

# Brochure

## Item 1 - Cover Page

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This brochure provides information about the qualifications and business practices of TFL. If you have any questions about the contents of this brochure, please contact us at (612) 844-7190. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about TFL also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please note that even though TFL is a registered investment adviser with the SEC, registration with the SEC does not imply a certain level of skill or training.

## **Item 2 - Material Changes**

The following are material changes to this brochure since it was last updated on March 29, 2019: revisions relating to a new private fund that invests in a different type of investments than the previous private funds.

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#### **Item 4 - Advisory Business**

TFL is a fraternal benefit society organized under the laws of Wisconsin. TFL's primary business is that of a fraternal benefit society that offers insurance products to its members. TFL is also registered with the SEC as an investment adviser. TFL and its affiliates have been in the investment advisory business since 1986. TFL and its affiliates are not publicly traded entities, nor does TFL have any principal owners.

TFL provides investment advisory services to Thrivent Series Fund, Inc. ("TSF"), a registered investment company under the Investment Company Act of 1940 (the "Investment Company Act") that is comprised of several mutual fund series. These mutual fund series serve as investment options for variable products sponsored by TFL. TFL also provides investment advisory services to an affiliated pension plan, an affiliated charitable organization, and another registered investment company – Thrivent Cash Management Trust ("TCMT"). In addition, TFL is the managing member of several general partners that manage the day-to-day operations of several limited partnerships (the "Private Funds"). These Private Funds include equity co-investment funds, mezzanine funds and funds-of-funds, real estate funds and a fund that invests primarily in public securities. The only investors in the Private Funds are (i) TFL, (ii) certain employees of TFL who are "accredited investors" as defined in the rules and regulations under the Securities Act of 1933 (the "Securities Act") and "knowledgeable employees" as defined under Rule 3c-5 of the Investment Company Act, and certain former employees of TFL who are "accredited investors" under the Securities Act and "qualified purchasers" under the Investment Company Act.

The general partners of the Private Funds ("General Partners") are affiliated with TFL. Each General Partner is deemed to be registered under the Investment Advisers Act of 1940 (the "Advisers Act"), pursuant to TFL's registration, in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner, which operate as a single advisory business together with TFL.

The advisory services provided to the Private Funds are tailored to the individual needs of each Private Fund. The terms, limitations and conditions of the advisory services provided to the Private Funds are set forth in each Private Fund's limited partnership agreement and offering memorandum.

As of December 31, 2019, TFL managed, on a discretionary basis, approximately \$108 billion in assets. Of this amount, approximately \$6.9 billion was assets of the Private Funds. As of this date, TFL did not manage any assets on a non-discretionary basis.

#### **Item 5 - Fees and Compensation**

The General Partners are entitled to receive performance fees, also known as carried interest, following the return of capital contributions and the payment of the preferred return (also known as the hurdle rate) to the limited partners and the payment of expenses. TFL is the managing member of each General Partner and receives a percentage of each General Partner's performance fee.

The General Partners of the Private Funds that are funds-of-funds and real estate fund-of-funds are entitled to a carried interest of either 1.25%, 2.25%, or 3.25% as specified in each of the Private Funds' limited partnership agreement and offering memorandum. The General Partners of the Private Funds that are equity co-investment funds and mezzanine funds are entitled to a carried interest of either 4% or 5% as specified in each of the Private Funds' limited partnership agreement and offering memorandum. The General Partners of the Private Funds that are real estate funds comprised of a mix of equity real estate fund investments and equity real estate co-investments are entitled to a carried interest of 5% for equity real estate co-investments and 1.25% for equity real estate fund investments as specified in each of the Private Funds' limited partnership agreement and offering memorandum. The General Partners of the

Private Fund that invests primarily in public securities are entitled to a carried interest of 3.5% of net gains above the stated hurdle rate as specified in the Private Fund's limited partnership agreement and offering memorandum. The carried interest that the General Partners may receive is deducted from the distributions that each Private Fund makes periodically (generally, at least annually with respect to dividend and income payments, and whenever a portfolio investment is sold, assuming that there is an applicable gain).

Neither TFL nor the General Partners receive a management fee.

In addition to the carried interest discussed above, investors, through their interests in the Private Funds, bear their proportional share of a Private Fund's costs, expenses, liabilities and obligations relating to the Private Fund's activities, investments and business (to the extent not borne or reimbursed by a portfolio company), including, without limitation (i) all costs, expenses, liabilities and obligations attributable to acquiring, holding and disposing of investments (including, without limitation, interest on money borrowed by such Private Fund or the general partner on behalf of the Private Fund, registration expenses and brokerage, finders', custodial and other fees); (ii) legal, accounting, auditing, litigation and indemnification costs and expenses, judgments and settlements, consulting, finders', financing, appraisal, filing and other fees and expenses (including, without limitation, expenses associated with the preparation of financial statements, tax returns and Schedule K-1s or any other reporting to the limited partners); (iii) all costs, expenses, liabilities and obligations incurred by such Private Fund, the General Partner or TFL employee relating to investment and disposition opportunities for the Private Fund not consummated (including, without limitation, legal, accounting, auditing, consulting, finders', financing, appraisal, filing, printing, real estate title and other fees and expenses); (iv) any taxes, fees and other governmental charges levied against the Private Fund; and (v) all organizational and extraordinary expenses.

The Private Funds, other than the fund that invests in public securities, do not typically incur brokerage fees. Any brokerage fees incurred in connection with the purchase of securities on behalf of the Private Funds, other than the fund that invests in public securities, are normally paid by the issuer of the securities being purchased; the brokerage firms through which these securities are purchased generally act solely in an agency capacity and are paid for placement services by such issuers. While most of the Private Funds do not incur brokerage fees as previously discussed, the fund that invests primarily in public securities may incur brokerage fees through normal trading practices. Please see Item 12 – Brokerage Practices for a more thorough description of the brokerage practices and expenses.

The Private Funds do not typically pre-pay the carried interest to their General Partners. Each partnership agreement, however, contains a giveback provision that generally requires the General Partner, upon liquidation of the Private Fund, to distribute to a limited partner an amount equal to the greater of (i) the amount by which a limited partner's capital contribution plus its preferred return exceeds aggregate distributions received by the limited partner, or (ii) the amount by which aggregate carried interest received by the general partner (with respect to the limited partner) exceeds the applicable carried interest percentage specified in the Private Fund's limited partnership agreement and offering memorandum.

## **Item 6 - Performance-Based Fees and Side-By-Side Management**

The General Partners receive performance-based fees, also known as carried interest. TFL is the managing member of the General Partners and receives a percentage of the carried interest. These fees are based on realized net gains from the disposition of portfolio investments and each investor's proportional share of current income generated by portfolio investments held by the applicable fund.

The investment objectives and strategies of the Private Funds, other than the Private Fund that invests primarily in public securities (discussed further below), vary significantly from the other accounts

managed by TFL. In general, the Private Funds invest in investments in which the TSF mutual fund series would be unlikely to invest or, in many cases, in which the TSF mutual fund series or TCMT would be prohibited from investing (*i.e.*, investments in private companies). It may be possible, however, for TFL to identify investment opportunities that could potentially be permissible for the Private Funds and the mutual fund clients. Because TFL receives a percentage of the carried interest from the General Partners' management of the Private Funds, and not from its management of its mutual fund clients, it could face a potential conflict of interest if it were to identify such an investment opportunity. The Private Fund that invests primarily in public securities charges a performance-based fee and TSF mutual fund series that invest in public securities charge an asset-based fee. This could create a conflict of interest to the extent that the different accounts invest in the same securities. This conflict is addressed by TFL's trade allocation policy.

As a registered investment adviser under the Advisers Act, TFL is under an obligation to treat each of its clients fairly. As a result, TFL has adopted an allocation policy that sets forth its procedures when allocating an investment opportunity among accounts. Pursuant to this policy, TFL makes allocation determinations based upon the appropriateness of the investment for the client. The allocation policy prohibits TFL from favoring one client over another client. TFL's allocation policy also prohibits its investment professionals from allocating or re-allocating investments to enhance the performance of one account over another account or to favor any affiliated account or any other account in which an employee has any interest. In instances when TFL has clients with overlapping investment mandates and objectives, it will generally allocate investments proportionally among those clients. In cases where TFL does not proportionally allocate investments among client accounts with overlapping mandates, it documents its reasoning.

#### **Item 7 - Types of Clients**

As stated earlier in Item 4, TFL provides investment advice to TSF, TCMT and, through the applicable General Partners, the Private Funds. These Private Funds include equity co-investment funds, mezzanine funds, funds-of-funds, real estate funds and a fund that invests primarily in public securities. The Private Funds are exempt from registration as investment companies under the Investment Company Act pursuant to Sections 3(c)(1) and 3(c)(7) under the Investment Company Act. Certain Private Funds do not have a specified minimum investment requirement for limited partners. Other Private Funds, such as the real estate funds and funds-of-funds, have a minimum capital commitment of either \$50,000 or \$100,000, as specified in each limited partnership agreement. Each of the limited partners of the Private Funds, other than TFL, is a "knowledgeable employee" as such term is defined under Rule 3c-5 under the Investment Company Act and an "accredited investor" as defined in the Securities Act, or is a former employee of TFL who is an "accredited investor" under the Securities Act and a "qualified purchaser" under the Investment Company Act.

TFL also manages the assets of TFL's insurance general account, the Thrivent Financial for Lutherans Defined Benefit Plan Trust, which is a defined benefit plan, and the Thrivent Financial for Lutherans Foundation, which is a tax-exempt foundation under Section 501 of the Internal Revenue Code (collectively referred to as the "Proprietary Accounts").

