

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE

GLUSKIN SHEFF + ASSOCIATES (US) INC.

March 30, 2020

930 Sylvan Avenue
Englewood Cliffs, NJ 07632
United States
Tel: 1-866-681-6001 (Toll-Free)
Fax: (416) 681-6060

www.gluskinsheff.com

This brochure provides information about the qualifications and business practices of Gluskin Sheff + Associates (US) Inc. If you have any questions about the contents of this brochure, please contact us at 1-866-681-6001 (Toll-Free). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Gluskin Sheff + Associates (US) Inc. also is available on the SEC's website at **www.adviserinfo.sec.gov**. Registration does not imply a certain level of skill or training.

2. Material Changes

There have been no material changes to the Gluskin Sheff + Associates (US) Inc. (“Gluskin Sheff US”) Brochure since the last annual update on September 30, 2019.

Gluskin Sheff US routinely makes changes throughout its Brochure in an effort to improve and clarify the description of its and its affiliates’ business practices and compliance policies and procedures or in response to evolving industry and firm practices.

We recommend that you read this brochure carefully and in its entirety.

3. Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
4	Advisory Business.....	4
5	Fees and Compensation.....	4
6	Performance-Based Fees and Side-By-Side Management.....	4
7	Types of Clients.....	5
8	Methods of Analysis, Investment Strategies and Risk of Loss.....	5
9	Disciplinary Information.....	11
10	Other Financial Industry Activities and Affiliations.....	11
11	Code of Ethics, Participation or Interest in Client Transaction and Personal Trading....	12
12	Brokerage Practices.....	13
13	Review of Accounts.....	14
14	Client Referrals and Other Compensation.....	14
15	Custody.....	14
16	Investment Discretion.....	14
17	Voting Client Securities.....	15
18	Financial Information.....	15

4. Advisory Business

Gluskin Sheff + Associates (US) Inc. (“Gluskin Sheff US” or the “Firm” or “we”) was established in 2016. The Firm is an investment adviser with its principal place of business in Englewood Cliffs, NJ and is a wholly-owned subsidiary of Gluskin Sheff + Associates Inc., an SEC registered adviser based in Toronto, Ontario, Canada (the “Parent”). The Parent is owned by Onex Corporation (“Onex Corporation”), a public company listed on the Toronto Stock Exchange (symbol: ONEX), and Gerald W. Schwartz, its founder, Chairman, President and Chief Executive Officer, is the company’s controlling shareholder. Onex Corporation, indirectly through certain subsidiaries, is the only owner of more than 25% of the Firm.

Gluskin Sheff US is an investment adviser focusing on US and international fixed income and preferred share investments in the primary and secondary markets. This includes investing in primary issuance and buying and selling debt in the secondary market. The Firm may also advise on equity investments. The Firm offers its services in a sub-advisory capacity to clients of the Parent. These clients consist of pooled funds and separately managed accounts in which discretionary or non-discretionary clients of the Parent invest.

Gluskin Sheff US currently serves as investment sub-adviser to the following clients of the Parent with U.S. investors: GS+A Enhanced Bond Fund, GS+A Enhanced Bond Fund (Delaware) LP, GS+A Credit Arbitrage Fund, GS+A Tactical Fixed Income Master Fund (Cayman) LP, GS+A Tactical Fixed Income Fund (Delaware) LP, GS+A and GS+A Tactical Fixed Income Fund II, GS+A Tactical Fixed Income Fund (Cayman), and Blair Franklin Global Credit Fund LP (collectively, the “GS+A Funds”) as well as separately managed accounts. The Firm will advise and trade on behalf of clients based on the objectives of the GS+A Fund or separately managed account under the supervision of the Parent based on the investment objectives, policies and restrictions contained in the investment management or similar agreement entered into between the Parent and the client and, with respect to the GS+A Funds, the limited partnership agreements and declarations of trust of such funds (collectively, “Governing Agreements”).

As of December 31, 2019, we had no discretionary or non-discretionary assets under management.

