



**BRIGHTSPHERE**  
Investment Group

**BRIGHTSPHERE INVESTMENT MANAGEMENT LLC**

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**March 30, 2020**

This brochure provides information about the qualifications and business practices of BrightSphere Investment Management LLC ("BSIM" or "We"). If you have any questions about the contents of this brochure, please contact us at (617) 369-7300. 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.

We are a registered investment adviser with the SEC. Registration as an investment adviser does not imply any level of skill or training. Additional information about BSIM is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **MATERIAL CHANGES**

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This brochure dated March 30, 2020 is our annual amendment. We made the following material changes since our initial filing dated July 5, 2019:

- Advisory Business: added disclosure regarding BSIM's relationship with Mercer with respect to the "Total Solutions" platform and the structure of the platform;
- Fees and Compensation: added disclosure regarding indirect benefit of affiliate fees to BSIG and termination fees assessed by Mercer;
- Types of Clients: added family offices and non-US clients and investors as types of prospective clients;
- Methods of Analysis, Investment Strategies and Risk of Loss: added disclosure regarding methods of analysis for the Total Solutions platform and risk of loss with respect to disruption of business events;
- Other Financial Industry Activities and Affiliations: added disclosure of potential conflicts of interest with respect to referral arrangements and relationship with Mercer;
- Brokerage Practices: incorporated disclosure by reference to Form ADVs for SEC authorized Sub-advisers; and
- Voting Client Securities: incorporated disclosure by reference to Form ADVs for SEC authorized Sub-advisers.

You may request a current copy of our brochure free of charge by calling (617) 369-7300 or emailing [bsigcompliance@bsig.com](mailto:bsigcompliance@bsig.com).

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## ADVISORY BUSINESS

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BSIM is a U.S. investment adviser registered with the SEC. BrightSphere Inc., a subsidiary of BrightSphere Investment Group (“BSIG”), a NYSE listed company, is the sole member of BSIM. Personnel of BrightSphere Inc. support the operations of BSIM.

BSIM provides investment advice to clients on a “Total Solutions” platform. The Total Solutions platform offers clients a bespoke asset allocation strategy comprised of BSIM affiliate strategies and products, where appropriate, to meet a client’s investment objective. BSIM engages with Mercer Global Investments Europe Limited (“Mercer”) to structure clients’ portfolios through Mercer’s infrastructure and asset allocation determinations.

BSIM enters into an investment management agreement with the client and will use its discretion under that agreement to place the client into the tailored investment structure established by Mercer specifically for this purpose. In accordance with clients’ investment objectives, Mercer establishes bespoke investment structures (“BrightSphere Mercer Accounts”) to appropriately implement each clients’ investment strategies. Mercer engages and monitors sub-advisers for the BrightSphere Mercer Accounts (“Sub-advisers”), within the guidelines established by BSIM and the client. Sub-advisers will include BSIM affiliates that are highly rated by the Manager Research group of Mercer and its affiliates and highly rated third-party investment managers. BSIM is not responsible for Sub-adviser selection or due diligence of Sub-advisers engaged by Mercer, except that in certain circumstances and only as directed by a client, BSIM will be involved in establishing parameters regarding Mercer’s selection of BSIM affiliates and third-party investment managers. For SEC authorized Sub-advisers, information regarding the investment activities of the Sub-advisers is contained in each Sub-adviser’s Form ADV.

BSIM is responsible for the oversight of the Total Solutions platform including the portfolio’s investment objective(s), policies and restrictions and client relationships.

Representatives of BSIM introduce prospective clients to affiliates for the provision of investment advisory services by the affiliate with no oversight or engagement by BSIM. BSIM also provides seed capital opportunities, in which institutional investors partner with BSIM to invest in new strategies offered by BSIM affiliates. BSIM oversees the provision of such strategies to external investors. Seed capital opportunities with non-affiliated advisers will also be considered.

BSIM generally provides investment advice to institutional and high net worth clients. Typically, BSIM manages advisory accounts on a discretionary basis; however, in some instances, clients impose reasonable restrictions on investing, such as restrictions on investing in certain securities, types of securities, or industry sectors.

