



SEC Form ADV Part 2A

“Brochure”

March 25, 2020

This Brochure provides information about the qualifications and business practices of Reynolds Group, Private Investment Counselors™, LLC. If you have any questions about the contents of this Brochure or Reynolds Group, Private Investment Counselors, please call John M. (Jack) Reynolds by phone at (617) 945-5157 or send an email to Jack@RGPIC.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Reynolds Group, Private Investment Counselors is registered as an investment adviser with the SEC. Registration as an Investment Adviser does not imply a certain level of skill or training.

Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2

Material Changes

There have been no material changes to this Brochure since the last update on March 20, 2019.

However, certain information in this Brochure has been updated. Consequently, we encourage you to read the Brochure in its entirety.

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Item 4

Advisory Business

The Firm

Reynolds Group, Private Investment Counselors, LLC (“Reynolds Group,” “RGPIC,” “we,” “us,” or “our”) is wholly owned by Jack Reynolds, Managing Partner, and was formed in May 2010. We have been registered with the Securities and Exchange Commission (“SEC”) as an investment adviser since 2010.

Services Offered

Fiduciary and Advisory Services

Reynolds Group offers investment advisory services to individuals, families, private investment funds, professional firms, charitable trusts, private foundations and registered investment advisers (including single and multi-family offices). These services are provided through our Managing Partner, Jack Reynolds, who may also serve as trustee, investment committee member, board of advisors’ member, chief investment officer, chief financial officer, or in other appropriate roles for a client. The services to be provided to each client are based upon an agreement with the client as to the scope of services to be provided.

All Clients. The types of services offered are highly flexible, depending on the client’s needs, and will typically include some, or all, for the following:

- Establishment of the client’s high level (conceptual or abstract) financial goals and concrete (quantifiable) investment objectives, participating in the determination of a client’s appropriate asset allocation (including liquidity priorities) along with periodic rebalancing of allocations, advice regarding asset location when a client has multiple investment entities, and ongoing reviews of investment performance in light of the client’s goals and objectives. A review of a client’s investment performance is conducted on at least a quarterly basis and a rebalancing of allocations is done on as needed basis, based on a client’s cash flow requirements.
- Specification of allocations among major global geographic regions, design of a manager structure, selection of asset managers and investment consultants, development of a currency hedging policy, evolution of policies regarding the use of credit and identification of benchmarks to be used to evaluate the success of investments.
- Establishment of spending policies and oversight of discretionary distributions in excess of a spending policy.
- Selection of other fiduciaries, tax accountants, partnership accountants, auditors, legal counsels, insurance advisers, financial planners, performance monitoring services and custodians.
- Wealth Management Assessment, including, but not limited to:

- Review of intra-family or intra-organization perspectives and needs regarding investments and financial planning;
- Review of existing adviser and vendor relationships related to investments and financial planning;
- Exploration of whether to establish a physical vs. a virtual family office or organizational investment office;
- Investment review (e.g., asset allocation, liquidity needs, asset location, regional allocations, manager structure, manager selections, currency hedging, and use of credit analysis); and/or
- Risk assessment (e.g., insurance issues, trust and partnership structures, and asset protection).

Individuals and Families. For individuals, families and their trusts, partnerships and other estate planning and investment vehicles, Reynolds Group's services also include:

- Reviewing and advising on financial and estate plans.
- Advising on the appropriate form of organization to achieve the client's financial goals and investment objectives, including structuring asset ownership via trusts and partnerships.
- Selection of estate and financial planning or other counsel, and protectors.

Private Foundations and Charitable Trusts. For private foundations and charitable trusts, in addition to the foregoing, Reynolds Group's services may also include:

- Review and assistance with grant proposals.
- Review and advice on foundation management and administration.

Registered Investment Companies. For mutual funds, Reynolds Group's services also include:

- Review of investment performance in comparison with the fund's prospectus, markets, and peers.
- Advice on presenting performance information in advertising and prospectus material.

