

# Baird Private Asset Management

## Brochure

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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 Asset Management ("PAM"), part of Baird's Private Wealth Management department. Clients should carefully consider this information before becoming a client of PAM. If you have any questions about the contents of this Brochure, please contact PAM 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

Not applicable.

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## Advisory Business

This Brochure describes the investment advisory services that Robert W. Baird & Co. Incorporated ("Baird") offers to its clients through Private Asset Management ("PAM"), part of Baird's Private Wealth Management department. Separate brochures describe other investment advisory services offered by Baird 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 PAM representative or call Baird toll-free at 1-800-792-2473.

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

## Robert W. Baird & Co.

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

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, 2015, Baird had approximately \$83.9098 billion in regulatory assets under management, approximately \$63.1077 billion of which was managed on a discretionary basis and approximately \$20.8021 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"). PAM and Baird 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 PAM and Baird are required to act in the best interest of the client when providing investment advisory services. From time to time PAM and Baird may engage in certain business practices or may receive compensation or other benefits that create a potential for conflict between the interests of clients and the interests of PAM and Baird. PAM and Baird generally address 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 PAM and Baird. In addition, Baird has adopted internal policies and procedures for PAM and Baird 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 PAM and 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 PAM's Services

This Brochure describes certain investment advisory programs and services that PAM offers to clients ("Services") and applies to each advisory account advised by PAM ("Account"). The Services may involve any combination of discretionary services, whereby a client gives Baird or PAM full discretionary authority to manage the client's Account ("Discretionary Services"), non-discretionary services, whereby PAM provides investment advice and recommendations but the client retains full authority with respect to the management of the client's Account ("Non-Discretionary Services"), and separately managed account ("SMA") services, whereby third party investment managers, which may include affiliates of Baird ("Other Managers"), or asset management departments of Baird, manage the client's Account according to a strategy (each, an "SMA Strategy") with full discretion and PAM and Baird provide additional consulting services to the client (collectively "SMA Services").

These Services primarily consist of: a PAM Recommended Managers Service; a PAM Investment Management Service; a Client Selected Managers ("CSM") Service; and other consulting services, such as: assisting a client with the development of an investment policy statement or a search for an investment manager, providing performance reviews and performance monitoring. In certain instances, PAM may also provide clients with asset allocation and funding requirement analysis and asset liability modeling. The investment advisory services offered by PAM include investment advice and consulting services, performance reporting and related account services, and, depending upon the Service that a client selects, the Service may include portfolio management.

The SMA Services make available two types of investment managers: (1) managers that manage

a client's Account directly; and (2) managers that make model portfolios available to PAM clients ("Model Portfolios") but the managers do not directly manage a client's Account ("Model Managers"). Baird has engaged an overlay management firm (the "Overlay Manager") to provide certain subadvisory services in connection with certain SMA Services. If a client selects an SMA Strategy provided by a Model Manager, the Model Manager will provide the Model Portfolio and updates to the Model Portfolio to the Overlay Manager, and the Overlay Manager will manage the client's Account with full discretionary authority according to the strategy selected by the client (a "Model-Traded Strategy"). Otherwise, if the SMA Strategy is offered by a non-Model Manager, the investment manager will directly manage the client's Account with full discretionary authority (a "Manager-Traded Strategy").

The SMA Services are generally offered under a "single contract" arrangement. Under a single contract arrangement, a client enters into an advisory agreement with PAM and Baird, and Baird, in turn, enters into a subadvisory or similar agreement with the investment manager on the client's behalf. This type of arrangement is frequently referred to as a single contract arrangement because there is only one contract between the client and PAM and Baird; the client does not have an agreement directly with the client's investment manager. Under certain circumstances, a client may have a "dual contract" arrangement. Under a dual contract arrangement, the client has two contracts; one contract with PAM and Baird and another contract with the client's investment manager.

Baird is also registered with the SEC as a broker-dealer under Securities Exchange Act of 1934, as amended (the "Exchange Act"). Baird, in its capacity as broker-dealer, may also provide clients with trade execution, custody and other standard brokerage services. However, trade execution services, whether provided by Baird or another firm, are not included in the advisory fee the client pays for PAM's advisory services ("Advisory Fee"). *A client should note that the client will incur costs in addition to the Advisory Fee. See "Fees and Compensation—Other Fees and Expenses" below for more information.*

PAM tailors its advisory services to the individual needs of clients. Each Service is designed to address different investment needs of clients. All

of the Services discussed in this Brochure may not be appropriate for every client. For example, the Services may not be appropriate for clients 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. Certain Services make available 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 Service Information—Alternative Strategies and Alternative Investment Products” and “Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks” below for more information.

PAM clients typically work with a Baird associate who has been approved by Baird to provide the Services (a “PAM Manager”). The client, with the assistance of a PAM Manager, determines the services that are most appropriate given the client’s goals and circumstances. The client will provide financial, tax, and liquidity requirements information to their PAM Manager to assist in determining the client’s investment needs, objectives and risk tolerances for the assets being invested. However, it is a client that ultimately selects the Service and investment strategy that is most appropriate for the client.

A client that wishes to participate in a Service will enter into a client relationship agreement or other investment advisory agreement with PAM and 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 PAM and Baird. A client should note that the client’s advisory relationship with PAM and Baird does not begin until they enter 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 “Additional

Service Information—Account Requirements” below for more information.

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

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

Each Service has different structures, administration, types and levels of service, and fees and expenses. In particular, a client should note that the investment advisory services provided by PAM and Baird, including the depth of initial and ongoing research, evaluation, monitoring and review of a client’s Account and its investments, and the level of compensation that PAM and Baird receive, varies by Service. The particular investment advisory services that PAM provides in connection with each Service are further described below. Clients are encouraged to review this Brochure and their advisory agreement carefully.

## Description of Advisory Services

### **PAM Recommended Managers Service**

Under the PAM Recommended Managers Service, a client provides Baird, PAM and the client’s PAM Manager with full discretionary authority to select investment managers to manage the client’s Account. A client also authorizes such investment managers to manage such Account with full discretionary authority.

PAM and Baird determine the investment managers (“PAM Recommended Managers”) and their strategies (“PRM Strategies”) eligible to participate in the PAM Recommended Managers Service through an initial and ongoing evaluation process further described under “Methods of



Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis” below.

Some PAM Recommended Managers are implementation managers (“Implementation Managers”) that manage client Accounts according to a Model Portfolio provided by a Model Manager. If a client selects such a PRM Strategy, at the Implementation Manager’s discretion, the Implementation Manager will implement the Model Portfolio as proposed by the Model Manager. However, the Implementation Manager may implement the Model Portfolio differently than proposed by the Model Manager if the Implementation Manager determines such action to be necessary and in the client’s best interest. It is important for the client to note that PAM and Baird’s selection and ongoing evaluation of a PRM Strategy is based upon an assumption that the Model Portfolio will be fully and faithfully implemented by the Implementation Manager on a continuous basis. A client should understand that the Implementation Manager has discretion over the client’s Account and may invest the client’s Account in a manner that differs from the Model Portfolio. PAM and Baird do not monitor the Implementation Manager’s implementation of the Model Portfolio nor do they ascertain whether the Implementation Manager is implementing the Model Portfolio as provided by the Model Manager. If the Implementation Manager, in the exercise of its discretion, decides to implement the Model Portfolio differently, the performance of a client’s Account could be negatively impacted. PAM and Baird are not monitoring, evaluating or reviewing the Implementation Manager or the performance of a client’s Account under those circumstances. Additional Information is available in the manager’s Form ADV Part 2A Brochure, which may be obtained by contacting Baird at the phone number listed on the cover of this Brochure. A client should periodically discuss the Implementation Manager’s implementation of the Model Portfolio with PAM and the Implementation Manager.

In most cases, PAM engages PAM Recommended Managers directly on the client’s behalf. However, certain PRM Strategies are only available through the Overlay Manager, and Baird has engaged the Overlay Manager to provide certain subadvisory services in connection with those PRM Strategies. The PRM Strategies made available by the Overlay Manager include both Manager-Traded

Strategies and Model-Traded Strategies, although PAM Recommended Managers generally only provide either Manager-Traded or Model-Traded Strategies.

To the extent necessary to implement the PRM Strategy selected for the client’s Account, the client authorizes and directs PAM to appoint the Overlay Manager to serve as sub-adviser to the client’s Account. If a Model-Traded Strategy is selected, the client also authorizes and directs the Overlay Manager to manage the client’s Account with full discretionary authority in accordance with the selected PRM Strategy. If a Manager-Traded Strategy is selected, the client authorizes and directs the Overlay Manager to appoint the applicable PAM Recommended Manager as sub-adviser, and the client also authorizes and directs such PAM Recommended Manager to manage the client’s Account with full discretionary authority in accordance with the selected PRM Strategy.

If a Model-Traded Strategy is selected, at the Overlay Manager’s discretion, the Overlay Manager will implement the Model Portfolio as proposed by the PAM Recommended Manager. However, the Overlay Manager may implement the Model Portfolio differently than proposed by the PAM Recommended Manager if the Overlay Manager determines such action to be necessary and in the client’s best interest.

If a Model-Traded Strategy is selected, it is important for the client to note that PAM and Baird’s selection and ongoing evaluation of a PRM Strategy is based upon an assumption that the investment manager’s Model Portfolio will be fully and faithfully implemented by the Overlay Manager on a continuous basis. A client should understand that the Overlay Manager has discretion over the client’s Account and may invest the client’s Account in a manner that differs from the Model Portfolio. PAM and Baird do not monitor the Overlay Manager’s implementation of the Model Portfolio nor do they ascertain whether the Overlay Manager is implementing the Model Portfolio as provided by the PAM Recommended Manager. If the Overlay Manager, in the exercise of its discretion, decides to implement the Model Portfolio differently, the performance of a client’s Account could be negatively impacted. PAM and Baird are not monitoring, evaluating or reviewing the Overlay Manager or the performance of a client’s Account under those circumstances. A client should periodically discuss the Overlay



Manager's implantation of the Model Portfolio with the client's PAM Manager.

The PAM Recommended Manager (which may include the Overlay Manager) will have full discretionary authority to manage the client's Account. The PAM Recommended Manager may have varying investment objectives, styles and strategies. PAM Recommended Manager may invest the client's Account in various types of securities, which will be chosen by the PAM Recommended Manager and which may include mutual funds, exchange traded funds ("ETFs") or other investment products affiliated with the manager or Baird. A client should review the PAM Recommended Manager's Form ADV Part 2A Brochure for more information.

If a client's Account is managed by an Other Manager, a client should understand that, notwithstanding the discretionary authority granted to PAM and Baird under the PAM Recommended Managers Service, PAM and Baird do not manage the Account and do not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, PAM and Baird are not responsible for the decisions made by such Other Manager.

From time to time, PAM or Baird may remove investment managers from the PAM Recommended Managers Service, and PAM may select a replacement manager to manage the client's Account. In such event, PAM, Baird or the client's replacement manager may sell all of the securities or other investments in the Account that were managed by the prior manager and the replacement manager will reinvest the cash proceeds of those sales. Sales of securities or other investments could result in adverse tax consequences for the client. A client who prefers to continue using an investment manager that has been removed from the PAM Recommended Managers Service, or who directs or otherwise requests that a particular investment manager not recommended by PAM be selected to manage the client's Account, will generally need to move to another Service, such as the CSM Service. See "Additional Advisory Services—Client Selected Managers Service" below for more information. Clients who elect to do so will no longer receive ongoing monitoring, evaluation, or review of that investment manager from PAM or Baird.

**Important Information about Affiliated Managers.** *The PAM Recommended Managers Service makes available to clients investment services that are offered by Baird Advisors and Baird Equity Asset Management, investment management departments of Baird, and Riverfront Investment Group, LLC ("Riverfront"), an affiliate of Baird. For more information, see "Other Financial Industry Affiliations and Activities" below.*

### **PAM Investment Management Service**

Under the PAM Investment Management Service, a client grants full discretionary authority to Baird, PAM and the client's PAM Manager to manage one or more of the client's Accounts. For example, for many clients PAM directly manages their fixed income investment account even if third-party investment managers are hired to manage equities and other assets.

A client's PAM 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 PAM Manager. At the commencement of services, the client's PAM Manager reviews the client's investment objectives and risk tolerance. Based upon that review and other information provided by the client, the PAM Manager makes a subsequent recommendation to the client as to which investment style the PAM Manager believes is best suited for the client. A client makes the final decision as to which investment style is chosen for the client's Account.

PAM will manage the client's Account in accordance with the investment style that, in PAM's judgment, correlates with the information the client provides to PAM. PAM will provide the client with more specific information as to how PAM will manage the client's Account.

A PAM Manager may make investments in various types of securities, including, but not limited to, equity and fixed income securities, foreign securities, mutual funds, ETFs, 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 PAM Manager may use for client accounts is contained under the heading “Additional Service Information—Eligible Assets” below. For more information about this Service, see “Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis” below.

Baird may remove any PAM Manager or strategy from the Service at any time and transfer day-to-day management responsibility of a client’s Account to another PAM Manager or Baird Financial Advisor at any time.

Important Information about PAM Investment Management Service Accounts. *A client should note that PAM Managers may engage in strategies that involve concentrated and less diversified portfolios of securities, leverage or margin. In addition, PAM 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 “Advisory Business—Additional Service Information—Alternative Strategies and Alternative Investment Products” and “Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks” below for more information.*

### **Additional Advisory Services**

#### **Client Selected Managers Service**

The CSM Service is a service a client may elect whereby a client independently selects an investment manager to manage the client’s Account with full discretionary authority according to a strategy (a “CSM Strategy”) selected by the client. This Service is designed to accommodate a client who wishes to independently select an investment manager to manage the assets in the client’s Account with full discretion.