Please refer to *Other Financial Industry Activities and Affiliations* and *Client Referrals and Other Compensation* of this brochure for additional information.

## **FEES AND COMPENSATION**

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Advisory fees for clients are typically calculated as a percentage of assets under management. Fees are charged according to the specific fee schedule identified in the client's investment advisory agreement and billed either quarterly in arrears or advance as directed by the client. Clients have a choice of receiving an invoice for investment advisory fees or having the fees deducted from their custodial account. In the event a client chooses to have the fee deducted from their custodial account, a duplicate invoice is sent to the client. Clients are encouraged to review the duplicate invoice to ensure the proper fee calculation has been made. Clients should receive statements from their custodians at least quarterly and should review the information provided by BSIM against those statements.

BSIM retains the discretion to negotiate fees and account minimums on a client-by-client basis. BSIM's minimum account sizes vary by strategy. BSIM retains the right to accept and maintain accounts below the established minimums. Client relationships, service requirements and other circumstances are considered in determining the fee schedule. Depending upon the range of services provided, the mandate requested, the amount of assets under management, and other factors as determined in BSIM's sole discretion, fees are negotiated and a "most favored nation" fee schedule is granted under certain circumstances. Some clients pay higher investment management fees than other clients in the same strategy. Similar advisory services may be available from other registered (or unregistered) investment advisers for lower fees.

### **Additional Fees and Expenses**

BSIM's advisory fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients will generally incur administrative and operating expenses charged by private funds, mutual funds, collective investment trusts and real estate investment trusts. These fees are exclusive of and in addition to BSIM's fee. BSIM shall not receive any portion of these commissions, fees, and costs described above. BSIM will indirectly benefit when services and products are paid for with client brokerage commissions (soft dollars) and the collection of advisory, sub-advisory or other possible fees paid to an affiliate.

Under certain circumstances, BSIM accepts performance-based fee structures that are negotiated with each client based on various considerations (e.g. size of the account, investment strategy).

Please refer to the *Performance-Based Fees and Side-by-Side Management* and *Brokerage Practices* sections of this brochure for additional information.

### **Termination of Investment Advisory Agreement**

Clients can terminate their investment advisory agreement upon written notice pursuant to the terms of their investment advisory agreement. If a client's investment advisory agreement is terminated, any fees paid in advance will be pro-rated as of the termination date and refunded to the client. Similarly, any fees paid in arrears will be billed the pro rata portion for the period the assets were under

management. BSIM reserves the right to make exceptions to this policy on a case-by-case basis.

With respect to the Total Solutions platform, BSIM reserves the right to recoup structuring expenses from its clients, incurred by Mercer under certain circumstances. A termination fee will be assessed by Mercer on a sliding basis if the account is terminated before three years with diminishing fees assessed over time.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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BSIM accepts performance-based fee arrangements with qualified clients. BSIM's investment team manages accounts side-by-side that are charged fees based on assets under management and a performance-based fee. Under this performance-based fee arrangement, the base fee is the minimum fee which BSIM receives for managing this account. The performance fee depends on the degree of outperformance by the account.

The side-by-side management of client accounts that pay performance-based fees with client accounts that pay only an asset-based fee creates a conflict of interest; BSIM has an incentive to favor client accounts that have the potential to generate higher fees.

BSIM representatives meeting certain financial requirements are permitted to invest in pooled investment vehicles advised by BSIM. This type of investing has the effect of aligning the financial interests of BSIM representatives with those of other investors. This could create an incentive for BSIM to favor that account over other accounts in which BSIM representatives have no direct interest.

BSIM informs clients about multiple strategies, funds and or accounts, and could devote unequal time and attention to each strategy, fund, or account. To mitigate potential conflicts of interest, BSIM has established policies and procedures specifically designed to ensure that all accounts are treated equitably, regardless of fee arrangement.