Multi-Family Offices. For multi-family offices, which may or may not be registered investment advisors, Reynolds Group's services may also include:

- Setting strategic direction.
- Asset allocation planning and setting major regional geographic allocation targets.
- Evaluating the use of outside managers in the context of an open architecture.
- Reviewing client service personnel requirements.
- Considering potential acquisitions.
- Reviewing marketing materials and strategies.

- Helping management with business development.
- Capital introduction.
- Review of investment performance.

Pension Plans. For pension plans, Reynolds Group's services may also include reviewing the actuary's report on capital adequacy and making recommendations regarding the funding status of the plan; however, we are not actuaries and provide no actuarial services

Professional Services Firms. For professional services firms, Reynolds Group may serve on retainer to assist with evaluating the investment needs of, and developing strategies for, high net worth private clients, private foundations, mutual funds, partnership or corporate retained capital, and pension plans.

All advisory services are tailored to the clients' individual needs, determined through meetings and review of information provided from time to time by the clients. A client may impose restrictions on investments and investment strategies to ensure prudent management, which restrictions are detailed in a written agreement between a client and Reynolds Group.

Private Investment Funds. Reynolds Group provides non-discretionary investment advice and portfolio advisory services to a private fund (the "Private Fund" or "Fund") which may invest in other pooled investment vehicles, common and preferred stock, convertible securities, debt securities mutual funds, and ETFs, among other investments. Reynolds Group does not provide investment advice tailored to the particular needs of the Fund investors. Instead, the Fund's investment portfolio is managed in accordance with the Fund's private placement memorandum or other governing documents (the "Offering Documents").

Additional Advisory Services Such services may involve Reynolds Group working with clients to determine any or all of the following:

- Their long-term financial goals, including risk parameters, risk tolerance relative to those parameters, spending policy, and cash reserve and liquidity needs;
- Their quantified investment objective, including their percentage investment return target and benchmark(s), importantly whether their objective is defined in relative terms vis á vis capital markets benchmarks (e.g., the S&P 500, Dow Jones 30 Industrials, MSCI EAFE, MSCI Emerging Markets, J.P. Morgan World Bond Index, etc.) or is defined in absolute terms (e.g., a target return of inflation plus 3%);
- Appropriate asset allocation, e.g., among cash, fixed income and deflation-responsive assets, inflation-sensitive assets, global long-only equities, marketable alternative assets/hedge funds, non-marketable alternative assets (such as buyouts, venture capital, natural resources and energy, and real estate);
- Suitable allocations among major regional geographies (e.g., the Americas, Asia and Europe), including the balance among developed, emerging and frontier markets;
- Manager structure, including use of passive (index-oriented) strategies vs. actively managed funds or accounts, and number and type of managers in each asset class;

- Investment manager selections (i.e., populating the manager structure);
- The role of impact investing, socially responsible investing and/or mission related investing;
- Desirable asset locations through which to express the foregoing strategies for a client with multiple investment entities or asset-owning persons;
- Selection of custodian(s);
- Selection of investment performance monitoring system and design of reports;
- Selection of partnership accounting vendor, if needed;
- Participation in a periodic review of estate and trust plans conducted by suitable counsel;
- Participation in selection of tax compliance professional(s);
- Advice on qualified retirement and deferred compensation plans;
- Participation in the selection of private banking assistance;
- Identification of suitable life insurance adviser(s);
- Engagement of effective property and casualty insurance adviser(s); and
- Coordination of services provided by the foregoing professional services providers.

These Additional Advisory Services are typically a part of a client's comprehensive advisory relationship, but they may be provided on a standalone basis.

