

# Robert W. Baird & Co. Incorporated

## Brochure

March 28, 2013



## Institutional Consulting Services

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Member FINRA & SIPC  
SEC File No. 801-7571

**This brochure ("Brochure") provides information about the qualifications and business practices of Robert W. Baird & Co. Incorporated ("Baird") and its Institutional Consulting Services. You should carefully consider this information before becoming a client of Baird. If you have any questions about the contents of this Brochure, please contact us at the toll-free phone number listed above. The information contained in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Baird is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Material Changes

Robert W. Baird & Co. Incorporated ("Baird") updated the Form ADV Part 2A brochure for its Institutional Consulting Services (the "Brochure") on March 28, 2013. The following summary discusses the material changes that Baird has made to the Brochure since March 30, 2012, the date of the last annual update to the Brochure.

- Baird has updated the information about its ownership structure and its regulatory assets under management. See the section of the Brochure entitled "Advisory Business" for more information.
- Baird has added new disclosures about special, and in some cases, significant risks posed by certain types of investment products and investment strategies. See the sections of the Brochure entitled "Advisory Business—Other Service Information" and "Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" for more information.
- Baird has updated the list of the types of investments that may be recommended to clients. See the section of the Brochure entitled "Advisory Business—Description of Services—Investment Recommendations" for more information.
- Baird has provided additional information about the fees and expenses a client may incur in addition to the fee the client pays to Baird. See the section of the Brochure entitled "Fees and Compensation—Other Fees and Expenses" for more information.
- Baird has enhanced the disclosures regarding: (a) the investment strategies and methods of analysis used by its home office professionals and ICS Consultants when they provide investment advice to clients; (b) the level of initial on ongoing evaluation, monitoring and review they perform on investment managers and investment products; and (c) the risks posed by certain investment strategies and products. See the sections of the Brochure entitled "Methods of Analysis, Investment Strategies and Risk of Loss" for more information.
- Baird has updated the information about the compensation that it and its associates may receive relating to client investments and the conflicts of interest the receipt of such compensation may pose. See the Brochure sections entitled "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions" for more information.

A client should note that the foregoing summary only discusses material changes made to the Brochure since March 30, 2012. The updated Brochure contains changes that are not listed above.

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## Advisory Business

This Brochure describes the institutional consulting services ("ICS") that Robert W. Baird & Co. Incorporated ("Baird") offers to its clients. Separate brochures describe other investment advisory services that Baird offers to its clients and discuss the agreements, fees and potential conflicts of interest for each service. If you would like to request a brochure for another investment advisory service provided by Baird, please 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, 2012, Baird had approximately \$48.3009 billion in regulatory assets under management, approximately \$33.2377 billion of which was managed on a discretionary basis and approximately \$15.0632 billion of which was managed on a non-discretionary basis.

## The Client-Baird Fiduciary Relationship

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

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

## Summary of Institutional Consulting Services

The institutional consulting services generally offered by Baird may include: the provision of investment policy statement reviews, asset allocation reviews, investment recommendations, investment option due diligence, periodic performance reviews, assistance in educational campaigns for employees exploring retirement plan investment options, fee analysis of qualified retirement plan expenses, qualified retirement plan provider reviews, and qualified retirement plan requests for proposal (the "Services"). These Services may be aggregated to oversee an entire investment program or may be utilized separately.

The Services are non-discretionary in nature and a client retains full discretionary authority to manage the client's assets.

ICS clients typically work with a Baird associate who has been approved by Baird to provide the Services (an "ICS Consultant"). Baird's home office investment professionals may also provide advice and assistance to the client. The client, with the assistance of an ICS Consultant, determines the services that are most

appropriate given the client's goals and circumstances. However, it is a client that ultimately selects the Services and investment strategy that is most appropriate for the client.

ICS Consultants tailor their advisory services to the individual needs of clients. Clients may negotiate with ICS Consultants to provide other investment advisory services.

A prospective client that wishes to participate in a Service will enter into an Institutional Consulting Services Agreement (a "Consulting Agreement") with Baird. The Consulting Agreement will contain the specific terms applicable to the services selected by the client, fees payable by the client and other terms applicable to the client's advisory relationship with Baird. A client should note that the client's advisory relationship with Baird does not begin until Baird enters into an 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 and Baird has delivered to the client all applicable Consulting Agreement- and Brochure-related documents. A client should understand that the agreement will not become effective, and Baird will not provide any advisory services selected by the client, until such time that Baird has accepted the agreement. Baird may delay acceptance of the 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 agreement.

### Description of Services

The description of the Services below is only a general description of the investment consulting services offered by Baird that a client may select. The specific Services, the level of service being provided, and the frequency of periodic reviews, if any, will be set forth in the client's Consulting Agreement. A client should refer to the client's Consulting Agreement for more specific information about the Services being provided.

### Investment Policy Statement Creation or Review

A client may elect to have Baird provide assistance in creating an investment policy statement or reviewing an existing investment policy statement. If a client elects this Service, the client's ICS Consultant will typically assist the client in determining the client's investment objectives, investment time horizon, investment constraints, investment diversification requirements, and risk tolerance. The ICS Consultant will also typically assist the client with incorporating that information into an investment policy statement, or updating the information in an existing document, as the case may be. The investment policy statement is intended to provide guidance to the client by establishing

performance benchmarks that account for changing market conditions.

The client is responsible for the review and final approval of the client's investment policy statement.

### Asset Allocation Review

A client may elect to have Baird provide an Asset Allocation Review. This Service is designed to identify investment portfolio options for the client, weighing risk versus potential return on investment based upon the client's investment objectives, investment time horizon, investment constraints, the need for investment diversification, and risk tolerance. The client's ICS Consultant makes allocation recommendations to the client after analyzing asset mixes as they correlate to identified risk parameters, thereby assisting the client in establishing reasonable investment return expectations.

The client is responsible for ensuring that all relevant information, including but not limited to, an investment policy statement approved by the client (including revisions), is provided to the client's ICS Consultant before the client's ICS Consultant formulates any asset allocation recommendation.