BSIM regularly reviews the performance of each account to verify that an account is neither advantaged nor disadvantaged over time.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **TYPES OF CLIENTS**

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BSIM offers advisory services to the following types of clients:

- ◆ Pension and profit-sharing plans
- ◆ State or municipal government entities
- ◆ Taft-Hartley plans
- ◆ Multi-employer plans
- ◆ Foundations
- ◆ Endowments
- ◆ Charitable organizations
- ◆ Corporations or other businesses not listed above
- ◆ Family offices
- ◆ High net worth individuals
- ◆ Non-US institutional and professional investors

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### **Methods of Analysis**

For the Total Solutions platform, BSIM's Investment Committee is responsible for the investment strategy implemented on behalf of clients. Mercer is responsible for the Sub-adviser selection, allocation, due diligence and oversight in the context of the BrightSphere Mercer Accounts, including any guidelines and parameters established by BSIM and the client. The BSIM Investment Committee conducts an independent analysis of its client's portfolios and investment in the BrightSphere Mercer Accounts to monitor overall performance, both relative and absolute.

### **Investment Strategies**

Various investment strategies are considered on the Total Solution platform and in the seed capital opportunity, with consideration given as to whether the strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

For SEC authorized Sub-advisers, specific information on each investment strategy and the associated risks is contained in each Sub-adviser's Form ADV.

## **Risk of Loss**

Investing in securities involves risk of loss of all or a portion of an investment that clients should be prepared to bear. The following risks are inherent to BSIM's investment style and method of analysis. Please note that the below risks are not a complete explanation of all risks involved in investing.

**Equity and General Market Risk:** Since the investment strategies purchase equity securities, our clients' assets are subject to the risk that stock prices may fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of equity securities may fluctuate drastically from day-to-day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. These factors contribute to price volatility, which is a significant risk of investing in our investment strategies.

**Investment Management Risk:** Our strategies are actively managed. A strategy may not meet its investment objective and could underperform other similar strategies with comparable investment objectives managed by other advisers.

**Analysis Risk:** The Sub-advisers' securities analysis methods rely on the assumption that portfolio company securities, the research firms that provide data and analysis on these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. There is a risk that the Sub-advisers' analysis may be compromised by inaccurate or misleading information, or that the Sub-advisers may come to an incorrect conclusion based on their analysis.

**Value Company Risk:** Value investing carries the risk that the intrinsic value of a stock may not be fully recognized by the market for a long time, or the Sub-advisers' assessment of a company may be inaccurate, and that company may be appropriately priced at a low level.

**Small and Medium Company Risk:** The small and medium capitalization companies in which certain of the Sub-advisers will invest may be more vulnerable to adverse business or economic events than larger, more established companies. These small and mid-sized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, small and mid-cap stocks may be more volatile than those of larger companies.

**Concentrated Investing Risk:** Certain strategies are concentrated which means that larger positions in a smaller number of securities are held than other, more diversified strategies. This means that an increase or decrease in the value of a single security likely will have a greater impact on the strategy's investment performance than in a more diversified strategy.

**Real Estate Investment Trust ("REIT") Risk:** REITs are pooled investment vehicles that own, and usually operate, income-producing real estate. REITs are susceptible to the risks associated with direct ownership of real estate, such as the following: declines in property values; increases in property taxes,



operating expenses, rising interest rates or competition overbuilding; zoning changes; and losses from casualty or condemnation. REITs typically incur fees that are separate from those of the portfolio. Accordingly, clients will indirectly bear a proportionate share of the REITs' operating expenses, in addition to paying advisory fees.

**Information Security Risk:** BSIM, Mercer, the Sub-advisers and service providers, may be susceptible to operational and security risks resulting from cyber-attacks. Cyber-attacks include stealing or corrupting data, denial of service attacks on websites, the unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential information and operational disruptions. Any significant limitation on the use of our facilities or the failure or security breach of our software applications or operating systems and networks, including the potential risk of cyber-attacks, could result in the disclosure of confidential information and financial losses. Similar types of cyber security risk are also present for issuers of securities in which the Sub-advisers may invest, which could result in material adverse consequences for such issuers and may cause your investments to lose value.