#### **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

With the exception of the real estate funds and the fund that invests primarily in public securities, the Private Funds generally focus their investments on a portfolio of private companies across multiple industries and geographies. The Private Funds' portfolios may consist of limited partnership or limited

liability company interests in private investment funds (“Portfolio Funds”), and through co-investments, interests in private corporations, interests in public corporations and private debt in public companies.

With respect to Private Funds that are funds-of-funds, TFL’s investment selection process begins by identifying potential Portfolio Funds in an attempt to create a diversified portfolio. TFL is active in the market and identifies private investment funds and actively tracks a subset of such funds that it believes have the potential for attractive performance. TFL seeks to identify the Portfolio Funds that fit best within the applicable fund-of-funds’ strategy. In evaluating potential Portfolio Funds for possible investments, TFL conducts its own due diligence.

With respect to Private Funds that are equity co-investment funds or mezzanine funds, TFL actively seeks co-investment opportunities that fit well within the applicable funds’ portfolios. In determining whether to enter into an equity or mezzanine co-investment, TFL typically evaluates the sponsor of the investment, the particular company, the industry, the company’s management, and the company’s financial information. As with investments in Portfolio Funds, TFL conducts its own due diligence to identify operating companies in which to co-invest.

With respect to the real estate funds, TFL invests in securities, third party-sponsored private funds and other investments, with a primary focus of investing in investments representing direct or indirect investments in real estate, real estate related loans, real estate joint ventures and/or real estate related operating companies. TFL seeks investments that offer favorable risk-adjusted returns and conducts its own due diligence.

With respect to the fund that invests primarily in public securities, TFL invests in publicly traded fixed income and equity securities or exchange traded derivatives. TFL seeks investments that offer favorable risk-adjusted returns and conducts its own due diligence.

Investing in the Private Funds is subject to several risks, including the following. Risks presented as applicable to a Private Fund may be equally applicable to, and where context allows should be construed to include, a Portfolio Fund, and vice versa.

*Business Risks.* Each Private Fund’s investments will consist primarily of securities issued by privately held companies, publicly held companies or of securities issued by funds that in turn invest in privately held companies and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses. A return on an investment in the General Partner is solely dependent on the Private Funds’ performance.

*Foreign Currency Risk.* Each Private Fund is also subject to the risk that the value of a foreign currency may decline against the U.S. dollar, which would reduce the dollar value of securities denominated in that currency. The overall impact of such a decline of foreign currency can be significant, unpredictable, and long lasting, depending on the currencies represented, how each one appreciates or depreciates in relation to the U.S. dollar, and whether currency positions are hedged. Under normal conditions, a Private Fund does not engage in extensive foreign currency hedging programs. Further, exchange rate movements are volatile, and it is not possible to effectively hedge the currency risks of many developing countries.

*Foreign Securities Risk.* To the extent a Private Fund is exposed to foreign securities, it is subject to various risks associated with such securities. Foreign securities are generally more volatile than their domestic counterparts, in part because of potential for higher political and economic risks, lack of reliable information and fluctuations in currency exchange rates where investments are

denominated in currencies other than the U.S. dollar. Foreign securities also may be more difficult to resell than comparable U.S. securities because the markets for foreign securities are often less liquid. Even when a foreign security increases in price in its local currency, the appreciation may be diluted by adverse changes in exchange rates when the security's value is converted to U.S. dollars. Foreign withholding taxes also may apply and errors and delays may occur in the settlement process for foreign securities.

Securities of foreign companies in which a Private Fund invests generally carry more risk than securities of U.S. companies. The economies and financial markets of certain regions—such as Latin America, Asia, Europe and the Mediterranean region—can be highly interdependent and may decline at the same time. Certain European countries in which the Private Fund may invest have recently experienced significant volatility in financial markets and may continue to do so in the future. The impact of the United Kingdom's intended departure from the European Union, commonly known as "Brexit," and the potential departure of one or more other countries from the European Union may have significant political and financial consequences for global markets. These consequences include greater market volatility and illiquidity, currency fluctuations, deterioration in economic activity, a decrease in business confidence and an increased likelihood of a recession in such markets. Uncertainty relating to the withdrawal procedures and timeline may have adverse effects on asset valuations and the renegotiation of current trade agreements, as well as an increase in financial regulation in such markets. This may adversely impact the Private Fund's performance.

*Future and Past Performance.* The performance of the General Partner's portfolio managers' (the "Principals") prior investments is not necessarily indicative of a Private Fund's future results. While the General Partner intends for each Private Fund to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that the targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.

*Leverage.* The companies in which a Private Fund invests (directly or indirectly through a Portfolio Fund) may be highly leveraged, thereby increasing the degree of credit risk inherent in each investment. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs or to pay dividends, principal or interest on the Private Fund's investments. The leveraged capital structure of a company will increase the exposure of the Private Fund's investments to any deterioration in such company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates. In the event a company cannot generate adequate cash flow to meet its debt service and other obligations, the Private Fund (or the Portfolio Fund in which the Private Fund invests) may suffer a partial or total loss of capital invested in such company, which could adversely affect the returns of the Private Fund. Furthermore, the companies and securities in which the Private Fund will invest generally will not be rated by a credit rating agency.

*Concentration of Investments.* Each Private Fund will participate in a limited number of investments. As a result, a Private Fund's investment portfolio could become highly concentrated, and the performance of a few holdings may substantially affect its aggregate return.

*Lack of Sufficient Investment Opportunities.* It is possible that a Private Fund will never be fully invested if enough sufficiently attractive investments are not identified. The business of identifying and structuring private equity and mezzanine transactions is highly competitive and involves a high degree of uncertainty.



*Illiquidity; Lack of Current Distributions.* An investment in a Private Fund or the General Partner should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating a Private Fund or the General Partner may exceed its income, thereby requiring that the difference be paid from capital.

*Limited Transferability of Interests.* There will be no public market for the interests, and none is expected to develop. There are substantial restrictions upon the transferability of interests under each partnership agreement and operating agreement and applicable securities laws. In general, withdrawals of interests are not permitted. In addition, interests are not redeemable.

*Restricted Nature of Investment Positions.* Generally, there will be no readily available market for a substantial number of each Private Fund's investments, and hence, most of each Private Fund's investments will be valued using procedures designed to estimate a fair value. These estimated values may materially differ from the values realized upon the sale of those investments. Certain investments may be distributed in kind.

*Reliance on the General Partner.* Each Private Fund will be entirely dependent on the General Partner. Control over the operation of each Private Fund will be vested entirely with the General Partner, and each Private Fund's future profitability will depend largely upon the business and investment acumen of the Principals. The loss of service of one or more of the Principals could have an adverse effect on a Private Fund's ability to realize its investment objectives. Limited partners generally have no right or power to take part in the management of a Private Fund, and as a result, the investment performance of such Private Fund will depend entirely on the actions of the General Partner. Although the General Partner will monitor the performance of each Private Fund investment, it will primarily be the responsibility of third-party management teams to operate a portfolio company or Portfolio Fund on a day-to-day basis.

*Projections.* Projected operating results of a company in which a Private Fund invests (either directly or through a Portfolio Fund) normally will be based primarily on financial projections prepared by each company's management. In all cases, projections are only estimates of future results that are based upon assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

*Need for Follow-On Investments.* Following its initial investment in a company, the Private Fund, or the applicable Portfolio Fund, may decide to provide additional funds to, or otherwise increase its investment in, such company. There is no assurance that a Private Fund will have sufficient funds to make all or any of such investments or fund such capital. Any decision by a Private Fund not to make follow-on investments or its inability to fund additional capital may have a substantial negative effect on such company or may result in a lost opportunity for such Private Fund to increase its participation in a successful company.

*Significant Default Penalties.* Each partnership agreement provides for significant penalties and other adverse consequences in the event a limited partner defaults on its commitment or other payment obligations. In addition to losing its right to potential distributions from the applicable Private Fund,

a defaulting limited partner may be forced to transfer its interest in such Private Fund for an amount that is less than the fair market value of such interest.

GP's Carried Interest. The fact that the General Partner's carried interest is based on a percentage of net profits may create an incentive for the General Partner to cause a Private Fund to make riskier or more-speculative investments than would otherwise be the case.

Non-controlling Investments. Each Private Fund anticipates that it may hold debt obligations, other non-controlling interests in portfolio companies or Portfolio Funds and, therefore, will have a limited ability to protect such Private Fund's position in such portfolio companies or Portfolio Funds.

Delayed Schedule K-1s. No Private Fund nor the GP will be able to provide final Schedule K-1s to limited partners or members for any given fiscal year until after April 15 of the following year. Final Schedule K-1s may not be available until the partnerships have received tax-reporting information from their portfolio companies and Portfolio Funds necessary to prepare final Schedule K-1s. Limited partners and members will be required to obtain extensions of the filing dates for their federal, state, and local income tax returns. Each prospective investor should consult with its own adviser as to the advisability and tax consequences of an investment in a Private Fund or the GP.

The Private Funds other than the real estate funds and the fund that invests primarily in public securities are also subject to the following risk:

Investment in Junior Securities. The securities in which a Private Fund will invest (either directly or through a Portfolio Fund) may be among the most junior in a company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment.

The real estate funds are also subject to the following risk:

General Risks of Real Estate Investment. All real estate investments, ranging from equity investments to debt investments, are subject to some degree of risk. Real estate investments are relatively illiquid and, no assurances can be given that the fair market value of any real estate investments held by the Partnership will not decrease or that the Partnership will recognize full value for any investment upon sale. Other risks to real estate investments include adverse changes in national and international economic and geopolitical conditions and local market conditions; changes in zoning, building, environmental and other governmental laws and regulations; increases in interest rates, real estate tax rates, energy prices, and other operating expenses; changes in the availability of property relative to demand; changes in costs and terms of mortgage financing; changes in the relative popularity of properties; changes in the number of buyers and sellers of properties; the ongoing need for capital improvements; risks due to dependence on cash flow; risks and operating problems arising out of the presence of certain construction materials; and natural catastrophes, acts of war, terrorism, civil unrest, uninsurable losses and other factors beyond the control of the Partnership.