Under the CSM Service, Baird and the Overlay Manager determine the investment managers eligible to participate in the Service (each, a “CSM Eligible Manager”). However, a client should note that PAM and Baird do not make any recommendation to clients regarding any CSM Eligible Manager or any representations regarding a CSM Eligible Manager’s qualifications as an investment adviser or abilities to manage client

assets. Other investment management departments of Baird, such as Baird Advisors, Baird Equity Asset Management, or Chautauqua Capital Management (“CCM”) or managers affiliated with Baird, such as Greenhouse Funds LP (“Greenhouse”) or Riverfront may manage client accounts under the CSM Service.

Baird has engaged the Overlay Manager to provide certain subadvisory services in connection with the CSM Service. The CSM Service makes both Manager-Traded Strategies and Model-Traded Strategies available to clients, although CSM Eligible Managers generally only provide either Manager-Traded or Model-Traded Strategies. If a client selects a CSM Strategy, the client authorizes and directs PAM and Baird to appoint the Overlay Manager to serve as sub-adviser to the client’s Account. If the client has selected a Model-Traded Strategy, the client authorizes and directs the Overlay Manager to manage the client’s Account with full discretionary authority in accordance with the CSM Strategy selected by the client. If the client has selected a Manager-Traded Strategy, the client authorizes and directs the Overlay Manager to appoint the applicable CSM Eligible Manager as sub-adviser, and the client also authorizes and directs such CSM Eligible Manager to manage the client’s Account with full discretionary authority in accordance with the CSM Strategy selected by the client.

If a client selects a Model-Traded Strategy, at the Overlay Manager’s discretion, the Overlay Manager will implement the Model Portfolio as proposed by the CSM Eligible Manager. However, the Overlay Manager may implement the Model Portfolio differently than proposed by the CSM Eligible Manager if the Overlay Manager determines such action to be necessary and in the client’s best interest.

PAM and Baird may, in their discretion, permit a client to select an investment manager that is not a CSM Eligible Manager. However, the client will need to enter into a separate agreement with such investment manager in addition to the advisory agreement the client enters into with PAM and Baird (i.e., a “dual contract” arrangement). A client that enters into a dual contract arrangement is solely responsible for negotiating the client’s agreement with the client’s investment manager, and neither PAM nor Baird will participate or advise a client regarding

the terms of such an agreement, the advisability of entering into such an agreement, or the retention of the client's investment manager unless PAM and Baird agree to do so in writing.

The investment manager selected by a client under the CSM Service (which may include the Overlay Manager) will have full discretionary authority to manage the client's Account. Investment managers may have varying investment objectives, styles and strategies. The investment manager selected by a client may invest the client's Account in various types of securities, which will be chosen by the investment manager and which may include mutual funds, ETFs or other investment products affiliated with the manager or Baird. A client should review the investment manager's Form ADV Part 2A Brochure for more information.

If a client's Account is managed by an Other Manager, a client should understand that: PAM and Baird do not manage the Account and they do not otherwise have any influence over the Other Manager's investment decisions or securities selections, and therefore, PAM and Baird are not responsible for the decisions made by such Other Manager; PAM and Baird also do not provide any recommendations, investment advice or related services regarding the purchase or sale of investment products made for the client's Account; and PAM only provides a client with consulting services, such as assistance in determining a client's financial needs, investment goals, asset allocation strategies, investment strategies and restrictions, and periodically reviewing the positions and transactions made in the client's Account, the manager's performance and other characteristics. The client's PAM Manager may also provide his or her own advice and recommendations about the manager. PAM and Baird do not undertake to provide any investment advisory services other than those specifically agreed to by them in writing.

A client that participates in the CSM Service is strongly encouraged to contact the client's investment manager on a periodic basis to discuss: the Account and its investment performance; the investment manager's investment philosophy and style (to determine if the manager remains appropriate for the client); any potential conflicts of interest; and any investment restrictions the client may wish to impose or change. A client should also periodically

check the registration status, disciplinary events and other information regarding the investment manager, described on the manager's Form ADV, which is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The CSM Strategies and CSM Eligible Managers made available under this Service are subject to change or removal at any time in Baird's or the Overlay Manager's discretion. See "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" below for more information. If a client wishes to continue using a manager that Baird or the Overlay Manager has removed from this Service, and PAM and Baird agree, the client will need to enter into a dual contract arrangement.

Under certain circumstances, a client may provide PAM, and PAM may accept, full discretionary authority to select investment managers to manage the client's CSM accounts as described above under "PAM Recommended Managers Service". Any such arrangement will be set forth in the client's advisory agreement.

**Important Information about the CSM Service.** *The CSM Service is designed for a client who wishes to independently select an investment manager to manage the client's Account. Unless PAM and Baird otherwise agree in writing, the client assumes sole responsibility for monitoring the client's Account and client's investment manager's performance. It is important to note that neither PAM or Baird will monitor, evaluate or review any Other Manager or the performance of a client's Account managed by an Other Manager, even if the manager or its strategy is on a Baird recommended list. A client's appointment and continued retention of an Other Manager to manage the client's Account is based solely upon the client's independent review of such manager and such manager's services. The client solely determines that the SMA Strategy to be used in managing the client's Account is consistent with the client's stated investment objectives and financial needs and risk tolerance. Once retained by the client, a manager will only be removed from managing the client's Account upon the client's direction to do so. A client should carefully consider the foregoing when deciding to participate in the CSM Service and also consider whether another Service, may be more appropriate for the client.*

### **Additional Consultant Services**

PAM offers the following additional consultant services.

*Investment Policy Statement.* PAM will assist a client in preparing an Investment Policy Statement reflecting the client's investment objectives, policies, constraints, and risk profile. The Investment Policy Statement is designed to provide guidance to the client's investment manager(s). The Investment Policy Statement is a product of information and data provided by the client; therefore, the client is responsible for review and final approval of the Investment Policy Statement. The client is solely responsible for determining whether the Investment Policy Statement accurately reflects the client's investment objectives, policies, constraints, and risk profile.

*Asset Allocation Report.* PAM provides to a client or its fiduciaries an Asset Allocation Report which identifies one or more investment portfolios for the client (in terms of risk and return) based on certain information requested by PAM and provided by the client. The client is solely responsible for determining whether the information taken into account by PAM in formulating an Asset Allocation Report is accurate and complete.

*Investment Manager Search Report.* PAM provides to a client an Investment Manager Search Report that lists investment managers with investment philosophies and investment strategies believed to be consistent with the client's investment objectives, policies, constraints, and risk profile, as specified by the client to PAM. PAM does not assume responsibility for the client's choice of any investment manager or for any investment manager's performance when providing this service to the client, nor is PAM responsible for an unaffiliated investment manager's compliance with applicable law or for matters beyond PAM's reasonable control. Investment Manager Search Interviews. PAM coordinates client interviews with a select number of investment managers listed on the Investment Manager Search Report. The interviews enable the client to gain additional information regarding such investment managers' respective investment philosophies, policies and business operations.

*Past Performance Reviews.* PAM provides to a client a Past Performance Review which, based on information supplied by the client, includes the historical performance of the client's portfolios and compares various aspects of such performance to one or more benchmark indices. Account data will be derived from information provided by the client or its agent(s) for the agreed upon time period. PAM is not responsible for verifying information supplied by the client or its agent(s).

*Performance Monitoring Reports.* PAM will periodically provide to a client written Performance Monitoring Reports which include calculations of the performance of the client's Account(s) over various time periods and compare various aspects of such performance to one or more benchmark indices.

*PAM offers the following consulting services to clients only in special arrangements:*

*Annual Asset Allocation and Funding Requirements.* Annually, PAM evaluates the adequacy of the client's current and target asset allocation to meet projected liabilities. The client provides actuarial data that PAM relies upon as accurate and complete. PAM's analysis assesses the long term funding risks associated with the client's current asset allocation, and if necessary, PAM recommends a rebalancing plan which supports the transition to, and maintenance of, the client's target asset allocation.

*Asset Liability Modeling.* As a client's actuarial inputs, economic situations, and/or liabilities change, the client's current asset allocation should be altered. PAM provides a liability model to help the client determine the appropriate time to alter the asset mix, as well as the proper assets to draw down in the proper sequence. Actuarial assumptions used to forecast the size of the future liability stream are provided by the client or the client's agent, and PAM relies upon such information as accurate and complete. As the client's liabilities come due, the client works with PAM to determine the order and amount of each segment of the portfolio(s) to withdraw from in order to minimize transition costs. This service is typically performed annually.

*Annual Annuity Modeling.* Annually, PAM recommends changes to the client's asset/liability



projection model. PAM assists the client model projected liabilities under various assumptions to project appropriate annual contribution requirements given changes in liability projections, actuarial assumptions, the current level of assets held and the current expected asset growth assumptions. PAM maintains and refines the calculation models.

### Additional Service Information

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

Some Services 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, ETFs, hedge funds, managed futures, private equity funds and SMAs managed by third party managers. 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. It is generally PAM's practice to not use margin as part of an investment strategy, although a client's investment manager may do so. 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 managers managing a client's Account or 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 the investment manager managing the client's Account or 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 managers managing a client's Account or 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 the investment manager managing the client's Account or an investment product in the client's Account engages in options transactions.

### **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, unit investment trusts ("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 PAM Manager and any investment manager managing the client's Account. 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 PAM Manager and any investment manager managing the client's Account. PAM and Baird are not responsible for any losses resulting from any Other Manager's failure or delay in implementing any such instructions.

The use of Alternative Strategies or Alternative Investment Products has a unique impact upon the calculation of a client's asset-based Advisory Fee. See "Fees and Compensation—Calculation and Payment of Fees" below for more information. A client should also understand that PAM and Baird 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 PAM nor Baird 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**

Except with respect to SMA Services, a client's Account may generally only hold investment products that Baird has determined to make available for use in those Services ("eligible assets"). Eligible assets vary by Service. Although Baird determines the investment products made available under those Services, the level of initial



and ongoing evaluation, monitoring and review that PAM and Baird 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 list. For more information, see the descriptions of each Service under "Advisory Business" above and under "Methods of Analysis, Investment Strategies and Risk of Loss—Investment Strategies and Methods of Analysis" below.

*PAM or Baird may change the eligibility of investments for any Service at any time in their sole discretion.*

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

#### **PAM Investment Management Service.**

Eligible assets for the PAM Investment Management Service 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 Service, which generally includes only those funds with which Baird has a selling agreement and only those funds that are no-load, load-waived, or that were purchased through Baird and at least 24 months has elapsed since a front-end sales charge (load) or commission was imposed;
- closed-end funds, ETFs, and UITs that have cost structures designed for use in fee-based investment advisory programs;
- 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 PAM Investment Management Service, generally include, but are not limited to:

- Class B or Class C shares offered by mutual funds or any other class of mutual fund shares that impose a contingent deferred or level sales charge (back-end or level load);
- UITs that impose an initial or deferred sales charge (load);
- 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; and
- hedge funds, funds of hedge funds, structured products, and managed futures.

*If a client has selected a commission-based pricing arrangement, certain assets, such as Class B or Class C mutual fund shares, will be eligible for the client's Account. If a client has selected a*

*commission-based pricing arrangement, the client should discuss with the client's PAM Manager which assets will be purchased for the client's Account.*

**SMA Services.** PAM and Baird do not determine the eligibility of investment products under the SMA Services. Investment products under the SMA Services are selected solely by the investment manager providing services to the client. *The investment products used by an investment manager may include products that Baird deems ineligible for use in connection with the PAM Investment Management Service described above.* A client should review the investment manager's Form ADV Part 2A Brochure for more information.

### **Unsupervised Assets**

Under certain circumstances, PAM and Baird, in their 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 PAM and Baird do not manage or provide investment advisory services regarding such asset. PAM and Baird, in their 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 PAM's or Baird'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 PAM and Baird 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 administrative or other fees upon such asset, and there is a risk that the asset will be inadvertently included in the calculation of the client's Advisory Fee. See "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 PAM Manager for further information.

### **Special Considerations for SMA Clients**

Clients participating in an SMA Service, grant their investment manager the discretion to sell investments from time to time and or invest in securities in order to avoid the recognition of capital gain distributions and in order to recognize taxable losses. Any such tax management by an investment manager is done at the manager's discretion, and there is no guarantee the manager will do so. A client should understand that some investment managers do not provide tax management. A client should discuss tax management needs and expectations with the client's PAM Manager and manager prior to investing.

### **Account Requirements**

#### **Opening an Account**

A client that wishes to engage PAM will enter into an advisory agreement with PAM and Baird. The client's advisory agreement will contain the specific terms applicable to the services selected by the client, Advisory Fees payable by the client, and other terms applicable to the client's advisory relationship with PAM and Baird.

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

### **Certain Account Requirements**

#### *Minimum Account Size*

Each Service has a minimum account size and may have a minimum Advisory Fee, which are described in the section entitled "Fees and Compensation—Advisory Fee" below. PAM or Baird may remove a client from a Service 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 a Service as determined by PAM or Baird in their sole discretion.

#### *Account Contributions and Withdrawals*

A client may fund an Account with cash and with securities that PAM, Baird and the client's investment manager, if any, deem to be acceptable in their sole discretion. For SMA Programs and Services, funds deposited or transferred to a client's Account from another Baird account and funds deposited or transferred to a client's Account from outside of Baird will not be available for investment by an Other Manager until the next business day and therefore the investment of such funds, at the discretion of the Other Manager, will occur no earlier than the next business day. When a client funds an Account

with securities, including when a client changes Services for an Account or changes investment managers for an Account within the same Service, the client should understand that PAM's, Baird's or the client's investment manager's review of securities used to fund the Account may delay investing. In addition, PAM, Baird or the client's investment manager, if any, may determine that the securities contributed to the Account may not be appropriate for the client's strategy, and PAM, Baird or the investment manager, if any, may sell, or recommend the sale of, such securities. A sale could result in adverse tax consequences for the client. A client should note that securities transferred into an Account may be subject to the Advisory Fee immediately upon its transfer into the Account, even if the client paid a commission or front-end sales charge on the security prior to its transfer into the Account. 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 PAM, Baird or the client's investment manager.