5. Fees and Compensation

Gluskin Sheff US’s sub-advisory services are provided pursuant to a sub-advisory agreement with the Parent. Gluskin Sheff US will bill the Parent for sub-advisory fees, with such fees based on expenses incurred by the Firm in connection with the provision of sub-advisory services to clients of the Parent. Brokerage and other transaction costs are not included in sub-advisory fees and will be incurred by the relevant GS+A Fund or separately managed account. Please refer to section 12 of this brochure.

6. Performance-Based Fees and Side-By-Side Management

Gluskin Sheff US receives sub-advisory fees paid by the Parent out of the management fees and performance fees it received from its clients. Other than Parent employee accounts and a limited number of non-performance fee paying entities managed by Parent, Gluskin Sheff US does not sub-advise performance fee assets side-by-side with accounts that are not charged a performance fee or charged fees on a different basis.

7. Types of Clients

The Parent provides investment sub-advisory services to high net worth investors, including entrepreneurs, professionals, family trusts, private charitable foundations and estates, as well as a select number of institutions. This investment advice is delivered either through a GS+A Fund or through a separately managed account advised by the Parent. Gluskin Sheff US does not have any direct clients.

8. Methods of Analysis, Investment Strategies and Risk of Loss

The Firm's security analysis methods include:

- Charting – Technical analysis of securities using charts to track the price and volume of securities over time.
- Fundamental – The fundamental analysis of securities involves the use of real data to evaluate a security's value.
- Technical – The technical analysis of securities involves evaluating investment by analyzing statistical trends gathered from trading activity, including price and volume.
- Cyclical – The cyclical analysis of securities follows the rise and fall of stock value based on the cyclical nature of certain economic and business cycles specific to certain industries.

The Firm's investment strategies include:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Short sales
- Margin transactions
- Option writing, including covered options, uncovered options or spreading strategies
- Use of derivatives to hedge risk or enhance yield

All investments, including mutual funds and pooled funds, carry the risk of losing money. The value of these investments will fluctuate from day to day, reflecting changes in interest rates, the economic environment, market conditions and company news. As a result, the value of the investments the Firm advises on may increase or decrease. Unlike bank accounts or term deposits with a bank, fund units and other public and private market investments are not covered by the Federal Deposit Insurance Corporation, the Canada Deposit Insurance Corporation or any other government deposit insurer.

To finance the purchase of securities using borrowed money involves a greater risk than the purchase of securities using cash resources only. If you borrow money to fund your account with the Parent, your responsibility to repay the loan principal and interest as required by its terms and conditions remains unchanged even if your account declines in value.

Listed below are some risks that can affect the value of your investment portfolio in your account and the value of the portfolios of certain clients with U.S. investors, including the GS+A Funds (your portfolio and

the portfolios of the GS+A Funds and separately managed accounts are collectively referred to as the “portfolios”). To the extent that your account holds units of a GS+A Fund, the value of the GS+A Fund’s portfolio will affect the value of the investment in your account. Investments are subject to loss due to many factors. This includes the possible loss of the entire amount invested. Prior to investing you should consider these risks and any other risks relevant to your personal circumstances and investments.

Concentration risk

Some portfolios concentrate their investment holdings in specialized industries, market sectors, asset classes or a limited number of issuers. Investments in these portfolios involve greater risk and volatility than broadly-based investment portfolios since the performance of one particular industry, market, asset class or issuer could significantly and adversely affect the overall performance of the entire portfolio.

Credit risk

Credit risk is the risk that a counterparty will fail to discharge an obligation or commitment that it has entered into. Portfolios that invest in fixed-income securities, such as those sub-advised by the Firm, are subject to credit risk. Issuers of debt securities promise to pay interest and repay a specified amount on the maturity date. Credit risk is lowest among issuers that have good credit ratings from recognized credit rating agencies. The riskiest fixed-income securities are those with a low credit rating or no credit rating at all. These securities usually offer higher interest rates to compensate for the increased risk. Changes in a counterparty’s perceived credit risk can impact the market value of a security even when not in default. Credit risk can also arise from holdings in certain derivatives contracts. If a counterparty or dealer is in default, the portfolio could lose all or any part of a deposit or collateral pledged by the portfolio and held under the control of the counterparty or dealer and any gains made on the contract.