The fund that invests primarily in public securities is also subject to the following risks:

Business Development Company ("BDC") Risk. The value of a BDC's investments will be affected by portfolio company specific performance as well as the overall economic environment. Shares of BDCs may trade at prices that reflect a premium above or a discount below the investment company's net asset value, which may be substantial. The fund may be exposed to greater risk and

experience higher volatility than would a portfolio that was not invested in BDCs. Additionally, most BDCs employ leverage which can magnify the returns of underlying investments.

*Closed-End Fund (“CEF”) Risk.* Investments in CEFs are subject to various risks, including reliance on management’s ability to meet a CEF’s investment objective and to manage a CEF’s portfolio; fluctuation in the market value of a CEF’s shares compared to the changes in the value of the underlying securities that the CEF owns (i.e., trading at a discount or premium to its net asset value); and that CEFs are permitted to invest in a greater amount of “illiquid” securities than typical mutual funds. The fund is subject to a pro-rata share of the management fees and expenses of each CEF in addition to the fund’s management fees and expenses, resulting in fund shareholders subject to higher expenses than if they invested directly in CEFs.

*Collateralized Debt Obligations (“CDO”) Risk.* The risks of an investment in a CDO depend largely on the quality and type of the collateral and the tranche of the CDO in which the fund invests. In addition to the typical risks associated with fixed income securities and asset-backed securities, CDOs carry additional risks including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the risk that the collateral may default, decline in value, and/or be downgraded; (iii) the fund may invest in tranches of CDOs that are subordinate to other tranches; (iv) the structure and complexity of the transaction and the legal documents could lead to disputes among investors regarding the characterization of proceeds; (v) the investment return achieved by the fund could be significantly different than those predicted by financial models; (vi) the lack of a readily available secondary market for CDOs; (vii) risk of forced “fire sale” liquidation due to technical defaults such as coverage test failures; and (viii) the CDO’s manager may perform poorly. In addition, investments in CDOs may be characterized by the fund as illiquid securities.

*Convertible Securities Risk.* Convertible securities are subject to the usual risks associated with debt securities, such as interest rate risk and credit risk. Convertible securities also react to changes in the value of the common stock into which they convert, and are thus subject to market risk. The fund may also be forced to convert a convertible security at an inopportune time, which may decrease the fund’s return.

*Credit Risk.* Credit risk is the risk that an issuer of a debt security to which the fund is exposed may no longer be able or willing to pay its debt. As a result of such an event, the debt security may decline in price and affect the value of the fund. Similarly, there is a risk that the value of a debt security may decline because of concerns about the issuer’s ability or willingness to make interest and/or principal payments. Debt securities are subject to varying degrees of credit risk, which are often reflected in credit ratings. The credit rating of a debt security may be lowered if the issuer suffers adverse changes in its financial condition, which can lead to more volatility in the price of the security and in shares of the fund.

*Derivatives Risk.* The use of derivatives (such as futures, options and credit default swaps) involves additional risks and transaction costs which could leave the fund in a worse position than if it had not used these instruments. Changes in the value of the derivative may not correlate as intended with the underlying asset, rate or index, and the fund could lose much more than the original amount invested. Derivatives can be highly volatile, illiquid and difficult to value. Derivatives are also subject to the risk that the other party in the transaction will not fulfill its contractual obligations.

The success of the fund’s derivatives strategies will depend on the adviser’s ability to assess and predict the impact of market or economic developments on the underlying asset, index or rate and the derivative itself, without the benefit of observing the performance of the derivative under all

possible market conditions. Swap agreements may involve fees, commissions or other costs that may reduce the fund's gains from a swap agreement or may cause the fund to lose money. Futures contracts are subject to the risk that an exchange may impose price fluctuation limits, which may make it difficult or impossible for the fund to close out a position when desired.

*Equity Security Risk.* Equity securities held by the fund may decline significantly in price, sometimes rapidly or unpredictably, over short or extended periods of time, and such declines may occur because of declines in the equity market as a whole, or because of declines in only a particular country, company, industry, or sector of the market. From time to time, the fund may invest a significant portion of its assets in companies in one or more related sectors or industries which would make the fund more vulnerable to adverse developments affecting such sectors or industries. Equity securities are generally more volatile than most debt securities. The prices of individual stocks generally do not all move in the same direction at the same time. A variety of factors can negatively affect the price of a particular company's stock. These factors may include, but are not limited to: poor earnings reports, a loss of customers, litigation against the company, general unfavorable performance of the company's sector or industry, or changes in government regulations affecting the company or its industry.

*ETF Risk.* An ETF is subject to the risks of the underlying investments that it holds. For index-based ETFs, while such ETFs seek to achieve the same returns as a particular market index, the performance of an ETF may diverge from the performance of such index (commonly known as tracking error). ETFs are subject to fees and expenses (like management fees and operating expenses) and the fund will indirectly bear its proportionate share of any such fees and expenses paid by the ETFs in which it invests. In addition, ETF shares may trade at a premium or discount to their net asset value. As ETFs trade on an exchange, they are subject to the risks of any exchange-traded instrument, including: (i) an active trading market for its shares may not develop or be maintained, (ii) trading of its shares may be halted by the exchange, and (iii) its shares may be delisted from the exchange.

*Financial Sector Risk.* Companies in the financial sector of an economy are subject to extensive governmental regulation and intervention, which may adversely affect the scope of their activities, the prices they can charge, the amount of capital they must maintain and, potentially, their size. Governmental regulation may change frequently and may have significant adverse consequences for companies in the financial sector, including effects not intended by such regulation. The impact of recent or future regulation in various countries of any individual financial company or of the financial sector as a whole cannot be predicted. Certain risks may impact the value of investments in the financial sector more severely than those of investments outside this sector, including the risks associated with companies that operate with substantial financial leverage. Companies in the financial sector may also be adversely affected by increases in interest rates and loan losses, decreases in the availability of money or asset valuations, credit rating downgrades and adverse conditions in other related markets. Insurance companies, in particular, may be subject to severe price competition and/or rate regulation, which may have an adverse impact on their profitability. During the financial crisis that began in 2007, the deterioration of the credit markets impacted a broad range of mortgage, asset-backed, auction rate, sovereign debt and other markets, including U.S. and non-U.S. credit and interbank money markets, thereby affecting a wide range of financial institutions and markets. During the financial crisis, a number of large financial institutions failed, merged with stronger institutions or had significant government infusions of capital. Instability in the financial markets caused certain financial companies to incur large losses. Some financial companies experienced declines in the valuations of their assets, took actions to raise capital (such as the issuance of debt or equity securities), or even ceased operations. Some financial companies borrowed significant amounts of capital from government sources. Those actions caused the

securities of many financial companies to decline in value. The financial sector is particularly sensitive to fluctuations in interest rates. The financial sector is also a target for cyber attacks and may experience technology malfunctions and disruptions. In recent years, cyber attacks and technology failures have become increasingly frequent and have caused significant losses.

*Foreign Currency Risk.* The fund is also subject to the risk that the value of a foreign currency may decline against the U.S. dollar, which would reduce the dollar value of securities denominated in that currency. The overall impact of such a decline of foreign currency can be significant, unpredictable, and long lasting, depending on the currencies represented, how each one appreciates or depreciates in relation to the U.S. dollar, and whether currency positions are hedged. Under normal conditions, the fund does not engage in extensive foreign currency hedging programs. Further, exchange rate movements are volatile, and it is not possible to effectively hedge the currency risks of many developing countries.

*Foreign Securities Risk.* To the extent the fund is exposed to foreign securities, it is subject to various risks associated with such securities. Foreign securities are generally more volatile than their domestic counterparts, in part because of potential for higher political and economic risks, lack of reliable information and fluctuations in currency exchange rates where investments are denominated in currencies other than the U.S. dollar. Foreign securities also may be more difficult to resell than comparable U.S. securities because the markets for foreign securities are often less liquid. Even when a foreign security increases in price in its local currency, the appreciation may be diluted by adverse changes in exchange rates when the security's value is converted to U.S. dollars. Foreign withholding taxes also may apply and errors and delays may occur in the settlement process for foreign securities.

Securities of foreign companies in which the fund invests generally carry more risk than securities of U.S. companies. The economies and financial markets of certain regions—such as Latin America, Asia, Europe and the Mediterranean region—can be highly interdependent and may decline at the same time. Certain European countries in which the fund may invest have recently experienced significant volatility in financial markets and may continue to do so in the future. The impact of the United Kingdom's intended departure from the European Union, commonly known as "Brexit," and the potential departure of one or more other countries from the European Union may have significant political and financial consequences for global markets. These consequences include greater market volatility and illiquidity, currency fluctuations, deterioration in economic activity, a decrease in business confidence and an increased likelihood of a recession in such markets. Uncertainty relating to the withdrawal procedures and timeline may have adverse effects on asset valuations and the renegotiation of current trade agreements, as well as an increase in financial regulation in such markets. This may adversely impact fund performance.

Other risks result from the varying stages of economic and political development of foreign countries; the differing regulatory environments, trading days, and accounting standards of foreign markets; and higher transaction costs. The fund's investment in any country could be subject to governmental actions such as capital or currency controls, nationalizing a company or industry, expropriating assets, or imposing punitive taxes that would have an adverse effect on security prices and impair the Fund's ability to repatriate capital or income.

*Futures Contract Risk.* The value of a futures contract tends to increase and decrease in tandem with the value of the underlying instrument. The price of futures can be highly volatile; using them could lower total return, and the potential loss from futures can exceed the fund's initial investment in such contracts. In addition, the value of the futures contract may not accurately track the value of the underlying instrument.