If an asset transferred to an Account is an ineligible asset under the terms of the applicable Service, PAM, Baird or the client's investment 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 Service Information—Unsupervised Assets" above.

A client is responsible for notifying PAM and any investment manager managing the client's Account of any contributions made into the Account and instructing PAM and any investment manager to liquidate positions in the event the client wishes to withdraw assets from the Account. PAM and Baird have no responsibility to invest cash deposits (other than complying with a client's cash sweep instructions) or liquidate positions with respect to an Account managed by an Other Manager, and they are not responsible for any losses that may result from a client's failure to notify PAM and any investment manager managing the client's Account regarding deposits or withdrawals.

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 PAM and 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 PAM nor Baird 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 PAM and Baird agree 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 PAM and Baird of any

default or similar event under the client's collateral arrangements.

A client should understand that neither PAM nor Baird will 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, PAM or 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" 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 Service 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 PAM or 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 PAM.

#### **Termination of Accounts**

PAM or Baird may remove an Account from a Service and immediately close an Account upon written notice to a client if the client fails to abide by the terms of the Service. PAM or Baird may also remove an Account from a Service 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 a Service, PAM, Baird and, if relevant, any other investment manager managing such Account, 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. PAM, Baird, and, if relevant, any other investment manager managing such Account, 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 a Service, 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. PAM and 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 Services 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, such as mutual funds, ETFs, closed-end funds, UITs, Alternative Investments Products, and other similar investment pools (collectively, "Investment Funds") held in an Account may only be available to a client through a PAM Service or may not be held at another firm. If such restrictions apply and the client terminates a Service 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 a Service. A client should contact the client's PAM 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 PAM Manager to be unable to provide services to the client (either on a temporary or permanent basis), including if the client's PAM 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 PAM Manager or Baird 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 PAM and any investment managers managing client's Accounts reasonably requested by them in order to provide the services selected by the client. PAM and investment managers will rely on this information when providing services to the client. A client is also responsible for promptly informing PAM and any investment managers managing client's Accounts of any changes in the client's investment objectives, financial condition, or other circumstances that may affect the manner in which the client's assets are invested. None of Baird, PAM, or any investment manager managing a client's Account is responsible for any adverse consequence arising out of the client's failure to promptly inform PAM and any such investment manager of any such changes. Since investment goals and financial circumstances change over time, a client should review the client's participation in a Service with the client's PAM Manager at least annually.

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

PAM and Baird do not provide legal or tax advice to clients in connection with the Services.

Additional laws, regulations and other conditions apply to retirement accounts, which include accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and individual retirement accounts ("IRAs") subject to the Internal Revenue Code ("IRC") (collectively, "Retirement Accounts"). Each owner, trustee, responsible plan fiduciary, or other fiduciary acting on behalf of a Retirement Account ("Retirement Account Fiduciary") should understand that PAM and Baird do not provide legal advice regarding Retirement Accounts. A Retirement Account Fiduciary is urged to consult with the client's legal advisor with respect to 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. PAM does not provide any tax advice in connection with any of the Services. 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 PAM to implement a particular investment strategy for tax purposes, and PAM agrees to implement such strategy, neither PAM nor Baird will be responsible for the development, evaluation or efficacy of any such strategy.

## Fees and Compensation

### Advisory Fee

#### Fee Options and Fee Schedules

A client's advisory agreement will set forth the actual compensation the client will pay for PAM's services. In most instances, a client pays an ongoing fee based upon the value of assets in the client's Account (an "asset-based fee"), although other options may be available. Advisory Fee options available include a Flat Fee, a Breakpoint Fee, or a combination of both options. In some cases, PAM may offer a commission-based pricing advisory fee option.

**Breakpoint Fee.** Under a breakpoint fee arrangement, the asset-based fee is determined by reference to the market value of the client's Account assets, with the fee rate being lower for accounts with higher levels of assets. The breakpoint fee, once determined, is then applied to all of the assets in the client's Account.

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

PAM Recommended Managers and PAM Investment Management Services. The following fee schedule sets forth the maximum fee rates for the PAM Recommended Managers, and PAM Investment Management Services. *The asset-*

*based fee shown below includes the advisory fees payable to the investment managers managing a client's Account. Out of these suggested asset-based fees, Baird is responsible for paying the advisory fees charged by the investment managers, which generally range from 0.20% to 0.75% of asset values on an annual basis, depending on the type of account and amount of assets allocated to the manager. Although a single Advisory Fee is charged to each account, the Advisory Fee is generally comprised of two elements: a PAM consulting fee and an investment manager fee. If PAM is the investment manager for a client's Account, the fee is solely PAM's consulting fee.*

#### Fee Schedule

##### PAM Recommended Managers Service

##### PAM Investment Management Service

<u>Value of Assets</u>	<u>Annual Fee Rate</u>
\$1,000,001 – \$5,000,000	2.50%
\$5,000,001 – \$10,000,000	2.00%
\$10,000,001 – \$25,000,000	1.50%
\$25,000,001 – \$50,000,000	1.35%
\$50,000,001 – \$100,000,000	1.15%
Over \$100,000,000	Negotiable

Each investment manager under the PAM Recommended Managers Service may have different minimum account size requirements, which can range from \$200,000 to more than \$1,000,000. As a result, some investment managers may not be available to clients with smaller accounts. A client's Account may be assessed a minimum quarterly Advisory Fee regardless of the value of the assets in the client's Account. Any minimum Advisory Fee will be set forth in the client's advisory agreement.

The minimum asset value to open an Account in the PAM Investment Management Service is typically \$1,000,000. The minimum annual Advisory Fee is generally \$3,000 for equity or balanced Accounts and \$1,250 for fixed income Accounts.

Additional Advisory Services. The following fee schedule sets forth the maximum Advisory Fee

rates for other advisory services provided by PAM, including Client Selected Managers.

Fee Schedule Additional Advisory Services	
<u>Value of Assets</u>	<u>Annual Fee Rate</u>
\$0 to \$249,999	3.00%
\$250,000 to \$499,999	2.50%
\$500,000 to \$999,999	2.25%
\$1,000,000 to \$1,999,999	2.00%
\$2,000,000 to \$4,999,999	1.75%
\$5,000,000 and above	1.50%

The minimum asset value to open an Account in those additional advisory services is set forth in the table below.

Additional Advisory Services Account Minimums	
<u>Service</u>	<u>Asset Level</u>
Client Selected Managers	\$100,000*

\*\* Each investment manager may have different minimum account size requirements, which can range from \$100,000 to more than \$1,000,000. As a result, some investment managers may not be available to clients with smaller accounts.

A client's Account may also be subject to a minimum quarterly Advisory Fee regardless of the value of the assets in the client's Account. Such minimum Advisory Fee will be set forth in the client's advisory agreement.

**Flat Fee.** Under the flat fee arrangement, the flat Advisory Fee will be an agreed upon amount billed at least annually. Specific services may each have their own, separately stated flat fee, or several services may be grouped together under a single Advisory Fee. Some services may entail a flat fee per usage. The details of the fee amounts, the billing schedule, and the services covered will be included in the client's advisory agreement.

**Additional Consulting Services.** The following fee schedule sets forth the maximum Advisory Fee

rates for other consulting services provided by PAM.

Fee Schedule Other Consulting Service	
<u>Value of Assets</u>	<u>Annual Fee Rate</u>
Up to \$10 million	0.50%
\$10 million - \$25 million	0.45%
\$25,000,001 - 50 million	0.35%
Above \$50 million	Negotiable

A client is encouraged to periodically review with the client's PAM Manager the client's Advisory Fee and the services provided to determine if the services and fees continue to meet the client's needs.

### **Calculation and Payment of Fees**

#### **Asset-Based Fee Arrangements**

Baird will calculate a client's Advisory Fee by applying the applicable fee rate to the value of all of the assets in the client's Accounts, including cash and its equivalent and including all assets held by any third party custodian.

If requested by a client and approved by Baird, a client's Advisory Fee may be determined by also including the aggregate value of assets in certain other accounts held by a client and the client's immediate family members residing in the same household, which may include managed account assets held in a client's name at Baird, and may include at Baird's discretion, assets held away from Baird, non-managed assets, and assets held in a name other than that of the client. A client should note that Retirement Accounts may not be included in to the extent a prohibited transaction under ERISA or the IRC may result. The terms of any such household fee arrangement will be set forth in the client's advisory agreement.

For purposes of calculating a client's asset-based Advisory Fee, the value of a client's assets is generally determined by Baird. Baird generally relies upon third party sources, such as third party pricing services when valuing Account assets. 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. 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 in determining the value of the assets in the client's Account.

Neither PAM nor Baird conducts a review of valuation information provided by third party pricing services, issuers, sponsors, or custodians, and they do not verify or guarantee the accuracy of such information. PAM and Baird do not accept responsibility for valuations provided by third parties that are inaccurate unless they have a reason to believe that the source of such valuations is unreliable. Valuation data for investments, particularly Alternative Investment Products, may not be provided to Baird in a timely manner, resulting in valuations that are not current. The prices obtained by Baird from third party pricing services, issuers, sponsors and custodians may differ from prices that could be obtained from other sources. Values used for fee-calculation purposes 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 Advisory Fee for some securities may be calculated based on values that are greater than the amount a client would receive if the securities were actually sold from the client's Account.

As mentioned above, Baird will include cash and cash equivalent balances in a client's Account when calculating a client's asset-based Advisory Fee. However, Baird has adopted internal policies that may restrict the percentage of cash or cash equivalents for sustained periods in an Account. These internal policies are designed to benefit clients who hold large cash balances in their accounts for sustained periods and attempt to ensure that such clients pay an advisory fee that is reasonable for the services provided. However, this internal policy, in some cases, could create a financial incentive for PAM or Baird to recommend or select riskier investments for a client's Account.

If a client maintains a balance in the client's margin account with Baird, such balance has no

bearing on the asset-based Advisory Fees charged on client's Account. In other words, the margin balance (i.e., the outstanding amounts of the margin loan a client owes to Baird) in client's Account will not be applied to reduce the client's billable Account value in calculating the Advisory Fee. For purposes of determining the asset-based Advisory Fees imposed on an open short sale position, a client will be charged on the market value of the underlying securities sold short rather than on the difference between the price at which the underlying securities were sold and the current value of those securities. For purposes of determining the asset-based Advisory Fees on options, the absolute value of the current market price of the option will be used.

The Account value used for the Advisory Fee calculation may differ from that shown on a client's Account statement or performance report due to a variety of factors, including the client's use of margin, options, short sales, and other considerations. 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 "Advisory Services" above and "Custody" below for more information.

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

A client's Advisory Fees and other charges will be automatically deducted from the client's Account, unless the client requests, and PAM and Baird agree, to an alternate arrangement, such as

having Baird issue the client an invoice for the Advisory Fees ("direct billing"). A client should understand that the client's Advisory Fees and other charges relating to the client's Account may be satisfied from free credit balances and other assets in the client's Account. If free credit balances in a client's Account are insufficient to pay the Advisory Fees or other charges when due, PAM, Baird and any investment manager managing the client's Account may sell investments from the client's Account to the extent they deem necessary and appropriate, in their sole discretion, to pay the client's Advisory Fees and other charges.

If a client's Account is subject to direct billing, the client is required to pay each bill within 30 days of the date of the invoice. PAM and Baird may automatically deduct a client's Advisory Fees and other charges from the client's Account as described above in the event that Baird does not receive payment from the client within 30 days of the date of the invoice. PAM or Baird may rescind a direct billing arrangement with a client at any time. Direct billing may not be available for Retirement Accounts.

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

If PAM, Baird or the client terminates the client's advisory agreement or the client's participation in a Service, a pro-rated refund from the date of termination through the end of the applicable billing period will generally be made to the client in the client's affected Accounts. PAM and Baird will not implement a decrease in the client's fee rate during a billing period or otherwise reimburse or adjust Advisory Fees during any such period for asset value appreciation or depreciation in a client's Account during such period. For example, if a client's Account is subject to a tiered or breakpoint fee schedule and the asset levels of the Account move into a new tier or cross a breakpoint during such period, no rebate or fee adjustment will be made. However, PAM and Baird, in their sole discretion, may make fee adjustments in response to asset fluctuations in a client's Account occurring during a billing period that result from contributions to, or withdrawals from, the client's Account.

Each Service may have a minimum asset value in order to open an Account, and a minimum Advisory Fee may be assessed against a client's Account as further described under "Advisory Fee—Fee Schedules" above. The minimum Advisory Fee will be described in the client's advisory agreement. PAM may waive the minimum Advisory Fee at its discretion. The minimum Advisory Fee is subject to change upon notice to the client.

The Advisory Fee 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. In some instances, clients may pay a higher fee than indicated in the fee schedules above. The fees paid by a client may differ from the fees paid by other clients based on a number of factors, including but not limited to the factors identified above.

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

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

### **Commission-Based Fee Arrangements**

If a client selects a commission-based pricing fee arrangement, instead of an asset-based fee, a client will pay to PAM and Baird commissions and other costs and expenses, as determined by PAM and Baird, for each transaction effected for the client's Account.

