk" bonds) involve significant, special risks. As a result, they may not be suitable for some clients. The risks associated with these investments include, but not limited to, price volatility risk, credit risk, default risk, and liquidity risk. Clients investing in securities or other investment products that are not rated, split-rated or are below investment grade should have a high tolerance for risk, including the willingness and ability to accept significant price volatility, potential lack of liquidity and potential loss of their investment.

**Mutual Fund Risks.** Mutual funds can have many different investment objectives and strategies, including equity, fixed income,

balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. Mutual funds have risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain mutual funds pursue Alternative Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of mutual fund selected. Also, investment return and principal value will fluctuate, and shares, when redeemed, may be worth more or less than their original cost.

**Exchange Traded Fund Risks.** An ETF is different from a mutual fund in that an ETF does not sell its shares directly to public investors and does not redeem shares from public investors. Rather, shares of an ETF are commonly purchased or sold in the secondary market on a securities exchange, like common stocks. An ETF maintains a net asset value but, based on demand and other factors, the market price of shares of an ETF may vary from its net asset value. ETFs invest in and hold securities and other assets, such as stocks, bonds, commodities and currencies, and have stated investment objectives and principal strategies. ETFs can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. Many ETFs seek to track the performance of an index or other underlying benchmark. Passively managed ETFs will not be able to replicate exactly the performance of the indices the ETFs track because the total return generated by the securities will be reduced by management fees, transaction costs and other expenses incurred by the ETF. ETFs have other risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk.

*Certain ETFs pursue Alternative Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of ETF selected.

**Closed-End Fund Risks.** Unlike mutual funds which continuously offer and redeem their shares on a daily basis at net asset value, closed-end funds typically raise money by selling a fixed number of shares of common stock in a single, one-time offering, much the way a company issues stock in an initial public offering. Closed-end funds can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. Closed-end fund shares are not redeemable, meaning that investors cannot require closed-end funds to buy back their shares, although closed-end fund shares are listed and traded on an exchange. For many reasons, closed-end fund shares often trade at a discount to their net asset value and the market prices of closed end fund shares often fall below their public offering prices. Clients are therefore cautioned about buying shares of a closed-end fund in its initial public offering. Closed-end funds often engage in leverage to raise additional capital for purposes of making investments through borrowings and issuances of senior securities (such as preferred stock). Such leverage may present the opportunity to enhance potential returns but also involve the risk of exacerbating losses and depreciation in the value of the underlying securities. Closed-end funds have other risks, which may include market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain closed-end funds pursue Alternative Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of close-end fund selected.

**Unit Investment Trust Risks.** A UIT is a pooled investment vehicle in which a portfolio of securities is selected by the sponsor and deposited into the trust for a specified period of time. The portfolio of a UIT is designed to follow



an investment objective over a specified time period, although there is no guarantee that the objective will be met. UITs can have many different investment objectives and strategies, including equity, fixed income, balanced, international, and global strategies, and strategies that focus on a particular market capitalization, investment style, economic industry or sector, or geographic region. UITs are passively managed and follow a “buy and hold” strategy, meaning that UITs buy a fixed portfolio of securities and hold on to that portfolio until their termination date at which time the portfolio is liquidated with the net proceeds paid to investors. UITs, thus, generally have a relatively higher risk of loss than other funds in the event of adverse changes in market or economic conditions. UITs have other risks, which may include management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Certain UITs pursue Alternative Strategies, which are subject to special risks.* The degree of these and other risks will vary depending on the type of UIT selected. Also, investment return and principal value will fluctuate, and units, if and when redeemed, may be worth more or less than their original cost.

**Investment Fund Risks; Purchase and Redemption Risks.** Investment Funds are generally subject to the same risks as the securities or other assets in which they invest. In addition, from time to time Baird, a PIM Manager, or an investment manager may decide to add or remove an Investment Fund to or from an investment strategy or Program. In addition, they may decide to increase or decrease their clients’ account allocations to an Investment Fund. In general, they will place transactions for all affected Accounts at one time, which may cause the fund to experience relatively large purchases or redemptions. Significant purchases and redemptions may adversely affect the fund in question and consequently, a client’s investment. An Investment Fund receiving large purchase orders may have difficulty investing the cash, which may have a negative impact on the fund’s performance. An Investment Fund experiencing large redemption orders may have to sell portfolio securities, which may negatively impact performance and which may have negative tax

consequences. Large redemptions could also reduce liquidity as the fund may suspend or delay redemptions. These risks are more pronounced with respect to newer Investment Funds and those with smaller asset sizes.

**Community Bank Stock Risks.** Stocks issued by community banks, small banks and their holding companies are subject to unique risks. Unlike national or larger regional banks, community banks are less geographically diversified and their businesses and revenues tend to be closely tied to the economies in which they are located. Investments in community bank stocks could therefore be negatively impacted by adverse conditions affecting those local economies. Community bank stocks are also subject to capitalization risk and illiquid securities and liquidity risks described above.

#### ***Non-Traditional Assets and Alternative Strategies Risks***

**Non-Traditional Assets Risks.** Non-traditional assets, such as real estate, commodities, currencies and private companies, are subject to risks that are different from, and in some instances, greater than, other assets like stocks and bonds. Some Non-Traditional Assets are less transparent and more sensitive to domestic and foreign political and economic conditions than more traditional investments. Non-traditional assets are also generally more difficult to value, less liquid, and subject to greater volatility compared to stocks and bonds.

**Commodities Risks.** Investments in commodities markets or a particular sector of the commodities markets, and investments in securities or other instruments denominated in or indexed or linked to commodities, are subject to certain risks. Those investments generally will subject a client Account to greater volatility than investments in traditional securities. The commodities markets are impacted by a variety of factors, including changes in overall market movements, domestic and foreign political and economic conditions, interest rates, inflation rates and investment and trading activities in commodities. Prices of commodities may also be affected by factors such as drought, floods, weather, livestock disease, embargoes, tariffs and other regulatory developments. The prices of commodities can also fluctuate widely due to supply and demand disruptions in major

producing or consuming regions. Certain commodities may be produced in a limited number of countries and may be controlled by a small number of producers or groups of producers. As a result, political, economic and supply related events in such countries could have a disproportionate impact on the prices of such commodities. No active trading market may exist for certain commodities investments, which may impair the value of the investments.

**Currency Risks.** Investments in currencies, and investments in securities or other instruments denominated in or indexed or linked to currencies, are subject to certain risks. Those investments are subject to all of the risks associated with foreign investing generally. In addition, currency markets generally are not as regulated as securities markets. Also, changes in currency exchange rates could adversely impact the investment. Devaluation of a currency by a country will also have a significant negative impact on the value of any investment denominated in that currency. Currency investments may also be positively or negatively affected by a country's strategies intended to make its currency stronger or weaker relative to other currencies.

**Leverage and Margin Risks.** Leveraging strategies may amplify the impact of any decrease in the value of underlying securities in the client's Account, thereby increasing a client's risk of loss. The use of leverage may also increase an Account's volatility. Strategies involving margin can cause a client to lose more money than deposited in the client's margin account. A client should not engage in strategies involving leverage or margin unless the client is prepared to experience significant losses in the value of the client's Account.

**Short Sales Risks.** Short selling runs the risk of loss if the price of the securities sold short does not decline below the price at which they were originally sold. This risk of loss is theoretically unlimited, as there is no cap on the amount that the price of a security may appreciate. In addition, a lender may request, or market conditions may dictate, that securities sold short be returned to the lender on short notice, which may result having to buy the securities sold short at an unfavorable price. A client should not engage in short sales unless the client is prepared

to experience significant losses in the client's Account.

**Derivative Instrument Risks.** The values of options, convertible securities, futures, swaps, forward contracts and other derivative instruments is derived from an underlying asset, such as a security, commodity, currency, or index. Derivative instruments often have risks similar to the underlying asset, however, in certain cases, those risks are greater than the risks presented by the underlying asset. Derivative instruments may experience dramatic price changes and imperfect correlations between the price of the derivative and the underlying asset, which may increase volatility. Derivatives generally create leverage, and as a result, a small movement in the underlying asset's value can result in large change in the value of the derivative instrument. Derivatives are also subject to liquidity risk, interest rate risk, market risk, credit risk, management risk and counterparty risk. The use of these instruments is not appropriate for some clients because they involve special risks. A client should not invest in these instruments unless the client is prepared to experience volatility and significant losses in the client's Account.

**Options Risks.** In purchasing a put or call option, the purchaser faces the risk of loss of the premium paid for the option if the market price moves in a direction opposite to what the purchaser had expected. In selling or writing an option, the seller faces significantly more risk. A seller of a call option faces the risk of significant loss if the prevailing market price of the underlying security or index increases above the strike price, and a seller of a put option faces the risk of significant loss if the prevailing market price of the underlying security or index decreased below the strike price.

**Hedging Risks.** When a derivative instrument is used as a hedge against an opposite position, any loss on the derivative instrument should be substantially offset by gains on the hedged investment, and vice versa. Although hedging can be an effective way to reduce the investment risk, it may not always perfectly offset one position with another. As a result, there is no assurance that hedging transactions will be effective.