*Government Securities Risk.* The fund may invest in securities issued or guaranteed by the U.S. government or its agencies and instrumentalities (such as Ginnie Mae, Fannie Mae or Freddie Mac securities). Securities issued or guaranteed by Ginnie Mae, Fannie Mae or Freddie Mac are not issued directly by the U.S. government. Ginnie Mae is a wholly owned U.S. corporation that is authorized to guarantee, with the full faith and credit of the U.S. government, the timely payment of principal and interest of its securities. By contrast, securities issued or guaranteed by U.S. government-related organizations such as Fannie Mae and Freddie Mac are not backed by the full faith and credit of the U.S. government. No assurance can be given that the U.S. government would provide financial support to its agencies and instrumentalities if not required to do so by law. In addition, the value of U.S. government securities may be affected by changes in the credit rating of the U.S. government.

*Growth Investing Risk.* Growth style investing includes the risk of investing in securities whose prices historically have been more volatile than other securities, especially over the short term. Growth stock prices reflect projections of future earnings or revenues and, if a company's earnings or revenues fall short of expectations, its stock price may fall dramatically. Growth stocks may lack dividends that could help cushion prices in a declining market. Growth style investing may be out of favor with investors from time to time and growth stocks may underperform the securities of other companies or the stock market in general.

*High Yield Risk.* High yield securities — commonly known as “junk bonds” — are considered predominantly speculative with respect to the issuer's continuing ability to make principal and interest payments. If the issuer of the security is in default with respect to interest or principal payments, the value of the Fund may be negatively affected. High yield securities may be more susceptible to real or perceived adverse economic conditions than investment grade securities, and they generally have more volatile prices and carry more risk to principal. In addition, high yield securities generally are less liquid than investment grade securities.

*Inflation-Linked Security Risk.* Inflation-linked debt securities, such as TIPS, are subject to the effects of changes in market interest rates caused by factors other than inflation (real interest rates). In general, the price of an inflation-linked security tends to decrease when real interest rates increase and can increase when real interest rates decrease. Interest payments on inflation-linked securities are unpredictable and will fluctuate as the principal and interest are adjusted for inflation. Any increase in the principal amount of an inflation-linked debt security will be considered taxable ordinary income, even though the fund will not receive the principal until maturity. There can also be no assurance that the inflation index used will accurately measure the real rate of inflation in the prices of goods and services. The fund's investments in inflation-linked securities may lose value in the event that the actual rate of inflation is different than the rate of the inflation index. In addition, inflation-linked securities are subject to the risk that the Consumer Price Index for All Urban Consumers (CPI-U) or other relevant pricing index may be discontinued, fundamentally altered in a manner materially adverse to the interests of an investor in the securities, altered by legislation or Executive Order in a materially adverse manner to the interests of an investor in the securities or substituted with an alternative index.

*Interest Rate Risk.* Interest rate risk is the risk that prices of debt securities decline in value when interest rates rise for debt securities that pay a fixed rate of interest. Debt securities with longer durations or maturities tend to be more sensitive to changes in interest rates than debt securities with shorter durations or maturities. Changes by the Federal Reserve to monetary policies could affect interest rates and the value of some securities.

*Investment in Other Investment Companies Risk.* Investing in other investment companies, including CEFs and BDCs, could result in the duplication of certain fees, including management and administrative fees, and may expose the fund to risks of owning the underlying investments that the other investment company holds. If investment company securities are purchased at a premium to net asset value, the premium may not exist when those securities are sold and the fund could incur a loss.

*Issuer Risk.* Issuer risk is the possibility that factors specific to a company to which the fund's portfolio is exposed will affect the market prices of the company's securities and therefore the value of the fund. Some factors affecting the performance of a company include demand for the company's products or services, the quality of management of the company and brand recognition and loyalty. To the extent that the fund invests in common stock, common stock of a company is subordinate to other securities issued by the company. If a company becomes insolvent, interests of investors owning common stock will be subordinated to the interests of other investors in and general creditors of, the company.

*Large Cap Risk.* Large-sized companies may be unable to respond quickly to new competitive challenges such as changes in technology. They may also not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

*Leveraged Loan Risk.* Leveraged loans are subject to the risks typically associated with debt securities. In addition, leveraged loans, which typically hold a senior position in the capital structure of a borrower, are subject to the risk that a court could subordinate such loans to presently existing or future indebtedness or take other action detrimental to the holders of leveraged loans. Leveraged loans are also subject to the risk that the value of the collateral, if any, securing a loan may decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate. Some leveraged loans are not as easily purchased or sold as publicly-traded securities and others are illiquid, which may make it more difficult for the fund to value them or dispose of them at an acceptable price. Below investment-grade leveraged loans are typically more credit sensitive. In the event of fraud or misrepresentation, the fund may not be protected under federal securities laws with respect to leveraged loans that may not be in the form of "securities."

*Liquidity Risk.* Liquidity is the ability to sell a security relatively quickly for a price that most closely reflects the actual value of the security. Certain securities (e.g., small-cap stocks, foreign securities and high-yield bonds) often have a less liquid resale market. Liquid investments may become illiquid after purchase by the adviser or subadviser, particularly during periods of market turmoil. As a result, the adviser or subadviser may have difficulty selling or disposing of securities quickly in certain markets or may only be able to sell the holdings at prices substantially less than what the adviser or subadviser believes they are worth. Less liquid securities can also become more difficult to value. In addition, when there is illiquidity in the market for certain securities, the fund, due to limitations on illiquid investments, may be subject to purchase and sale restrictions.

Dealer inventories of bonds are at or near historic lows in relation to market size, which has the potential to decrease liquidity and increase price volatility in the fixed income markets, particularly during periods of economic or market stress. In addition, inventories of municipal bonds held by brokers and dealers have decreased in recent years, lessening their ability to make a market in these securities. As a result of this decreased liquidity, the adviser or subadviser may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance.

*Market Risk.* Over time, securities markets generally tend to move in cycles with periods when security prices rise and periods when security prices decline. The value of the fund's investments may move with these cycles and, in some instances, increase or decrease more than the applicable market(s) as measured by the fund's benchmark index(es). The securities markets may also decline because of factors that affect a particular industry.

Price declines may occur in response to general market and economic conditions or events, including conditions and developments outside of the financial markets such as significant changes in interest and inflation rates and the availability of credit. Any investment is subject to the risk that the financial markets as a whole may decline in value, thereby depressing the investment's price.

*Master Limited Partnership ("MLP") Risk.* MLPs are subject to risks such as limited partner risk, liquidity risk, interest rate risk and general partner risk.

- An MLP is a public limited partnership or limited liability company taxed as a partnership. The risks of investing in an MLP are similar to those of investing in a partnership, including more flexible governance structures, which could result in less protection for investors than investments in a corporation. Investors in an MLP normally would not be liable for the debts of the MLP beyond the amount that the investor has contributed but investor may not be shielded to the same extent that a shareholder of a corporation would be. In certain circumstances, creditors of an MLP would have the right to seek return of capital distributed to a limited partner, which right would continue after an investor sold its investment in the MLP.
- The ability to trade on a public exchange or in the over-the-counter market provides a certain amount of liquidity not found in many limited partnership investments. However, MLP interests may be less liquid than conventional publicly traded securities and, therefore, more difficult to trade at desirable times and/or prices.
- MLP distributions may be reduced by fees and other expenses incurred by the MLP. MLPs generally are considered interest-rate sensitive investments. During periods of interest rate volatility, these investments may not provide attractive returns.
- The holder of the general partner or managing member interest can be liable in certain circumstances for amounts greater than the amount of the holder's investment in the general partner or managing member.

*Mid Cap Risk.* Medium-sized companies often have greater price volatility, lower trading volume, and less liquidity than larger, more-established companies. These companies tend to have smaller revenues, narrower product lines, less management depth and experience, smaller shares of their product or service markets, fewer financial resources, and less competitive strength than larger companies.

*Mortgage-Backed and Other Asset-Backed Securities Risk.* The value of mortgage-related and asset-backed securities will be influenced by the factors affecting the housing market and the assets underlying such securities. As a result, during periods of declining asset value, difficult or frozen credit markets, swings in interest rates, or deteriorating economic conditions, mortgage-related and asset-backed securities may decline in value, face valuation difficulties, become more volatile and/or become illiquid. In addition, both mortgage-backed and asset-backed securities are sensitive to changes in the repayment patterns of the underlying security. If the principal payment on the underlying asset is repaid faster or slower than the holder of the asset-backed or mortgage-backed security anticipates, the price of the security may fall, particularly if the holder must reinvest the repaid principal at lower rates or must continue to hold the security when interest rates rise. This effect may cause the value of the Fund to decline and reduce the overall return of the fund.



*Municipal Bond Risk.* The fund's performance may be affected by political and economic conditions at the state, regional or federal level. These may include budgetary problems, decline in the tax base and other factors that may cause rating agencies to downgrade the credit ratings on certain issues. Bonds may also exhibit price fluctuations due to changes in interest rate or bond yield levels. Some municipal bonds may be repaid prior to maturity if interest rates decrease. As a result, the value of the fund's shares may fluctuate significantly in the short term. The amount of public information available about municipal bonds is generally less than for certain corporate equities or bonds, meaning that the investment performance of the fund may be more dependent on the analytical abilities of the adviser than funds that invest in stock or other corporate investments. The fund may make significant investments in a particular segment of the municipal bond market or in the debt of issuers located in the same state or territory. Adverse conditions in such industry or location could have a correspondingly adverse effect on the financial condition of issuers. These conditions may cause the value of the fund's shares to fluctuate more than the values of shares of funds that invest in a greater variety of investments.