For equity securities and exchange traded investment products, such as ETFs, the commissions and other costs and expenses 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 and other applicable charges for that transaction. Clients are encouraged to discuss commission rates with their PAM 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 Account, 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 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 a minimum commission charge then in effect. Unless otherwise stated in the client's agreement with PAM, the minimum commission charge that will apply (which may change from time to time without notice to a client) can be found on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures) or by contacting a PAM Manager.

If a client has a commission-based pricing fee arrangement, Baird and PAM Managers will generally not purchase for client accounts, or recommend the purchase of, "no load" mutual funds.

The Service 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 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.

The minimum account size is set forth above. This minimum may be waived in PAM's discretion.

The commission-based pricing Advisory Fee 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.

**The compensation received by PAM and Baird under a commission-based fee arrangement is directly related to the amount of commissions paid by the client and the number of transactions effected for the client's Account. As the amount of commissions paid by the client and the number of transactions effected for the client's Account increases, the compensation that Baird receives and pays to PAM Managers also increases. Accordingly, this practice presents a conflict of interest because it gives PAM and Baird an incentive to trade actively for a client's Account, or recommend or select Other Managers that trade actively, and to provide advice based upon the compensation received rather than on a client's needs. A client should also understand that, depending upon the Service selected by the client, the PAM Manager may act with discretion with respect to the client's Account and that, absent the client's instructions to the contrary, the PAM Manager will effect transactions for the client's Account without obtaining the client's consent or providing notice to the client.**

### **Advisory Fee Payments to PAM, Baird and Investment Managers**

PAM and Baird and Baird's affiliates and associates benefit from the Advisory Fees and charges clients pay for the services described in this Brochure. Baird retains the entire Advisory Fee paid by clients, except as further described below.

With respect to SMA Services under a dual contract arrangement, PAM does not typically pay a portion of the Advisory Fee to the client's investment manager as compensation for the manager's services. Rather, the investment manager's fee is paid directly by a client. The fees paid by PAM clients to investment managers pursuing equity and balanced investment styles or strategies generally range from an annual rate of 0.45% to 0.75% of account assets. The fees paid by PAM clients to investment managers pursuing a fixed income investment style or strategy generally range from an annual rate of 0.20% to 0.50% of account assets.

With respect to the PAM Recommended Managers Service, the Overlay Manager and CSM Eligible Managers under the CSM Service, Baird typically pays a portion of the Advisory Fee to the manager as compensation for the manager's services. The amount of the Advisory Fee paid to a particular manager varies based upon, among other factors, the Service selected by a client, the investment strategy and other services sought by a client, the subadvisory fee Baird negotiated with the manager, the manager's investment style or strategy, the level of services provided by the manager, and the size of a client's Account. The range of subadvisory fees paid to investment managers out of the Program Fee is set forth in the table below.

#### **Portion of Program Fee Paid to Investment Managers**

<u>Investment Style or Strategy</u>	<u>Range of Annual Subadvisory Fee Rates</u>
Equity Strategies	0.35% - 1.40%
Balanced Strategies	0.35% - 0.65%
Fixed Income Strategies	0.25% - 0.50%
Global and International Strategies	0.35% - 0.60%
Alternative Strategies	0.35% - 0.96%

The portion of Program Fees paid to investment managers could be higher or lower than the amounts shown above if Baird adds new investment managers to the Programs with higher or lower fees or if Baird and a manager renegotiate the amount of the subadvisory fee. As the portion of the Advisory Fee paid to an investment manager increases, the portion of the Advisory Fee that is retained by Baird decreases. Thus, Baird has an incentive to recommend or favor investment managers that are paid less, because Baird will receive a higher portion of the Advisory Fee. In addition, Baird has an incentive to favor related managers, such as Baird Advisors, Baird Equity Asset Management, CCM, Greenhouse and Riverfront, over other investment managers because the entire Advisory Fee is retained by Baird and affiliated investment managers.

PAM Managers and other associates offering services and providing ongoing assistance to clients receive compensation from Baird. A PAM Manager is generally compensated based upon the PAM Manager's total production level at Baird, which takes into account all of the advisory fees, commissions and similar compensation paid to Baird by clients for which the PAM Manager is responsible. Baird may reduce the rate of compensation it pays to PAM Managers when the Advisory Fees paid by clients are below certain levels. This creates an incentive for PAM Managers to charge Advisory Fees at or above those levels and a disincentive to reduce the Advisory Fees below a level that will negatively impact their production. Although PAM Managers do not receive any portion of the Advisory Fee, their compensation is directly related to the size of the Advisory Fee that a client pays to Baird and the amount of the Advisory Fee, if any, paid to other investment managers managing a client's Account. Thus, PAM Managers have an incentive to recommend or favor Services with higher fees. This also creates an incentive for them to recommend or favor investment managers that are paid less, because they will receive higher compensation. The compensation paid to a PAM Manager for providing portfolio management services may be higher than the compensation paid to the PAM Manager who recommends that other investment managers manage a client's Account. As a result, a PAM Manager may have a financial incentive to recommend that the PAM Manager manage the client's Account over other investment managers. From time to time, Baird

Financial Advisors outside of PAM may refer their clients to PAM Managers. In those instances, the PAM Manager generally shares a portion of his or her compensation with the referring Baird Financial Advisor.

Baird addresses these conflicts through disclosure in this Brochure and by adopting internal policies and procedures for PAM and Baird that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients).

### Other Fees and Expenses

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

A client is responsible for bearing or paying, in addition to the Advisory Fee, the costs of all:

- commissions, front-end or deferred sales charges, 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;
- custody fees;
- 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). PAM may waive the foregoing fees and service charges in certain circumstances. Any such waiver will be reflected in a schedule to the client's advisory agreement.

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 Advisory 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 Advisory Fee. 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.

Depending upon the Service selected and the client's fee arrangement with PAM, a client may be responsible for paying the fees charged by each other investment manager managing the client's Account in addition to the Advisory Fee. A client's specific fee arrangement will be specified in the client's advisory agreement. If a client directs PAM or Baird to pay the client's manager's fee out of the client's Account, and PAM or Baird agree to do so, PAM and Baird will not be responsible for verifying the calculation or accuracy of such fee.

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. The cash proceeds from the sale of an unsupervised asset that remain in a client's Account are considered eligible assets subject to the asset-based Advisory Fee. If an asset becomes an unsupervised asset during a quarterly billing period, that asset will be excluded for purposes of determining the asset-based Advisory Fee beginning at the start of the next quarterly billing period, and no portion of the asset-based Advisory Fee paid by a client in advance for the quarter will be refunded or rebated to the client. Additionally, Baird may, upon notice to clients, impose a set-up fee and a maintenance or administrative fee on unsupervised assets maintained in an Account.

If a client selects a commission-based pricing fee arrangement for an SMA, the client should note that the client will incur commissions or related costs in addition to the commissions that the client pays to PAM ("additional commissions") if the investment manager decides to place the client's trade order for execution by a firm other than Baird. However, if a client incurs additional commissions, at least annually, PAM attempts to rebate the amount of such additional commissions or offset the amount of such additional commissions against the commissions and fees that the client pays to PAM.

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

### Other Compensation Received by PAM and Baird

Baird is registered as a broker-dealer under the Securities Exchange Act, and PAM Managers are registered broker-dealer representatives of Baird. In such capacities, Baird and PAM Managers provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, private investment funds, and other securities, and sales of life insurance policies and annuities. At times, Baird and PAM Managers provide such brokerage and related services to clients in connection with the Services described in this Brochure. Baird and PAM 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 PAM 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 PAM Managers are fiduciaries and are required to act solely in the best interest of clients. PAM and Baird address this conflict through disclosure in this Brochure and by adopting internal policies and procedures that are designed to ensure that investments made for client accounts are appropriate for the client (based upon the information provided by the client). 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.

PAM will purchase for client accounts, or will recommend the purchase of, various investment products, including "no load" mutual funds or mutual funds with waived sales loads. A client has the option to purchase investment products

through other brokers or agents that are not affiliated with Baird.

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

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

Baird advises client accounts not participating in services described in this Brochure that are subject to performance-based fee arrangements. Performance-based fee arrangements involve the payment of fees based upon the capital gains or capital appreciation of a client's account. Any such fee arrangements are made in compliance with applicable provisions of Rule 205-3 under the Advisers Act. Performance-based fee arrangements present a potential conflict of interest for Baird (but not PAM) 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**

PAM offers the Services to all types of current or prospective clients, including, but not limited to: individuals; banks or thrift institutions; pension and profit sharing plans; trusts; estates; charitable organizations; and corporations or other business entities. Applicable requirements for opening or maintaining an Account with PAM, 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***

The investment styles, philosophies, strategies, techniques and methods of analysis that PAM, Baird, Baird's home office investment professionals, and Other Managers use in formulating investment advice for clients vary widely by Service and the person providing the advice. 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.*

#### *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.

- 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 "Services, Fees and Compensation—Additional Program Information—Alternative Strategies and Alternative Investment Products" above and "Portfolio Manager Selection and*

*Evaluation—Methods of Analysis, Investment Strategies and Risk of Loss—Principal Program Risks" below for more information.*

#### *Asset Allocation Strategies*

Asset allocation strategies, including strategies used by some PAM Managers, 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.

Each asset allocation strategy has different allocations across each asset class, and some strategies may have no allocation to one or more asset classes described above.

In developing its proprietary asset allocation strategies, 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.

### **PAM Investment Management Service**

PAM provides various investment portfolio styles and strategies, including large, mid and small cap equity, international equity, and fixed income, in isolation and in combination, as described below. PAM may utilize mutual funds and ETFs in order to implement the strategy.

Generally, PAM recommends and provides to its clients a diversified investment strategy incorporating U.S. and foreign equity securities, fixed income securities, non-traditional assets, such as real estate, commodities, currencies, and Alternative Investment Products, which may include the use of hedge funds, funds of hedge funds, private equity funds, funds of private equity funds, REITs, leveraged or inverse funds and structured products. PAM may also its base recommendations using other investment strategies and investment products based upon a client's particular needs. PAM may recommend certain investment strategies, such as concentrated investment strategies and margin, and certain types of investments, such as illiquid securities. The exact composition of a client portfolio will be constrained by the client's legal and tax considerations and greatly influenced by the client's liquidity needs and tolerance for portfolio fluctuations. The process by which PAM evaluates a client's investment needs, construct and implement a portfolio are described below.

### **Phase 1: Evaluate**

After gathering pertinent information regarding the client, such as, tax considerations, liquidity needs, and investment time horizon, PAM will recommend a target allocation to one or more asset classes described above. For some clients, PAM will develop an Investment Policy Statement through discussions with the client. The Investment Policy Statement will set forth the target asset allocation, set forth allowed and disallowed assets, and provide a description of the responsibilities of PAM, client's investment managers, and the client. The Investment Policy Statement will be reviewed at least annually, and PAM will recommend changes if necessary to reflect any new circumstances communicated to PAM by the client, such as a change in a client's liquidity needs or investment time horizon. Any

changes will be discussed with the client before implementation.

### **Phase 2: Strategy Design**

PAM will compile, with data supplied by the client, a source of funds document ("Source of Funds"), listing investment assets to be transferred to Baird and other significant investment assets which may not be managed by PAM but which PAM will consider in constructing the overall investment portfolio. PAM will review the Source of Funds with the client to reach agreement on the total assets available for investment and the ownership or registration of the same.

Using the client's target asset allocation, Source of Funds and Investment Policy Statement, if any, as guidelines, PAM will construct a recommended target allocation for client's portfolio to specific investments that will detail asset classes, investment managers, investment vehicles (i.e., SMA, mutual fund, ETF, etc.) and target dollar values for each. The recommended allocation may include a series of investment phases to reach the long term target allocation depending on client preference, current investments, and market conditions.

In constructing the portfolio, PAM considers suitability of different asset classes (e.g. large cap value domestic equity, mid cap value domestic equity, small cap value domestic equity, international equity, fixed income, etc.), the overall aggregate equity and fixed income allocation for the entire portfolio, and use of "active" and/or "passive" or index-tracking investments. PAM may recommend for the portfolio components from several different asset classes and a mixture of active and passive investments.

For each recommended asset class, PAM will also recommend specific investment managers. The managers may include SMAs, mutual funds, ETFs, and other vehicles. For most asset classes, PAM will recommend more than one manager in order to further reduce risk from significant underperformance by a single manager.

The recommended allocation will also include details on fees. The fee for each manager will be provided as well as the PAM consulting fee. A weighted-average fee based on the recommended allocation will also be provided, but the actual

average fee will vary depending on the dollar amounts actually invested.

### Phase 3: Implement

Once the recommended allocation is reviewed with the client and a final allocation is agreed to, PAM will implement the agreed upon plan. This usually includes setting up various Baird accounts, transferring assets from outside accounts to Baird, reconciling assets received against client-provided information as to the assets in the outside accounts, liquidation of some assets, transfers of some assets to Investment Managers, and purchase of mutual funds and ETFs.

PAM 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. PAM primarily relies on independent, third-party research and information when analyzing market trends and conditions, investment manager performance, and asset class characteristics and performance. PAM has built and maintains a proprietary database of manager characteristics, including historical performance, personnel details, fees, investment philosophy, ownership and legal history. PAM has purchased and customized software to analyze the data, which we update at least quarterly. Some of the data, particularly general economic data, is publicly available, but PAM also pays for access to third-party databases which contain data used in our analyses. PAM does not accept fees or other remuneration from managers to be included in databases or in our manager search process. PAM Managers may also use research reports created by Baird. PAM 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 PAM uses information and tools that Baird deems reliable, Baird does not independently verify or guarantee the accuracy of the information or tools used.