### **Alternative Investment Product Risks**

**Floating Rate Bond Fund Risks.** Floating rate bond funds invest in floating rate bonds, also known as floating rate corporate debt, floating rate loans or floating rate bank loans, which are a type of fixed income security that have unique characteristics and risks compared to traditional bonds. Floating rate bonds are not issued by a company directly to the public. Instead, financial institutions provide loans to companies that need funding. The loans are then combined and repackaged for sale to investors. Sometimes, repayment of the loan is secured by assets of the companies obtaining the loans. However, the companies underlying floating rate bonds are frequently those that have low or no credit ratings. Thus, floating rate bonds generally are subject the same risks as below investment grade or “junk” bonds. Unlike traditional bonds, interest payments on floating-rate bonds, are determined by a reference interest rate, such as the federal funds rate. The interest rate of floating rate bonds is reset periodically to the then-existing reference rate. Consequently, the interest payments made on those bonds vary, or “float”, in accordance with reference rate. Because the interest rate is periodically reset to a reference interest rate, floating-rate bonds are generally subject to lower interest rate risk compared to traditional bonds. Floating rate bonds are generally resold in a private secondary market, which may be subject to irregular trading activity and settlement periods. As a result, floating rate bonds are subject to greater liquidity risk than other investments.

**Exchange Traded Notes Risks.** An ETN is a type of debt security that trades on an exchange and provides a return linked to the performance of an underlying benchmark. The underlying benchmark can be a particular security, bond, commodity, currency, or other Non-Traditional Asset type, a group or basket of companies, securities, commodities, currencies, derivative instruments, Non-Traditional Asset investments or other assets, or an index or other benchmark linked to stocks, market volatility, bonds, interest rates, Treasury yields, yield curves and spreads, derivative instruments, strategies, commodities, currencies or other assets. ETNs trade on exchanges throughout the day at prices determined by the market. Unlike ETFs, issuers of ETNs do not buy or hold assets to replicate or approximate the performance of the underlying

benchmark. Also in contrast to ETFs, ETNs also do not calculate their net asset value, are generally not redeemable on a daily basis, and are not registered under the Investment Company Act of 1940. Issuers may also have the right and option to redeem ETNs. Redemptions are made at the ETN’s “indicative value” or “closing indicative value”. An ETN’s closing indicative value is computed by the issuer and is distinct from an ETN’s market price, which is the price at which an ETN trades in the secondary market. Issuers of ETNs may also issue and redeem notes as a means to keep the ETN’s market price in line with its indicative value, which have caused significant fluctuations in ETN prices. Investing in ETNs involves special risks, including, but not limited to, risks associated with Non-Traditional Assets and derivative instruments and the risk that the actual market price for an ETN may vary significantly from the indicative value computed by the issuer. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *ETNs are complex investments and involve significant, special risks. As a result, ETNs may not be suitable for some clients.*

### **Leveraged Fund and Inverse Fund Risks.**

Leveraged funds and inverse funds may be structured as ETNs, ETFs or open-end mutual funds. Leveraged funds seek to deliver multiples of the performance of the index or benchmark they track. Inverse funds seek to deliver the opposite of the performance of the index or benchmark they track. Leveraged inverse funds seek to achieve a return that is a multiple of the inverse performance of the underlying index. Most leveraged and inverse funds “reset” daily, meaning that they are designed to achieve their stated objectives 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 can differ significantly from the performance (or inverse of the performance) of their underlying index or benchmark during the same period of time. To achieve their objectives, leveraged and inverse funds typically employ aggressive investment techniques, such as the use of leverage, short sales, swap contracts, futures, options and other

derivative instruments. Investing in leveraged funds and inverse funds involves special risks, including, but not limited to, risks associated with Non-Traditional Assets, short sales, leverage, and derivative instruments. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, foreign issuer and investment risk, and emerging market risk. *Leveraged funds and inverse funds are complex investments that have an increased risk of loss compared to other funds and they involve significant, special risks. As a result, they may not be suitable for some clients. A client should not invest in these securities unless the client is prepared to experience significant losses in the value of the client's Account.*

**Real Estate Investment Trusts Risks.** A REIT is a corporation, trust or association that owns and typically operates income-producing real estate or real estate-related assets. The income-producing real estate assets owned by a REIT may include office buildings, shopping malls, multi-family housing, student housing, hotels, resorts, hospitals and health care facilities, self-storage facilities, data centers, warehouses, telecommunications facilities, and mortgages or loans. Many REITs are registered with the SEC and their common stock and preferred stock are publicly traded on a stock exchange. These are known as publicly traded REITs. Others may be registered with the SEC but are not publicly traded. These are known as private REITs (also known as non-traded or non-exchange traded REITs). Private REITs are generally subject to limited regulation and offer limited disclosure and transparency. The shareholders of a REIT are responsible for paying taxes on the dividends that they receive and on any capital gains associated with their investment in the REIT. Dividends paid by REITs generally are treated as ordinary income and are not entitled to the reduced tax rates on other types of corporate dividends. Prices of REIT securities and trading volumes may be more volatile than other investments. Many REITs focus on a particular sector of the real estate market, such as apartments, student housing, hotels and hospitality, health care, office buildings, shopping malls, warehouses, self-storage facilities and the like. Those REITs are subject to risks associated with sectors in which they are focused. Additionally, many REITs may own properties that

are concentrated in a particular geographic region or regions, which subject them to the risk of deteriorating economic conditions in those areas. Investing in REITs involves other special risks, including, but not limited to, real estate portfolio risk (including development, environmental, competition, occupancy and maintenance risk), liquidity risk, leverage risk, distribution risk, capital markets access risk, growth risk, counterparty risk, conflicts of interest risk, dependence upon key personnel risk, and regulatory risk. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, interest rate risk, credit risk, foreign issuer and investment risk, and emerging market risk. *REITs involve significant, special risks and may not be suitable for some clients. Clients investing in REITs should have a high tolerance for risk, including the willingness and ability to accept significant price volatility and volatility of regular distribution amounts, potential lack of liquidity and potential loss of their investment.*

**Master Limited Partnership Risks.** An MLP is a form of publicly-traded partnership that is taxed as a partnership. MLPs have unique tax characteristics. A client should consult with a tax advisor before investing in MLPs. An MLP must generally earn at least 90% of its income from certain qualifying sources, which includes income and gains from certain activities involving natural resources such as oil, natural gas, natural gas liquids, refined petroleum products, coal, carbon dioxide and biofuels. An MLP is generally structured as a limited partnership or limited liability company and managed and operated by a general partner or manager. Owners of an MLP are called "limited partners" or "unit holders". Unit holders own interests or units in the MLP ("units") that are traded on a stock exchange. MLPs make distributions to unit holders of their available cash flows. Many MLPs focus on a particular sector or industry. Those MLPs are subject to risks associated with sectors or industries in which they are focused. The value of an investment in an MLP and the amount of distributions it makes may depend on the prices of the underlying commodity, such as oil or natural gas. Many MLPs are sensitive to changes in the prevailing level of commodity prices. MLPs have also shown sensitivity to interest rate movements. Investing in REITs involves other special risks, including, but not limited to,

macroeconomic risk, interest rate risk, liquidity risk, operating risk, capital markets access risk, growth risk, distribution risk, conflicts of interest risk, and regulatory risk. *MLPs are complex investments that have significant, special risks. As a result, MLPs may not be suitable for some clients. Clients investing in MLPs should have a high tolerance for risk, including the willingness and ability to accept potential lack of liquidity and potential loss of their investment.*

**Additional information about certain Alternative Investment Products and other investments pursuing Alternative Strategies, including the risks associated with those investments, is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures) and on FINRA's website at [www.finra.org/Investors](http://www.finra.org/Investors). A client is encouraged to read the disclosure documents included on those websites carefully before investing.**

#### **Additional Risk Information for PIM Accounts**

Certain PIM Managers offer portfolio strategies that have a risk profile of (1) All Growth Portfolio, (2) Capital Growth Portfolio, (3) Growth with Income Portfolio, (4) Income with Growth Portfolio, (5) Conservative Income Portfolio, or (6) Capital Preservation Portfolio. Risk information about those portfolio strategies is provided below.

**All Growth Portfolio.** An All Growth Portfolio will generally be invested in a manner that seeks to provide aggressive growth of capital. All Growth Portfolios have historically experienced high fluctuations in annual returns and overall market value, typically as a result of changes to market and economic conditions. The Portfolio's investments are subject to a high risk of price declines, especially during periods when stock markets in general are declining. An All Growth Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, fixed income security risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the

headings "Non-Traditional Assets and Alternative Strategies Risks" and "Alternative Investment Product Risks" above.

**Capital Growth Portfolio.** A Capital Growth Portfolio will generally be invested in a manner that seeks to provide growth of capital. Capital Growth Portfolios have historically experienced moderately high fluctuations in annual returns and overall market value, typically as a result of changes to market and economic conditions. The Portfolio's investments are subject to a risk of price declines, especially during periods when stock markets in general are declining. A Capital Growth Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, fixed income securities risk, interest rate risk, credit risk, asset-backed securities risks, below investment grade (high yield or "junk" bonds) securities risks, and the risks described under the headings "Non-Traditional Assets and Alternative Strategies Risks" and "Alternative Investment Product Risks" above.

**Growth with Income Portfolio.** A Growth with Income Portfolio will generally be invested in a manner that seeks to provide moderate growth of capital and some current income. Growth with Income Portfolios have historically experienced moderate fluctuations in annual returns and overall market value, typically as a result of changes to market and economic conditions and interest rates. The Portfolio's investments are subject to a risk of price declines, especially during periods when stock markets in general are declining or when interest rates are rising. A Growth with Income Portfolio's primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, stock market risk, equity securities risk, common stock risk, fixed income securities risk, interest rate risk, credit risk, and capitalization risks. Depending upon the Portfolio's specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, asset-

backed securities risks, below investment grade (high yield or “junk” bonds) securities risks, and the risks described under the headings “Non-Traditional Assets and Alternative Strategies Risks” and “Alternative Investment Product Risks” above.