The advisory services provided by Reynolds Group to all of its clients encompass advice on a wide variety of equity securities, corporate and government debt securities, venture capital and private equity funds, natural resources, commodities, real estate, timber, hedge funds, absolute return funds, and other private investment opportunities offered in organized fund and fund-of-funds structures operated by experienced and qualified investment professionals. We may also be called upon by a client to offer guidance and advice regarding private operating businesses in which a client has made, or may make, an investment. However, we do not provide legal counsel to any client.

Assets Under Management

As of December 31, 2019, Reynolds Group had approximately \$638,476,841 in regulatory assets under management on non-discretionary basis. For the purposes of reporting the regulatory assets under management, Reynolds Group includes the assets of the clients to whom it provides continuous and regular supervisory services. One of the client agreements was terminated in January 2020.

The total amount of assets that Reynolds Group advised on (on non-discretionary basis) was \$2,703,563,220 as of the December 31, 2019.

Item 5

Fees and Compensation

Fees Charged for Fiduciary and Investment Advisory Services

Individuals, Families, Private Foundations, Charitable Trusts, Multi-Family Offices and Professional Services Organizations

Reynolds Group's fees for its services to the persons and entities listed above are based on three distinct fee structures, as follows:

Wealth Management Assessments are structured to meet a client's specific needs, as explained in more detail under Item 4 above. For each of the Wealth Management Assessments, we charge a separate fee of \$10,000, plus out of pocket expenses, including, without limitation, travel, meals, communication costs, copying and printing, which fee will be credited against a long-term advisory fee, should long-term relationship grow out of one or more Wealth Management Assessment assignments. Should multiple Wealth Management Assessments be undertaken under a single contract, there may be flexibility relative to the fee based upon the scope of services, travel time, the number of meetings, the number phone calls, the degree of responsibility called for, the size and complexity of the client group and its assets, the number of persons engaged in the decision-making process, their location, the complexity of their decision-making process, and other relevant considerations.

Fees for Wealth Management Assessments are billed and payable in advance of the delivery of services. Out of pocket expenses are billed in arrears.

Comprehensive Annual Services - We charge a fixed fee for our advisory services to individuals, families, private foundations and charitable trusts for comprehensive annual services on the following schedule:

- Investment committee assignments: \$40,000 - \$150,000 per year
- Outsourced chief investment officer or outsourced chief financial officer: \$75,000 - \$200,000 per year

The fees chargeable to the client are determined at the time of engagement based upon the scope of services, travel time, the number of meetings, the number of phone calls, the degree of responsibility called for, the size and complexity of the client group and its assets, the number of persons engaged in the decision-making process, their location, the complexity of their decision-making process, and other relevant considerations, plus out of pocket expenses, including, without limitation, travel, meals, communication costs, copying and printing,

Fees are billed and payable quarterly in advance. Out of pocket expenses are billed in arrears.

Consultative Services - Fees for this service are structured individually for each client on a separate basis so that the scope of services and fees are suitable to the specific engagement. By way of a basic set of guidelines, however, fees are typically as follows:

- \$5,000 per day, or

- \$2,500 per half day
- plus, out of pocket expenses, including, without limitation, travel, meals, communication costs, copying and printing.

Fees are computed and billed monthly in arrears and are payable immediately upon receipt of such billing.

Investment Companies and Pension Plans

Fees are negotiable, depending on the services required and the amount of assets involved. We do not impose a minimum and/or maximum on fees charged for services rendered to Investment Companies and Pension Plans.

Fees Charged for Additional Advisory Services

Fees for our financial planning services are negotiated with a prospective financial planning-only client based on the scope of services, complexity of the client's situation, level of detailed written work called for, travel required, number of participants involved, number of professional staff persons involved, degree of implementation assistance called for and other relevant factors in the situation being addressed. For these services, we may impose a minimum engagement fee as negotiated between us and the client.

Private Investment Funds

Reynolds Group may receive advisory fees from the Private Fund. The Private Fund's management fee is generally an annualized fee of half a percent (0.5%) of the value of a Limited Partner's Capital Account payable quarterly. Specific information regarding the Private Fund's fees and expenses can be found in the fund's Offering Documents.