The client's ICS Consultant will typically periodically review and evaluate the client's current asset allocation and recommend revisions to the allocation based upon changes to the client's situation.

### Investment Due Diligence

If a client elects to have Baird provide Investment Due Diligence, the client's ICS Consultant assists the client in analyzing current and/or prospective investment options. The client is solely responsible for selecting an investment option and is solely responsible for hiring, terminating, and/or replacing an investment manager, and for buying, selling, or otherwise replacing any investment option.

### Investment Recommendations

If a client elects to receive Investment Recommendation Services, the client's ICS Consultant will provide the client investment options consistent with the client's investment objectives, investment guidelines and asset allocation needs. Investment options may include, but are not limited to:

- 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;

- open-end mutual funds, closed-end funds, exchange-traded funds ("ETFs"), and unit investment trusts ("UITs");
- insurance company separate accounts and variable annuities; and
- separately managed account ("SMA") services provided by investment managers.

In some cases, ICS Consultants may recommend investments in concentrated and less diversified portfolios of securities. They may also recommend investments in illiquid securities and/or investments in complex securities and investment products that pursue non-traditional, alternative investment strategies ("Alternative Investment Products"). 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"), exchange-traded notes ("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 investment 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.

Investing in these products is not appropriate for many clients because they involve special risks. A client should not invest in these products unless the client understands the related risks and is prepared to experience significant losses in the client's Account. See "Methods of Analysis, Investment Strategies and Risk of Loss—Principal Risks" below for more information.

### **Periodic Performance Reviews**

If a client elects to have Baird provide periodic performance reviews, a client's ICS Consultant will provide the client with a written report on the client's account's performance as often as the client and the ICS Consultant may from time to time mutually agree. The

client's ICS Consultant typically performs a review of the client's asset allocation and provides an evaluation of the historical performance of the client's investments by comparing the performance of those investments with benchmark indices, which may be determined by the client's ICS Consultant or may be jointly determined by the client and ICS Consultant.

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

The 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.

Baird and the client's ICS Consultant rely upon information provided by the client and/or the client's custodian when performing a performance review. Baird and ICS Consultants do not conduct a review of valuation information provided by clients or third party custodians, and they do not verify or guarantee the accuracy of such information.

### **Retirement Plan Participant Education**

If a client elects to have Baird provide retirement plan participant education, the client's ICS Consultant, in cooperation with the client's retirement plan provider, will offer general guidance to the client in the development and implementation of educational campaigns for plan participants. The general education services provided by the client's ICS Consultant and the client's plan provider may include, but are not limited to, topics such as plan options, saving for retirement, asset allocation, and the benefits of diversification. The client's ICS Consultant may also work with the plan provider to distribute plan provider educational materials to the client's employees.

### **Retirement Plan Fee Review**

If a client elects to have Baird provide a retirement plan fee review, the client's ICS Consultant will perform a fee analysis which includes a review of costs incurred by the plan, the benefits derived from payment for such services, and compares them to industry costs and services. The client's ICS Consultant typically also summarizes the results in writing, and provides those results to the client. The client's ICS Consultant's analysis does not consider fees and charges assessed to the client pursuant to this arrangement.

### **Retirement Plan Provider Review**

If a client elects to have Baird provide a retirement plan provider review, the client's ICS Consultant will perform an analysis of the client's plan provider. This analysis includes a review of services and benefits provided to the client by the plan provider, as well as the costs incurred to receive such services. The client's ICS Consultant typically also summarizes the results in writing, and provides those results to the client. The client's ICS Consultant relies upon information provided by the client and third party sources to provide this Service. Baird and ICS Consultants do not conduct a review of such information, and they do not verify or guarantee the accuracy of such information.

### **Retirement Plan Provider Request for Proposal**

If a client elects to have Baird provide a retirement plan provider request for proposal ("RFP") Service, the client's ICS Consultant will assist the client in preparing RFP documents, identifying and distributing the RFP documents to multiple retirement plan providers, and analyzing their responses to the RFP. The client's ICS Consultant typically performs a cost-benefit analysis of the services offered by each provider and the fees, summarizes the results in writing, and provides those results to the client. The client's ICS Consultant relies upon information provided by the client, RFP participants, and third party sources to provide this Service. Baird and ICS Consultants do not conduct a review of such information, and they do not verify or guarantee the accuracy of such information. A client should note that the client's ICS Consultant will solicit providers based solely on the criteria the client has provided to the client's ICS Consultant.

### **Other Services**

The client's ICS Consultant may offer other consulting Services specifically tailored for the client. Any such Services will be set forth in the client's Consulting Agreement.

### **Other Service Information**

#### **Updating Client Information**

A client is responsible for providing information to Baird or the client's ICS Consultants reasonably requested by them in order to provide the services selected by the client. Baird and the client's ICS Consultants will rely on

this information when providing services to the client. A client is also responsible for promptly informing Baird and the client's ICS Consultants 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. Baird and the client's ICS Consultants are not responsible for any adverse consequence arising out of the client's failure to promptly inform Baird and the client's ICS Consultants 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 ICS Consultant at least annually.

### **Legal and Tax Considerations**

Baird and its ICS Consultants do not provide any legal or tax advice 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 Baird and its associates 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.

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. A client should discuss the potential tax implications of the client's investment strategies and transactions with the client's tax advisor.

### **Fees and Compensation**

#### **Advisory Fee**

The client's fee alternatives for the Services are (i) an asset-based fee paid quarterly, in advance, (ii) an annual fixed rate fee that is paid by the client over four calendar quarters, or (iii) a one-time fixed rate fee paid at the time that the Consultant Agreement is accepted by Baird.

Because the level of service varies by client, Baird has no fee schedule for the Services. The maximum asset-based fee that Baird charges for the Services is 100 basis points.

If the asset-based fee is elected, the client's initial billing period begins when the client signs the Consultant Agreement and such agreement is subsequently accepted by Baird, or billing begins at a



pre-defined date that is mutually agreeable to Baird and the client.