**Income with Growth Portfolio.** An Income with Growth Portfolio will generally be invested in a manner that seeks to provide high current income and some growth of capital. Income with Growth Portfolios have historically experienced moderate fluctuations in annual returns and overall market value, typically as a result of changes to interest rates and market and economic conditions. The Portfolio’s investments are subject to a risk of price declines, especially during periods when interest rates are rising or when stock markets in general are declining. An Income with Growth Portfolio’s primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, money market fund risk, stock market risk, equity securities risk, common stock risk, and capitalization risks. Depending upon the Portfolio’s specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, emerging market risks, asset-backed securities risks, below investment grade (high yield or “junk” bonds) securities risks, and the risks described under the headings “Non-Traditional Assets and Alternative Strategies Risks” and “Alternative Investment Product Risks” above.

**Conservative Income Portfolio.** A Conservative Income Portfolio will generally be invested in a manner that seeks to provide high current income. Relative to the portfolios described above, Conservative Income Portfolios have historically experienced smaller fluctuations in annual returns and overall market value as a result of changes in stock market conditions, but have experienced fluctuations in relation to changes in interest rates and economic conditions. The Portfolio’s investments are subject to risk of price declines, especially during periods when interest rates are rising. A Conservative Income Portfolio’s primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, money market fund risk, equity

securities risk, and common stock risks. Depending upon the Portfolio’s specific investments, the Portfolio may also be subject to other primary risks, including investment style risks, foreign issuer and investment risks, asset-backed securities risks, and below investment grade (high yield or “junk” bonds) securities risks.

**Capital Preservation Portfolio.** A Capital Preservation Portfolio will generally be invested in a manner that seeks to preserve capital while generating current income. Relative to the portfolios described above, Capital Preservation Portfolios have historically experienced smaller fluctuations in annual returns and overall market value as a result of changes in stock market conditions, but have experienced fluctuations in relation to changes in interest rates and economic conditions. The Portfolio’s investments are subject to risk of price declines, especially during periods when interest rates are rising. A Capital Preservation Portfolio’s primary risks generally include: market risk, management and securities selection risk, investment objective and asset allocation risk, fixed income securities risk, interest rate risk, credit risk, and money market fund risk. Depending upon the Portfolio’s specific investments, the Portfolio may also be subject to other primary risks, including foreign issuer and investment risks, asset-backed securities risks, and below investment grade (high yield or “junk” bonds) securities risks.

**Additional Considerations.** *A client should note that an Account pursuing a particular asset allocation strategy will from time to time have an actual risk profile that may be higher or lower than the target risk profile associated with that strategy due to many factors, including market appreciation or depreciation of the assets in the client’s Account, deposits and withdrawals made by the client, and investment restrictions, if any, imposed by the client. In addition, the client’s PIM Manager may determine that it is appropriate to invest the client’s Account, or recommend that the client invest the Account, in such a manner that would cause the Account to have a risk profile that is higher or lower than the target risk profile associated with that strategy. In addition to the specific risks described above, a client’s PIM Account may be subject to additional risks, depending upon the particular investments in the client’s Account. A client should discuss the risks of particular investments with the client’s PIM Manager. A client should also note that there is no*



guarantee as to how a portfolio will perform in the future. It is possible that a portfolio could experience more dramatic return or market value fluctuations than occurred in the past.

### **Recent Events**

In response to the financial crisis that began in 2008, the Federal Reserve took extraordinary steps to support financial markets and the U.S. economy, including various bond buying or quantitative easing ("QE") programs as well as maintaining their policy interest rate at historically low levels. More recently, the Federal Reserve has continued its policy rate normalization process, raising its policy rate, the overnight Federal Funds rate, by 25 basis points in late 2016 and again in early 2017, with additional increases likely to occur in 2017. There is uncertainty regarding the impact this policy rate normalization will have on financial markets and, as a result, the markets remain in an elevated risk environment. There is the potential that these changes could negatively affect financial markets and generate higher interest rates, increased market volatility and reduced value and liquidity of certain securities. As a result, many of the above risks may be increased and cause adverse effects on a client's Account.

In June 2016, the United Kingdom ("UK") voted to leave the European Union ("EU") following a referendum referred to as "Brexit." It is expected that the UK will exit the EU within two years. However, the exact timeframe for the UK's exit is unknown. There is significant market uncertainty regarding Brexit's ramifications, and the range of possible political, regulatory, economic, and market outcomes are difficult to predict. The negative impact could be significant, potentially resulting in increased volatility and illiquidity and lower economic growth for companies that rely significantly on Europe for their business activities and revenues. Geopolitical events, including those in Ukraine and the Middle East, may cause market disruptions. It is possible that these or other geopolitical events could have an adverse effect on a client's Account.

### **Disciplinary Information**

In December 2008, Baird, without admitting or denying the allegations, consented to the sanctions and 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 affected customers.

In April 2016, Baird, without admitting or denying the findings, consented to the sanctions and findings of the Financial Industry Regulatory Authority, Inc. ("FINRA") that it violated NASD Conduct Rule 3010, FINRA Rule 3110, and FINRA Rule 2010, by failing to establish and maintain a supervisory system and procedures reasonably designed to ensure that customers who purchased mutual fund shares received the benefit of applicable sales charge waivers. In May 2015, Baird began a review to determine whether Baird had provided available sales charge waivers to eligible customers. Based on this review, in May 2015, Baird self-reported to FINRA that various eligible customers had not received available sales charge waivers. Baird was found to have disadvantaged certain retirement plan and charitable organization customers that were eligible to purchase Class A shares in certain mutual funds without a front-end sales charge. The findings also stated that these customers were instead sold Class A shares with a front-end sales charge or Class B or C shares with higher ongoing fees and the potential application of a contingent deferred sales charge. Baird was censured and required to pay restitution to affected customers estimated to be approximately \$2.1 million including interest.

In July 2016, Baird, without admitting or denying the findings, consented to the sanctions and to the entry of findings of FINRA that the firm and a firm supervisor within its Private Wealth Management business did not reasonably supervise a former Financial Advisor who misused a customer's funds. The findings stated that the supervisor did not reasonably follow-up on red flags associated with a trade correction request submitted by the Financial Advisor that should have alerted him to the Financial Advisor's misuse



of a customer's funds. The supervisor also did not follow certain of Baird's written supervisory procedures ("WSPs") relating to trade corrections. After the supervisor realized that the Financial Advisor misused the customer's funds, Baird reimbursed the customer for the loss. The findings also included that Baird did not establish and maintain a supervisory system, including WSPs, for correcting trade errors that was reasonably designed to ensure compliance with applicable securities laws, regulations and rules. Baird was censured and fined \$200,000.

In September 2016, the SEC announced that Baird, without admitting or denying the findings, consented to the sanctions and findings of the SEC that it violated Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder by failing to adopt and implement adequate policies and procedures to track and disclose trading away practices by certain of the subadvisors participating in Baird's wrap fee programs offered through its Private Wealth Management Department. Through these programs, Baird's advisory clients pay an annual fee in exchange for receiving access to select subadvisors and trading strategies, advice from Baird's financial advisors, and trade execution services through Baird at no additional cost. However, if a subadvisor chooses not to direct the execution of particular equity trades through Baird in order to fulfill its best execution obligation and the executing broker charges a commission or fee, Baird's advisory clients often are charged additional commissions or fees for those transactions, which is often embedded in the price paid or received for the security. This practice is referred to as "trading away" and these types of trades are frequently called "trade aways." Baird was found to have failed to adopt or implement policies and procedures designed to provide specific information to Baird's clients and financial advisors about the costs of trading away. Baird agreed to provide additional disclosure to clients and review and, as necessary, update its policies and procedures. Baird also was ordered to cease and desist committing or causing any violations and any future violations of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder and pay a civil money penalty in the amount of \$250,000.

Additional information about Baird's disciplinary history is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Other Financial Industry Activities and Affiliations

Baird is registered with the SEC as a broker-dealer under the Exchange Act and as an investment adviser under the Advisers Act.

Baird is also affiliated with certain investment advisors and investment products that are identified below, including certain mutual funds, ETFs, private equity funds and hedge funds. Certain Baird associates and certain management persons of Baird may invest in those funds.

From time to time, Baird and its PIM Managers may recommend that clients invest assets with investment advisors or in investment products that are affiliated with Baird. Such a recommendation of affiliated advisors or investment products creates a potential conflict of interest because Baird, its PIM Managers and its 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. Baird addresses this potential conflict through disclosure in this Brochure. Further, when acting as fiduciary investment advisers, Baird and its PIM Managers are required to 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 generally the same as those used for unaffiliated investment products.

## Broker-Dealer Activities

Baird is engaged in a broad range of broker-dealer 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.

Certain Baird associates and certain management persons of Baird 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.