In General

Except as set forth above, fees are generally not negotiable. In the event that our services are terminated, any unearned fees will be refunded on a pro-rata basis. However, we do not offer refunds on pre-paid fees in the event of termination of our Wealth Management Assessments services. Any earned but unpaid fees as of the date of termination will be immediately due and payable.

In addition to the fees described above, we also charge for additional expenses incurred, including without limitation, costs of travel, costs associated with any surprise review required by applicable regulation, and Directors and Officers-type (Fiduciary Services) Errors and Omissions Insurance (where Mr. Reynolds is not covered by the client's policy), which are payable separately as provided in the advisory agreement entered into by and between us and the client.

Fees of asset managers and/or investment consultants engaged by the client, or by Reynolds Group on the client's behalf, are in addition to, and are separate from, the fees paid to the Firm for our investment advisory services. These fees would be described in the Form ADV or other informational materials of the respective managers and/or consultants.

Our fees are also exclusive of custodial fees, brokerage commissions and other transaction costs, which are paid directly out of client accounts. Please see "Brokerage Practices" under Item 12

below for a more detailed discussion of brokerage matters. Clients may also incur various other types of charges imposed by custodians, brokers, bankers and other third parties, including but not limited to transfer taxes and wire and electronic fund transfer fees.

Neither we nor any of our supervised persons accept compensation for the sale of securities or other investment products.

Reynolds Group does not deduct its management fees directly from the clients' accounts, but rather bills the clients via an invoice and typically receives the payment via a check or a wire transfer.

Item 6

Performance-Based Fees and Side-By-Side Management

Not applicable to Reynolds Group.

Item 7

Types of Clients

Reynolds Group offers fiduciary and advisory services to individuals, families, pooled investment vehicles, private foundations, charitable trusts, family trusts, limited liability companies and other family investment vehicles, single and multi-family offices, which may or may not be registered investment advisors, registered investment companies, retirement and pension plans, law firms, professional services firms and other organizations. We do not impose any minimum requirements before a client can engage us.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

Method of Analysis and Strategy

Reynolds Group primarily employs fundamental investment analysis in making advisory determinations involving asset classes. This method of analysis entails the development of financial and economic data based on asset manager, fund manager, fund-of-funds manager, industry and company-specific research and market statistics, as well as research on the macro economy and analysis of market risk. Data typically used in this method comes from sources such as financial newspapers and magazines, research materials prepared by third parties, corporate rating services, annual reports, prospectuses, SEC filings, and company press releases. We also rely on research resources made available to us by our clients and as a result of their use of other investment / consulting firms, research available through investment industry trade groups or associations, the occasional limited engagement of special-purpose consultants to assist us, and periodic participation in investment industry conferences.

Our advisory and fiduciary services primarily involve establishment of the client's financial goals and investment objectives, participation in asset allocation and location decisions, regional allocations, design of manager structures, selection of asset managers and investment consultants, currency hedging strategies, if any, and the use of credit, if any.

In selecting third-party managers and consultants, we perform a quantitative analysis of the fund's or account performance and reviewing risk statistics. In assessing the manager's relative performance, we consider whether the costs of active management are in line with the performance and/or the asset class and assess the market environment(s) to which the manager is best suited. We perform a qualitative analysis of the investment adviser, addressing topics such as whether there is a coherent investment philosophy and an identifiable competitive advantage. We look for deep, stable and experienced management teams that have a high level of integrity, have weathered multiple market cycles, and have a stake in the success of the firm, preferably majority ownership that will ensure longevity. We consider the techniques used by management to identify and control overall portfolio risk. We assess what the factors leading to previous out-performance were and the probability of repeating such out-performance.