The initial asset-based fee is based upon the value of the assets in the client's account(s) as displayed on a custodian's quarterly statement on the day the agreement is accepted by Baird, or an estimated value mutually agreed upon by both parties. Thereafter, the applicable asset-based quarterly fees are calculated in accordance with the client's account asset value as displayed on a custodian's quarterly statement as of the last business day of the prior calendar quarter, such payment to be made by the client to Baird on the first business day of the then current quarter or upon receipt of a Baird invoice.

Baird does not conduct a review of valuation information provided by client's custodian, and it does not verify or guarantee the accuracy of such information. The prices obtained by Baird from a client's custodian 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 a client's account, and the 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.

The annual and the one-time fixed rate fee options are negotiated at the time the Consultant Agreement is signed by the client and accepted by Baird. If the client elects the annual fixed rate fee, Baird will bill the client the quarterly amount of the annual fixed rate fee, in advance. Billing is adjusted for the number of days remaining in the current calendar quarter. The client receives an invoice from Baird detailing the quarterly fee. The client must pay Baird within fifteen (15) days after receipt of the bill.

In the event that either Baird or the client terminates the Consultant Agreement, the client shall receive a pro-rated refund for amounts paid in advance for the period including the date of termination through the end of the applicable billing period.

Fee adjustments are not made during any period because of appreciation or depreciation in the client's account asset value during any billing period. Baird, in its sole discretion, may make fee adjustments in response to account asset fluctuation resulting from contributions to, or periodic withdrawals from, the client's account.

No fee increase takes effect without at least thirty (30) days written notice to the client. Fees may be negotiated and may vary based upon the specific services requested by the client. To the extent that fees are negotiated, such fees may differ from client to client based on a number of factors, including, but not limited

to, the type, size, investment objective, or client-related services provided to the account.

Since its inception, Baird has had fee schedules in effect, which may provide fees lower or higher, as the case may be. If new fee schedules are put into effect, they are made applicable only to new clients, and fee schedules applicable to existing clients are not affected.

Baird may waive the minimum annual fee on a temporary or indefinite basis or set a different payment schedule.

The minimum account or household size is \$10 million for individuals and \$25 million for institutional accounts. Baird, in its sole discretion, may waive the account minimum requirement.

The Service 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 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.

### Other Fees and Expenses

The fees paid to Baird by the client only cover the consulting services provided by Baird. The fees do not include any fees that may be charged by investment managers recommended by Baird. A client may also pay for other services, such as custody and trade execution, separately, when implementing recommendations made by Baird.

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

- commissions, sales charges, markups, markdowns, and spreads charged by broker-dealers that buy securities from, or sell securities to, the client's account (such costs may be 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 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 client account agreement with Baird. A list of applicable fees and service charges is available on Baird's website at [www.rwbaird.com/help/account-disclosures-schedule-fees-service-charges.aspx](http://www.rwbaird.com/help/account-disclosures-schedule-fees-service-charges.aspx).

Certain investment products, such as mutual funds, ETFs, closed-end funds, UITs, alternative investments products, and other similar investment pools (collectively, "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 product's portfolio ("ongoing operating expenses"). These ongoing operating expenses are separate from, and in addition to, the Program 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 Program Fee. A client is also responsible for any redemption fees, surrender charges or similar fees that the product or its sponsor may impose on the client. A client should review the prospectus or other applicable offering documents for each investment fund or annuity in which the client invests for further information.

Clients may also subscribe to other services or programs offered by Baird. Those service and programs may be subject to fees, commissions or other expenses that are entirely separate from the payment of fees and expenses for the Service.

#### Other Compensation Received by Baird

Baird is registered as a broker-dealer under the

Securities Exchange Act of 1934, as amended (the "Exchange Act"), and its Financial Advisors, including ICS Consultants, are registered broker-dealer representatives of Baird. In such capacities, Baird and ICS Consultants 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 ICS Consultants provide such brokerage and related services to clients in connection with the Services described in this Brochure. Baird and ICS Consultants 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 ICS Consultants 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 ICS Consultants are fiduciaries and are required to act solely in the best interest of clients. Baird addresses these conflicts 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.

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

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

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

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

### Types of Clients

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

Under the Service, an ICS Consultant may use various different investment strategies because strategies are customized for each client. A client's particular investment strategy is typically determined by the client's ICS Consultant by fact finding and analysis with the client. ICS Consultants may also utilize the services of Baird's home office investment professionals when providing the Services.

The investment styles, philosophies, strategies, techniques and methods of analysis that Baird, its home office investment professionals, and ICS Consultants use in formulating investment advice for clients vary by Service and the person providing the advice. The strategies may involve various investment styles, such as, aggressive growth, growth, moderate growth, growth and income, income, value, and others. The strategies may focus on certain types of investments (e.g., equity securities), market capitalization ranges (e.g., large cap companies), geographic regions or markets (e.g., emerging markets), industries, sectors, credit quality, maturities and durations. Baird, its home office investment professionals, and ICS Consultants may use various forms of security analyses, including:

- fundamental analysis: analyzing an issuer's sales, earnings, balance sheets, its services and products, its management, its competitors and industry, and the outlook for the issuer and its industry to identify an investment's intrinsic value;

- qualitative analysis: the use of subjective judgment to analyze factors that may be difficult to quantify or measure objectively, as it pertains to managers and investment products, qualitative analysis may include review of background and experience of the manager or the mutual fund company;
- quantitative analysis: the use of complex statistical analysis techniques or models (which are based upon certain assumptions) to review quantitative factors to understand behavior and attempt to predict market events, market prices, etc.; as it pertains to managers and investment products, quantitative analysis may include review of manager performance, investment style, style consistency, risk, and risk-adjusted performance; and
- technical analysis: analyzing past price and volume patterns and trends in the trading markets to attempt to predict the direction of both the overall market and specific investments.

If a client selects the Investment Due Diligence Services, the ICS Consultant may perform a quantitative analysis of the investment option's performance coupled with a qualitative screening of the investment option. Quantitative analysis of some investments options may be limited because a holdings-based analysis may not be available. "Holdings-based analysis" determines investment style by examining the actual securities held in a portfolio, and is used as an alternative to returns-based style analysis, which is a method for determining the style of an investment portfolio by analyzing its return performance.