Currency risk

Currency risk is the risk that the fair value of securities that are denominated in a currency other than the base currency will fluctuate due to changes in foreign exchange rates. The net asset values of most of our portfolios are calculated in Canadian dollars. Most foreign investments are purchased in currencies other than the Canadian dollar. As a result, the value of those investments will be affected by the value of the Canadian dollar relative to the value of the foreign currency. The value of the foreign denominated investments within a portfolio may be worth more or less depending on changes in foreign exchange rates. Some portfolios’ net asset values are calculated in U.S. dollars. When buying and selling into and out of such portfolios, the amount paid or received will be affected by the value of the U.S. dollar relative to the value of the Canadian dollar or the currency to or from which the portfolio is converting. The Firm may attempt to hedge currency risk in the portfolios in full or in part.

Derivatives risk

Derivatives are financial instruments whose values depend upon, or are derived from, the value of something else, such as one or more underlying investments, pools of investments, indexes or currencies. Derivatives usually take the form of contracts with other parties to buy or sell an asset at a later time. Some

portfolios may use derivatives to minimize risk (“hedging”) or for non-hedging purposes, including futures, options, warrants, swaps and credit default swaps. Some risks related to derivatives are:

- There is no guarantee that a portfolio will be able to buy or sell a derivative at the right time to make a profit or limit a loss.
- There is no guarantee that the other party will fulfill its obligations. A counterparty could go bankrupt and a portfolio may lose any deposits made.
- Exchanges or regulators could set limits on derivatives that could prevent a portfolio from completing a derivative trade or entering into a derivative contract.
- Hedging strategies may not be effective.
- The derivative may not perform in the predicted manner.

Foreign investment risk

Portfolios that invest in securities of foreign companies will be affected by world economic factors, in addition to changes in foreign currencies’ values relative to the Canadian dollar. Obtaining complete information about potential investments from foreign markets may also be difficult. Foreign companies may not follow certain standards that are applicable in North America, such as accounting, auditing, financial reporting and other disclosure requirements. Political climates may differ, affecting stability and volatility in foreign markets. As a result, prices may fluctuate to a greater degree by investing in foreign equities than if the funds limited their investments to Canadian securities.

The United Kingdom and Brexit risk

The United Kingdom left the European Union on January 31, 2020, commonly known as “Brexit”. Consequently, the United Kingdom–European Union relationship entered into a transition period and, as a result, the nature of the future trading relationship between the United Kingdom and the European Union is still being negotiated. There is no legal, political, regulatory and/or economic certainty as to the ongoing relationship that will exist between the United Kingdom and the European Union and it remains impossible to predict or definitively state the economic, tax, fiscal, legal, regulatory and other impacts on the European and global financial markets generally. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the United Kingdom or the European Union, including companies or assets held by the portfolios.

Interest rate risk

A significant risk of fixed income portfolios, such as the portfolios, is interest rate risk. Interest rate risk is the risk that the fair values of securities fluctuate because of changes in the prevailing level of market interest rates. Interest rates affect the value of fixed-income securities, including bonds, mortgages, treasury bills and commercial paper. The value of these securities will generally rise if interest rates fall and fall if interest rates rise. Therefore, values of portfolios that invest in fixed-income securities will change with fluctuating interest rates. Changes in interest rates may also affect the value of equity securities as investors shift between investment vehicles. The Firm may attempt to hedge interest risk in its portfolios in full or in part.

Leverage risk

The use of leverage increases the risk to a GS+A Fund or separately managed account and subjects the GS+A Fund or separately managed account to higher current expenses. Also, if the GS+A Fund's or separately managed account's values drop to the loan value or less, investors could sustain a total loss of their investment.