When providing investment advice to clients, PAM may also use model portfolios or recommended 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 PAM and Baird perform on managers and 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 list. More specific information about Baird model portfolios, recommended product lists and available 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 managers or products included on a Baird recommended list, are those which, in PAM's professional judgment, may be appropriate to help the client pursue the client's financial goals. PAM and Baird do not represent or guarantee that such investment managers or products are or will be the best investment managers or products available.

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

#### *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. The Value Focus Portfolio invests primarily in 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 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 Product Lists*

**Baird's Recommended Mutual Fund List.** Baird's Recommended Mutual Fund List is designed to include mutual funds and ETFs across numerous asset classes. When selecting funds for inclusion on the List, Baird generally seeks mutual funds and ETFs 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. 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.

**Baird's Recommended Funds of Hedge Fund List.** Baird's Recommended Funds of Hedge Fund List contains a variety of funds of hedge funds ("FOHFs") that pursue various Alternative Strategies. Some FOHFs primarily use credit-oriented investment strategies, which are known as fixed income diversifiers. Some FOHFs primarily use equity-oriented investment strategies, which are known as equity diversifiers. Other FOHFs primarily use a combination of credit- and equity-oriented strategies, which are known as balanced diversifiers. In certain circumstances, FOHFs may be an appropriate substitute for part of a client's allocation to traditional fixed income or equity investments.

To be added to Baird's Recommended FOHF List, a FOHF must generally meet the following requirements: SEC registration (by the general partner or investment advisor under the Investment Advisers Act of 1940), stable to growing assets under management as determined by Baird, principals with an appropriate level of hedge fund management experience and network of contacts in the industry according to Baird, adequate diversification by number of hedge funds and type of hedge fund strategy in Baird's opinion, effective risk management, and reputable service providers (e.g., auditor, administrator, and legal counsel). Baird also seeks FOHFs that it believes possess one or more unique attributes that may lead to favorable performance relative to their peers going forward.

Before adding a prospective FOHF to the List, Baird's Asset Manager Research Department conducts an in-depth due diligence process. The process begins with a review of the FOHF's responses to a due diligence questionnaire and marketing and legal documents (e.g., subscription documentation, limited partnership agreement, offering memorandum, and the adviser's Form ADV Part 2A Brochures). This is followed by an onsite review, where Baird meets with one or more principals and analysts to assess how the FOHF identifies, hires, monitors, and terminates individual hedge funds. Baird also evaluates how the FOHF constructs its hedge fund portfolio and manages risk. In addition, Baird undertakes a brief review of the FOHF's third party service providers. At the conclusion of the onsite review, the Asset Manager Research Department writes and presents an investment thesis to Baird's Investment Committee. The Committee determines whether to add the FOHF to Baird's Recommended Funds of Hedge Fund List. In making that determination, the Committee considers the information presented by the Asset Manager Research Department, taking into account the merits of the individual FOHF, how that FOHF compares to other FOHFs that Baird offers, and the level of expected demand for the particular FOHF.

After a FOHF is added to Baird's Recommended Funds of Hedge Fund List, it is monitored each quarter, and subsequent onsite reviews periodically take place. As part of its quarterly monitoring, Baird evaluates a FOHF's assets under management and flows (subscriptions and redemptions), organizational changes (e.g.,

personnel changes or new offerings), recent changes made to the FOHF portfolio (e.g., hedge funds added or removed), and reasons for performance differences between the FOHF and its benchmark. Subsequent onsite reviews are similar in nature and scope to the initial on-site review.

Baird may place a FOHF on "Watch" status if it has experienced a material event that, in Baird's opinion, may negatively affect the FOHF's performance going forward or possibly lead to the departure of an important member(s) of the FOHF. Examples include a large decline in assets under management, high rate of redemptions, notable change in the investment or compliance teams, weakening performance, or regulatory problems. Any firm that is placed on Watch is evaluated more closely to determine if the problem is likely to be temporary or long-term, and whether it can be remedied. Baird will remove a FOHF from Watch and return it to active status if, in Baird's opinion, the problem has been or is in process of being adequately addressed. However, Baird will terminate a FOHF from the List if it believes the issue is likely to be long-term and adversely affect the FOHF's future performance.

Using the FOHFs on Baird's Recommended Funds of Hedge Funds List, PAM will select or replace, or recommend the selection or replacement of, a particular FOHF based upon each client's particular goals and circumstances.

#### *Certain Available Product Lists*

Managed Futures. When making managed futures products available to its clients, Baird generally seeks to identify managed futures products that exhibit stable or growing assets under management and offer strategies that may be suitable for Baird clients. Baird also considers the principals' management experience, size of the managed futures pool or fund and its sponsor, and historical performance.

Baird's Product Management Department along with the Asset Manager Research Department are primarily responsible for selecting and evaluating managed futures products made available to clients under the Services. Baird's initial evaluation of a managed future product and its sponsor includes a review of a questionnaire and legal documents (e.g., subscription documents



and agreements, disclosure documents, and offering materials) and a meeting with key personnel in person or via telephone. Baird's Alternative Investment Committee, which includes members of Baird's Product Management, Asset Manager Research, Compliance, Legal, and Risk Management Departments, ultimately determines whether to make a managed futures product available to Baird clients.

Baird generally monitors managed futures products made available to Baird clients on an annual basis through the use of a questionnaire that focuses primarily on the following factors: assets under management, organizational changes (e.g., personnel changes), changes made (e.g., investment strategies or process), and reasons for the product's recent performance. In addition, Baird conducts subsequent onsite reviews of each sponsor on a periodic basis when deemed necessary by Baird.

Baird may remove a managed futures product if it experiences a significant decline in assets under management, or a notable change in investment strategy or key personnel, or regulatory problems.

Using the managed futures products that Baird makes available, PAM will select or replace, or recommend the selection or replacement of, a particular managed futures product based upon each client's particular goals and circumstances.

Structured Products. When determining whether to make a structured product available to Baird clients, Baird reviews the offering documents for the structured product and considers: the size of the issuer and issuer's credit rating, the maturity of the product, how interest is calculated, the underlying asset category (e.g., a basket of securities or currencies or a market index), applicable caps, barriers, and participation rate, and whether the structured product has principal protection.

Baird tends to favor larger-sized issuers of structured products over smaller-sized issuers and also tends to favor structured products that have shorter maturities, less complex payout structures, underlying assets that are more liquid or transparent, and offer principal protection.

Baird's Product Management Department is primarily responsible for selecting and evaluating structured products made available to clients under the Services. Baird's Alternative Investment Committee, which includes members of Baird's Product Management, Asset Manager Research, Compliance, Legal, and Risk Management Departments, ultimately determines whether to make a structured product available to Baird clients.

Using the structured products that Baird makes available, PAM will select or replace, or recommend the selection or replacement of, a particular structured product based upon each client's particular goals and circumstances.

Funds of Private Equity Funds. When making funds of private equity funds available to its clients, Baird generally seeks to identify fund of private equity fund products that have the following traits: a management firm that is registered with the SEC as an investment adviser; stable or growing assets under management; a well-diversified portfolio of private equity funds; and reputable service providers (e.g., auditor, administrator, legal counsel and custodian). In addition, Baird looks for fund of private equity fund products that offer strategies that Baird believes may be suitable for Baird clients. Baird also considers the fund's principals' experience managing a fund of private equity fund and whether they have a network of contacts in the industry.

Baird's Product Management Department along with the Asset Manager Research Department are primarily responsible for selecting and evaluating the funds of private equity funds made available to clients under the Services. Baird's initial evaluation of a fund of private equity product and its sponsor includes a review of a questionnaire and legal documents (e.g., subscription documents and agreements, disclosure documents, and offering materials) and a meeting with key personnel in person or via telephone. Baird's Product Strategy Committee determines whether to make a fund of private equity funds product available to Baird clients.

Baird generally monitors fund of private equity fund products made available to Baird clients on an annual basis through the use of a questionnaire that focuses primarily on the

following factors: investments made or distributions, assets under management, organizational changes (e.g., personnel changes), changes made (e.g., investment strategies or process), and reasons for the product's recent performance. In addition, Baird conducts subsequent onsite reviews of each sponsor on a periodic basis when deemed necessary by Baird.

Baird may discontinue making a specific fund of private equity fund available for new investments if it experiences a notable change in investment or key personnel, or regulatory problems.

Using the funds of private equity funds that Baird makes available, PAM Managers will select or replace, or recommend the selection or replacement of, a particular fund of private equity fund based upon each client's particular goals and circumstances.

**Private Equity Funds.** Generally, Baird only makes available to clients private equity funds that are affiliated with Baird. This presents a potential conflict of interest. See "Other Financial Industry Activities and Affiliations—Certain Affiliations—Affiliated Private Equity Funds" below.

PAM may also manage client assets using other investment strategies and investment products based upon a client's particular needs. PAM may use certain investment strategies, such as concentrated investment strategies and margin, and certain types of investments, such as illiquid securities and Alternative Investment Products, including REITs, private equity funds, funds of private equity funds, leveraged or inverse funds and structured products. These investment strategies and products involve special risks and may not be appropriate for all clients. Please see "Principal Risks" below for more information.

### ***PAM Recommended Managers Service***

When selecting and evaluating managers for the PAM Recommended Managers Service, PAM may utilize Baird's Recommended Managers List. PAM may also select managers not included on Baird's Recommended Managers List through its own manager evaluation process.

When selecting managers for Baird's Recommended Managers List, Baird seeks registered investment advisory firms having portfolio managers with academic credentials

such as a master's degree or participation or completion of the Chartered Financial Analyst ("CFA") program. Baird also looks for a portfolio manager with greater than three years of investment experience focusing on the particular investment style that is offered by the portfolio manager. Baird generally looks for portfolio managers that have demonstrated success, that have performance histories showing sufficient ability to achieve returns in excess of their respective benchmarks, and that have investment processes, infrastructure, personnel and other resources satisfactory to Baird. Baird also considers other qualitative and quantitative factors.

Baird's Asset Manager Research Department is primarily responsible for selecting and evaluating investment managers included on Baird's Recommended Managers List. In selecting 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. The final determination of Baird's Recommended Managers List is subject to the approval of Baird's Investment Committee.

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 Managers 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.

It is important for the client to note that PAM and Baird's selection and ongoing evaluation of a PRM Strategy managed by an Implementation Manager is based upon an assumption that the Model Portfolio will be fully and faithfully implemented by the Implementation Manager on a continuous basis. A client should understand that the Implementation Manager has discretion over the client's Account and may invest the client's Account in a manner that differs from the Model Portfolio. PAM and Baird do not monitor the Implementation Manager's implementation of the Model Portfolio nor do they ascertain whether the Implementation Manager is implementing the Model Portfolio as provided by the Model Manager. If the Implementation Manager, in the exercise of its discretion, decides to implement the Model Portfolio differently, the performance of a client's Account could be negatively impacted. PAM and Baird are not monitoring, evaluating or reviewing the Implementation Manager or the performance of a client's Account under those circumstances.

If a client selects a PRM Strategy that is a Model-Traded Strategy, it is important to note that Baird's selection and ongoing evaluation of a manager is based upon an assumption that the manager's Model Portfolio will be fully and faithfully implemented by the Overlay Manager on

a continuous basis. Baird does not monitor the Overlay Manager's implementation of the Model Portfolio nor does it ascertain whether the Overlay Manager is implementing the Model Portfolio as provided by the manager. If the Overlay Manager, in the exercise of its discretion, decides to implement the Model Portfolio differently, the performance of a client's Account could be negatively impacted. Baird is not monitoring, evaluating or reviewing the Overlay Manager or the performance of a client's Account under those circumstances.

Certain investment strategies offered by Baird Equity Asset Management have been selected by Baird for inclusion on Baird's Recommended Managers List.

PAM will select or replace, or recommend the selection or replacement of, a particular manager based upon the client's particular goals and circumstances and the client's investment strategy. This may involve the selection or recommendation of a manager on Baird's Recommended Managers List and it may involve managers not on such list. PAM typically conducts additional qualitative and quantitative reviews of managers on Baird's Recommended Managers List and will conduct qualitative and quantitative reviews of managers on other managers not included on such list. PAM's evaluation process typically involves in-person or telephonic interviews of the manager and a review of the manager's historic performance, size of assets under management, asset flows, and an analysis of how the management firm adds value.

The hiring of investment managers for a client account includes an initial screening by PAM of a potential manager for overall style, firm size, the age of the investment advisor, its compliance with GIPS composite standards, its average turnover, and its performance record in said style for at least the five (5) years preceding the review. A quantitative score calculation is assessed to each investment manager based upon the Sortino Ratio, Alpha, Standard Deviation, Market Capture, Batting Average and Retention, Sharpe ratio, one-year trailing return, the most recent quarter return, the up market capture ratio, and down market capture ratio. A weight is then assigned to each of the foregoing.

A review of the investment manager's long term and short term consistency with its stated investment style is then performed. A select group of managers who are found to meet quantitative and qualitative analysis standards set by PAM for this program are sent investment manager questionnaires. Upon completion of the form by the investment manager, PAM reviews the history of the investment management firm, ownership structure, investment professional biographies, investment professional turnover, buy/sell disciplines, and operations and trading. A model portfolio with holdings and weights is also requested from the investment manager.

After the investment manager is selected, the manager is reviewed by PAM daily whereby a comparison of the manager's performance is tracked against a suitable benchmark and daily trading activity of the manager is reviewed.

PAM will typically remove a manager when the manager is removed from Baird's Recommended Managers List or when PAM believes that the manager is experiencing significant and prolonged underperformance.

PAM and Baird assume no responsibility for the manager's investment decisions, performance, compliance with applicable laws or regulations, or for any other matters involving or affecting the manager.