**Business Disruption Risk:** BSIM, Mercer, the Sub-advisers and service providers, are susceptible to business disruptions resulting from catastrophic and other material events (e.g. a pandemic) that could negatively impact the ability to continue to transact business. Business continuity and disaster recovery plans have been developed that seek to identify and plan for potential disruptions. Any significant limitation on the use of our facilities or our software applications, operating systems and networks, could result in financial losses. Similar types of business disruption risks are also present for issuers of securities in which the Sub-advisers invest, which could result in material adverse consequences for such issuers and could cause your investments to lose value.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **DISCIPLINARY INFORMATION**

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Registered investment advisers are required to disclose any legal or disciplinary events that would be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Neither BSIM nor our affiliate Sub-advisers and our management personnel are currently the subject of any material litigation, formal investigations, administrative proceedings or disciplinary events.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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BrightSphere Inc. and certain of its affiliates provide certain services to BSIM including but not limited to distribution assistance. BrightSphere Inc. has a relationship with a third-party FINRA registered broker-dealer holding broker-dealer licenses for certain BSIM representatives, where necessary. BrightSphere Inc. maintains an Office of Supervisory Jurisdiction (“OSJ”) of this broker-dealer on our premises. Certain BSIM representatives receive compensation for referring clients to BSIM affiliates through the Total Solutions platform or directly to the affiliate. This presents a conflict of interest as the representatives are recommending strategies that result in referral payments from affiliates.

Within the BrightSphere Mercer Accounts, Mercer selects Sub-Advisers to manage the investment portfolio, and engages third party Sub-advisers, including BSIM affiliates that are highly rated by Mercer’s Manager Research group, to manage assets of the BrightSphere Mercer Accounts. BSIG’s revenues increase as a result of allocations to BSIM affiliates due to the advisory fees paid to such affiliates and therefore Mercer’s utilization of BSIM affiliate strategies within the BrightSphere Mercer Accounts results in a benefit to BSIG. Mercer’s Sub-Adviser selection for the BrightSphere Mercer Accounts is subject to the guidelines and parameters established by BSIM regarding the use of BSIM affiliate strategies, provided that such strategies are highly rated by Mercer’s Manager Research group. Mercer’s Manager Research group operate under policies and guidelines and are provided training intended to ensure that investment research is produced and distributed from an independent perspective. Research represents the specialist’s or team’s independent opinion of a strategy or subject, without regard to broader Mercer relationships. The relationship between Mercer and BSIM will be clearly disclosed to BSIM’s clients who are also the investors in the BrightSphere Mercer Accounts.

Please refer to the Advisory Business section of this brochure for more information. For SEC authorized Sub-advisers, please refer to the Sub-advisers’ Form ADVs for additional information.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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### **Overview of the Code**

We are dedicated to promoting the highest levels of ethical standards and professional conduct among our representatives. BSIM has adopted a Code of Ethics (the “Code”) that is based on the principle that all representatives have a fiduciary obligation to our clients to act with honesty, integrity and loyalty. The Code sets forth expectations that we have for our representatives, including the expectation that they put the interest of clients above their own personal interests, and that they never abuse their position of trust and responsibility. Our Code and policies and procedures establish rules governing personal trading for certain Access Persons, gifts and entertainment, political contributions, and outside activities. Representatives are required to report any violations of the Code to the Chief Compliance Officer (“CCO”) or the CCO’s designate. Violations of the Code are taken seriously and will result in disciplinary action as deemed appropriate. Representatives receive training on the Code and

are required to acknowledge initially, annually, and when amended, in writing that they have read, understand, and comply with the Code. Compliance with the Code is monitored by the CCO.