## Investment Management Activities

Baird and its PIM Managers may, from time to time refer clients to Baird Advisors or Baird Equity Asset Management, investment management departments of Baird, or Chautauqua Capital Management (“CCM”), a division of Baird Equity Asset Management. PIM Managers are eligible for referral compensation to be paid by Baird that is based upon, among other factors, the compensation received by Baird. *PIM Managers may have a financial incentive to recommend to clients the services of those Baird investment management departments over the services provided by other investment managers.*

## Certain Affiliations

### Affiliated Investment Advisors

Baird is affiliated, and may be deemed to be under common control, with Riverfront by virtue of their common indirect ownership by BFG. Additional information about Riverfront is available in Riverfront’s Form ADV Part 2A Brochure. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor Riverfront investment products and services.*

Baird is affiliated, and may be deemed to be under common control, with Greenhouse Funds LP (“Greenhouse”) and Greenhouse Fund GP LLC (“Greenhouse GP”) by virtue of their common indirect ownership by BFG. From time to time, PIM Managers may use or recommend Greenhouse or Greenhouse GP investment products and services. *Due to its affiliation with Greenhouse and Greenhouse GP, Baird has a financial incentive to favor their investment products and services.*

### Affiliated Mutual Funds, ETFs and Investment Companies

Baird is the investment adviser and principal underwriter for the Baird Funds. Baird Advisors provides investment management, administrative, and other services to certain Baird Funds investing primarily in fixed income securities (the “Baird Bond Funds”). Baird Equity Asset Management provides investment management and other services to certain Baird Funds investing primarily in equity securities (the “Baird Equity Funds”). CCM provides investment management and other services to certain Baird Funds pursuing global or international investment strategies (the “Chautauqua Funds”). As

compensation for its 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](http://www.bairdfunds.com). Certain Baird Funds have been selected by Baird for inclusion on Baird’s Recommended Mutual Fund List, and all Baird Funds are made available to clients under the PIM Program. *Baird has a financial incentive to favor the Baird Funds because Baird receives more compensation if a client invests in the Baird Funds rather than other unaffiliated funds.*

PIM Managers who refer clients to the Baird Funds are eligible for referral compensation to be paid by Baird that is based upon, among other factors, the compensation received by Baird. The amount of the referral compensation is disclosed in each Baird Fund’s statement of additional information available at [www.bairdfunds.com](http://www.bairdfunds.com). *PIM Managers may have a financial incentive to favor investments in the Baird Funds over investments in other mutual funds and to favor the Baird Equity Funds over the Baird Bond Funds.*

Baird Advisors serves as investment sub-adviser to a mutual fund series of the Bridge Builder Trust and Baird receives compensation for those services. Additional information about that mutual fund, including information relating to the fees paid by that fund for investment management services, is available in the fund’s prospectus and statement of additional information.

Baird Advisors also serves as investment sub-adviser to two sub-funds of PriviEdge, a Société d’Investissement à Capital Variable (SICAV) (an investment company with variable capital) organized under the laws of Luxembourg. Baird receives compensation for the services provided to those sub-funds.

Baird Equity Asset Management serves as investment sub-adviser to a mutual fund series of the Principal Funds, Inc. and Baird receives compensation for those services. Additional information about that mutual fund, including information relating to the fees paid by that fund for investment management services, is available in the fund’s prospectus and statement of additional information.

CCM serves as investment sub-adviser to a mutual fund series of each of The Advisors’ Inner

Circle Fund and Pace® Select Advisors Trust and Baird receives compensation for those services. Additional information about those mutual funds, including information relating to the fees paid by those funds for investment management services, is available in the funds' prospectus and statement of additional information.

Riverfront acts as investment sub-adviser for certain mutual fund series of the Financial Investors Trust and certain ETFs that are part of the ALPS ETF Trust and First Trust Exchange-Traded Fund III. Additional information about those mutual funds and ETFs, including information relating to the compensation paid to Riverfront by those funds for investment management services, is available in each fund's prospectus and statement of additional information. *Due to its affiliation with Riverfront, Baird has a financial incentive to favor funds managed by Riverfront.*

#### **Affiliated Private Limited Partnerships**

CCM acts as investment manager for, and Baird is the general partner of, the Chautauqua International Growth Equity QP Fund, LP and the Chautauqua Global Growth Equity QP Fund, LP (the "Chautauqua Limited Partnerships"), and CCM serves as investment sub-adviser to the Multi-Advisor Funds International Fund. Those funds are private pooled investment vehicles that are not required to be registered with the SEC as investment companies. *Due to their affiliation with the Chautauqua Limited Partnerships and the Multi-Advisor Funds International Fund, Baird Equity Asset Management, CCM and Baird have a financial incentive to favor those funds.*

#### **Affiliated Private Equity Funds**

Baird is also engaged in a private equity business through Baird Capital ("Baird Capital"), Baird's global private equity group. Baird and its PIM Managers may refer clients to Baird Capital. Baird Capital makes venture capital, growth equity and private equity investments primarily in the healthcare, technology and services, and products 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 Venture Partners Management Company IV, LLC ("BVP IV"); 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"); Baird Capital Global Fund Management I LP ("BCGF I"); and Baird Capital Partners Europe Limited. BVP I, BVP III, and BVP IV participate in venture capital opportunities by generally 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. BVP IV is the general partner of three limited partnerships and is an investment adviser registered with the SEC. BCP III, BCP IV and BCP V generally invest in equity securities of growing lower-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. BCGF I generally makes buyout and growth equity investments in lower middle market companies in the U.S., U.K. and China. BCGF I is the general partner of four 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 Conduct Authority and is the manager of certain partnerships formed to acquire businesses and make investments across a range of industry sectors.

In addition, Baird, in combination with certain executive officers, may be deemed to control Baird Principal Group Management Company I, LLC ("BPG I"). BPG I co-invests with private equity funds and private equity professionals in transactions in the United States and Europe. BPG I is the general partner of one limited partnership and is an investment adviser registered with the SEC. Only Baird employees were permitted to invest in the BPG I limited partnership.

PIM Managers who assist in obtaining a client's investment in a private equity fund affiliated with Baird are eligible for referral compensation from the general partner of the private equity fund. The actual amount of compensation may vary based upon the client's investment commitment and will be disclosed to a client in the documentation the client receives in connection with the investment. *Due to Baird's affiliation with those private equity funds and the referral compensation paid to PIM Managers, Baird and its PIM Managers have a financial incentive to favor those private equity funds.*

#### **Affiliated Hedge Funds**

Greenhouse acts as investment manager for, and Greenhouse GP is the general partner of, the Greenhouse Master Fund LP and the Greenhouse Onshore Fund LP. Greenhouse also acts as investment adviser for the Greenhouse Offshore Fund LP. Those funds are hedge funds that are not required to be registered with the SEC as investment companies. *Due to its affiliation with Greenhouse and Greenhouse GP, Baird has a financial incentive to favor those hedge funds.*

#### **Other Affiliated Financial Services Firms**

Baird is affiliated with, and may be deemed to control, bFinance UK Limited ("bFinance") and bFinance's related companies by virtue of Baird's indirect control over those entities. bFinance is a financial services firm located in the United Kingdom and regulated by the Financial Conduct Authority. From time to time, bFinance or its related companies may refer clients to Baird or recommend Baird products or services.

#### **Other Financial Industry Activities**

Baird has business relationships with many investment managers. 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. Investment management firms may also select Baird to provide custody, research or other services. Baird receives compensation for those 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 is a fiduciary that is required to act in the best interest of advisory clients when selecting or recommending investment management firms or their investment products to such clients. Baird addresses this potential conflict through disclosure in this Brochure. Further, Baird does 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 Baird's advisory programs (including when Baird constructs its Recommended Mutual Fund List). 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.

Certain PIM Managers receive non-cash compensation and other benefits from certain investment managers 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 provides PIM Managers an incentive to favor managers that provide greater levels of such benefits. Baird addresses this potential conflict through disclosure in this Brochure. Baird has also adopted policies and procedures for PIM Managers providing advisory services that address and limit the receipt of non-cash benefits in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.



Certain Baird associates from time to time may provide clients with tax return preparation, bill pay or related services. A client should understand that the provision of such services is separate from, and not related to, the Program offered under this Brochure and will be governed by an agreement separate from the client's advisory agreement with Baird. *A client should understand that Baird and its associates do not act as investment adviser to the client when providing tax return preparation, bill pay or related services to the client.*

## 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 advisory services to clients, including PIM 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 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. In addition, Baird's Compliance Department monitors the personal trading activities of all of Baird's associates providing advisory-related services to clients.

### Participation or Interest in Client Transactions

#### Broker-Dealer and Related Activities

In their broker-dealer capacities, Baird and its PIM Managers provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, Alternative Investment Products and other securities. Baird and its PIM Managers receive compensation based upon the sale of such investment products.

Baird and its affiliates may buy or sell securities for their own accounts, 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 their own accounts or that of another client. Baird may also engage in agency cross transactions and principal transactions with clients as further described under "Brokerage Practices—Trade Execution Services Performed by Baird" below.

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. PIM Managers



who refer corporate buyback opportunities to the institutional trading departments of Baird are eligible for referral compensation from Baird that is based upon, among other factors, the commissions that Baird receives. Baird and its PIM Managers 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.

As a registered broker-dealer, Baird effects transactions in securities on a national exchange and may receive and retain compensation for such services, subject to the limitations and restrictions made applicable to such transactions by Section 11(a) of the Exchange Act and Rule 11a2-2(T) thereunder. Baird may also benefit from the possession or use of any free credit balances in client Accounts, subject to restrictions imposed by Rule 15c3-3 under the Exchange Act.