*Preferred Securities Risk.* There are certain additional risks associated with investing in preferred securities, including, but not limited to, preferred securities may include provisions that permit the issuer, at its discretion, to defer or omit distributions for a stated period without any adverse consequences to the issuer; preferred securities are generally subordinated to bonds and other debt instruments in a company's capital structure in terms of having priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than more senior debt instruments; preferred securities may be substantially less liquid than many other securities, such as common stocks or U.S. Government securities; generally, traditional preferred securities offer no voting rights with respect to the issuing company unless preferred dividends have been in arrears for a specified number of periods, at which time the preferred security holders may elect a number of directors to the issuer's board; and in certain varying circumstances, an issuer of preferred securities may redeem the securities prior to a specified date.

*Real Estate Investment Trust ("REIT") Risk.* REITs generally can be divided into three types: equity REITs, mortgage REITs and hybrid REITs (which combine the characteristics of equity REITs and mortgage REITs). Equity REITs will be affected by changes in the values of, and income from, the properties they own, while mortgage REITs may be affected by the credit quality of the mortgage loans they hold. All REIT types may be affected by changes in interest rates. The effect of rising interest rates is generally more pronounced for high dividend paying stock than for stocks that pay little or no dividends. This may cause the value of real estate securities to decline during periods of rising interest rates, which would reduce the overall return of the fund. REITs are subject to additional risks, including the fact that they are dependent on specialized management skills that may affect the REITs' abilities to generate cash flows for operating purposes and for making investor distributions. REITs may have limited diversification and are subject to the risks associated with obtaining financing for real property. As with any investment, there is a risk that REIT securities and other real estate industry investments may be overvalued at the time of purchase. In addition, a REIT can pass its income through to its investors without any tax at the entity level if it complies with various requirements under the Internal Revenue Code. There is the risk, however, that a REIT held by the fund will fail to qualify for this tax-free pass-through treatment of its income. By investing in REITs indirectly through the fund, in addition to bearing a proportionate share of the expenses of the fund, you will also indirectly bear similar expenses of the REITs in which the fund invests.

*Small Cap Risk.* Smaller, less seasoned companies often have greater price volatility, lower trading volume, and less liquidity than larger, more established companies. The fund may have difficulty selling holdings of these companies at a desired time and price. Smaller companies tend to have

small revenues, narrower product lines, less management depth and experience, small shares of their product or service markets, fewer financial resources, and less competitive strength than larger companies. Such companies seldom pay significant dividends that could soften the impact of a falling market on returns. It may be a substantial period of time before the fund could realize a gain, if any, on an investment in a small cap company.

*Sovereign Debt Risk.* Sovereign debt securities are issued or guaranteed by foreign governmental entities. These investments are subject to the risk that a governmental entity may delay or refuse to pay interest or repay principal on its sovereign debt, due, for example, to cash flow problems, insufficient foreign currency reserves, political considerations, the relative size of the governmental entity's debt position in relation to the economy or the failure to put in place economic reforms required by the International Monetary Fund or other multilateral agencies. If a governmental entity defaults, it may ask for more time in which to pay or for further loans. There is no legal process for collecting sovereign debts that a government does not pay nor are there bankruptcy proceedings through which all or part of the sovereign debt that a governmental entity has not repaid may be collected.

*Technology-Oriented Companies Risk.* Common stocks of companies that rely extensively on technology, science or communications in their product development or operations may be more volatile than the overall stock market and may or may not move in tandem with the overall stock market. Technology, science and communications are rapidly changing fields, and stocks of these companies, especially of smaller and unseasoned companies, may be subject to more abrupt or erratic market movements than the stock market in general. These are significant competitive pressures among technology-oriented companies and the products or operations of such companies may become obsolete quickly. In addition, these companies may have limited product lines, markets or financial resources and the management of such companies may be more dependent upon one or a few key people.

*Value Investing Risk.* Value style investing includes the risk that stocks of undervalued companies may not rise as quickly as anticipated if the market doesn't recognize their intrinsic value or if value stocks are out of favor. Value style investing may be out of favor with investors from time to time and value stocks may underperform the securities of other companies or the stock market in general.

## **Item 9 - Disciplinary Information**

There is no legal or disciplinary event that is material to TFL's advisory business or its management.

## **Item 10 - Other Financial Industry Activities and Affiliations**

TFL is affiliated with several other entities that are in the financial services industry. In addition, certain of the executive officers and managers of TFL are executive officers and/or directors/managers of these affiliated entities.

*Broker-Dealers:* TFL is affiliated with Thrivent Distributors, LLC ("TDL"), a registered broker-dealer serving as the principal underwriter and distributor for the Thrivent Mutual Funds, a registered investment company under the Investment Company Act that is comprised of various mutual fund series ("TMF"), TSF, and Thrivent Church Loan and Income Fund, a closed-end registered investment company that operates as an interval fund. TDL is also the named principal underwriter and distributor for Thrivent Core Funds, a registered investment company under the Investment Company Act that is comprised of

various mutual fund series (“TCF”), and TCMT. TDL is an indirect, wholly-owned subsidiary of TFL. TDL does not execute any portfolio brokerage for anyone (including its affiliated mutual funds).

TFL is affiliated with Thrivent Investment Management, Inc. (“TIMI”), a dually registered broker-dealer and investment adviser. TIMI sells shares of TMF pursuant to a distribution agreement and also serves as the principal underwriter and distributor for TFL’s variable products. TIMI does not execute any portfolio brokerage for any of its affiliated mutual funds.

*Investment Advisers:* Thrivent Asset Management, LLC (“TAM”) serves as adviser to TMF, TCF and Thrivent Church Loan and Income Fund. TAM personnel also construct and maintain certain model portfolios on a non-discretionary basis for managed account programs sponsored by other registered investment advisers, broker-dealers and other financial intermediaries, including TIMI.

TIMI, a dually registered broker-dealer and investment adviser, provides securities and investment advisory services to retail clients, including financial planning services and managed account programs. The services and programs are offered through licensed registered representatives. Transactions in the managed account programs are done through TIMI’s clearing broker.

Thrivent Advisor Network, LLC, a registered investment adviser formed in 2019, offers investment advisory and related services to a variety of client types through a network of investment advisor representatives.

TFL has business and financial arrangements with each of TAM and TIMI and the Thrivent-sponsored investment companies. These arrangements relate to (1) financial and operational issues concerning these affiliated entities and (2) the allocation and payment of expenses, and the transfer and accounting of funds, among these affiliated entities.

*Investment Companies:* TAM serves as investment adviser to TMF, TCF and Thrivent Church Loan and Income Fund. TAM is also responsible for providing administrative and accounting services to TMF, TCF and Thrivent Church Loan and Income Fund.<sup>1</sup>

*Trust Company:* Thrivent Trust Company is chartered as a limited purpose federal savings bank and offers trust services.

*Insurance Companies:* TFL, a not-for-profit nonstock membership organization, is licensed to conduct business as a fraternal benefit society in all states and the District of Columbia and offers traditional life insurance products and variable annuity and variable life insurance contracts.

Thrivent Insurance Agency Inc., also a wholly owned indirect subsidiary of TFL, is a life and health insurance agency engaged in the distribution of non-proprietary life and health insurance products.

*Sponsor or Syndicator of Limited Partnership:* As discussed above, certain entities affiliated with TFL serve as general partner to limited partnerships.

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<sup>1</sup> TFL has established a securities lending program for certain affiliated entities (*i.e.*, TMF, TSF, and TCF). Each fund that participates in this lending program invests cash collateral received from securities lending activity in TCMT, a government money market fund that complies with Rule 2a-7 under the Investment Company Act.

*Other:* Certain Supervised Persons of TFL (as defined under the Advisers Act) assist in managing the portfolios of a foundation and the pension plan sponsored by TFL.

Neither TFL nor its affiliates provide tax, legal, or accounting advice. Consult with your tax professional, legal advisor, or accountant, as applicable, for tax planning, tax preparation services, legal issues, or accounting questions.

#### **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

TFL or an advisory affiliate registered under the Advisers Act (each, an “Adviser”) may serve as the investment manager to other client accounts, such as the series of TMF and TSF. The Advisers may give advice and take action with respect to any funds or accounts they manage, or for their own account, that may differ from action taken by them on behalf of other funds or accounts. The Advisers are not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling, any security that they or their Access Persons (as defined under the federal securities laws) may buy or sell for their own accounts or for the accounts of their clients. The Advisers or their Access Persons are not obligated to refrain from investing in securities held by funds or accounts that the Advisers manage except to the extent that such investments violate the code of ethics adopted by the Advisers and the registered funds that they manage (*i.e.*, TMF, TSF, TCF, TCMT and Thrivent Church Loan and Income Fund) or other firm-wide policy (*e.g.*, insider trading policy).

From time to time, employees and principals of the Advisers or any other related persons may have interests in securities owned by or recommended to TFL’s advisory clients (or securities related to those securities). As these situations may represent a potential conflict of interest (possibly encouraging advisory personnel to put their economic interests ahead of the Advisers’ clients), the Advisers have adopted procedures relating to personal securities transactions and insider trading, which are designed to mitigate these potential conflicts.