### **Personal Trading**

The Code does not prohibit personal trading by our representatives. As a result, our representatives purchase or sell securities for their own accounts that the Sub-advisers purchase or sell for client accounts and at times trade in an opposite direction than client accounts subject to Code restrictions. This creates a potential conflict of interest. Our Code includes policies and procedures that are designed to address potential conflicts of interest and ensure that we maintain our fiduciary obligations to our clients. Our policies include, but are not limited to, the following provisions:

- ◆ Representatives are restricted from knowingly purchasing or selling a security simultaneous to purchases and sales of that security for clients, except when a representative is invested in a pooled vehicle in which the representative does not have investment discretion.
- ◆ Representatives are prohibited from purchasing or selling a security, or recommending the purchase or sale of a security, for any account while they are in possession of material nonpublic information.
- ◆ If a representative comes into possession of material nonpublic information, they must report to the CCO or the CCO's designate. It is a violation of our Code to communicate material nonpublic information with anyone other than the CCO or the CCO's designate.
- ◆ The CCO has discretion to allow exceptions to these rules if there are reasonable grounds to believe that the exception will not result in harm to a client or a violation of the law.

### **Participation or Interest in Client Transactions**

BSIM recommends to clients that they buy or sell securities in which representatives, affiliates or other related persons have a financial interest.

Our Code includes the following policies and procedures to address potential conflicts of interest:

- ◆ Requires representatives to put the interest of our clients above their own interests.
- ◆ Forbids representatives from abusing their position of trust.
- ◆ Requires representatives to report any known conflicts of interest to the CCO or the CCO's designate.

Please refer the *Brokerage Practices* section of this brochure for additional information.

We will provide a complete copy of our Code of Ethics to any client or prospective client upon request. To request a copy, please contact us at (617) 369-7300.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **BROKERAGE PRACTICES**

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Sub-advisers generally have full discretion to determine the broker-dealer to use and the commissions to pay on transactions, except in cases where a client directs us to use a specific broker or brokers for all or a portion of its trades.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **REVIEW OF ACCOUNTS**

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Client accounts are reviewed at periodic Investment Committee meetings. Client accounts are regularly monitored based on each client's investment objective and investment guideline, the firm's investment policies, and compliance with statutory and regulatory requirements by BSIM and the Sub-advisers.

BSIM provides all clients with a written report on their account at least quarterly. These reports typically include a list of assets in the account, a summary of the investment results of the account relative to the appropriate benchmarks, and a letter discussing the market conditions contributing to the performance of the account during the quarter. Clients also generally receive account statements from the custodian at least quarterly.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

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BSIM is currently involved in referral arrangements with third parties. Under certain circumstances, BSIM or an affiliate will compensate individuals or entities for the referral of advisory clients to BSIM. As agreed upon between BSIM and the affiliates, affiliates compensate BSIM for the referral of advisory clients to the affiliate.

Please refer to the *Other Financial Industry Activities and Affiliations* section of this brochure for additional information. For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **CUSTODY**

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In addition to the periodic statements that clients receive directly from their custodians, BSIM also ensures that account summaries are sent directly to clients on at least a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account

transactions, holdings and values are correct and current and agree to what is shown on the custodian statement.

BSIM is deemed to have custody as a result of our ability to instruct custodians to deduct client fees from client accounts where the client has authorized us in writing to do so.

## INVESTMENT DISCRETION

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BSIM accepts discretionary authority to manage investments on behalf of our clients. A written investment advisory agreement is required at the outset of every advisory relationship. The written agreement includes stated investment objectives and discretionary provisions. Generally, the written agreements allow us full discretion to direct the investment of assets on our client's behalf and at our client's risk. Our discretion is exercised in a manner consistent with stated investment objectives of a client, regulatory requirements and our policies and procedures. BSIM uses its discretion to place clients into the BrightSphere Mercer Accounts established and maintained by Mercer and established for the Total Solutions platform. Mercer has investment discretion over the BrightSphere Mercer Accounts and will invest with or delegate a portion of the portfolio to the Sub-advisers.