### ***Client Selected Managers Service***

Clients participating in the CSM Service should note that any investment manager selected by the client under that Service is not on Baird's Recommended Managers list. A client should further note that Baird does not make any representation or recommendation to clients regarding such managers or their abilities or qualifications as an investment adviser or to manage client assets

PAM and Baird do not perform any due diligence or ongoing monitoring, evaluation or reviews of any investment managers under the CSM Service, including the Overlay Manager, unless PAM and Baird otherwise specifically agree to do so in writing. The Overlay Manager may provide review and ongoing evaluations of CSM Eligible Managers only. Clients should review Overlay Manager's Form ADV Part 2A Brochure for more information,

which is available upon request or contact their PAM Manager for more information.

A client is solely responsible for the appointment and continued retention of investment managers in connection with this Service. Once retained by the client, an investment manager will only be removed from managing the client's Account upon the client's direction to do so. PAM and Baird assume no responsibility for the client's selection or termination of an investment manager under this Service, the manager's investment decisions, performance, compliance with applicable laws or regulations, or for any other matters involving or affecting the manager.

### **Principal Risks**

Risk is inherent in any investment product and PAM and Baird do 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 and 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 a Service, a client may be subject to certain risks, including, but not limited to the risks described below. The risks discussed below vary by Service and investment style or strategy, and 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 PAM 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 Services 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 PAM Manager of these considerations so the PAM 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 PAM 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 and credit 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.

**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.** An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency.

Although money market funds typically 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 below \$1.00 per share. In that event, the fund's holdings may be liquidated and distributed to the fund's shareholders. This liquidation process could take time to complete. During that time, the amounts a client has invested in the money market fund would not be available for purchases or withdrawals. New SEC regulations for money market funds that go into effect in October 2016 may impact how some money market funds operate. The new regulations make a distinction between: (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). Beginning in October 2016, institutional money market funds will be 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"). In addition, retail and institutional money market funds will be 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.** Certain securities may have more or less liquidity than other securities. Securities with less liquidity generally have wider bid and ask spreads. Also, the volatility of the price of a thinly traded security may be more than the volatility of the price of a widely traded security because of the impact of low trading volume. It may be difficult to sell an illiquid security at any given time and a client may not be able obtain a favorable price for

the security. As a result, illiquid securities may have a negative effect on the performance of the client's Account. 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.

**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. A portfolio with a high turnover rate will incur more transaction costs than one with a lower rate. Higher transaction costs may negatively impact the return of the portfolio. High portfolio turnover may also 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 are also 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 PAM Manager, or an investment manager may decide to add or remove an Investment Fund to or from an investment strategy or Service. 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.

### ***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**

**Hedge Funds and Funds of Hedge Fund Risks.** Hedge funds typically engage in one or more Alternative Strategies, including the use of non-traditional assets, short sales, leverage and other derivative instruments. Funds of hedge funds typically invest substantially all of their assets in other hedge funds. Hedge funds and funds of hedge funds have unique tax characteristics. A client should consult with a tax advisor before investing in those funds. Some hedge funds and funds of hedge funds are subject to limited regulation and offer limited disclosure and transparency. Also, the costs of hedge funds and funds of hedge funds are typically higher than other types of funds. Investment advisers or managers for those funds often receive a management fee plus an incentive or performance-based fee. Because of the existence of a performance-based fee, fund managers may be motivated to make riskier investments that have the potential for significant growth in value. Hedge funds and funds of hedge funds are also subject to a higher risk of incorrect valuations. Many hedge funds hold investments for which market quotations are not readily available, which necessitates the use of "fair value" pricing. Fair value pricing is an inherently subjective process and may not accurately reflect the prices that can actually be obtained upon sale of the assets for which fair values are used. Investments in hedge funds and funds of hedge funds also have reduced liquidity compared to other investments and are

generally subject to a higher risk of volatility. Investing in hedge funds and funds of hedge funds involves other special risks, including, but not limited to, risks associated with non-traditional assets, short sales, leverage, derivative instruments, and Alternative Strategies. 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. *Hedge funds and funds of hedge funds are complex investments that have significant, special risks. As a result, they may not be suitable for some clients. Clients investing in hedge funds or funds of hedge funds 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.*

**Private Equity Funds and Funds of Private Equity Funds Risks.** Private equity funds are pools of actively managed capital that invest primarily in private companies with the intent of creating value in the companies in which they invest by improving operations, reducing costs, selling non-core assets and maximizing cash flow. Private equity funds usually have an investment objective or strategy that may focus on companies in certain sectors, industries, geographic regions, size ranges or stages of development or operations, or on certain types and sizes of investments. Funds of private equity funds typically invest substantially all of their assets in other private equity funds. Private equity funds and funds of private equity funds have unique tax characteristics. A client should consult with a tax advisor before investing in those funds. Private equity funds and funds of private equity funds are subject to limited regulation and offer limited disclosure and transparency. Also, the costs of private equity funds and funds of private equity funds are typically higher than other types of funds. Investment advisers or managers for those funds often receive a management fee plus an incentive fee or carried interest. Private equity funds and funds of private equity fund are also generally subject to administrative service fees and portfolio company transaction fees. Because of the existence of a carried interest, fund managers may be motivated to make riskier investments

that have the potential for significant growth in value. Investments in private equity funds and funds of private equity funds also have reduced liquidity compared to other investments. Investors should not expect to receive distributions from a fund for a number of years. Private equity investing is very risky. Many investments made in portfolio companies are not profitable. In addition, investments made by private equity funds and funds of private equity funds may be concentrated in one or more economic industries or sectors, geographic regions, stages of development or operation, or sizes of companies. Investing in private equity funds and funds of private equity funds involves other special risks, including, but not limited to, dependence upon key personnel and conflicts of interest risks. Other risks may include: market risk, management and securities selection risk, investment objective and asset allocation risk, interest rate risk, credit risk, capitalization risk, investment style risk, foreign issuer and investment risk, and emerging market risk. *Private equity funds and funds of private equity funds are complex investments that have significant, special risks. As a result, they may not be suitable for some clients. Clients investing in private equity funds and funds of private equity funds should have a high tolerance for risk, including the willingness and ability to accept lack of liquidity and potential loss of their investment.*

**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.*

**Managed Futures Risks.** Managed futures are commodity pools (typically structured as investment partnerships) managed by a futures trading adviser that trade speculatively in various derivative instruments and other investments. There are significantly higher fees and expenses associated with investments in managed futures than other types of funds. Sponsors or managers for these pools often receive a management fee plus incentive or performance-based fee. Because of the existence of a performance-based fee, managers may be motivated to make riskier investments that have the potential for significant growth in value. Managed futures may seek exposure to different asset classes, such as equity securities, fixed income securities, commodities (such as metals, agricultural products, and energy products), currencies, interest rates, and indices. Managed futures often obtain this exposure through derivative instruments, which may be traded on U.S. or foreign exchanges or markets. Managed futures often employ computerized, systematic and often proprietary trading models and systems. Investing in managed futures involves special risks, including, but not limited to, liquidity risks and risks associated with commodities, currencies, and other non-traditional assets, leverage, derivative

instruments and Alternative Strategies. 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. *Managed futures can be speculative investments because of the types of investments they make and they involve significant, special risks. As a result, they may not be suitable for some clients. Clients investing in these funds 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.*

#### **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.*

**Structured Products Risks.** Structured products are a hybrid between two asset classes (typically issued in the form of a CD or note) but instead of having a pre-determined rate of interest, the return is linked to the performance of an underlying asset class, such as single security or basket or index of securities; a commodity or basket or index of commodities, including futures; and a foreign currency or basket of foreign currencies. Investing in structured products involves special risks, including, but not limited to, risks associated with 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, emerging market risk, commodities risk and currency risk. *Structured products are complex investments and involve special risks. As a result, they may not be suitable for some clients.*

**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.*

**Business Development Company Risks.** A BDC is typically a domestic, closed-end investment company that is operated for the purpose of making equity and debt investments in small and developing businesses, as well as financially troubled businesses. As a result, investments made by BDCs tend to be risky and speculative. Investment advisers or managers for BDCs often receive a management fee plus incentive or performance-based fee. Because of the existence of a performance-based fee, managers may be motivated to make riskier investments that have the potential for significant growth in value. BDCs commonly use borrowings or leverage to make investments in portfolio companies. Adverse interest rate movements can negatively impact a BDC's ability to make investments. Investments made by BDCs are typically illiquid, and valuing such investments is challenging. It is possible that valuations on investments used are materially different from the



values that BDCs will ultimately receive upon disposition of those investments. Changing market and economic conditions affecting a BDC's investments may cause significant volatility in the BDC's net asset value and stock price. Due to the nature of BDCs' investments, securities issued by BDCs are subject to greater liquidity risk than other investments. A debt security or preferred stock issued by a BDC, in many cases, is non-rated or is rated below investment grade, which can carry its own risks. Investing in BDCs involves other special risks, including, but not limited to, portfolio company credit and investment risk, leverage risk, capital markets access 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, common stock risk, fixed income securities risk, and interest rate risk. *BDCs can be speculative investments because of the types of investments they make and involve significant, special risks. As a result, BDC investments may not be suitable for some clients. Clients investing in BDCs 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.*

**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.**

### Recent Market Events

In response to the financial crisis that began in 2008, the Federal Reserve has taken 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 commenced a policy rate normalization process and has raised its policy rate, the overnight Federal Funds rate by 25 basis points. 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.

### 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.

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 PAM associates and certain management persons of Baird may invest in those funds.

From time to time, PAM and Baird 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 PAM, Baird and Baird's 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. PAM and Baird address this potential conflict through disclosure in this Brochure. Further, when acting as fiduciary investment advisers, PAM and Baird 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.

PAM Managers and certain other of Baird's and PAM's management persons and associates 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 PAM Managers may, from time to time refer clients to Baird Advisors or Baird Equity Asset Management, investment management

departments of Baird, or CCM, a division of Baird Equity Asset Management.

Certain investment strategies offered by Baird Equity Asset Management have been selected by Baird for inclusion on Baird's Recommended Managers List. *Baird has a financial incentive to favor Baird Equity Asset Management because Baird receives more compensation if Baird Equity Asset Management manages a client's Account rather than other unaffiliated 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 and Greenhouse Fund GP LLC ("Greenhouse GP") by virtue of their common indirect ownership by BFG. From time to time, PAM 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 and ETFs**

Baird is the investment adviser and principal underwriter for Baird Funds, Inc. (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 PAM clients. *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.*

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

Baird Equity Asset Management serves as investment sub-adviser to a mutual fund series of the Principal Funds, Inc. Additional information about that mutual fund, including information relating to the compensation paid to Baird 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. Additional information about those mutual funds, including information relating to the compensation paid to Baird 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. 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. PAM and Baird 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 Principal Group Management Company I, LLC ("BPG 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. 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. 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.

PAM 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 PAM Managers, Baird and PAM 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. The Greenhouse Onshore Fund LP is available to clients under the Services. *Due to its affiliation with Greenhouse and*

*Greenhouse GP, Baird has a financial incentive to favor those hedge funds.*

### Other Financial Industry Activities

Baird has business relationships with many investment managers, including those participating in the Services, separate and apart from the Services. 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. If a client is paying commissions to PAM for advisory services it provides to the client (in those advisory programs in which commissions may be charged), Baird and PAM Managers could have a financial incentive to favor an investment management firm that trades actively, thereby executing more trades and generating higher compensation for Baird and PAM Managers. However, Baird and PAM Managers are fiduciaries that are required to act in the best interest of advisory clients when selecting or recommending investment management firms or their investment products to such clients. PAM and Baird address this potential conflict through disclosure in this Brochure. Further, PAM and Baird do not consider the extent to which an investment management firm directs or is expected to direct trades to Baird for execution when considering the eligibility of an investment management firm for advisory programs (including when PAM selects PAM Recommended Managers and when Baird constructs its Recommended Managers or Recommended Mutual Fund Lists). 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 as described under the heading "Brokerage Practices" below. 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 Baird associates from time to time may provide clients with tax return preparation, bill pay or related services. In some instances, the fee for those services may be bundled with the Advisory Fee. A client should understand that the provision of such services is separate from, and not related to, the Services 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 PAM, 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 PAM 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, PAM and Baird provide brokerage and related services to clients, including the purchase and sale of individual stocks, bonds, mutual funds, Alternative Investment Products and other securities. PAM and Baird receive compensation based upon the sale of such investment products.

PAM, Baird and Baird's affiliates may buy or sell securities for their own accounts, or may act as broker or agent for other PAM or Baird clients, including other advisory clients. PAM, Baird and Baird's 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. PAM or 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. PAM associates 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. PAM and Baird 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 PAM and Baird 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 PAM's, Baird's and their 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. With respect to a client's Account subject to a commission-based fee arrangement, a mutual fund may compensate PAM and Baird based on the front-end or back-end sales charges ("loads"), if any, paid by the client. This provides PAM and Baird an incentive to favor mutual funds that have higher sales charges.

Distribution and Shareholder Servicing Fees. PAM and Baird provide certain distribution and other shareholder-related services to mutual funds and their vendors with respect to PAM clients that hold shares of such mutual funds in their accounts. PAM and Baird may receive distribution and shareholder servicing fees from those 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.

If PAM or Baird receives 12b-1 fees from a fund with respect to a client's mutual fund investment in the client's Account and the client is paying an asset-based Advisory Fee on such investment, Baird rebates such 12b-1 fees to the client's Account. If any rebated fees remain in a client's Account at the time of billing, those rebated amounts will be included in the Account assets subject to the Advisory Fee.