A GS+A Fund or separately managed account may utilize different forms of leverage, including borrowing money from banks or other institutions, acquiring securities on margin, selling securities short and entering into derivatives and other transactions with inherent financial leverage. The use of leverage involves increased market exposure as well as interest expense. The use of leverage to increase the client's exposure to the portfolio investments may be counterproductive in that the interest expense associated with such leverage may materially exceed the rate of return earned by the GS+A Fund or separately managed account. Such borrowing and other leverage may result in significant loss of capital. The GS+A Fund or separately managed account will provide collateral to banks from which it borrows, to brokers through whom it buys securities on margin and to derivative counterparties by registering or pledging the interests or assets of the GS+A Fund in the names of such banks, brokers or counterparties or their nominees. This procedure exposes the GS+A Fund or separately managed account to the risk that for whatever reason, including, without limitation, the default, insolvency, negligence, misconduct or fraud of such banks, brokers or counterparties, the client will not reacquire the ownership of such interests upon the repayment by the client of such loans. Also, the GS+A Fund or separately managed account will be unable to reacquire such interests if the GS+A Fund defaults on such loans, on a margin call or under its derivatives transactions. The GS+A Fund's failure or inability to reacquire such interests from the banks, brokers or counterparties in whose name the interests are registered could entangle the GS+A Fund in protracted litigation and, potentially, result in the complete loss of such interests. While the Parent will cause the GS+A Fund to borrow money only from banks or other institutions it believes to be creditworthy, there can be no absolute certainty that such institutions will return such interests to the GS+A Fund upon the repayment of its secured obligations.

Leverage risk also occurs if you have borrowed money in order to invest with the Parent. Purchases with borrowed money involve greater risk than a purchase using cash resources only. If you borrow money to invest with the Parent, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines. In addition, leverage may impact your ability to deduct losses sustained in the GS+A Funds. If you are borrowing to invest, you should contact your tax advisor to determine the impact on your personal circumstances.

Valuation risk

The valuation of portfolio investments may involve uncertainties and subjective determinations. The process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had a ready market existed for such securities and may differ from the prices at which such securities may ultimately be sold. Because the Parent determines in its discretion the value of portfolio assets, potential conflict of

interest exists in making valuation determinations given the potential impact of such valuations on a portfolio's performance and associated fees.

Market risk

Market risk is the risk that the fair value of securities will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual security or its issuer, or factors affecting all securities traded in a market. All securities present a risk of loss of capital. The value of equity securities will change based on specific company developments and stock market conditions. Market value also varies with changes in the general economic and financial conditions in countries where investments are made.

Global economic conditions risk

General global economic conditions may affect the success of the portfolios. Interest rates, general levels of economic activity, fluctuations in the market prices of securities and participation by other investors in the financial markets may affect the value of investments made by the portfolios. Market conditions affecting, for example, liquidity and volatility, credit availability and financial conditions generally, could change at any time. National and global market and economic conditions may deteriorate materially and for an extended period of time. Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted region may not efficiently and quickly recover from such event. Terrorist attacks and related events can result in increased short-term economic volatility. The effects of future terrorist acts (or threats thereof), military action or similar events on the economies and securities markets of countries cannot be predicted. Such disruptions of the global financial markets could affect interest rates, ratings, credit risk, inflation and other factors relating to the portfolios. These changes could have a material adverse effect on the ability of the Firm to execute the investment programs of the portfolios.

Disease and epidemics risk

The impact of disease and epidemics may have a negative impact on our business, on our ability to sub-advise the investment portfolios, and on the investment success of the portfolios. Coronavirus, renewed outbreaks of other epidemics or the outbreak of new epidemics could result in health or other government authorities requiring the closure of offices or other businesses, and could also result in a general economic decline. For example, such events may adversely impact economic activity through disruption in supply and delivery chains. Moreover, our operations and management of the portfolios could be negatively affected if personnel are quarantined as the result of, or in order to avoid, exposure to a contagious illness. Similarly, travel restrictions or operational issues resulting from the rapid spread of contagious illnesses may have a material adverse effect on business and results of operations. A resulting negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility, cause credit spreads to widen, and reduce liquidity, all of which could have an adverse effect on the portfolios. The duration of the business disruption and related financial impact caused by a widespread health crisis cannot be reasonably estimated. The extent to which the coronavirus (or any other disease or epidemic) impacts business activity or investment results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the

severity of the coronavirus and the actions required to contain the coronavirus or treat its impact, among others.