Baird selects securities trade execution venues based on the size of the order, trading characteristics of the security, speed of execution, likelihood of price improvement, availability of efficient automated transaction processing, guaranteed automatic execution levels, and other qualitative factors. Baird receives payment on certain options or equity securities orders routed to some venues, but Baird's routing decision is always based upon obtaining favorable executions for clients rather than the availability of payment for order flow. The existence and amount of payments are dependent upon the size and type of the routed order. The source and amount of any compensation received by Baird in connection with payment for order flow will be disclosed to the non-institutional participants in the transaction upon request.

The foregoing activities could create a conflict of interest with clients. Baird addresses these potential conflicts through disclosure in this Brochure and by adopting internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients) and that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment over time. In addition, Baird has adopted a Code of Ethics and other internal trading 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. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Code of Ethics" above.

### ***Investment Product Selling and Servicing Mutual Funds***

Sales Charges. A mutual fund company compensates Baird based on the front-end and back-end sales loads or sales charges, if any, paid by the client. Baird compensates PIM Managers based upon the sales load or sales charge compensation it receives. This provides Baird and PIM Managers an incentive to favor mutual funds that have higher sales loads or sales charges.

Distribution and Shareholder Servicing Fees. Baird and its PIM Managers provide certain distribution and other shareholder-related services to mutual funds and their vendors with respect to Baird clients that hold shares of such mutual funds in their accounts. Baird receives distribution and shareholder servicing fees from certain funds out of their 12b-1 plans ("12b-1 fees") on an ongoing basis as compensation for the services provided. The 12b-1 fees paid by a mutual fund are disclosed in the mutual fund's prospectus. Baird compensates PIM Managers based upon the 12b-1 fees it receives and retains. Accordingly, the receipt of these fees provides Baird and PIM Managers an incentive to favor mutual funds over other investment products, or to favor mutual funds that pay higher 12b-1 fees.

Marketing and Other Financial Support. In addition to 12b-1 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 PIM Managers 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 provides Baird an incentive to favor mutual funds and their sponsors that make greater levels of such payments. However, Baird is a fiduciary that is required to act in the best interests of advisory clients when recommending mutual funds to those clients, and Baird does not consider the receipt of these payments in compiling its Recommended Mutual Fund List.

The marketing support and other payments that Baird receives from mutual funds and their sponsors are not paid to PIM Managers, and the compensation that Baird pays to its PIM Managers is not tied to such payments. Certain PIM Managers, however, receive non-cash compensation and other benefits from Baird and certain mutual fund companies and their sponsors 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 provides PIM Managers an incentive to favor mutual funds and their sponsors that provide greater levels of such benefits.

Administrative and Networking Fees. Baird receives compensation from certain mutual funds and their sponsors in consideration for administrative, accounting, recordkeeping, sub-transfer agency or other services that Baird provides to those funds. While this provides Baird an incentive to favor funds paying higher fees, these fees are not paid to PIM Managers, and the compensation that Baird pays to PIM Managers 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 fund families for Baird on behalf of Baird clients. Under the clearing arrangement, Schwab provides clearing services for nearly all "no load" funds and many

"load" funds held by Baird clients. Although Baird pays Schwab a fee for the clearing service, Schwab passes through to Baird a portion of the compensation that Schwab receives from those funds (including sales loads, if any paid by the client, 12b-1 and administrative fees and revenue sharing payments) for services that Baird provides to Schwab and clients who invest in those funds. Baird compensates PIM Managers based upon the sales loads and 12b-1 fees it receives and retains.

The receipt of sales loads and 12b-1 fees provides Baird and PIM Managers an incentive to favor mutual funds over other investment products, or to favor mutual funds that pay higher sales loads and 12b-1 fees. Also, the receipt of administrative fees and revenue sharing payments provides Baird an incentive to favor funds that provide higher compensation.

Additional Information. More specific information about the compensation that Baird receives from a mutual fund is available in the mutual fund's prospectus or statement of additional information. Clients may also contact Baird or a PIM Manager for more specific information about the amount of compensation Baird receives from mutual funds or their sponsors. Additional information about mutual funds and the types of compensation that Baird receives from mutual funds or their sponsors is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### Unit Investment Trusts

UITs compensate Baird based on the sales charges, if any, paid by the client. Baird compensates PIM Managers based upon the sales charge compensation it receives. This provides Baird and PIM Managers an incentive to favor UITs that have higher sales charges.

Baird generally also receives other compensation related to the sale of units of UITs. Sponsors of UITs typically make marketing or concession payments to the firms that sell their UITs, including Baird. These payments are typically calculated as a percentage of the total volume of sales of the sponsor's UITs made by the firm during a particular period. That percentage typically increases as higher sales volume levels are achieved. Descriptions of these additional payments are provided in a UIT's prospectus. Baird has a financial incentive to favor UITs

making higher marketing and concession payments. The marketing and concession payments that Baird receives from UIT sponsors are not paid to PIM Managers, and the compensation that Baird pays to its PIM Managers is not tied to such payments. More specific information about the compensation that Baird receives from a UIT is available in the UIT's prospectus or other offering documents. Clients may also contact Baird or a PIM Manager for more specific information about the amount of compensation Baird receives from UITs or their sponsors. Additional information about UITs and the types of compensation that Baird receives from UITs or their sponsors is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### Alternative Investment Products

Baird receives transaction-based compensation related to the sale of certain Alternative Investment Products, such as upfront commissions and placement fees relating to the initial sale of the product and ongoing trail fees relating to a client's continued holding of the product. Baird compensates its PIM Managers based upon the compensation it receives. The receipt of such compensation provides Baird and its PIM Managers an incentive to favor Alternative Investment Products that provide higher compensation.

If an Alternative Investment Product is registered as an investment company (that is, a mutual fund), Baird and its PIM Managers may receive compensation described in the section entitled "Mutual Funds" above.

More specific information about the compensation that Baird receives related to the sale of an Alternative Investment Product is available in the Alternative Investment Product's prospectus or other offering documents. Clients may also contact Baird or a PIM Manager for more specific information about the amount of compensation Baird receives from Alternative Investment Products or their sponsors. Additional information about Alternative Investment Products and the types of compensation that Baird receives from Alternative Investment Products or their sponsors is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### Annuities

Baird receives transaction-based compensation related to the sale of annuities, such as upfront commissions relating to the initial sale of the product and ongoing trail commissions or residuals relating to a client's continued holding of the product. Baird compensates its PIM Managers based upon the compensation it receives. The receipt of such compensation provides Baird and its PIM Managers an incentive to favor annuities that provide higher compensation.

In addition to the compensation described above, Baird may receive additional financial support from sponsors of annuities. This support, which varies from sponsor to sponsor and is commonly referred to as "marketing support" payments, is typically allocated toward the costs of training and educating PIM Managers about the products offered by the sponsor, due diligence on the products and marketing support.

Receipt of marketing support payments provides Baird an incentive to favor annuities and their sponsors that make greater levels of such payments. However, Baird is a fiduciary that is required to act in the best interests of advisory clients when recommending annuities to those clients, and Baird does not consider the receipt of marketing support payments when making sponsor or product recommendations.

The marketing support payments that Baird receives from annuity product sponsors are not paid to PIM Managers, and the compensation that Baird pays to its PIM Managers is not tied to such financial support. Certain PIM Managers, however, receive non-cash compensation and other benefits from Baird and certain annuity product sponsors 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 provides PIM Managers an incentive to favor annuity products and their sponsors that provide greater levels of such benefits.

More specific information about the compensation that Baird receives related to the sale of annuities is available in the product's prospectus or other disclosure documents. Clients may also contact Baird or a PIM Manager for more specific

information about the amount of compensation Baird receives from annuities or their sponsors. Additional information about annuities and the types of compensation that Baird receives from those products or their sponsors is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

Baird addresses conflicts posed by the selling and servicing of the foregoing investment products through disclosure in this Brochure and the prospectuses or other offering documents provided to clients. In addition, Baird has adopted internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients). In addition, Baird has adopted policies and procedures for its PIM Managers providing advisory services that address and limit the receipt of non-cash benefits in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.

#### ***Other Interests in Client Transactions***

##### **Cash Sweep Program**

Baird offers to clients a Cash Sweep Program through which cash balances in client accounts are automatically deposited or "swept" into an interest-bearing deposit account or money market mutual fund. See "Custody" below for more information. In addition to the Transaction Fee paid by the client, Baird receives a fee from each bank or money market fund for certain administrative, accounting and other services that Baird provides 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 "Participation or Interest in Client Transactions—Investment Product Selling and Servicing—Mutual Funds" above. Baird may waive receipt of any or all of this compensation. The compensation that Baird receives from the Bank Sweep Option and the Money Market Option gives it 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 receives is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

#### **Investment Banking and Public Finance Activities**

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. PIM Managers may also receive a selling concession or other incentive on the sale to clients of securities that Baird underwrites. In addition, PIM Managers who refer securities underwriting or other business opportunities to the Investment Banking or Public Finance Departments are eligible for referral compensation from Baird that is based upon, among other factors, the compensation and fees Baird receives. Baird and its PIM Managers 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 its PIM Managers will only recommend such securities to an advisory 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 Baird 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 or the client's PIM Manager's interest in the transaction. For more information, please see "Brokerage Practices—Trade Execution Services Performed by Baird—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 and its 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.

#### **Research Activities**

The investment advice provided to a client may be based on the research opinions of Baird's research departments. Baird does, and seeks to do, business with companies covered by those research departments and as a result, Baird may

have a conflict of interest that could affect the content of its research reports.