The Advisers have adopted a code of ethics in accordance with the federal securities laws (the “Code”) to govern personal transactions by Access Persons and to help ensure that the interests of Access Persons do not conflict with the interests of the Advisers’ clients. The Code restricts the purchase and sale of certain reportable securities by portfolio managers within seven days before or after execution of a transaction in any such security for the accounts (or “sleeves” of accounts) of clients they manage. In addition, Access Persons may not engage in a personal transaction in any nonexempt reportable security for which any order for a client is pending until such order is executed or withdrawn. All Access Persons must also request pre-clearance through the Personal Trading Assistant, an electronic reporting system utilized by TFL’s compliance department (“Compliance”), in order to make personal securities transactions in certain reportable securities believed to present a potentially meaningful risk of a conflict of interest (including acquisitions of securities as part of an initial public offering or private placement). Further, all Access Persons must certify to quarterly reports of their personal transactions within 30 days of the end of each calendar quarter (or, in the alternative, the Access Person could have his/her Thrivent-approved broker provide confirmations or periodic statements to Compliance). A copy of TFL’s Code is available to any client or prospective client upon request by calling (612) 844-8593. In addition, TFL has a Code of Conduct that requires all Access Persons and all Supervised Persons of TFL to comply with ethical restraints relating to, among other things, giving gifts to, and receiving gifts from, service providers.

In connection with the Code, the Advisers have also adopted an insider trading policy. The Advisers and their related persons may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. The Advisers and their related persons are prohibited from improperly disclosing or using such information for their own personal benefit or for the benefit of any other person, regardless of whether

such other person is a client of the Advisers. Accordingly, should such persons come into possession of material nonpublic or other confidential information with respect to any company, they are prohibited from communicating such information to, or using such information for their own benefit or the benefit of, their respective clients.

Any officer, director, elected manager or employee of the Advisers subject to the Code who fails to observe the Code and insider trading policy risks being subject to grave sanctions, including dismissal and personal liability.

In addition to the conflicts presented by the personal trading of advisory personnel, TFL's affiliation with other entities that offer Thrivent products to the public presents potential conflicts of interest.

## **Item 12 - Brokerage Practices**

With respect to investments in private securities, TFL focuses on securities transactions of private companies and generally purchases and sells such interests through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, TFL may also cause the Private Funds to distribute securities to investors in the Private Funds or sell such securities, including through using a broker-dealer, if a public trading market exists. Additionally, TFL intends to regularly engage in public securities transaction with respect to the fund that invests primarily in public securities. To the extent TFL engages in public securities transactions with respect to the Private Funds, it will follow the brokerage practices described below.

Depending upon the terms of the agreement entered into with each client, TFL generally has discretionary authority to make the following determinations without client consultation or consent prior to effecting each transaction:

- which securities are to be bought or sold;
- the total amount of the securities to be bought or sold;
- the broker-dealer through which securities are to be bought or sold; and
- the commission rates at which securities transactions for client accounts are effected.

With respect to each discretionary account, however, TFL's authority is subject to certain limits, including applicable investment objectives, policies and restrictions. These limitations may be based on a variety of factors, such as regulatory constraints, as well as policies imposed by a client or its governing body. For each advisory client, TFL follows the guidelines specified in the client's advisory contract.

### Selection Criteria for Brokers-Dealers

In arranging for the purchase and sale of clients' portfolio securities, TFL takes into consideration any legal restrictions, such as those imposed under the securities laws, and any client-imposed restrictions. Within these constraints, TFL employs or deals with members of the securities exchanges and other brokers and dealers that, in TFL's judgment, implement TFL's policy of seeking best execution of portfolio transactions.

TFL's overriding objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution with respect to its clients' portfolio transactions. The best net price, giving effect to brokerage commissions or spreads, if any, and other transaction costs,

is normally an important factor in this decision, but a number of other judgmental factors may be considered when relevant.

The factors include, but are not limited to: the execution capabilities required by the transactions; the importance to the account of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the ability and willingness of the broker or dealer to facilitate the accounts' portfolio transactions by participating for its own account or committing capital to the transaction; TFL's knowledge of negotiated commission rates currently available; the nature of the security being traded; the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security; the execution, clearance and settlement capabilities of the broker or dealer both with respect to the specific transaction and the overall service to TFL as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered; the financial stability of the broker or dealer; TFL's knowledge of actual or apparent operational problems of any broker-dealer; the broker-dealer's execution services rendered on a continuing basis and in other transactions; the reasonableness of commissions; the brokerage and research services provided by the broker or dealer; as well as other matters relevant to the selection of a broker or dealer for portfolio transactions for any account. TFL does not adhere to any rigid formula in making the selection of the applicable broker or dealer for portfolio transactions but weighs a combination of the preceding factors. TFL's trading desk also considers input from portfolio management and research in directing brokerage. The criteria being used for best execution is reviewed periodically by the Brokerage Practices and Proxy Voting Committee (the "Brokerage Committee").

TFL may use Electronic Communications Networks ("ECN") or Alternative Trading Systems ("ATS") to effect such trades when, in TFL's judgment, the use of an ECN or ATS may result in equal or more favorable overall executions for the transactions.

TFL endeavors to be aware of current charges of eligible broker-dealers and to minimize the expenses incurred for effecting portfolio transactions to the extent consistent with the interests and policies of their advisory accounts. However, TFL will not select broker-dealers solely on the basis of "posted" commission rates nor always seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction. Although TFL generally seeks competitive commission rates, it will not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer involved resulting in higher commissions than would be the case with transactions requiring more routine services.

The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research, and other services, which will help TFL in providing investment management services to its advisory clients. TFL may, therefore, use a broker that provides useful research and securities transaction services even though a lower commission may be charged by another broker.

TFL generally purchases fixed income securities from the issuer or a broker-dealer acting as principal for the securities on a net basis, with no stated brokerage commission paid by the client. However, for fixed income securities purchased in the secondary market, the price typically reflects undisclosed compensation to the broker-dealer; transactions through broker-dealers reflect the spread between the bid and asked prices. In addition, fixed income securities purchased through an underwriter typically include underwriting fees.

#### Research and Other Soft Dollar Benefits

Consistent with the duty to seek best execution, brokerage commissions on client accounts' portfolio transactions may be directed to broker-dealers in recognition of research furnished by them, as well as for services rendered in the execution of orders by such broker-dealers. The commissions used to acquire research in these arrangements are known as "soft dollars." Under an SEC interpretation, the term "commission" includes a markup, markdown, commission equivalent or other fee paid by an account to a dealer for executing a transaction where the fee and transaction price are fully and separately disclosed on the confirmation and the transaction is reported under conditions that provide independent and objective verification of the transaction price by a self-regulatory organization. As a result, fees charged in relation to certain NASDAQ-reported riskless principal transactions are eligible for use in soft dollar arrangements in addition to traditional agency commissions charged on equity securities transactions.

Broker-dealers typically provide a bundle of services that include research and execution. The research provided can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by broker-dealer). A statutory "safe harbor" – Section 28(e) of the Securities Exchange Act of 1934 – allows an investment adviser to use soft dollars to acquire either type of research, and TFL does receive both types of research with soft dollars. TFL also, in the past, has received brokerage services in exchange for soft dollars.

The receipt of research and other products and services in exchange for soft dollars benefits TFL by allowing it, at no cost to itself, to supplement its own research and analysis activities, to receive the views and information of individuals and research staffs of other securities firms, and to gain access to persons having special expertise on certain companies, industries, areas of the economy and market factors. To the extent the receipt of such soft dollar services supplants services TFL would have acquired on its own, TFL's expenses are reduced. TFL therefore may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on the advisory clients' interest in receiving most favorable execution. TFL, however, has a fiduciary duty to its advisory clients, which it takes seriously, and other controls, described below, which limit this incentive's effect.

Where more than one broker-dealer is believed to be capable of providing the best combination of price and execution with respect to a particular portfolio transaction, TFL often selects a broker-dealer that furnishes research products or services, including, but not limited to, reports on the economy, industries, sectors and individual companies or issuers; subscriptions to certain financial publications and research compilations; compilations of securities prices, earnings, dividends and similar data; financial and market databases; quotation services; and services of economic and other consultants providing advice with respect to portfolio strategy. TFL only uses client brokerage commissions to acquire research and other products and services that fall within the statutory "safe harbor."

TFL maintains an internal allocation procedure to identify those brokers that have provided research products or services and the amount of research products or services they provided, and endeavors to direct sufficient commissions to them to ensure the continued receipt of research products and services TFL believes are useful. The determination and evaluation of the reasonableness of the commissions paid in connection with portfolio transactions are based primarily on the professional opinions of the person responsible for the placement of such transactions and a member of the Brokerage Practices Committee. The general level of commissions paid is also reviewed at least quarterly by TFL through its Brokerage Committee.

It is not possible to place a dollar value on the special executions or on the research services TFL receives from broker-dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by TFL may be paid commissions for effecting portfolio transactions for client accounts in excess of

amounts other broker-dealers would have charged for effecting similar transactions if TFL determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or TFL's overall duty to its discretionary accounts. In determining whether a service or product qualifies as research or execution, TFL evaluates whether the service or product provides lawful and appropriate assistance to TFL in carrying out its investment decision-making responsibilities.

TFL does not usually attempt to allocate the relative costs or benefits of research among client accounts because it believes that, in the aggregate, the research received benefits clients and assists TFL in fulfilling its overall duty to its respective clients. As a general matter, research received in exchange for soft dollars may be shared across all of the accounts managed by the advisory entities (*i.e.*, TAM and TFL) and their Supervised Persons. However, research obtained with soft dollars may not be utilized for the specific account that generated the soft dollars and not every research service may be used to service every account managed by these advisory entities. Personnel outside of the public equity group may not use such research unless there is no incremental cost associated with the use of such research by such personnel. For example, it is expected that research can be freely shared in cases where there is a platform access arrangement that grants enterprise access to research. Commissions generated by equity portfolios may be utilized to acquire research services that are also used for fixed-income portfolios.