Legal, tax and regulatory risks

The regulatory considerations affecting the ability of a portfolio to achieve its investment objectives are complicated and subject to change and can result in significant compliance costs and expenses. In sub-advising the portfolios, the Firm must comply with various legal requirements, including requirements imposed by laws governing anti-money laundering, bribery and corruption, securities, commodities, tax and pensions and a failure to satisfy the requirements of those laws could have material adverse consequences. In addition to the risks and complications arising under applicable tax laws and other laws specifically addressed in the Governing Agreements, further legal, tax and regulatory circumstances could arise that may adversely affect the investment success of a portfolio.

Securities lending risk

Some portfolios may enter into securities lending transactions from time to time. In securities lending transactions, a portfolio lends its portfolio securities for a set period of time to borrowers who post acceptable collateral. There is a risk that the other party in the securities lending transaction may not fulfill its obligations leaving the portfolio holding collateral that could be worth less than the loaned securities if the value of the loaned securities increases relative to the value of the cash or other collateral, resulting in a loss to the portfolio.

Short selling risk

A short sale by a portfolio involves borrowing securities from a lender which are then sold in the open market. At a future date, the securities are repurchased by the portfolio and returned to the lender. While the securities are borrowed, the proceeds from the sale are deposited with the lender and the fund pays interest to the lender. If the value of the securities declines between the time that the fund borrows the securities and the time it repurchase and returns the securities to the lender, the portfolio makes a profit on the difference (less any interest the portfolio is required to pay to the lender). Short selling involves risk. There is no assurance that securities will decline in the value during the period of the short sale and make a profit for a portfolio. Securities sold short may instead appreciate in value creating a loss for a portfolio. The potential size of loss is unlimited. A portfolio may experience difficulties repurchasing the returning the borrowed securities if a liquid market for the securities does not exist. The lender may also recall borrowed securities at any time. The lender from whom a portfolio has borrowed securities may go bankrupt and a portfolio may lose the collateral it has deposited with the lender.

Cybersecurity risks

Information and technology systems of the Firm and any service providers to the portfolios may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. If any systems designed to manage such risks are compromised, become inoperable for

extended periods of time or cease to function properly, there may be significant interruptions to the Firm's operations and/or ability to manage the portfolios. Additionally, such events may result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors. Such a failure could harm the Firm's reputation, subject it to legal claims and/or regulatory investigation and otherwise affect its business and financial performance. Although the Firm has made significant investments to ensure the integrity of information systems and to safeguard against such failures or security breaches, there can be no assurance that these measures and investments will provide adequate protection. Despite security measures, information technology networks may be vulnerable to attacks by third parties or breached due to employee error, malfeasance or other disruptions.

Dependence on Gluskin Sheff US risk

The investment success of the portfolios depends in substantial part upon the skill and expertise of the Firm's and the Parent's investment professionals and the other individuals employed to assist them as investors generally have no right or power to take part in the management of the portfolios. There can be no assurance that these individuals will continue to be employed or engaged by the Firm and changes in circumstances relating to Gluskin Sheff US and the Parent may have an adverse effect on the profitability of the portfolios.

Further information about investing risks is available in the Parent's Investor and Portfolio Guide.

9. Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Firm's sub-advisory services or the integrity of our management.

10. Other Financial Industry Activities and Affiliations

The Parent is registered with the SEC as an Investment Adviser, and with the Ontario Securities Commission as a Portfolio Manager, Investment Fund Manager, Exempt Market Dealer and Commodity Trading Manager. The Chief Compliance Officer of Parent also acts as the Chief Compliance Officer of the Firm (the "CCO"). Gluskin Sheff US does not solicit clients on behalf of Parent, and receives mandates only from Parent. Parent receives management fees and performance fees by virtue of acting as a portfolio manager to the GS+A Funds and separately managed accounts. In addition, Parent carries out the general management and administrative functions, and as a dealer, the distribution functions, on behalf of the GS+A Funds. For example, Parent acts as trustee, transfer agent and principal distributor of the GS+A Funds that are organized as trusts. The GS+A Funds are offered only to advisory clients of Parent.

Subsidiaries and affiliates of the Parent act as general partners of pooled funds organized as limited partnerships.