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

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

An ICS Consultant may elect to use one or more model portfolios created by Baird for purposes of preparing a recommendation for a client.

When providing investment advice to clients, ICS Consultants may also use 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 Baird and its ICS Consultants 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 on a recommended list. For more information about Baird recommended lists and "available" lists, see "Certain Recommended Lists" and "Certain Available Product Lists" 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 Baird's professional judgment, may be appropriate to help the client pursue the client's financial goals. Baird and ICS Consultants do not represent or guarantee that such investment managers or products are or will be the best investment managers or products available.

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

A client should ask the client's ICS Consultant for additional information about the investment styles, philosophies, strategies, analyses and techniques the ICS Consultant will use in order to meet the client's objectives.

### **Certain Recommended Lists**

Baird's Recommended Managers List. When selecting managers for the Recommended Managers List, Baird seeks registered investment advisory firms having portfolio managers with academic credentials such as a Masters 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.

Certain investment strategies offered by Baird Investment Management ("BIM"), an investment management department of Baird, have been selected by Baird for inclusion on Baird's Recommended Managers List.

**Baird's Recommended Mutual Fund List.** Baird has engaged Wilshire Associates as an independent consultant in the construction of the List. The list is designed to include mutual funds across numerous asset classes. In constructing the list of recommended mutual funds, Wilshire Associates may base its assessment of a particular mutual fund or the sponsor of a particular mutual fund on the organization's strength and performance quality; information gathering ability; forecasting ability; portfolio construction capability; idea implementation ability; self-measurement capability; and use of various statistical techniques designed to assist in forecasting the expected future excess return of the fund. Baird's Mutual Fund Oversight Committee reviews the recommendations made by Wilshire Associates. Wilshire Associates also provides ongoing oversight and due diligence services to Baird in connection with maintaining the List. The Baird Aggregate Bond Fund, a mutual fund offered by Baird Funds, Inc. ("Baird Funds"), which is affiliated with Baird, has been selected by Wilshire Associates for inclusion in the Recommended Mutual Fund List.

**Baird's Recommended Funds of Hedge Fund List.** When selecting funds of hedge funds for Baird's Recommended Funds of Hedge Fund List, Baird generally seeks to offer funds of hedge funds 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 hedge funds; and reputable service providers (e.g., auditor, administrator, legal counsel and custodian). Baird also considers the principals' experience in managing fund of hedge fund portfolios and whether they have a network of contacts in the industry.

Baird's Asset Manager Research Department is primarily responsible for selecting and evaluating funds of hedge funds selected for Baird's Recommended Funds of Hedge Fund List. In selecting funds of hedge funds, Baird's Asset Manager Research Department uses a due diligence process with a goal of determining whether the firm has an "edge" that Baird believes will result in favorable fund of hedge fund performance going forward. The process includes reviewing due diligence questionnaires and legal documents (e.g., subscription document, limited partnership agreement, offering memorandum, Form ADV Part 2A Brochures), and completing an onsite review of the fund.

As part of its onsite review, Baird evaluates the fund's processes for: evaluating, hiring and terminating individual hedge funds; constructing a fund of hedge fund portfolio; and managing risk. Baird generally also

meets with the fund's compliance personnel to understand their processes for evaluating prospective and current hedge fund investments from an operational and compliance standpoint. Following the onsite review, an investment thesis is written and presented to an investment committee, which determines whether to include a fund of hedge fund on Baird's Recommended Funds of Hedge Fund List.

Baird monitors each recommended fund of hedge fund on a periodic basis. As part of its monitoring process, Baird reviews monthly and/or quarterly commentaries from the fund, and generally holds a quarterly conference call during which Baird reviews certain factors with fund personnel that Baird deems relevant, which may include the following: assets under management, asset flows (subscriptions and redemptions), organizational changes (e.g., personnel changes or new offerings), changes made to the fund (e.g., hedge funds added or terminated), and reasons for the fund's under- or out-performance relative to a benchmark. In addition, Baird conducts subsequent onsite reviews of each fund on a periodic basis.

Baird may place a fund of hedge fund on "watch" status if the fund has experienced a material event that, in Baird's opinion, may negatively affect the fund's performance going forward. Examples include a significant decline in assets under management, high rate of redemptions, notable change in the investment or compliance teams, or regulatory problems. Any firm that is placed on watch status is subject to an onsite review to determine if the issue is likely to be temporary or long-term. Baird will remove a fund from watch if, in Baird's opinion, the issue has been adequately addressed. Baird will remove a fund from the List if it believes the issue is likely to be long-term.

### **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 is primarily responsible for selecting and evaluating managed futures products made available to ICS clients. 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 Managed Futures Oversight 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.

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 and/or transparent, and offer principal protection.

Baird's Product Management Department is primarily responsible for selecting and evaluating structured products made available to ICS clients. Baird's Structured Products Oversight 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.

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 ICS clients. 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 and/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.

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—Affiliated Private Equity Funds" below.

### Principal Risks

Risk is inherent in any investment product and Baird does not guarantee any level of return on a client's investments. There is no assurance that a client's investment objectives will be achieved, and a client could lose all or a portion of the amount invested. 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 investing, a client may be subject to certain risks, including, but not limited to the risks described below. The risks discussed below vary by investment style or strategy, and 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 ICS Consultant 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 risks of investing 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 ICS Consultant of these considerations so the ICS Consultant 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 ICS Consultant 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.



**Investment Fund Purchase and Redemption Risks.**

From time to time Baird, an ICS Consultant, or an investment manager may decide to add or remove an investment fund to or from an investment strategy or program. In addition, they may decide to increase or decrease their clients' account allocations to an investment fund. In general, they will place transactions for all affected accounts at one time, which may cause the fund to experience relatively large purchases or redemptions. Significant purchases and redemptions may adversely affect the fund in question and consequently, a client's investment. An investment fund receiving large purchase orders may have difficulty investing the cash, which may have a negative impact on the fund's performance. An investment fund experiencing large redemption orders may have to sell portfolio securities, which may negatively impact performance and which may have negative tax consequences. Large redemptions could also reduce liquidity as the fund may suspend or delay redemptions. These risks are more pronounced with respect to newer investment funds and those with smaller asset sizes.