### **Trust Services Arrangements**

Baird maintains alliances with certain unaffiliated institutions, including Comerica Bank & Trust, National Association, that provide trust services. These unaffiliated institutions offer various types of trust services, including trust administration, custody, tax reporting and recordkeeping, 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. This provides Baird a financial incentive to recommend firms that are part of the alliance.

### **Margin Loans**

Baird generally receives margin interest, administrative fees and other compensation in addition to the Transaction Fee when a client obtains margin loans from Baird. If Baird extends a margin loan to a client, the costs incurred by the client, as well as the compensation received by Baird and the client's PIM Manager, will generally increase as the size of the outstanding margin loan increases. As a result of the foregoing, Baird and the client's PIM Manager have a financial incentive to use, or recommend the use of, strategies using margin or to increase, or recommend the increase of, margin loans.

### **Lending Arrangements**

Baird maintains alliances with certain unaffiliated lenders, including Tristate Capital Bank, that provide financing opportunities to Baird clients. Baird receives a referral fee from the lender in some instances. Baird compensates its PIM Managers based upon the referral fees it receives. The amount of the referral fee varies, depending upon the lender and the amount of the financing. It is Baird's practice to provide more specific information about the referral fee at the time a client obtains such financing. As a result of the foregoing, Baird and its PIM Managers have a financial incentive to recommend that the client obtain loans from lenders that pay Baird referral fees.

### **Other Clients, 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 its PIM Managers. Baird and its PIM Managers 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 a PIM Manager.

Baird and its PIM Managers likely will receive higher overall compensation from advisory clients than from brokerage clients. Baird also periodically incentivizes PIM Managers to recommend advisory products and services to a client and to increase the asset levels in a client's Accounts. PIM Managers thus have a financial incentive to provide investment advice based upon the compensation received or to recommend or invest a client's Account in riskier or more speculative products than would be the case in the absence of such arrangements. Certain client accounts managed by Baird have similar investment objectives and strategies but may be subject to different fee schedules or commission rates. Thus, Baird and its PIM Managers may have an incentive to favor client accounts that generate a higher level of compensation.

Baird addresses these conflicts through disclosure in this Brochure. In addition, Baird has adopted internal policies and procedures for Baird and its associates that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients) and that are designed to make securities allocations to discretionary client accounts in a manner such that all such clients receive fair and equitable treatment over time.

Other sections of this Brochure also describe instances when Baird and its PIM Managers may recommend to clients, and may buy and sell for client's Account, 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 "Client Referrals and Other Compensation" below.



### **Duration Compensation Will Be Received**

If a client holds mutual funds, Alternative Investment Products, or any of the other investment products described above, Baird, its affiliates and associates will receive the fees and payments described above for the duration of the client's advisory relationship with Baird. In some circumstances, the receipt of such compensation may extend beyond a client's advisory relationship with Baird if the client continues to hold those assets at Baird.

*If Baird, or an affiliate or associate of Baird, 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, Baird generally does not rebate these amounts to a client's Account or credit the amount against the Transaction Fees payable by a client unless such compensation may not be retained under applicable law or regulation.*

### **Brokerage Practices**

#### **Broker-Dealer Selection; Directed Brokerage Arrangement**

Clients who participate in the PIM Program are generally required to maintain their accounts at Baird (and Baird has custody over the assets in those accounts). Clients also authorize and direct the PIM Manager to execute all securities transactions through Baird, as broker-dealer.

*A client should understand that, in the PIM Program (Commission-Based Pricing), Baird and the client's PIM Manager will not select other broker-dealers on a best execution basis to effect trades for the client's Account. Rather all trades for the client's Account will be directed to Baird for execution. This constitutes a directed brokerage arrangement. Baird and the PIM Manager benefit from the client's directed brokerage arrangement. Because of these potential benefits, Baird and the PIM Manager have an economic interest in having the client continue the directed brokerage arrangement. The benefits received conflict with the client's interest in having Baird and the PIM Manager recommend that the client utilize another broker-dealer to execute some or all transactions for the client's Account.*

Baird may aggregate contemporaneous buy and sell orders for the accounts over which it has discretionary authority (a practice also known as bunching trades or block transactions). This practice may enable Baird to obtain more favorable execution, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated. Using block transactions may also assist Baird in potentially avoiding an adverse effect on the price of a security that could result from simultaneously placing a number of separate, successive or competing, client orders.

A client's PIM Manager generally aggregates buy and sell orders when executing trades for those accounts when the PIM Manager has the opportunity to do so. When utilizing block transactions, a PIM Manager generally aggregates a client's trade orders with trade orders for clients who are pursuing the same model portfolio or strategy. In some cases, a PIM Manager may aggregate a client's trade orders with trade orders for other advisory clients who are not participants in the PIM Program described in this Brochure. However, a PIM Manager determines whether or not to utilize block transactions for a client in its sole discretion. A PIM Manager will aggregate a client's trade orders only when a PIM Manager 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.

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. As a result, the average price received by a client may be higher or lower than the price the client may have received had the transaction been effected for the client independently from the block transaction.

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 that are designed to make securities allocations to discretionary client accounts in a

manner such that all such clients receive fair and equitable treatment over time. 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, a PIM Manager may also make random allocations to client accounts in certain circumstances, such as when a PIM Manager deems a partial fill for the total block order to be low. Adjustments to trade allocations may also be made, at the discretion of a PIM Manager, 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 client accounts.

When a PIM Manager is not able to aggregate trades, a PIM Manager generally uses a trade rotation process that is designed to be fair and equitable to its advisory clients over time. However, a client should be aware that the PIM Manager's trade rotation practices may at times result in a transaction being effected for the client's Account that occurs near or at the end of the rotation and, in such event, client's trade orders will significantly bear the market price impact, if any, of those trades executed earlier in the rotation, and, as a result, the client may receive a less favorable net price for the applicable trade.

### Soft Dollar Benefits

Because all trade orders under the PIM Program are executed by Baird, as broker-dealer, Baird does not receive any soft dollar benefits in connection with trades executed for PIM Program clients.

### Cross Trading Involving Baird Advisory Accounts

From time to time, when Baird believes that each respective transaction is consistent with the client's best interest, Baird, acting as investment manager, may cause (or in the case of Non-Discretionary accounts, recommend) the sale of securities from the account of an advisory client 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 Baird advisory client. Such transactions may have the

benefit of reducing transaction and market impact costs.

In such cases, because Baird is acting as investment adviser for both buyer and seller, Baird is subject to potentially conflicting interests in causing (or recommending) the transactions. Also, because Baird is 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. Baird has adopted internal policies and procedures that require Baird and its PIM Managers to obtain approval of Baird's Compliance Department before affecting a cross trade.

### 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 caused by Baird 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 any such error. If the trade error results in a gain, the gain may be retained by Baird but such gain is not given to or shared with any Baird associate.

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

### Trade Execution Services Performed by Baird

Baird provides execution services to a client under the PIM Program. Baird will generally act as agent when routing client trade orders for execution. However, Baird may cross trades between client accounts or may act as principal for its own account in certain circumstances to the extent permitted by applicable law as is more fully described below. A client should understand that certain securities, such as securities traded over-the-counter and fixed income securities, are primarily traded in dealer markets. When Baird

purchases or sells these types of securities for client accounts, it generally does so through broker-dealer firms acting as a dealer or principal. Dealers executing principal trades typically include a markup, markdown or spread in the net price at which transactions are executed. A client bears such costs in addition to the Transaction Fee.

### ***Agency Cross Transactions***

In certain circumstances and to the extent permitted by applicable law and regulation, Baird and its PIM Managers may effect "agency cross" transactions 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 brokerage services, Baird may receive compensation from parties on both sides of an agency cross transaction, the amount of which may vary. PIM Managers may receive compensation from Baird related to agency cross transactions. Therefore, Baird and its PIM Managers may have a conflicting division of loyalties and responsibilities. However, in all cases, Baird and its PIM Managers 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 regulations applicable to retirement accounts.

Where applicable, a client's advisory agreement discusses agency cross transactions and authorizes Baird and its PIM Managers to effect agency cross transactions for a client's Account. **A client's authorization to Baird and its PIM Managers to effect "agency cross" transactions is given pursuant to Rule 206(3)-2 under the Advisers Act and may be revoked at any time by the client in client's sole discretion by notifying the client's PIM Manager in writing.**

### ***Principal Transactions***

Subject to the requirements of applicable law, Baird and its PIM Managers may execute transactions for a client's Account while acting as principal for Baird's own account. Baird and its PIM Managers act as principal when they sell a security from Baird's inventory to a client or they purchase a security from a client for Baird's

inventory. Baird and its PIM Managers also act as principal when they sell new issue securities to clients in securities offerings underwritten by Baird. Baird also acts as principal in riskless principal transactions. Riskless principal transactions refer to transactions in which Baird, after having received a client's order, executes an identical order in the marketplace to fill the client's order while acting as principal.

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, markdown or spread from the prevailing market price, an underwriting fee, selling dealer concession, or other incentive to execute the transaction. PIM Managers may receive compensation from Baird related to principal trades of securities underwritten by Baird. Thus, in trading as principal with a client, Baird and its PIM Managers will have potentially conflicting division of loyalties and responsibilities regarding Baird's own interests and the interests of the client. This potential compensation may give Baird or its PIM Managers an incentive to recommend a transaction in which Baird and its PIM Managers act as principal over other transactions. Nonetheless, Baird and its PIM Managers have a fiduciary duty to act in the client's best interest and to seek best execution for advisory clients. Baird addresses this conflict through disclosure in this Brochure. Furthermore, Baird has adopted internal procedures that require Baird and its PIM Managers, when acting in a principal capacity, to disclose all material information regarding Baird's interest in the transaction, and obtain the client's approval of the transaction prior to settlement.