As noted in Item 4, Gluskin Sheff US and the Parent are owned by Onex Corporation. Onex Corporation also owns or is affiliated with a variety of other financial services firms, including Onex Credit Partners, LLC, Onex Partners Manager LP and ONCAP Management Partners L.P. (together, the "Affiliated Advisers"), which are each registered with the SEC as investment advisers. Onex Credit Partners, LLC is

also registered as an Exempt Market Dealer, Investment Fund Manager and/or Portfolio Manager in various Canadian Provinces. Onex Corporation and each of the Affiliated Advisers has their own dedicated investment teams and typically pursue investment opportunities that are different in nature from those sought by the Parent and Gluskin Sheff US for the GS+A Funds and the separately managed accounts. However, it is possible that the Parent or Gluskin Sheff US may seek to work together with Onex Corporation or one of the Affiliated Advisers, for example with respect to joint investing or to leverage industry expertise or relationships, prior investment experience or other factors in respect of an investment opportunity. Additionally, clients of Affiliated Advisers and investors in investment products advised by Affiliated Advisers may be referred to the Parent or Gluskin Sheff US, and the Parent or Gluskin Sheff US may from time to time refer investors to investment products advised by Affiliated Advisers.

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

The Parent and Gluskin Sheff US have adopted a Code of Business Conduct and Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act to mandate compliance with applicable securities laws, and to establish monitoring and other procedures. A copy of the Code can be obtained by clients upon written request. The Code is also described in the Parent’s Investor and Portfolio Guide. The Code sets forth standards of ethical and business conduct expected of Gluskin Sheff US personnel that are designed to comply with the laws applicable to the Firm and its activities. Among other things, the Code requires the Firm’s personnel: (i) to place the interests of clients above any personal interests; (ii) to seek to identify conflicts of interest and observe established resolution procedures; (iii) to avoid misleading or inaccurate statements; (iv) to conduct and report all personal securities transactions in the manner set forth in the Code; (v) to report to compliance personnel any violations of the Code or of the Firm’s compliance policies more generally; and (vi) to comply with the provisions of applicable securities laws.

Gluskin Sheff US has also adopted the Onex Corporation Whistleblower Policy, which establishes guidance for the receipt of information from Firm personnel regarding questionable practices relating to, among other things, accounting, auditing, internal controls and trading, and provides protection of Firm personnel from retaliation for such disclosure. Additionally, the Firm requires its personnel to observe and comply with the CFA Institute Code of Ethics and Standards of Professional Conduct. The CFA Institute is the leading governing body for investment professionals. These measures reflect the Firm’s commitment to, among other things, fair dealings with clients, disclosing conflicts of interest, maintaining independence and objectivity and placing clients’ interests before its own.

Potential Conflicts of Interest

Under the discretionary authority granted the Firm, we may acquire for the accounts we sub-advise units of funds managed by Parent or vehicles managed by Onex Corporation or an Affiliated Adviser. It is important that you are aware of the conflicts or potential conflicts of interest between your interests and those of Gluskin Sheff US, and how, by policy, we manage these potential conflict.

The Firm may have an incentive to place client funds in investments managed by the Parent or an affiliate, including the Affiliated Advisers, based on the level of fees we, or an affiliate, could earn when compared to other investments.

We will consider the suitability of any investment that we recommend or in which an account is invested without regard to the receipt of fees or other benefits by the Firm, the Parent or any Firm or Parent personnel in connection the investments, or companies in which we invest client capital or through which we execute transactions. Generally, client portfolios will not be invested in any company with which the Firm, the Parent or any Firm or Parent personnel are not deemed to be at arm's length, except the Affiliated Advisers referenced in Item 10 above. In order to mitigate potential conflicts of interest, Gluskin Sheff US employees and personnel must act in accordance with the Code as well as the Firm's compliance policies and procedures.

Gluskin Sheff US and Gluskin Sheff US personnel are generally restricted from personally acquiring any security that is held in client portfolios, other than units of a GS+A Fund, as further described below. The Firm votes proxies on behalf of clients on the basis of its assessment of what course of action is in the best interests of clients, as further described in Item 17 below.

Cross trades between two client accounts, between a client account and a GS+A Fund, or between two GS+A Funds present a conflict of interest where each account involved has diverging interests. Cross trade prices are based on the requirements outlined by an exemption obtained by the Parent from the OSC. Cross trades require pre-approval from the CCO, and trades involving a GS+A Fund are overseen by an independent review committee.