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

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

**Government Obligation Risks.** 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. Securities issued by the Student Loan Marketing Association ("Sallie Mae") are supported only by the credit of that agency. 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.

**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.

**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 and/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.**

Investing in securities or other investment products that are not rated, split-rated or are below investment grade involve significant, special risks. As a result, they may not be suitable for all 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.

**Leverage or Margin Risks.** The strategy used for a client's account may involve leveraging, which may include the use of margin. Leveraging strategies may amplify the impact of any increase or decrease in the value of underlying securities in the client's account,

thereby increasing a client's risk of loss. Strategies involving margin can cause a client to lose more money than deposited in the client's margin account, and a client should not engage in margin or leveraging strategies unless the client is prepared to experience significant losses in the value of the client's account.

**Options, Futures, and Short Sales Risks.**

The strategy used for a client's Account may involve the use of options, futures, short sales or other derivative instruments. The values of these investments are derived from an underlying asset and may fluctuate more than other investments, which may result in an unexpected decline in the account's value. The use of these strategies is not appropriate for many clients because they involve special risks. A client should not engage in these strategies 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.

**Hedge Funds and Funds of Hedge Fund Risks.**

Hedge fund and funds of hedge funds are complex investments that have unique tax characteristics and significant, special risks. As a result, they may not be suitable for all clients. A client should consult with a tax advisor before investing in these funds. Investment advisers or managers for these funds often receive a management fee plus incentive or performance-based compensation. Investing in these funds involves special risks, including, but not limited to, portfolio investment risk, leverage risk, market and valuation risk, conflicts of interest risk, price volatility risk, liquidity risk, interest rate risk, dependence on key personnel, and structural and regulatory risk. 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.

**Private Equity Fund and Funds of Private Equity Fund Risks.**

Private equity funds and funds of private equity funds are complex investments that have unique tax characteristics and significant, special risks. As a result, they may not be suitable for all clients. A client should consult with a tax advisor before investing in these funds. Investment advisers or managers for these funds often receive a management fee plus incentive or performance-based compensation. Investing in these funds involves special risks, including, but not limited to, portfolio investment risk, leverage risk, market and valuation risk, conflicts of interest risk, price volatility risk, liquidity risk, interest rate risk, dependence on key personnel, and structural and regulatory risk. 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.

**Exchange Traded Notes Risks.** ETNs are complex investments and involve significant, special risks. As a result, ETNs may not be suitable for all clients. 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, emerging markets or other alternative investment type, a group or basket of companies, securities, commodities, currencies, derivatives, alternative investments or other assets, or an index or other benchmark linked to stocks, market volatility, bonds, interest rates, Treasury yields, yield curves and spreads, derivatives, 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, credit risk, market risk, liquidity risk, commodity price risk, conflicts of interest risk, tax uncertainty risk, and the risk that the actual market price for an ETN may vary significantly from the indicative value computed by the issuer.

**Managed Futures Risks.** Managed futures can be speculative investments because of the types of investments they make and involve significant, special risks. As a result, they may not be suitable for all clients. Managed futures are commodity pools (typically structured as investment partnerships) managed by a futures trading adviser that trade speculatively in various commodities and related futures contracts, spot and forward contracts, options, swaps and other derivative instruments on U.S. and foreign exchanges and markets. Sponsors or managers for these pools often receive a management fee plus incentive or performance-based compensation. The types of commodities in which managed futures invest may include interest rates, currencies, stock, bond and other indices, and physical commodities such as agricultural commodities, metals and energy products. 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, portfolio investment risk, commodity price risk, market risk, conflicts of interest risk, price volatility risk, liquidity risk, interest rate risk,

dependence on key personnel, and structural and regulatory risk. 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 or Inverse Fund Risks.** Leveraged funds and inverse funds are complex investments and involve significant, special risks. As a result, they may not be suitable for all clients. Leveraged or inverse funds are ETNs, ETFs or open-end mutual funds seeking returns that are the opposite of the performance of an index or other benchmark on a daily basis. Because of the effects of compounding, volatility and the fund expenses, the returns of a leveraged or inverse fund over longer periods of time are not likely to track the opposite of the performance of the fund's underlying index, and may in fact be significantly different. To achieve their objectives, leveraged and inverse funds typically employ aggressive investment techniques, such as the use of short sales, swap contracts, futures, options and other derivatives with economic characteristics that are designed to perform opposite to the securities in the underlying index. Leveraged and inverse funds have an increased risk of loss compared to other funds, and 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 complex investments and involve significant, special risks. As a result, they may not be suitable for all clients. Structured products are a hybrid between two asset classes typically issued in the form of a CD or note but instead of having a pre-determined rate of interest, the return is linked to the performance of an underlying asset class, such as single security or basket or index of securities; a commodity or basket or index of commodities, including futures; and/or a foreign currency or basket of foreign currencies. Investing in structured products involves special risks, including, but not limited to, credit risk, market risk, liquidity risk, commodity price risk, and conflicts of interest risk.

**Real Estate Investment Trusts Risks.** REITs involve significant, special risks and may not be suitable for all clients. 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). 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. Common risks associated with an investment in a REIT include, but are not limited to, real estate portfolio risk (including development, environmental, competition, occupancy and maintenance risk), general economic risk, market and liquidity risk, interest rate risk, sector diversification and geographic concentration risk, leverage risk, distribution risk, capital markets risk, growth risk, counterparty risk, conflicts of interest risk, key personnel risk, and structural and regulatory risk. These risks may cause volatility in the prices of REIT securities and trading volumes, and affect liquidity. 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.** 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 all clients. 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. Investment advisers or managers for BDCs often receive a management fee plus incentive or performance-based compensation. 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 and rewards. Investing in BDCs involves special risks, including, but not limited to, portfolio company credit and investment risk, leverage risk, market and valuation risk, price volatility risk, liquidity risk, capital markets risk, interest rate risk, dependence on key personnel, and structural and regulatory risk. 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.** MLPs are complex investments that have unique tax characteristics and significant, special risks. As a result, MLPs may not be suitable for all clients. A client should consult with a tax advisor before investing in MLPs. An MLP is a form of publicly-traded partnership and taxed as a partnership. 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.