A client's advisory agreement discloses, where applicable, the possibility of Baird's role in potential principal transactions, and each transaction confirmation sent to Baird 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.

## **Review of Accounts**

### **Client Account Review**

Client accounts are monitored on a periodic basis by the client's PIM Manager and are subject to review by the Baird Branch Office Manager or PWM Supervision department supervisor (or his or

her respective designee) responsible for supervising the client's PIM Manager. A client's PIM Manager generally reviews the performance of the client's Account at least annually. Baird has designated individuals who are responsible for monitoring a client's PIM Manager with respect to the client account's trading activity, verifying that the PIM Manager's composites of client accounts are generally being managed in accordance with the PIM Manager's investment philosophy statement and attempting to ascertain whether client accounts within each composite are being treated equitably.

The performance of a client's PIM Account may be compared to one or more benchmark indices that the PIM Manager, in conjunction with a PIM Product Manager, determines is most suitable for comparison with the portfolio's investment style or the Account may be monitored using a risk score assigned to the Account by Baird based upon information provided by the client. Baird may at times change a client's PIM Account benchmark index without prior notice to the client.

### Account Statements and Performance Reports

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.

A client's PIM Manager will provide the client with a written report on the client's Account's performance as often as the client and the PIM Manager may from time to time mutually agree. However, PIM Managers are generally required to provide a written performance report to their PIM clients at least quarterly. Performance reporting may not be available for Account assets that are not custodied at Baird. Baird may change or discontinue performance reporting to a client at any time for any reason upon notice.

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 U.S. Intermediate Government/Credit Bond Index).

The benchmark may be a blended benchmark that combines the returns for two or more indices.

A client should note that past performance does not indicate or guarantee future results. None of Baird, its associates or investment managers managing the client's Account promise or guarantee any level of investment returns or that the client's investment objective will be achieved.

Benchmarks shown in performance reports are for informational purposes only. Baird'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 Account 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 the index performance does not take into account management fees, execution costs, and other expenses related to investing for a client's Account. The securities included in a client's Account generally do not exactly mirror the securities included in the index.

When preparing a client's Account statements and performance reports, Baird generally relies upon third party sources, such as third party pricing services. In some instances, such as when Baird is unable to obtain a price for an asset from a pricing service, Baird may obtain a price from its trading desk or it may elect to not price the asset. Obtaining a price from its trading desk may present a conflict of interest. In some cases, Baird obtains prices from the issuers or sponsors of investment products in the client's Account when prices are not otherwise readily available. This frequently occurs with respect to the valuation of Alternative Investment Products, as well as community bank stocks and private limited partnerships. If the assets in the client's Account are held by a custodian other than Baird, Baird may also use valuation information provided by the client's third party custodian.

Baird does not conduct a review of valuation information provided by third party pricing services, issuers, sponsors, or custodians, and it does not verify or guarantee the accuracy of such information. Baird does not accept responsibility for valuations provided by third parties that are inaccurate unless Baird has a reason to believe that the source of such valuations is unreliable.

Valuation data for investments, particularly Alternative Investment Products, community bank stocks and private limited partnerships may not be provided to Baird in a timely manner, resulting in valuations that are not current. The prices obtained by Baird from the third party pricing services, issuers, sponsors and custodians may differ from prices that could be obtained from other sources. Values used in account statements and performance reports may vary from prices received in actual transactions and are not firm bids, offers or guarantees of any type with respect to the value of assets in an Account, and the values may be greater than the amount a client would receive if the securities were actually sold from the client's Account.

If a client has assets held by a third party custodian, the prices shown on a client's Account statements provided by the custodian could be different from the prices shown on statements and reports provided by Baird. See "Custody" below for more information.

### Client Referrals and Other Compensation

Baird 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 in connection with providing advisory services to clients, which are described in the sections entitled "Fees and Compensation", "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" above.

### Custody

The PIM Program generally requires clients to custody their account assets at Baird. If Baird is the custodian of a client's assets, Baird will provide certain custody services, including holding

the client's Account assets, crediting contributions and interest and dividends received on securities held in a client's Account, and making or "debiting" distributions from the Account. Information about account statements and performance reports, if any, that Baird provides to clients is contained under the heading "Review of Accounts" above.

As custodian, Baird may hold a client's Account assets in nominee or "street" name, a practice that 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. Baird will be the holder of record in those instances.

Baird may utilize one or more subcustodians to provide for the custody of a client's assets in certain circumstances. For instance, Baird utilizes subcustodians to maintain custody of certain client securities that are traded on foreign exchanges.

Baird offers 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. Baird generally receives compensation in addition to the Transaction Fee when clients participate in the Cash Sweep Program. See "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions—Other Interests in Client Transactions—Cash Sweep Program" above for more information.

If a client elects to participate in Baird's Cash Sweep Program, Baird will deposit or invest (i.e., "sweep") a client's free credit balances in accordance with the client's instructions and terms of the Cash Sweep Program. Any deposits, including CDs that a client maintains directly with a bank or through an intermediary (such as Baird or another broker), in the same capacity with the bank, will be aggregated with the client's Bank



Sweep Option assets at the bank for purposes of calculating the \$250,000 FDIC insurance limit. Total deposits exceeding \$250,000 may not be fully insured by the FDIC. *A client is solely responsible for monitoring the total amount of other deposits that the client has with a bank in order to determine the extent of deposit insurance coverage available. Baird is not responsible for any insured or uninsured portion of a client's deposits at a bank.*

Baird in its sole discretion may accept certain clients into a Program whose assets are held by another custodian that is acceptable to Baird in its sole discretion (a "third party custodian"). A client who uses a third party custodian to hold Program assets does so at the client's risk. A client should understand that Baird does not monitor, evaluate or review any third party custodian. The client should also understand that the client will pay a custody fee to the third party custodian in addition to the Transaction Fee. Baird may also impose additional fees on Accounts with assets held by a third party custodian due to the increase in resources needed to administer those Accounts. Further, such third party custody arrangements may limit the investments made available to the client and the client may not receive performance review or reporting from Baird. In addition, a client who uses a third party custodian is not eligible for cash sweep services offered by Baird. Clients using a third party custodian are encouraged to establish appropriate cash sweep arrangements.

A client who uses a third party custodian authorizes Baird 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 the client's selected custodian. A client should carefully review those account statements and compare them with any statements provided by Baird. A client should note that the prices shown on a client's Account statements provided by the custodian could be different from the prices shown on statements and reports provided by Baird due to a variety of factors, including the use of different valuation sources and accounting methods (e.g., trade or settlement date accounting) by the custodian and Baird.

## Investment Discretion

### Investment Selection and Trading Authorizations

If a client's Account participates in the PIM Program, the client's advisory agreement provides Baird and the client's PIM Manager discretionary authority to manage the assets in the client's Account in accordance with the terms of the PIM Program.

The client's advisory agreement authorizes Baird and the client's PIM Manager to manage the client's Account and to make investment decisions for the client's Account, with the authority to determine the amount, type and timing for buying, holding, exchanging, converting and selling securities and other assets for the client's Account, subject to the terms of the PIM Program. The client's advisory agreement also grants to Baird and the client's PIM Manager complete and unlimited trading authorization and appoints them as the client's agents and attorneys-in-fact to manage the assets in the client's Account on the client's behalf, subject to the terms of the PIM Program. Pursuant to such authorization and powers of attorney, Baird and the client's PIM Manager may, in their sole discretion and at the client's risk, purchase, sell, exchange, convert and otherwise trade the securities and other assets 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. Such trading authorizations and powers of attorney shall remain in full force and effect until terminated by the client or Baird.

Orders for the purchase and sale of securities in a client's Account will be executed by Baird, in its capacity as broker-dealer.

### Client Investment Restrictions

The PIM Program offers a client the ability to impose reasonable investment restrictions on the management of an Account, 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 Baird or a client's PIM Manager has discretion.

PIM Managers may also offer clients a socially responsible investing ("SRI") service, which assists a client in restricting investments to those that are consistent with the client's social investment guidelines or objectives. Clients electing the SRI service generally bear the cost of the SRI service in addition to the Transaction Fees.

In the event that a client's Account is restricted from investing in certain securities, Baird or the client's PIM Manager will select such other replacement securities, if any, as they deem 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 Baird or the client's PIM Manager to sell such security at an inopportune time, possibly negatively impacting Account performance and causing the client's Account to realize taxable gains or losses, which could be significant. A client should also be aware that, if the client's Account holds any investment vehicle (such as a mutual fund or ETF), any investment restrictions the client places on the client's Account may not flow through to the securities owned by that investment vehicle.

Should a client wish to impose or modify existing restrictions, or the client's financial condition or investment objectives have changed, the client should contact the client's PIM Manager.