Personal Trading Policy

To ensure that no conflict exists between the investment interests of clients and the personal investment interests of Gluskin Sheff US and Parent personnel, employees are generally restricted from personally purchasing any security that is held or contemplated to be held in client portfolios or GS+A Funds, or from trading in securities in which we are active or contemplating activity. Further, Firm personnel must obtain advance approval from the CCO for any personal securities trades, and pursuant to the Code must declare their security holdings regularly and have such declarations reconciled with reported trading activity. Finally, Firm employees are encouraged to participate in the Parent's investment vehicles to align the interests of Gluskin Sheff US personnel with the interests of our clients.

12. Brokerage Practices

Trade Execution

Gluskin Sheff US is committed to ensuring that the best price and best execution on purchases and sales of securities are obtained for its clients. For each security traded, investment staff consider which broker is best suited to achieve the best possible price for clients with the least market impact including all costs associated with the execution of securities in the portfolio of a GS+A Fund or a client portfolio. Such additional costs may include, without limitation, borrowing costs, trade execution costs and custodial fees.

Fair Allocation of Investment Opportunities

It is Gluskin Sheff US's policy to allocate all trades in securities to its clients on an impartial, fair and equitable basis. Grouped trades (block orders) are allocated using an average cost method. When the quantity of a security to be traded is too large to be completed at the same price, all accounts involved will receive the same averaged executed price and commission per share or par value.

There are occasions when the quantity of a security available at the same price is insufficient to satisfy the requirements of every account (for example, partial fills, primary issuance or initial public offerings). To ensure fairness, each account involved will be allocated a pro-rata portion of the executed order based on their order size/target weighting. Similarly, new issues of a security may be insufficient to satisfy the total requirements of all client accounts and pro-rata apportionment may be unreasonable or inappropriate relative to the account's asset size. In these instances Gluskin Sheff US will determine at its discretion a reasonable method of allocating trades, on a case-by-case basis.

13. Review of Accounts

All portfolios are continuously monitored by the Firm and investment restrictions/constraints are maintained in systems that monitor trading activity by the Parent. Parent supervises all of the activity of Gluskin Sheff US, and prices the portfolios under management at least monthly. Parent's Market Risk Committee also reviews the risk limits established for each portfolio under management, and any over or under limits are reported each month to this committee.

14. Client Referrals and Other Compensation

No referral or other third party compensation arrangements are in place. All fees received by the Firm are through sub-advisory arrangements with Parent.

15. Custody

Gluskin Sheff US maintains custody of its pooled fund client assets because the Parent serves as general partner or trustee of certain private funds. Gluskin Sheff US is deemed to have "custody" over the private funds within the meaning of Rule 206(4)-2 under the Advisers Act. To comply with this Rule, the Firm provides each investor in the private fund audited financial statements within 120 days following the private fund's fiscal year end. If you have invested in the private funds and have not received audited financial statements in a timely manner, please contact us immediately.

16. Investment Discretion

Under the sub-advisory agreement with Parent, the Firm is granted discretionary authority over a number of GS+A Fund portfolios or portfolios in separately managed accounts. The Firm is permitted to buy and sell any securities that Gluskin Sheff US deems appropriate for the portfolios, subject to any restrictions

provided by the Parent. This includes units of existing or future funds managed by the Parent, the short sale of securities and trades in futures, credit default swaps and other derivatives.

17. Voting Client Securities

Parent or the Firm maintains written proxy voting policies and procedures as required by Rule 206(4)-6 under the Advisers Act. The Parent votes client securities in its sole discretion given the investment objectives of the investment portfolio in respect of any securities forming part of the investment portfolio unless it receives written voting instructions or a written revocation of this authority from a client before any meetings at which voting rights may be exercised. A client may contact the Firm or Parent to receive information about how the securities in the portfolios were voted and about the Firm's proxy voting policies and procedures.

18. Financial Information

There are no financial issues which are reasonably likely to impair Gluskin Sheff US's ability to meet its contractual obligations to clients and the Firm has not been the subject of any bankruptcy petitions at any time, including in the past ten years.