Shareholders 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. Investing in MLPs involves special risks, including, but not limited to, market risk, commodity price risk, macroeconomic risk, interest rate risk, liquidity risk, operating risks, capital access risk, growth risk, conflicts of interest risk, tax risk, and regulatory risk. 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.

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

***Some of the investment strategies and investment products described above are complex and involve special risks. Additional information about these strategies and investment products, including the risks associated with those strategies and investment products, 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.***

For more information regarding the risks of investing in a particular investment product, a client should carefully review the offering documents for that product or ask the client's ICS Consultant.

## Disciplinary Information

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

Additional information about Baird's disciplinary history is available on the SEC's website at [www.adviserinfo.sec.gov](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 engaged in a broad range of activities, including: individual and institutional brokerage transactions; origination of, and participation in, underwritings of corporate and municipal securities; market making and trading activities in corporate securities and municipal and governmental bonds; distribution of mutual fund shares; option transactions; and research services.

Certain ICS Consultants and certain management persons of Baird are registered, or have an application pending to register, as registered representatives and associated persons of Baird to the extent necessary or appropriate to perform their job responsibilities.

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

## Other Investment Management Departments

Baird and its ICS Consultants may, from time to time refer clients to Baird Advisors, Baird Investment Management, or Baird Public Investment Advisors, investment management departments of Baird. ICS Consultants are eligible for special referral compensation to be paid by Baird that is based upon, among other factors, the compensation received by Baird. ICS Consultants may have an incentive to recommend to clients the services of those Baird investment management departments over the services provided by other investment managers.

Certain investment strategies offered by BIM have been selected by Baird for inclusion on Baird's Recommended Managers List. Baird has a financial incentive to favor BIM because Baird receives more compensation if BIM manages a client's account rather than other unaffiliated managers.

## Certain Affiliations

### Affiliated Mutual Funds

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

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

Currently, Baird Advisors serves as sub-adviser to a mutual fund series of CNI Charter 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.

### Affiliated Investment Advisors

Baird is affiliated with, and may be deemed to control, Riverfront Investment Group, LLC ("Riverfront") by virtue of Baird's indirect equity ownership of Riverfront. Riverfront is an investment advisor that is based in Richmond, Virginia. Riverfront offers asset allocation, mutual fund, ETF and foundation strategies. Riverfront acts as investment sub-adviser for certain mutual fund series of the Financial Investors Trust. Baird is not involved in the day-to-day management of Riverfront or the investment decisions made by Riverfront for the accounts of Riverfront's clients. Baird has a financial incentive to favor Riverfront investment products and services because the value of Baird's investment in Riverfront increases as Riverfront's assets under management increase.

### Affiliated Private Equity Funds

Baird is also engaged in a private equity business through Baird Capital ("Baird Capital"), Baird's global private equity group. Baird and its ICS Consultants may refer clients to Baird Capital. Baird Capital makes venture capital, growth equity and buyout investments in the business services, manufactured products and healthcare/life sciences sectors. Baird, in combination



with certain executive officers, may be deemed to control Baird Venture Partners Management Company I, LLC ("BVP I"); Baird Venture Partners Management Company III, LLC ("BVP III"); Baird Capital Partners Management Company III, LLC ("BCP III"); Baird Capital Partners Management Company IV, LLC ("BCP IV"); Baird Capital Partners Management Company V, LLC ("BCP V"); Baird Asia Partners Management Company I, LLC ("BAP I"); Baird Capital Partners Asia Management I Limited Partnership ("BCPA I"); and Baird Capital Partners Europe Limited. BVP I and BVP III participate in venture capital opportunities by investing in equity securities of early-to-growth stage companies. BVP I is the general partner of the three limited partnerships and is an investment adviser registered with the SEC. BVP III is the general partner of three limited partnerships and is an investment adviser registered with the SEC. BCP III, BCP IV and BCP V invest in equity securities of growing middle market companies issued in management buyouts, recapitalizations, industry consolidations and growth equity transactions. BCP III is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BCP IV is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BCP V is the general partner of three side-by-side limited partnerships and is an investment adviser registered with the SEC. BAP I has organized a limited partnership to invest in growth equity and change of control investments in companies that would benefit from accessing manufacturing or distribution capabilities in China. BAP I is the general partner of one limited partnership and is an investment adviser registered with the SEC. BCPA I makes growth equity investments in smaller, high potential companies with substantial operations and growth opportunities in China. BCPA I is the general partner of three limited partnerships and is an investment adviser registered with the SEC. Baird Capital Partners Europe Limited, an English limited company, is regulated and authorized by the Financial Services Authority and is the manager of certain partnerships formed to acquire businesses and make investments across a range of industry sectors.

ICS Consultants who assist in obtaining a client's investment in a private equity fund affiliated with Baird are eligible for special 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.

### Other Financial Industry Activities

Baird has business relationships with many investment managers, including those participating in the Programs, separate and apart from the Programs. Other investment management firms may select Baird, in its capacity as a broker-dealer, to execute portfolio trades for their clients, including for mutual funds or money market funds they advise. Investment management firms may also select Baird to provide custody, research

or other services. Baird receives compensation for those services. This may create an incentive for Baird to favor the services of such investment management firms or their products, including the mutual funds or money market funds advised by such investment management firms. However, Baird is a fiduciary that is required to act in the best interest of advisory clients when selecting or recommending investment management firms or their investment products to such clients. Baird addresses this potential conflict through disclosure in this Brochure. Further, Baird does not consider the extent to which an investment management firm directs or is expected to direct trades to Baird for execution when considering the eligibility of an investment management firm for Baird's advisory programs (including when Baird constructs its Recommended Managers List or Recommended Mutual Fund List). In addition, investment management firms are, absent client direction to the contrary, obligated at all times to retain the broker or dealer providing the client best execution. In addition, mutual fund companies are prohibited from considering Baird's efforts in marketing and selling their funds when selecting Baird for executing portfolio trades for the funds. To learn more about how a mutual fund company selects brokerage firms for trade execution, a client should consult the fund's statement of additional information, available from each fund.