TFL will not enter into any agreement or understanding with any broker-dealer that would obligate it to direct a specific amount of brokerage transactions or commissions in return for research services. However, certain brokers may state in advance the amount of brokerage commissions they require for certain services and the applicable cash equivalent. TFL may use its available soft dollar credits to obtain a particular product and pay cash to make up any difference. In some cases, TFL receives products or services that are used both as investment research and for administrative, marketing or other non-research purposes ("mixed use" items). In such instances, TFL makes a good faith effort to determine the relative proportions of such products or services that may be considered as investment research and may use soft dollars for the research portion and pay cash for the non-research portion. Although the allocation between soft dollars and cash is not always capable of precise calculation, and accordingly represents a conflict of interest for TFL, TFL will make a good faith effort to allocate such items reasonably. Records of any such allocations and payments are prepared.

TFL may obtain third-party research from broker-dealers or non-broker-dealers by entering into a commission sharing arrangement (a "CSA"). Under a CSA, the executing broker-dealer agrees that part of the commissions it earns on certain equity trades will be allocated to one or more research providers as payment for research.



### Client-Directed Brokerage Transactions

Advisory clients are not generally permitted to direct TFL to use specified broker-dealers in performing portfolio transactions. To the extent that a client may direct TFL to use a particular broker-dealer to execute transactions under terms negotiated by the client with a particular broker-dealer, however, such direction may result in higher commissions, greater spreads or less favorable net prices than might be the case if TFL could negotiate commission rates or spreads freely or select broker-dealers based on best execution. In addition, in a directed brokerage account, the client may pay higher brokerage commissions because TFL may not be able to aggregate orders to reduce transaction costs.

### Batch Transaction and Allocation Policy

Occasions may arise when two or more client accounts intend to purchase or sell the same security at approximately the same time on a combined basis. These transactions are referred to as “bunched” trades. Due to differences in strategies, it is quite possible that some securities may be held in more than one client account but not traded at the same time.

On those occasions when “bunched” trades are made, those trades will be allocated according to each client account’s targeted, unfilled position in a security. Although each account typically receives the full amount of securities ordered, in the event this is not achieved, such transactions will be allocated on a pro rata basis substantially in proportion to the amounts ordered to be purchased or sold by each account. Rounding of the pro rata amounts may take place to avoid holding uneconomic lot sizes.

In allocating purchase and sale transactions made on a combined basis, the authorized traders will seek to achieve the same net unit price of the securities for each account. Where the aggregate order is executed by the same broker in a series of transactions at various prices on a given day, each participating client account receives a proportionate share of such order reflecting the same average net price paid or received with respect to the total order.

TFL is not obligated to provide the same investment advice to each account it manages, including the purchase of, or participation in, initial public offerings (“IPOs”). In general, each portfolio manager is responsible for determining whether any particular IPO is an appropriate investment for the account he/she manages, based on investment objectives, investment restrictions and trading strategies. Accounts whose investment restrictions preclude investing in new, “unseasoned” or small capitalization issuers will not be considered for investments in IPOs. Accounts that are not prohibited from purchasing IPOs may nevertheless not participate in such transactions if to do so would be inconsistent with their trading practices. As a result, certain accounts managed by TFL may have greater opportunities than others to participate in IPOs.

Portfolio managers may purchase IPOs for the Proprietary Accounts. While this is an inherent conflict of interest, TFL and its affiliated investment adviser, TAM, take steps to ensure that it does not disadvantage client accounts by allowing Proprietary Accounts to participate only on the same terms and at the same price as client accounts.

In cases where the trading desk is able to obtain sufficient quantity to fill all current orders, the orders will be allocated according to each client account’s targeted, unfilled position in the security.

In cases where the trading desk is unable to obtain sufficient quantity to fill all current orders, certain circumstances may justify exceptions to the pro rata policies outlined above. Such exceptions include:

- ♦ *De minimis allocations*

Exceptions may be justified based upon large differences in asset sizes. This de minimis exception permits smaller accounts, or accounts with a small initial allocation after pro rata calculations, to receive their entire allocation before larger accounts are given their pro rata amount.

- ♦ *Uneconomic lot sizes*

Proportionate allocations will be rounded off by the portfolio manager to avoid holding uneconomic quantities, which might result in lower bids when the securities are eventually sold. Tracking uneconomic lot sizes may be accomplished by tracking both an absolute figure of an economic lot size (e.g., 50 share increments) in conjunction with the total asset size of each participating account.

- ♦ *Cash flow disparities*

Proportionate allocations may also be affected by the differing cash flow situations of each client account at the time of the transaction. Where allocations are affected by cash flow disparities, a written record will be maintained.

- ♦ *Specialized accounts*

Where there is an insufficient number of securities to satisfy all orders, portfolios with specialized investment policies may take priority over other clients for acquisitions of particular securities that satisfy that account's specialized needs. Tracking specialized account considerations may be accomplished by allocating portions based upon pro rata allocations using the relative asset size of each participating account's benchmark's holdings in securities of the same class as those being requested.

- ♦ *Other Considerations*

Other considerations include the recognition of the efforts of a particular portfolio manager for research with respect to the security involved and recognition of commission volume generated by each participating account. Where allocations are affected by portfolio management efforts, a written record will be maintained.

### **Item 13 - Review of Account**

The investments made by the Private Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, TFL closely monitors Portfolio Funds and portfolio companies in which the Private Funds invest and regularly monitors to confirm that each Private Fund is maintained in accordance with its stated objectives.

The Private Funds will provide to their limited partners (i) quarterly capital balance statements, (ii) audited financial statements annually, and (iii) annual tax information necessary for each partner's U.S. tax returns.

The other accounts, including the fund that invests primarily in public securities, are reviewed by TFL's Portfolio Compliance group and applicable portfolio managers on a daily basis for compliance with investment policies and for risk evaluation. On a periodic basis, TFL's senior investment personnel review each account using various risk metrics.

It is TFL's policy that the utmost care be taken in making and implementing investment decisions on behalf of client accounts. To the extent that an error occurs, it is subject to TFL's Trade Error Policy and Procedures.

#### **Item 14 - Client Referrals and Other Compensation**

Other than the soft dollar arrangements that are described in Item 12 above, no non-advisory client provides TFL with an economic benefit for providing investment advice or other advisory services.

No person receives compensation for referring advisory clients to TFL. TIMI and Thrivent Trust Company, however, have arrangements in place where individuals working for TIMI may receive compensation for client referrals.

A financial representative of TIMI that refers his/her clients to an investment adviser representative of TIMI (the “recipient financial representative”) may share in the fee for the services provided by the recipient financial representative. This arrangement is only allowed if the financial representative making the referral is appropriately licensed and registered. Any payments to the financial representative making the referral will not increase the fee charged by the recipient financial representative.

In addition, and separate from the above-referenced arrangement, Thrivent Trust Company compensates financial associates of Thrivent Financial (who are also registered representatives of TIMI) for referring clients for trust services. Any such compensation payment will be disclosed to the client, when applicable and as required by state law, and will not increase the client’s fees. Such payments may be made for the duration of the client accounts with Thrivent Trust Company.

#### **Item 15 - Custody**

TFL has established accounts with the following qualified custodians to hold funds and securities on behalf of the Private Funds: U.S. Bank N.A., 777 E. Wisconsin Ave., Milwaukee, WI 53202, and State Street Bank and Trust Company, 1 Iron Street, Boston, MA 02210.

#### **Item 16 - Investment Discretion**

TFL has discretionary authority to manage investments on behalf of the Private Funds. As a general policy, TFL does not allow limited partners to place limitations on this authority. TFL assumes this discretionary authority pursuant to the terms of the limited partnership agreements and powers of attorney executed by the limited partners of the Private Funds.

#### **Item 17 - Voting Client Securities**

The Private Funds, other than the fund that primarily invests in public securities, typically invest in private rather than public companies. Therefore, TFL is called upon to vote proxies with respect to the Private Funds in a limited capacity. However, to the extent TFL is called upon to vote securities on behalf of the Private Funds, it does so according to the policy described below. TFL votes proxies for securities held by its other clients according to the policy described below.

- **RESPONSIBILITY TO VOTE PROXIES**

Overview. TFL recognizes and adheres to the principle that one of the privileges of owning stock in a company is the right to vote in the election of the company’s directors and on matters affecting certain important aspects of the company’s structure and operations that are submitted to shareholder vote. As an investment adviser with a fiduciary responsibility to its clients, TFL analyzes the proxy statements of issuers whose stock is owned by institutional accounts that have requested that TFL be involved in the proxy process.

TFL has adopted Proxy Voting Policies and Procedures (“Policies and Procedures”) for the purpose of establishing formal policies and procedures for performing and documenting its fiduciary duty with regard to the voting of client proxies.

Fiduciary Considerations. It is the policy of TFL that decisions with respect to proxy issues will be made primarily in light of the anticipated impact of the issue on the desirability of investing in the portfolio company from the viewpoint of the particular TFL client. Thrivent seeks to vote proxies solely in the interests of the client. TFL votes proxies, where possible to do so, in a manner consistent with its fiduciary obligations and responsibilities. Logistics involved may make it impossible at times, and at other times disadvantageous, to vote proxies in every instance.

Other Considerations. One of the primary factors TFL considers when determining the desirability of investing in a particular company is the quality and depth of its management. The Policies and Procedures were developed with the recognition that a company’s management is entrusted with the day-to-day operations of the company, as well as its long-term direction and strategic planning, subject to the oversight of the company’s board of directors. Accordingly, TFL believes that the recommendation of management or the board on most issues should be given weight in determining how proxy issues should be voted and these Policies and Procedures are not intended to substitute Thrivent’s judgement for management’s with respect to a company’s day-to-day operations. However, the position of a company’s management will not be supported in any situation where it is found to be not in the best interests of TFL’s client, and TFL reserves the right to vote contrary to management when it believes a particular proxy proposal may adversely affect the investment merits of owning stock in a portfolio company, or the desirability of investing in the portfolio company from the viewpoint of the particular client.