### **Affiliated Investment Products**

Baird and the client's PIM Manager may use the discretionary authority granted to them by a client to invest the client's Account in investment products affiliated with Baird or that pay fees to Baird or to any of its affiliates for investment advisory or other services they provide. 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 offered 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 advisory agreement with Baird, a client consents to Baird and the client's PIM Manager investing all or a portion of the client's Account in investment products or in bank deposit accounts that pay advisory or other fees to Baird or its affiliates ("affiliated investment products"). The amount of fees received by Baird and its affiliates is generally described in the prospectus or other offering or disclosure documents for the investment product or deposit account. Additional information is also available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures). Baird and the client's PIM Manager will use their discretionary authority to invest the client's Account in affiliated investment products when they determine it to be in the client's best interest to do so. Generally, the criteria used by them in deciding to invest in affiliated investment products are the same as those used in deciding to invest a client's assets in investment products unaffiliated with Baird. For more information about the criteria used by Baird and PIM Managers, clients should review the section of the Brochure entitled "Methods of Analysis, Investment Strategies and Risk of Loss" above. A client's consent may be revoked at any time.

### **Investment Policy Statements**

Baird and its PIM Managers will not review, monitor, accept or adhere to an investment policy statement or similar document that was not prepared by Baird, unless Baird otherwise specifically agrees to do so in writing. Adherence to any such investment policy statement or similar document is solely a client's responsibility.

### **Conversion, Exchange or Sale of Certain Investments**

By participating in the PIM Program, a client authorizes Baird to convert or exchange any shares of mutual funds and other Investment Funds held in the client's Account to a class of shares of the same fund that has lower operating expenses, such as advisory class shares, institutional class shares, financial intermediary class shares, or another class of shares primarily designed for use in advisory programs (collectively "Advisory Class Shares"), to the extent made available by the mutual fund or other Investment Fund.

A client should understand that, the client may not hold Advisory Class Shares in a non-Advisory Account and that the client may not be able to

hold certain Advisory Class Shares in an account held at another firm. Upon the termination of a Program for an Account or the closure of an Account for any reason, Baird may convert or exchange the Advisory Class Shares held in the Account to an appropriate non-Advisory Class Shares issued by the same fund, or, if an appropriate non-Advisory Class Shares is not available, Baird may redeem or sell such Advisory Class Shares.

## Voting Client Securities

### Proxy Voting Generally

Under the PIM Program, 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 Baird.

If a client retains proxy voting authority, Baird will forward proxy materials that Baird actually receives to the client. The client will then be solely responsible for analyzing the materials and casting the vote.

If a client delegates voting authority to Baird, Baird 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 it votes client securities in the best interests of clients. Those procedures address material conflicts of interest that may arise between Baird's interests and those of its clients. Although a description of Baird's proxy voting policies and procedures is provided below, Baird will furnish a copy of its proxy voting policies and procedures to clients upon their request. Additionally, clients may obtain information on how Baird actually voted proxies with respect to the securities held in their accounts by contacting their PIM Manager or by calling (414) 765-3500.

In situations in which a client has delegated to Baird voting authority with respect to securities in the client's Account, Baird will vote proxies in a manner that Baird believes is consistent with the client's best interests. Baird utilizes an independent provider of proxy voting and corporate governance services, currently Institutional Shareholder Services ("ISS"), 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. Baird will typically vote shares in accordance with the recommendations made by ISS. However, ISS's guidelines are not exhaustive, do not address all potential voting issues, and do not necessarily correspond with the opinions of PIM Managers. In the event the client's PIM Manager believes the ISS recommendation is not in the best interest of the client, the PIM Manager will bring the issue to Baird's Proxy Voting Sub-Committee through a proxy challenge process. The Sub-Committee will then be responsible for determining how the vote will be cast. The decision made by the Proxy Voting Sub-Committee on the proxy challenge applies to all advisory accounts managed by the PIM Manager (or team of PIM Managers), unless the client has directed Baird to utilize specific voting guidelines (e.g., Taft-Hartley guidelines). For those matters for which the independent proxy voting service does not provide a specific voting recommendation, each PIM Manager will cast the vote in a manner he or she believes is in the best interest of clients. The votes cast for a client's Account may differ from those votes cast for other Baird clients based on differing views of PIM Managers and other Baird portfolio managers.

The proxy voting policies and procedures also address instances in which Baird's interests may appear to conflict with client interests, such as when Baird or an affiliate of Baird is managing or administering (or seeking to manage or administer) a corporate retirement, pension or employee benefit plan or providing (or seeking to provide) advisory or other services to a company whose management is soliciting proxies. In such instances, there may be a concern that Baird would be inclined to vote in favor of management because of Baird's relationship or pursuit of a relationship with the company. In situations where there is a potential conflict of interest, Baird's Proxy Voting Sub-Committee will determine the nature and materiality of the conflict. If the conflict is determined to not be material, the Sub-Committee will vote the proxy in a manner the Sub-Committee believes is in the best interests of the client and without consideration of any benefit to Baird or its affiliates. If the potential conflict is determined to be material, Baird's Proxy Voting Sub-Committee will take one of the following steps to address the

potential conflict: (1) cast the vote in accordance with the recommendations of ISS or other independent third party; (2) refer the proxy to the client or to a fiduciary of the client for voting purposes; (3) suggest that the client engage another party to determine how the proxy should be voted; (4) if the matter is not addressed by ISS, vote in accordance with management's recommendation; or (5) abstain from voting.

While Baird uses its best efforts to vote proxies, there are instances when voting is not practical or is not, in Baird's or PIM Managers' view, in the best interest of clients. For example, casting a vote on a foreign security may involve additional costs or may prevent, for a period of time, sales of shares that have been voted. Also, when a client has entered into a securities lending program, Baird generally will not seek to recall the securities on loan for the purpose of voting the securities; however, Baird reserves the right to recall the shares on loan on a best efforts basis if the client's PIM Manager becomes aware of a proxy proposal where the proxy vote is materially important to the client's Account.

In addition to the services described above, Baird has engaged ISS for vote execution and record-keeping services.

### Other Proxy Voting Information

Clients wishing to direct particular votes once they have granted Baird discretionary voting authority may do so by contacting their PIM Manager. However, if Baird has been granted discretionary voting authority, neither Baird nor the client's PIM Manager will provide a client with notice that Baird has received a proxy solicitation, nor will they consult with the client before casting a vote, unless the client otherwise directs them to do so.

Except to the extent a client has delegated proxy voting authority to Baird, Baird has no authority, direct or implicit, and accepts no responsibility for taking any action or rendering any advice with respect to the voting of proxies related to securities held in a client's Accounts.

### Legal Proceedings and Corporate Actions

Generally, neither Baird nor client's PIM Manager will render advice or take action on a client's behalf with respect to securities that are or were held in the client's Account, or the issuers thereof,

which go into default or become the subject of legal proceedings, such as class action claims, defaults or bankruptcies. Also, they may or may not vote or advise clients on other corporate actions, like tender offers, that are not solicited by a proxy statement. At a client's request, Baird will forward information that Baird actually receives to the client.

### Providing Baird Voting Instructions

As mentioned above, Baird may be the holder of record for certain securities in a client's Account. If the client retains voting authority over such securities (or delegates such authority to party other than Baird), and a proxy is solicited with respect to any such securities, the client (or other authorized party) will need to provide voting instructions to Baird. To the extent the client (or other authorized party) does not provide timely voting instructions, Baird will vote such securities to the extent permitted by law and in compliance with the rules of the New York Stock Exchange and the SEC relating to such matters.

### Financial Information

Baird 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 its most recent fiscal year. Baird is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has it been the subject of a bankruptcy petition at any time during the past ten years.

### Special Considerations for Retirement Accounts

If the client's Account is a Retirement Account, each Retirement Account Fiduciary of the client should understand: that the directed brokerage arrangement with Baird must be for the exclusive benefit of participants and beneficiaries of the Retirement Account; and the fiduciary responsibilities discussed in ERISA Technical Bulletin 86-1. Each Retirement Account Fiduciary should also understand that such Fiduciary is solely responsible for complying with all fiduciary responsibilities discussed in ERISA Technical Bulletin 86-1, including, without limitation, the duty to make an initial determination that Baird, as the directed broker-dealer, is capable of providing best execution for the client's brokerage transactions, the duty to monitor the services

provided by Baird so as to assure that the client has received best execution of the client's brokerage transactions, and the duty to determine that the commissions paid by the client and any other fees or costs incurred by the client are reasonable in relation to the value of the brokerage and other services received by the client. The client and each Retirement Account Fiduciary of the client should also understand that the client and the client's Retirement Account Fiduciaries are solely responsible for engaging Baird, monitoring its performance and terminating the directed brokerage arrangement.

If the client's Account is a Retirement Account, the client and each Retirement Account Fiduciary of the client should note that the advisory agreement 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, subject to DOL PTE 86-128. In order to assist the client and each Retirement Account Fiduciary of the client with the determination as to whether such authorization should be made, Baird will provide the client 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, which is 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 or other remuneration,

although Baird receives payments for order flow or other remuneration in certain instances. Additional information about Baird's routing of equity orders is available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures). Baird 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.

If a client's Account is a Retirement Account and if the client has selected an investment product affiliated with Baird (such as any mutual fund affiliated with Baird, Greenhouse or Riverfront), each Retirement Account Fiduciary of the client understands and agrees that in making such selection: (a) Baird and its affiliates may receive higher aggregate compensation than if the client selected funds or other products not affiliated with Baird and thus Baird may have an incentive to offer such affiliated funds or other products; (b) Baird makes available to the client funds and products not affiliated with Baird and the client may obtain additional information about such unaffiliated funds or products at any time by contacting the client's PIM Manager; and (c) the client is free to choose another investment option or participate in another Baird advisory program that does not use funds or products affiliated with Baird at any time by contacting the client's PIM Manager. For more information about investment managers and products that are affiliated with Baird, please see "Other Financial Industry Activities and Affiliations" above.