ICS Consultants may receive non-cash compensation and other benefits from investment managers with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. Receipt of these benefits may provide ICS Consultants an incentive to favor managers that provide greater levels of such benefits. Baird addresses this potential conflict through disclosure in this Brochure. Baird has also adopted policies and procedures for its ICS Consultants and other Baird associates providing advisory services that address and limit the receipt of non-cash benefits in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.

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

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

### **Participation or Interest in Client Transactions Broker-Dealer and Related Activities**

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

Baird may buy or sell securities for its own account, or may act as broker or agent for other Baird clients, including other advisory clients. Baird and its affiliates

may give advice and take action in the performance of their duties to a client that may differ from advice given, or in the timing and nature of action taken, with respect to its own account or that of another client. Baird may also engage in agency cross transactions and principal transactions with clients as further described under "Services, Fees and Compensation—Additional Program Information—Trading for Client Accounts—Trade Execution Services Performed by Baird" above.

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

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

### **Investment Product Selling and Servicing**

#### *Mutual Funds*

Distribution and Shareholder Servicing Fees. Baird and its ICS Consultants provide certain distribution and other shareholder-related services to mutual funds and their vendors with respect to Baird clients that hold shares of such mutual funds in their accounts. Baird and its ICS Consultants 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 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 fee to Baird on such investment, Baird will either: (1) rebate such 12b-1 fees to the client's account or (2) reduce its asset-based fee in an amount equal to the 12b-1 fees it received by reason of 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.

**Marketing and Other Financial Support.** 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 ICS Consultants about the funds offered by the fund company, due diligence on the funds and marketing support.

In addition to marketing support payments described above, Baird may be reimbursed by mutual fund companies or their service providers for expenses incurred by Baird for various sales meetings, seminars, and conferences held in the normal course of business. Any such reimbursement is at the entire discretion of a particular mutual fund company.

Receipt of marketing support payments and expense reimbursements may provide Baird an incentive to favor mutual funds and their sponsors that make 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 Mutual Fund Leaders List or Recommended Mutual Fund List.

The marketing support and other payments that Baird receives from mutual funds and their sponsors are not paid to ICS Consultants, and the compensation that Baird pays to ICS Consultants is not tied to such payments. ICS Consultants may, however, receive non-cash compensation and other benefits from Baird and mutual fund companies and their sponsors with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. Receipt of these benefits may provide ICS Consultants an incentive to favor mutual funds and their sponsors that provide greater levels of such benefits. However, ICS Consultants are fiduciaries that are required to act in the best interests of advisory clients when selecting or recommending

funds in connection with the Services. In addition, Baird has adopted policies and procedures for ICS Consultants and other Baird associates providing advisory services that address and limit the receipt of such non-cash benefits in an attempt to avoid any question of propriety or any conduct inconsistent with Baird's high standards of ethics.

**Additional Information.** More detailed information about the compensation that 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 Baird or an ICS Consultant for more specific information about the amount of compensation Baird may receive from any of these mutual fund companies.

#### *Unit Investment Trusts*

Baird may receive additional compensation related to the sale of shares 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. The marketing and concession payments that Baird receives from UIT sponsors are not paid to ICS Consultants, and the compensation that Baird pays to its ICS Consultants is not tied to such payments.

#### *Alternative Investment Products*

Baird and its ICS Consultants may receive compensation related to the sale of Alternative Investment Products or the servicing of client accounts that hold those products. If an Alternative Investment Product is registered as an investment company (that is, a mutual fund), Baird and ICS Consultants may receive compensation described in the section entitled "Mutual Funds" above.

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 Baird or an ICS Consultant 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 Baird and its ICS Consultants for selling their insurance products. Baird and its ICS Consultants 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 ICS Consultants. This support, which varies from insurance company to insurance company is commonly referred to as "marketing support payments". Receipt of marketing support payments may provide Baird an incentive to favor insurance companies that make such payments over insurance companies that do not. However, Baird does not consider the receipt of marketing support payments in compiling its "Baird Focus List" of insurance companies.

The marketing support payments that Baird receives from insurance companies are not paid to ICS Consultants, and ICS Consultants' compensation is not tied to such financial support. ICS Consultants and Baird associates may, however, receive non-cash compensation and other benefits from Baird and insurance companies with which Baird does business. Such non-cash compensation and other benefits may include invitations to attend conferences or educational seminars, payment of related travel, lodging and meal expenses, and receipt of gifts and entertainment. Receipt of these benefits may provide ICS Consultants an incentive to favor insurance companies that provide greater levels of such benefits. However, Baird has adopted policies and procedures for its ICS Consultants and other advisory personnel that address and limit the receipt of such non-cash benefits in an attempt to avoid having the investment advice provided to clients being compromised by such benefits.

More detailed information about the compensation that Baird receives from insurance companies is available in the disclosure documents related to the applicable insurance product and on Baird's Website at [www.rwbaird.com/disclosures](http://www.rwbaird.com/disclosures).

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

## Other Interests in Client Transactions

### *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. ICS Consultants may also receive a selling concession or other incentive on the sale to clients of securities that Baird underwrites. In addition, ICS Consultants who refer securities underwriting or other business opportunities to the Investment Banking or Public Finance Departments are eligible for referral compensation from Baird that is based upon, among other factors, the compensation and fees Baird receives. Baird and its ICS Consultants may, therefore, have an incentive to favor the securities of issuers for which Baird provides such services over the securities of issuers for which Baird does not provide such services. However, Baird and its ICS Consultants will only recommend such securities to an advisory client when they believe it is in a client's best interest to do so. Also, in accordance with applicable law and Baird's policies, any securities underwritten by Baird will be sold to a client by Baird in a principal capacity only if the client consents to the transaction in writing and Baird has provided the client with all material information regarding Baird's or the client's Financial Advisor's interest in the transaction. For more information, please see "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Principal Transactions" above.