With respect to a client's Account subject to a commission-based fee arrangement, PAM or Baird may receive 12b-1 fees from a fund with respect to a client's mutual fund investment in the client's Account. Accordingly, the receipt of these fees provides PAM and Baird an incentive with respect to such Account 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 PAM 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 PAM, and the compensation Baird pays to PAM is not tied to such payments.

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 PAM, and the compensation that Baird pays to PAM 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 PAM clients. Under the clearing arrangement, Schwab provides clearing services for nearly all "no load" funds held by PAM 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 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 PAM Managers based upon the 12b-1 fees it receives and retains.

If PAM or Baird receives 12b-1 fees from Schwab with respect to a mutual fund investment in a client's Account and client is paying an asset-based Advisory Fee on such investment, Baird rebates such 12b-1 fees to the client's Account. If any rebated fees remain in a client's Account at the time of billing, those rebated amounts will be included in the Account assets subject to the Advisory Fee.

With respect to a client's Account subject to a commission-based fee arrangement, the receipt of 12b-1 fees provides PAM and Baird an incentive with respect to such Account to favor mutual funds over other investment products, or to favor mutual funds that pay higher 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 detailed information about the compensation that PAM or Baird receives from a mutual fund company is available in the mutual fund company's prospectus or statement of additional information and on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures). Clients may also contact PAM or Baird for more specific information about the amount of compensation PAM or Baird may receive from any of these mutual fund companies. More detailed information about the compensation that Baird receives from Schwab is also available on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### Unit Investment Trusts

With respect to a client's Account subject to a commission-based fee arrangement, UITs

compensate PAM and Baird based on the sales charges, if any, paid by the client. This provides PAM and Baird 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 PAM Managers, and the compensation that Baird pays to its PAM Managers is not tied to such payments. More detailed information about UITs and the compensation that Baird receives from a UIT and its sponsor is available in the prospectus or other offering documents for the UIT and on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

### Alternative Investment Products

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

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

Baird may also receive compensation related to the servicing of client accounts that hold those products. More detailed information about the compensation that Baird receives from an Alternative Investment Product and its sponsor is available in the prospectus or other offering documents for the Alternative Investment Product and on Baird's website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures). Clients may also contact PAM or Baird for more specific information about the amount of compensation Baird may

receive from the sale or servicing of Alternative Investment Products.

### **Annuities and Insurance Products**

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

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

The marketing support payments that Baird receives from insurance companies are not paid to PAM, and the compensation that Baird pays to PAM is not tied to such financial support.

More detailed information about the compensation that Baird receives from insurance companies is available in the disclosure documents related to the applicable insurance product and on Baird's website at [www.rwbaird.com/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 PAM and Baird that require them to provide investment advice that is suitable for advisory clients (based upon the information provided by such clients).

### **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 asset-based Advisory Fee paid by the client on the funds invested in the Cash Sweep Program, Baird receives a fee from each bank or money market fund for 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. Certain PAM associates may also receive a selling concession or other incentive on the sale to clients of securities that Baird underwrites. In addition, certain PAM associates 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. PAM and Baird 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, PAM and Baird 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

PAM in a principal capacity only if the client consents to the transaction in writing and Baird has provided the client with all material information regarding Baird's and PAM'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, PAM and their associates are not permitted to divulge such information to any client or act upon such information with respect to a client's Account or their own accounts.

### **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 Advisory 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 PAM and Baird, will generally increase as the size of the outstanding margin loan increases. As a result of the foregoing, PAM and Baird 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 PAM and Baird clients. Baird receives a referral fee from the lender in some instances. 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 has 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. Baird has 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 their PAM Manager.

PAM and Baird likely will receive higher overall compensation from advisory clients than from brokerage clients. PAM associates and Baird thus have a financial incentive to provide investment advice based upon the compensation received. Certain client accounts managed by PAM and Baird have similar investment objectives and strategies but may be subject to different fee schedules or commission rates. Thus, PAM and Baird may have an incentive to favor client accounts that generate a higher level of compensation.

PAM and Baird address these conflicts through disclosure in this Brochure. In addition, Baird has adopted internal policies and procedures for PAM and Baird 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 PAM or Baird 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 "Fees and Compensation—Advisory Fee—Advisory Fee Payments to PAM, Baird and Investment Managers" and "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, PAM, Baird and Baird's affiliates and associates will receive the fees and payments described above for the duration of the client's advisory relationship with PAM or Baird. In some circumstances, the receipt of such compensation may extend beyond a client's advisory relationship with PAM or Baird if the client continues to hold those assets at Baird.

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

## **Brokerage Practices**

### **PAM's and Baird's Trading Practices**

#### **Broker-Dealer Selection**

PAM and Baird will select the broker-dealers, which may include Baird, that will execute trade orders for Non-Discretionary Accounts and with respect to Accounts that are managed directly by PAM or Baird unless the client has provided instructions to PAM to the contrary. As investment adviser, PAM and Baird have an obligation to seek "best execution" of client trade orders. "Best execution" means that they must place client trade orders with those broker-dealers that they believe are capable of providing the best qualitative execution of client trade orders under the circumstances, taking into account the full range and quality of the services offered by the broker-dealer, including the value of the research provided (if any), the broker-dealer's execution

capabilities, the cost of the trade, the broker-dealer's financial responsibility, and its responsiveness to PAM and Baird. It is important to note that PAM's and Baird's best execution obligation does not require them to solicit competitive bids for each transaction or to seek the lowest available cost of trade orders, so long as they reasonably believe that the broker-dealer selected can be reasonably expected to provide clients with the best qualitative execution under the circumstances. From time to time, clients may direct PAM to execute trades through Baird. See "Directed Brokerage" below.

### **Trade Aggregation, Allocation and Rotation Practices**

PAM and Baird may aggregate contemporaneous buy and sell orders for the accounts over which they have discretionary authority (a practice also known as bunching trades or block transactions). This practice may enable them 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 them 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.

PAM and Baird generally aggregate buy and sell orders when executing trades for client accounts under their direct discretionary management when they have the opportunity to do so. When utilizing block transactions, PAM and Baird generally aggregate a client's trade orders with trade orders for clients who are participating in the same Service and pursuing the same model portfolio or strategy. In some cases, PAM or Baird may aggregate a client's trade orders with trade orders for other advisory clients who are not participants in the Services described in this Brochure. However, PAM and Baird determine whether or not to utilize block transactions for a client in their sole discretion and PAM's and Baird's decision is subject to their duty to seek best execution. PAM and Baird will aggregate a client's trade orders only when they deem 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, PAM may also make random allocations to client accounts in certain circumstances, such as when Baird deems a partial fill for the total block order to be low. Adjustments to trade allocations may also be made, at the discretion of PAM, 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 PAM is not able to aggregate trades, PAM 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 PAM'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.

Because PAM and Baird are unable to buy or sell any security for a client's Non-Discretionary Accounts without the client's authorization, PAM and Baird generally do not aggregate or bunch trades for those Accounts with the same or similar trades for other client accounts. Because similar orders for the client and PAM's or Baird's other clients may be placed and filled at different times, the client may buy or sell securities at prices that are different from the prices obtained by other clients who received the same or similar advice from PAM or Baird.

### ***Directed Brokerage Arrangements***

In some cases, a client may direct PAM to use a particular broker-dealer for execution of the client's trade orders (a "directed brokerage arrangement"), and PAM may agree to the arrangement. This may occur when a client's Account is held at another broker-dealer firm and a client directs PAM to execute trades through such firm, or when a client's Retirement Account or other account is maintained on a platform operated and managed by a third party unaffiliated with PAM or Baird and trades must be executed through that platform. A client should understand that PAM and Baird consider such arrangements to be directed brokerage arrangements. A client should also understand that if the client has a directed brokerage arrangement, PAM and Baird may be unable to achieve best execution for the client's transactions. A client should note that any costs related to the directed brokerage arrangement are not included in the Advisory Fee and that the client will be solely responsible for monitoring, evaluating and reviewing the arrangement with the directed broker-dealer and paying any commissions or markups or markdowns or other costs imposed by the directed broker-dealer. A client should also note that PAM generally will not aggregate the client's directed brokerage trade orders with orders for other PAM clients. As a result, a client's transaction costs may be higher because the client will not benefit from any volume discounts or other reduced transaction costs that PAM may obtain for its other clients. A client should further note that PAM generally will not include such client trade orders in its trade rotation process and that PAM will generally place the client's trade orders with the directed broker-dealer after PAM completes its trading for other PAM client accounts. The client's trade orders will significantly bear the market price impact, if any,

of those trades executed earlier in PAM's rotation. As a result, the client may receive a less favorable net price for the trade.

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

Before directing PAM to use a particular broker-dealer, a client should carefully consider the possible costs or disadvantages of directed brokerage arrangements.

*From time to time, PAM may request that PAM clients direct PAM to execute trades through Baird, as broker-dealer, including certain clients subject to a commission-based fee arrangement. This presents a conflict of interest, which is further described under "Fees and Compensation—Advisory Fee" above.*

### **Cross Trading Involving Advisory Accounts**

From time to time, when PAM and Baird believe that each respective transaction is consistent with the client's best interest, PAM, 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 PAM 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 PAM and Baird 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 PAM or 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 PAM or 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 PAM or Baird associate.

PAM and Baird offer 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.

If a client's Account is managed by an Other Manager, the client should review the Other Manager's Brochure and contact the Other Manager for information about how the Other Manager corrects trade errors.

### **Soft Dollar Benefits**

PAM and Baird receive no research or other products from broker-dealers in connection with PAM clients' securities transactions.

### **Trading Practices of Investment Managers**

If a client's Account or a portion thereof is managed by an investment manager, the client should note that, like Baird, such investment manager has a duty to seek best execution for the client's Account.

Investment managers may participate in wrap fee programs. In addition, investment managers may manage institutional and other accounts not part of a wrap fee program. In the event an investment manager purchases or sells a security for all accounts using a particular SMA Strategy

offered by the investment manager, the investment manager may have to potentially effect similar transactions through a number of different broker-dealers. In some cases, to address this situation, investment managers may decide to aggregate all such client transactions into a block trade that is executed through one broker-dealer. This practice may enable the investment manager 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 the investment manager 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.

Alternatively, an investment manager may utilize a trade rotation process where one group of clients may have a transaction effected before or after another group of the investment manager's clients. A client should be aware that an investment 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 investment manager's 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 investment manager's rotation, and, as a result, the client may receive a less favorable net price for the trade. Additional information regarding an investment manager's trade rotation policies, if any, is available in the investment manager's Form ADV Part 2A Brochure.

*A client should note that each investment manager is solely responsible for ensuring that it complies with its best execution obligations to the client. A client should review the manager's trading for the client's Account because PAM and Baird do not monitor, review or evaluate whether the manager is complying with its best execution obligations to the client. A client should review the manager's Form ADV Part 2A Brochure, inquire about the manager's trading practices, and consider that information carefully, before selecting a manager.*

A client should note that the client's advisory agreement permits PAM and Baird to trade as principal on orders received from Other Managers. See "Trade Execution Services Performed by

Baird—Principal Transactions" below for more information.

### Trade Execution Services Performed by Baird

If Baird provides trade execution services for a client's Account, 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 Advisory Fee.

### Agency Cross Transactions

In certain circumstances and to the extent permitted by applicable law and regulation, PAM and Baird 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 their brokerage services, PAM and Baird may receive compensation from parties on both sides of an agency cross transaction, the amount of which may vary. Therefore, PAM and Baird may have a conflicting division of loyalties and responsibilities. However, in all cases, PAM and Baird will seek to obtain the best execution for each respective advisory client and will effect agency cross transactions only in accordance with the requirements of Rule 206(3)-2 under the Advisers Act. Furthermore, PAM and Baird will comply with additional regulations applicable to retirement accounts.

Where applicable, a client's advisory agreement discusses agency cross transactions and authorizes PAM and Baird to effect agency cross transactions for a client's Account. **A client's authorization to PAM and Baird to effect "agency cross" transactions is given**

**pursuant to Rule 206(3)-2 under the Advisers Act and may be withdrawn by a client at any time in client's sole discretion by sending written notice to PAM.**

### ***Principal Transactions***

Subject to the requirements of applicable law, PAM and Baird may execute transactions for a client's Account while acting as principal for Baird's own account. Baird acts as principal when PAM or Baird sell a security from Baird's inventory to a client, or PAM or Baird purchase a security from a client for Baird's inventory. PAM and Baird also act as principal when they sell new issue securities to clients in offerings underwritten by Baird as further described below. 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.

PAM and 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. Any compensation received by PAM and Baird in a principal transaction is in addition to the Advisory Fee paid by the client. Thus, in trading as principal with a client, PAM and Baird will have potentially conflicting division of loyalties and responsibilities regarding their own interests and the interests of the client. This profit potential may give PAM and Baird an incentive to recommend a transaction in which PAM and Baird act as principal over other transactions. Nonetheless, PAM and Baird 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 PAM and Baird, 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 PAM's and Baird's role in potential principal transactions, and each

transaction confirmation sent to PAM clients discloses the capacity in which PAM and Baird served in the transaction and whether Baird is a market maker in each security the client bought or sold.

To the extent permitted by applicable law and regulation, if a client's Account participates in a Non-Discretionary Service or other non-discretionary service, or if the Account is managed by an Other Manager, the client's advisory agreement provides PAM and Baird with a blanket authorization to act as principal for Baird's own account in selling any security to, or purchasing any security from, the client's Account. With this authorization, PAM and Baird may effect any and all principal transactions with the client's Account without having to provide specific written disclosures or obtain written client consent prior to completion of each proposed principal trade, subject to the requirements of Rule 206(3)-3T under the Advisers Act (including any amendments to such rule or successors to such rule) and other applicable rules and interpretations. **This authorization to enable PAM and Baird to trade as principal with a client's Account may be revoked at any time by the client in client's sole discretion by notifying PAM in writing.**

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

It is generally PAM's practice to rebate to a client any compensation that PAM receives relating to agency cross trades or principal transactions effected for the client's Account.