- ADMINISTRATION OF POLICIES AND PROCEDURES

TFL has formed a committee that is responsible for establishing positions with respect to corporate governance and other proxy issues (“Committee”). Annually, the Committee reviews the Policies and Procedures, including in relation to recommended changes reflected in the benchmark policies and voting guidelines of Institutional Shareholder Services Inc. (“ISS”). As discussed below, TFL may, with the approval of the Committee, vote proxies other than in accordance with the voting guidelines in the Policies and Procedures.

- HOW PROXIES ARE REVIEWED, PROCESSED AND VOTED

In order to facilitate the proxy voting process, TFL has retained ISS, as an expert in the proxy voting and corporate governance areas. ISS specializes in providing a variety of fiduciary-level proxy advisory and voting services. These services include custom vote recommendations, research, vote execution, reporting, auditing and consulting assistance for the handling of proxy voting responsibilities. ISS analyzes each proxy vote of TFL’s clients and prepares a recommendation that reflects ISS’s application of the Policies and Procedures. For items noted as case-by-case, TFL generally leverages the research process and voting guidance/recommendation provided by ISS. TFL may deviate from ISS recommendations on general policy issues or specific proxy proposals.

Proxy Voting Process Overview

TFL utilizes ISS’ voting agent services to notify us of upcoming shareholder meetings for portfolio companies held in client accounts and to transmit votes on behalf of our clients. TFL provides comprehensive summaries of proxy proposals, publications discussing key proxy voting issues, and specific vote recommendations regarding TFL’s clients’ portfolio company proxies to assist in the proxy

voting process. The final authority and responsibility for proxy voting decisions remains with TFL. Decisions with respect to proxy matters are made primarily in light of the anticipated impact of the issue on the desirability of investing in the company from the viewpoint of our respective clients.

TFL may on any particular proxy vote determine that it is in the best interests of its clients to diverge from the Policies and Procedures' voting guidelines. In such cases, the person requesting to diverge from the Policies and Procedures' voting guidelines is required to document in writing the rationale for their vote and submit all written documentation to the Committee for review and approval. In determining whether to approve any particular request, the Committee will determine that the request is not influenced by any conflict of interest and is in the best interests of Thrivent's clients.

#### Summary of TFL's Voting Policies

Specific voting guidelines have been adopted by the Committee for regularly occurring categories of management and shareholder proposals. The detailed voting guidelines are available to TFL's clients upon request. The following is a summary of significant TFL policies:

*Board Structure and Composition Issues* – TFL believes boards are expected to have a majority of directors independent of management. The independent directors are expected to organize much of the board's work, even if the chief executive officer also serves as chairperson of the board. Key committees (audit, compensation, and nominating/corporate governance) of the board are expected to be entirely independent of management. It is expected that boards will engage in critical self-evaluation of themselves and of individual members. Boards should be sufficiently diverse to ensure consideration of a wide range of perspectives. Individual directors, in turn, are expected to devote significant amounts of time to their duties, to limit the number of directorships they accept, and to own a meaningful amount of stock in companies on whose boards they serve. As such, TFL withholds votes for directors who miss more than one-fourth of the scheduled board meetings and considers stock ownership when reviewing contested elections. TFL votes against management efforts to stagger board member terms because a staggered board may act as a deterrent to takeover proposals. For the same reasons, TFL votes for proposals that seek to fix the size of the board.

*Executive and Director Compensation* – These proposals necessitate a case-by-case evaluation. Generally, TFL opposes compensation packages that provide what we view as excessive awards to a few senior executives or that contain excessively dilutive stock option grants based on a number of criteria such as the costs associated with the plan, plan features, and dilution to shareholders.

*Ratification of Auditors* - TFL votes for proposals to ratify auditors, unless an auditor has a financial interest in or association with the company, and is therefore not independent; there is reason to believe that the independent auditor has rendered an opinion that is neither accurate nor indicative of the company's financial position; non-audit fees paid represent 50 percent or more of the total fees paid to the auditor; or poor accounting practices are identified that rise to a serious level of concern.

*Mergers and Acquisitions* - TFL votes on mergers and acquisitions on a case-by-case basis, taking into account and balancing the following: anticipated financial and operating benefits, including the opinion of the financial advisor, market reaction, offer price (cost vs. premium) and prospects of the combined companies; how the deal was negotiated; potential conflicts of interest between management's interests and shareholders' interests; and changes in corporate governance and their impact on shareholder rights.

*Anti-Takeover and Corporate Governance Issues* - TFL generally opposes anti-takeover measures since they adversely impact shareholder rights. When voting on capital structure issues, TFL considers the dilutive impact to shareholders and the effect on shareholder rights.

*Social, Environmental and Corporate Responsibility Issues* - On proposals which are primarily social, moral or ethical, TFL generally abstains. When voting on matters with apparent economic or operational impacts on the company, TFL realizes that the precise economic effect of such proposals is often unclear. Where this is the case, TFL typically relies on management's assessment, and generally votes with company management.

*Shareblocking* - Shareblocking is the practice in certain foreign countries of "freezing" shares for trading purposes in order to vote proxies relating to those shares. TFL generally refrains from voting shares in shareblocking countries unless the matter has compelling economic consequences that outweigh the loss of liquidity in the blocked shares.

#### Applying Proxy Voting Policies to non-U.S. Companies

TFL applies a two-tier approach to determining and applying global proxy voting policies. The first tier establishes baseline policy guidelines for the most fundamental issues, which apply without regard to a company's domicile. The second tier takes into account various idiosyncrasies of different countries, making allowances for standard market practices, as long as they do not violate the fundamental goals of good corporate governance. The goal is to enhance shareholder value through effective use of the shareholder franchise, recognizing that applying policies developed for U.S. corporate governance may not be appropriate for all markets.

#### Monitoring and Resolving Conflicts of Interest – TFL/clients

The Committee is responsible for monitoring and resolving possible material conflicts between the interests of TFL and those of its clients with respect to proxy voting. Examples of situations where conflicts of interest can arise are when i) the issuer is a vendor whose products or services are material to TFL's business; ii) the issuer is an entity participating to a material extent in the distribution of proprietary investment products advised, administered or sponsored by TFL; iii) the issuer is a significant executing broker dealer; iv) an Access Person<sup>2</sup> of TFL also serves as a director or officer of the issuer; and v) there is a personal conflict of interest (e.g., familial relationship with company management).

All material conflicts of interest will be resolved in the interests of the clients. Application of the Policies and Procedures' voting guidelines to vote client proxies is generally relied on to address possible conflicts of interest since the voting guidelines are pre-determined by the Committee. using recommendations from ISS. In addition, in cases where proxies are voted in accordance with the Policies and Procedures' voting guidelines and consistent with ISS's recommendation, the Committee does not review for a potential conflict of interest.

In cases where TFL is considering overriding these Policies and Procedures' voting guidelines, or in the event matters presented for vote are not governed by such guidelines, the Committee for will follow these procedures:

- Compliance, in consultation with Legal, will conduct a review to seek to identify any potential material conflicts of interest. If no material conflict of interest is identified, the proxy will be voted as determined by the Committee.
- If a material conflict of interest is identified, the Committee will be apprised of that fact and the Committee will evaluate the proposed vote in order to ensure that the proxy ultimately is voted

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<sup>2</sup> "Access Person" has the meaning provided under the current TFL Code of Ethics.

in what TFL believes to be the best interests of clients, and without regard for the conflict of interest. The Committee will document its vote determination, including the nature of the conflict, the Committee's analysis of the matters submitted for proxy vote, and the reasons why the Committee determined that the votes were cast in the best interests of clients.

Certain TFL Funds ("top tier fund") may own shares of other TFL Funds ("underlying fund"). If an underlying fund submits a matter to a shareholder vote, the top tier fund will generally vote its shares in the same proportion as the other shareholders of the underlying fund. If there are no other shareholders in the underlying fund, the top tier fund will vote in what TFL believes to be in the top tier fund's best interest.

### Securities Lending

TFL will generally not vote nor seek to recall in order to vote shares on loan, unless it determines that a vote would have a material effect on an investment in such loaned security.

- **OVERSIGHT, REPORTING AND RECORD RETENTION**

#### Retention of Proxy Service Provider and Oversight of Voting

In overseeing proxy voting generally and determining whether or not to retain the services of ISS, TFL performs the following functions, among others, to determine that TFL continues to vote proxies in the best interest of its clients: (1) periodic sampling of proxy votes; (2) periodic reviews of TFL's Policies and Procedures to determine they are adequate and have been implemented effectively, including whether they continue to be reasonably designed to ensure that proxies are voted in the best interest of TFL's clients; (3) periodic due diligence on ISS designed to monitor ISS's (i) capacity and competency to adequately analyze proxy issues, including the adequacy and quality of its staffing and personnel, as well as (ii) its methodologies for developing vote recommendations and ensuring that its research is accurate and complete; and (4) reviews of ISS's procedures regarding their capabilities to identify and address conflicts of interest.

Proxy statements and solicitation materials of issuers (other than those which are available on the SEC's EDGAR database) are kept by ISS in its capacity as voting agent and are available upon request. TFL retains documentation on shares voted differently than the TFL Policies and Procedures voting guidelines, and any document which is material to a proxy voting decision such as the TFL Policies and Procedures voting guidelines and the Committee meeting materials.

ISS provides Vote Summary Reports for each TFL Fund. The report specifies the company, ticker, cusip, meeting dates, proxy proposals, and votes which have been cast for the TFL Fund during the period, the position taken with respect to each issue and whether the TFL Fund voted with or against company management.

### **Item 18 - Financial Information**

TFL does not solicit prepayment of fees from the Private Funds nor has it been the subject of a bankruptcy petition at any time during the past ten years. TFL currently does not have any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients.

### **Item 19 - Requirements for State-Registered Advisers**

Not applicable.