Baird, by reason of its investment banking or other activities, may from time to time acquire information deemed confidential, material and non-public, about corporations or other entities and their securities. Baird and its associates are not permitted to divulge such information to any client or act upon such information with respect to a client's Account or their own accounts.

### *Research Activities*

The investment advice provided to a client may be based on the research opinions of Baird's Research Departments. Baird does, and seeks to do, business with companies covered by those research departments and as a result, Baird may have a conflict of interest that could affect the content of its research reports.

### *Trust Services Arrangements*

Baird maintains alliances with certain unaffiliated institutions 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.

#### *Lending Arrangements*

Baird maintains alliances with certain unaffiliated lenders that provide financing opportunities to 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. The referral fee is generally not shared with the client's Financial Advisor. It is Baird's practice to provide more specific information about the referral fee at the time a client obtains financing.

#### *Other Clients, Products and Services*

Baird offers to clients other investment products and services not described in this Brochure. These investment products and services provide different levels of compensation to Baird and its ICS Consultants. Baird and its ICS Consultants may have an incentive to favor those investment products and services that generate a higher level of compensation than those that generate a lower level of compensation. For more information about the other investment products and services offered by Baird, clients should contact Baird or a Baird Financial Advisor.

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

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

Other sections of this Brochure also describe instances when Baird and its ICS Consultants may recommend to

clients, and may buy and sell for client's Account, securities in which Baird and its affiliates and associates have a material financial interest. For more information, please see "Other Financial Industry Activities and Affiliations" above, and "Client Referrals and Other Compensation" below.

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

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

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

#### **Brokerage Practices**

The Services provided under this Brochure only include non-discretionary investment advice. Baird does not recommend or select broker-dealers to effect transactions for client accounts as part of the Services. However, some clients elect to participate in other services provided by Baird to implement the advice provided by ICS Consultants. Under those circumstances, Baird may select broker-dealers. A client should consult with the client's ICS Consultant or review the Form ADV Part 2A Brochure for the other service for more information.

#### **Review of Accounts**

The nature and frequency of client account reviews performed by ICS Consultants and the reports provided to clients varies by the particular needs of each client and will be set forth in the client's Consulting Agreement. Typically, clients receive quarterly reports that show asset performance compared to benchmarks within the same asset class.

#### **Client Referrals and Other Compensation**

Baird may provide compensation to individuals who refer clients in some instances. When applicable, the compensation paid is a percentage of the client's fee payments or the value of the client's account. The amount of compensation will vary, with the specific level determined based upon consideration of various factors including, but not limited to, the individual's role in developing the client relationship and the assets under

management. Baird may pay these fees to registered representatives of Baird and its affiliates as well as to unaffiliated, solicitors that have entered into a written agreement with Baird.

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

### **Custody**

Baird does not have custody of client assets as part of the Services. However, some clients elect to participate in other services provided by Baird to implement the advice provided by ICS Consultants. Under those circumstances, Baird may serve as custodian. A client should consult with the client's ICS Consultant or review the Form ADV Part 2A Brochure for the other service for more information.

### **Investment Discretion**

Baird does not have discretionary authority to buy or sell securities for client accounts or otherwise act for client accounts in connection with the Services. A client retains full discretionary authority over client's accounts.

### **Voting Client Securities**

Baird does not have authority to vote proxies with respect to the securities held in the client's account or otherwise act for client accounts in connection with the Services. A client retains the right to vote proxies with respect to the securities held in such accounts and is solely responsible for voting any such proxies.

### **Financial Information**

Baird does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. Baird is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has it been the subject of a bankruptcy petition at any time during the past ten years.

### **Special Considerations for Retirement Accounts**

Each Retirement Account Fiduciary acting on behalf of the client understands that Baird may recommend that the client invest in Baird-affiliated investment products and that Baird and its affiliates may receive fees or other compensation related to such investments made by the client. Each Retirement Account Fiduciary acting on behalf of the client understands that when the assets of a Retirement Account are invested in a Baird-affiliated investment product that pays investment advisory fees to Baird or any of its affiliates, including in

connection with any cash sweep services, Baird and its affiliates may receive such investment advisory fees in accordance with the terms of Department of Labor ("DOL") Prohibited Transaction Exemption ("PTE") 77-4, and, as required thereby, Baird will waive its advisory fees on that portion of the assets invested in the Baird-affiliated investment product for such period of time so invested or Baird will offset the investment advisory fees received by Baird or any of its affiliates from the Baird-affiliated investment product against the advisory fee that Baird charges to the client. For the purpose of complying with the terms of DOL PTE 77-4, each such client acknowledges in the client's agreement that: (i) the investment in Baird-affiliated investment products for the client's account is appropriate because of, among other things, the investment goals, redeemability/liquidity, and diversification of those funds; (ii) all assets of the client's account may be invested in one or more of the Baird-affiliated investment products; (iii) the client received prospectuses or other disclosure documents for the Baird-affiliated investment products that may be used in connection with the account, each of which include a summary of all fees that may be paid by the Baird-affiliated investment products to Baird or its affiliates; and (iv) the client received information concerning the nature and extent of any differential between the rate of such Baird-affiliated investment products fees and the advisory fees payable by the client to Baird. The differential between the fees to be charged by Baird for the investment advisory services it provides to the client and, if applicable, the investment advisory and other similar fees paid by the Baird-affiliated investment products to Baird or its affiliates with respect to the services Baird or any of its affiliates provides to the Baird-affiliated investment products is the difference between Baird's fee disclosed in the client's agreement and the applicable investment management, investment advisory and other similar fees detailed in the section entitled "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading—Participation or Interest in Client Transactions" above and/or in the relevant prospectus or other offering document for the Baird-affiliated investment product.

If a client's Account is a Retirement Account and if the client has selected an investment manager and/or product affiliated with Baird (such as the use of services or products offered by Baird Investment Management, Baird Advisors, Riverfront or any mutual fund affiliated with Baird or Riverfront), each Retirement Account Fiduciary acting on behalf of the client understands and agrees that in making such selection: (a) Baird and/or 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 ICS Consultant; 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 ICS Consultant. For more information about investment managers that are affiliated with Baird, please see "Other Financial Industry Activities and Affiliations" above.