## **Review of Accounts**

### **Client Account Review**

Client accounts are monitored on a periodic basis by the client's PAM 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 PAM Manager. A client's PAM Manager generally reviews the performance of the client's Account at least annually. However, the client's PAM Manager may not review the performance of a client's SMAs managed by Other



Managers under the Client Selected Managers Service. Baird has designated individuals who are responsible for monitoring a client's PAM Manager with respect to the client account's trading activity and attempting to ascertain whether client accounts within each composite are being treated equitably.

### Account Statements and Performance Reports

If Baird provides transaction execution services to a client, Baird will generally provide the client with a monthly brokerage account statement when activity occurs during that month. Otherwise, Baird will provide the client with a quarterly statement if there has not been any intervening monthly transaction activity.

A client's PAM Manager will provide the client with a written report on the client's Account's performance as often as the client and the PAM Manager may from time to time mutually agree. Performance reporting may not be available for Account assets that are not custodied at Baird. For more information about performance reports provided by PAM, see "Advisory Business—Description of Advisory Services" above. PAM or 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 PAM, Baird, 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. PAM'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.

The benchmarks used by Baird with respect to a client's SMA may differ from the benchmarks used by the manager of the client's SMA. As a result, the performance comparisons in Baird's performance reports may differ from reports provided to clients directly by the investment manager for the client's SMA.

When preparing a client's Account statements and performance reports, PAM and Baird generally rely 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. 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.

PAM and Baird do not conduct a review of valuation information provided by third party pricing services, issuers, sponsors, or custodians, and they do not verify or guarantee the accuracy of such information. PAM and Baird do not accept responsibility for valuations provided by third parties that are inaccurate unless they have a reason to believe that the source of such valuations is unreliable. Valuation data for investments, particularly Alternative Investment Products, may not be provided to PAM or Baird in a timely manner, resulting in valuations that are not current. The prices obtained by PAM and 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 PAM or Baird. See "Custody" below for more information.

### Client Referrals and Other Compensation

PAM or 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.

PAM and Baird and Baird's 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

Each client is responsible for appointing the client's custodian, which will have possession of the assets of the client's Account and settle transactions for the account. Clients may choose Baird or a service provider unaffiliated with Baird to serve as custodian, although certain Services may require 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 PAM and Baird provide to clients is contained under the heading "Advisory Services—Description of Advisory Services" above and "Review of Accounts" below.

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 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 Advisory 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" 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.*

PAM and Baird in their sole discretion may accept certain clients whose assets are held by another custodian that is acceptable to PAM and Baird in their sole discretion (a "third party custodian"). A client who uses a third party custodian does so at the client's risk. A client should understand that PAM and Baird do 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 Advisory Fee and that 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 PAM and 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 PAM or 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 PAM or 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**

A client retains complete discretion over investment selection and trading decisions with respect to assets in a Non-Discretionary Service Account, and PAM will only execute transactions for such Account pursuant to the client's instruction or authorization.

If a client's Account participates in a Discretionary Service, the client's advisory agreement authorizes PAM and Baird to manage the client's

Account in accordance with the terms of the Service selected by the client and also authorizes PAM and Baird to make investment decisions for the client's Account, with the authority to determine the amount, type and timing with respect to buying, holding, exchanging, converting and selling securities and other assets for the client's Account, subject to the client's investment strategy. The client's advisory agreement also grants to PAM and Baird complete and unlimited trading authorization and appoints PAM and Baird as agents and attorneys-in-fact with respect to the client's Account and all related trading and other decisions. Pursuant to such authorization, PAM or Baird may, in their sole discretion and at the client's risk, purchase, sell, exchange, convert and otherwise trade the securities and other investments in the client's Account, as well as arrange for delivery and payment in connection with the above, and act on the client's behalf in all matters necessary or incidental to the handling of the client's Account without prior notice to the client. Orders for the purchase and sale of securities in a client's Account may be executed by Baird, in its capacity as broker-dealer, subject to PAM's and Baird's duty to seek to obtain best execution, unless the client has provided other instructions to PAM in writing.

If a client's Account participates in the PAM Recommended Managers Service or if a client has granted to PAM (and PAM has accepted) the authority to select investment managers for the client's CSM Account, the client authorizes and empowers PAM and Baird, with full discretionary authority, to recommend, select and retain investment managers for the client's Account and to terminate or replace investment managers for the client's Account for any reason without prior notice to the client. If PAM or Baird terminates an investment manager from management of a client's Account, the client authorizes PAM and Baird to invest, with full discretion, the assets in the client's Account previously managed by the terminated investment manager in other securities, including, but not limited to, mutual funds and exchange traded products ("ETPs"). PAM's and Baird's discretionary authority to make such other investments will continue until a replacement investment manager is selected or alternative arrangements are made for the management of the client's assets

If a client's Account participates in an SMA Service, the client authorizes the investment manager selected for the client's Account, which may include the Overlay Manager, to manage the assets in the client's Account and grants to such investment manager the authority to determine the amount, type and timing with respect to buying, holding, exchanging, converting and selling securities and other assets for the client's Account, subject to the client's portfolio strategy. The client also grants to such investment manager complete and unlimited trading authorization and appoints such investment manager as agent and attorney-in-fact with respect to the client's Account and all related trading and other decisions. Pursuant to such authorization, such investment manager may, in its sole discretion and at the client's risk, purchase, sell, exchange, convert and otherwise trade the securities and other investments in the 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 Account without prior notice to the client. PAM and Baird do not have discretion over the assets in a client's Account that is managed by an Other Manager and cannot purchase or sell any securities or other investments in that Account without the consent of the client or the client's manager. The investment manager for a client's Account may initiate securities transactions through Baird, in its capacity as broker-dealer, as further described above under the heading "Brokerage Practices", unless a client has provided other instructions in writing. Baird, as broker-dealer, will rely upon any such instructions of any investment managers selected to manage the client's Account.

Such trading authorizations, whether granted to PAM, Baird or an investment manager, shall remain in full force and effect until terminated by the client, PAM or Baird.

If a client participates in SMA Services, the client authorizes PAM and Baird to share client's information with the Overlay Manager and any Other Manager managing the client's Account. The client also authorizes and directs PAM and Baird to transmit to the Overlay Manager and any such Other Manager any instructions that the client may provide to PAM or Baird to the extent necessary to carry out the client's instructions.

### Client Investment Restrictions

The Discretionary and the SMA Services offer 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 PAM, Baird or a client's investment manager has discretion.

PAM 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 as it is generally included in the Advisory Fee.

In the event that a client's Account is restricted from investing in certain securities, PAM, Baird or the client's investment manager, as applicable, 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 PAM, Baird or the client's investment 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 PAM Manager.

### Affiliated Investment Products

PAM, Baird and Baird's affiliates 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 PAM, a client consents to PAM, Baird and Baird's affiliates 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). PAM, Baird and Baird's affiliates 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 PAM and Baird, clients should review the section of the Brochure entitled "Methods of Analysis, Investment Strategies and Risk of Loss" above. For more information about the criteria used by Baird's affiliates, clients should review the affiliate's Form ADV Part 2A Brochure. A client's consent may be revoked at any time.

Other Managers may use the discretionary authority granted to them by a client to invest the client's Account in investment products affiliated with the Other Manager or that pay fees to the Other Manager or to any of its affiliates for investment advisory or other services they provide.

By signing an advisory agreement with PAM, a client consents to each Other Manager managing client's Account investing all or a portion of the client's Account in investment products that pay advisory or other fees to the Other Manager or its

affiliates. Each Other Manager is responsible for providing to the client information about the amount of fees received by the Other Manager and its affiliates and the criteria used by the Other Manager in deciding to invest in products affiliated with the Other Manager. A client should contact the Other Manager and review the Other Manager's Form ADV Part 2A Brochure for more information. A client's consent may be revoked at any time.

### Investment Policy Statements

PAM and Baird will not review, monitor, accept or adhere to an investment policy statement or similar document that was not prepared by PAM or Baird, unless they otherwise specifically agree 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 a Service, a client authorizes PAM and 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 Service for an Account or the closure of an Account for any reason, PAM and 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, PAM and Baird may redeem or sell such Advisory Class Shares.

### Voting Client Securities Non-Discretionary Services

Under the Non-Discretionary Services and with respect to any other Accounts over which the client retains discretionary investment authority,

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

### Separately Managed Accounts

With respect to SMAs that are managed by other investment managers, a client may retain the right to vote proxies with respect to the securities held in the client's Account, or the client may delegate such right to the investment manager selected to manage the client's Account. A client may select either option by making the appropriate election in the client's advisory agreement (or in the case of a dual contract arrangement under the CSM Service, by providing proper instructions to the manager directly). For information about a manager's voting policies and procedures, clients should review the manager's Form ADV Part 2A Brochure. Except to the extent a client has delegated proxy voting authority to Baird, PAM and Baird have no authority, direct or implicit, and accept 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 SMA.

### Discretionary Services

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

The proxy voting policies and procedures also address instances in which PAM's or Baird's interests may appear to conflict with client interests, such as when Baird or an affiliate is managing or administering (or seeking to manage



or administer) a corporate retirement, pension or employee benefit plan or providing (or seeking to provide) brokerage, underwriting, insurance, financial advisory or investment banking services to a company whose management is soliciting proxies. In such instances, there may be a concern that Baird would be inclined to vote in favor of management because of its relationship or pursuit of a relationship with the company. Baird takes one of the following steps to address these potential conflicts: (1) casts the vote in accordance with the recommendations of ISS or other independent third party; (2) refers the proxy to the client or to a fiduciary of the client for voting purposes; (3) suggests that the client engage another party to determine how the proxy should be voted; or (4) obtain the client's direction to vote the proxy after disclosing the conflict to the client.

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

Clients wishing to direct particular votes once they have granted Baird discretionary voting authority may do so by contacting their PAM Manager. However, if PAM has been granted discretionary authority, neither PAM nor Baird 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.

### Legal Proceedings and Corporate Actions

Generally, none of PAM, Baird or any Other Manager responsible for managing all or a portion of the assets in a client's Account 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

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

### Special Considerations for Retirement Accounts

Each Retirement Account Fiduciary of a client should understand that PAM or Baird may invest for the client, or recommend that the client invest in, affiliated investment products and that Baird and its affiliates may receive fees or other compensation related to such investments made by the client. Each Retirement Account Fiduciary should also understand that when PAM or Baird invests with discretion the assets of a Retirement Account in an affiliated investment product that pays investment advisory fees to Baird or any of its affiliates, including in connection with any cash sweep services, Baird and its affiliates may receive such investment advisory fees in accordance with the terms of Department of Labor ("DOL") Prohibited Transaction Exemption ("PTE") 77-4, and, as required thereby, PAM and Baird will waive the asset-based Advisory Fees on that portion of the assets invested in the affiliated investment product for such period of time so invested or Baird will offset the investment advisory fees received by Baird or any of its affiliates from the affiliated investment product against the asset-based Advisory Fee that PAM and Baird charge to the client. For the purpose of complying with the terms of DOL PTE 77-4, the client and each Retirement Account Fiduciary of the client acknowledge in the client's advisory agreement that: (i) the investment in affiliated

investment products for the client's Account is appropriate because of, among other things, the investment goals, redeemability, liquidity, and diversification of those products; (ii) subject to the terms of the applicable Service, all assets of the client's Account may be invested in one or more of the affiliated investment products; (iii) the client and such Retirement Account Fiduciary received prospectuses or other offering or disclosure documents for the affiliated investment products that may be used in connection with the Account, each of which include a summary of all fees that may be paid by the affiliated investment products to Baird or its affiliates; and (iv) the client received information concerning the nature and extent of any differential between the rate of such affiliated investment product fees and the Advisory Fees payable by the client. The differential between the fees to be charged by PAM and Baird for the investment advisory services they provide to the client and, if applicable, the investment advisory and other similar fees paid by the affiliated investment product to Baird or its affiliates with respect to the services Baird or any of its affiliates provides to the affiliated investment product is the difference between the Advisory Fee disclosed in the client's advisory agreement and the applicable investment management, investment advisory and other similar fees detailed in the applicable prospectus or other offering or disclosure documents for the affiliated investment product.

If the client's Account is a Retirement Account and if PAM is directed to implement a directed brokerage arrangement for the Account, each Retirement Account Fiduciary of the client should understand: that the directed brokerage arrangement 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 the directed broker-dealer is capable of providing best execution for the client's brokerage transactions, the duty to monitor the services provided by the directed broker-dealer 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 a directed broker-dealer, monitoring its performance and terminating a directed brokerage arrangement, and that PAM and Baird are not responsible for determining whether a directed broker-dealer is capable of providing best execution.

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, PAM 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. PAM 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 manager or product affiliated with Baird (such as the use of services or products offered by Baird Advisors, Baird Equity Asset Management, CCM, Greenhouse, Riverfront or 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 investment managers, funds or other products not affiliated with Baird and thus Baird may have an incentive to offer such affiliated investment managers, funds or other products; (b) Baird makes available to the client investment managers, funds and products not affiliated with Baird and the client may obtain additional information about such unaffiliated investment managers, funds or products at any time by contacting the client's PAM Manager; and (c) the client is free to choose another investment option or participate in another Baird advisory program that does not use investment managers, funds or products affiliated with Baird at any time by contacting the client's PAM Manager. For more information about investment managers and products that are affiliated with Baird, please see "Other Financial Industry Activities and Affiliations" above.