Our limited discretionary authority includes the ability to do the following without contacting the client:

- ◆ Determine the broker-dealer
- ◆ Determine the security to buy or sell
- ◆ Determine the amount of the security to buy or sell
- ◆ Determine the amount of broker commissions to be paid
- ◆ Determine the appropriate investment structure

Clients can limit our discretionary authority by giving us written instructions. Clients can also change/amend such limitations by providing us with written instructions. Examples of client restrictions include:

- ◆ Limitations prohibiting the purchase of certain securities, industries or economic sectors
- ◆ Limitations prohibiting the sale of certain securities held in the account
- ◆ Restrictions limiting the percentage of any one security held in the account
- ◆ Specific guidelines on asset allocation restrictions

## VOTING CLIENT SECURITIES

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BSIM has a fiduciary responsibility to ensure proxies are voted in the best interest of clients. With respect to benefit plans under the Employee Retirement Income Securities Act (ERISA), we acknowledge our responsibility as a fiduciary to ensure proxies are voted prudently and solely in the best interest of plan participants and beneficiaries. Some clients wish to retain authority to vote proxies

for the securities held in their accounts. In those cases, we will instruct or ask our client to instruct the custodian to send proxies directly to the client or the client's proxy voting agent. We will not maintain voting records for clients who vote their own proxies. Clients can change their voting authorization at any time. We have adopted a proxy voting policy and procedures that are reasonably designed to ensure that proxies are voted in the best interest of clients. Generally, Mercer delegates the voting of proxies to the Sub-adviser that invested in the security on behalf of the BrightSphere Mercer Accounts. Certain Sub-advisers engage unaffiliated proxy voting service to assist them with the proxy voting process and to develop voting guidelines.

Clients can obtain copies of the Sub-adviser Proxy Voting Policies and Procedures and/or information about how proxies were voted proxies by calling by emailing [bsigcompliance@bsig.com](mailto:bsigcompliance@bsig.com).

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

#### FINANCIAL INFORMATION

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Registered investment advisers are required to provide certain financial information or disclosures about their financial condition. BSIM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.

## **Appendix**

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### **Client Privacy Policy**

We consider our relationship with our clients our most important asset. We strive to maintain your trust and confidence in BSIM, an essential aspect of which is our commitment to protect your personal information to the best of our ability. We believe that all clients value their privacy, so we will not disclose your personal information to anyone unless the disclosure is required by law, is at your direction, or is necessary to provide you with our services. We have not and will not sell your personal information to anyone.

### **What information do we collect, maintain and communicate?**

BSIM collects and maintains your personal information so we can provide investment management services to you. The types and categories of information we collect and maintain about you include:

- ◆ Information we receive from you to open an account or provide investment advice to you (such as your home address, telephone number, social security number, and financial information);
- ◆ Information that we generate to service your account (such as trade tickets and account statements);
- ◆ Information that we receive from third parties with respect to your account (such as trade confirmations from brokerage firms or monthly statements from your custodian).

For us to provide investment management services to you, we disclose your personal information in other limited circumstances, which include:

- ◆ Disclosures to companies, subject to strict confidentiality agreements, that perform services on our behalf (such as our technology consultants who assist us in maintaining our information technology systems); and
- ◆ Disclosures to companies as permitted by law, including those necessary to service your account (such as providing account information to brokers and custodians), or to protect the security of our financial records.

Otherwise, BSIM will not disclose any personal information about you or your account(s) unless one of the following conditions is met:

- ◆ We receive your prior written consent;
- ◆ We believe the recipient is your authorized representative; or
- ◆ We are permitted or required by law to disclose information to the recipient.

### **How we protect your personal information**

To fulfill our privacy commitment at BSIM, we have instituted firm-wide practices to safeguard the information that we maintain about you. These practices include:

- ◆ Adopting policies and procedures to put into place physical, electronic and other safeguards designed to keep your personal information safe;
- ◆ Limiting access to personal information to those representatives who need it to perform their job duties; and
- ◆ Requiring third parties that perform services for us to agree to keep your information strictly confidential.

Even if you decide to close your account(s) or become an inactive client, we will adhere to the privacy policies and practices described above. BSIM will continue to review and enhance our security procedures as new technologies become available.

For SEC authorized Sub-advisers, please refer to the Sub-advisers' Form ADVs for additional information.