The use of the methods of analysis and strategies described above may not be sufficient to accurately indicate the movement of particular securities or future performance. The use of fundamental analysis does not attempt to anticipate market movements, which presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating a security. In addition, the risk in using qualitative analysis is that our subjective judgment may prove incorrect, which could result in losses for our clients.

Risk of Loss

Investing in securities, no matter what strategy is used, involves a variety of types of risk of loss that clients should be prepared to bear. Some or all of the following risks apply to any investment. The discussion of material risks provided below is not meant to be a complete description of risks that may be applicable to Reynolds Group or to its methods of analysis or investment strategies.

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline. Accordingly, if interest rates rise, the value of such securities may decline. In addition, to the extent that the receivables or loans underlying specific securities are pre-payable, the value of such securities may be negatively affected by increasing prepayments, which generally occur when interest rates decline.
- *Market Risk and Force Majeure:* The price of a security, bond, mutual fund, or fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's or the fund's particular underlying circumstances. For example, political, economic and social conditions may trigger market events and may cause dramatic losses for clients, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. Additionally, government actions, natural disasters, terrorism, acts of war, travel bans, pandemic virus outbreaks and other factors may cause security values to fluctuate rapidly or unpredictably and have unforeseen effects of the results of any investment strategies.

- *Inflation Risk:* When any type of inflation is present, a dollar or a client's own reference currency today will not buy as much as a dollar or that reference currency did last year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Non-home currency investments are subject to fluctuations in the value of the dollar or other reference currency against the currency of the investment's originating country. This is also referred to as exchange rate risk. A portion of a client's assets may be invested in debt and equity securities denominated in various currencies and in other financial instruments, the price of which is determined with reference to such currencies. To the extent that such positions are not hedged, the value of such assets will fluctuate with U.S. dollar exchange rates as well as with price changes of the investments in the various local markets and currencies. Forward currency contracts and options may be utilized to hedge against currency fluctuations but there can be no assurance that such hedging transactions, even if undertaken, would be effective.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest or dividend rate). This primarily relates to fixed income securities and securities whose dividend is perceived to reflect an important element of their overall investment return.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They may carry a higher risk of profitability than an electric company, which may generate electricity from several diversified energy sources and thus may have income from a steady stream of customers who buy electricity no matter what the economic environment is like, provided that the electric company does not suffer a supply disruption from its source of supply of energy or suffer a company-specific adverse event such as power plant malfunction.
- *Illiquidity Risk:* Liquidity is the ability readily to convert an investment into cash. Limited partnership investments (including fund-of-funds) frequently include substantial illiquidity risk, offering highly constrained (e.g., for marketable alternative assets or hedge funds), or no (e.g., for non-marketable alternative assets such as buyouts, venture capital, natural resources and real estate) investor elective liquidity. Consequently, it may be relatively difficult to dispose of such investments rapidly and at favorable prices and such securities may also be more difficult to value. Investments in assets with constrained liquidity should be embraced by investors only in the context of a clear understanding of the investor's liquidity requirements and a careful evaluation of their portfolio's (or portfolios') overall liquidity characteristics and their liquidity needs.

- *Credit Risk*: An investor may have an investment strategy that depends on the availability and use of credit that may become either entirely unavailable or available on less favorable terms than upon which it was presumed by the investor to be available. Such changes in the availability of credit and the terms thereof can have a highly disruptive impact on an investor whose investment strategy is founded on the use of credit.
- *Black Swan Risk*: Global and/or local markets and a client's portfolio or portfolios may be affected by unforeseen, or indeed unforeseeable, factors or events including, but not limited to, geopolitical events, wars, natural disasters, industrial calamities, assassinations, currency crises, dramatic market disruptions, radical changes in governmental policy shifts, etc.
- *Accuracy of Public Information*. As noted above, we select investments based on information and data filed by issuers of the securities with government regulators or available to public through third party sources. Although we evaluate all such information, we are not in position to confirm its' completeness or accuracy. In some cases, complete and accurate information might not be available.

Risk of Investing in ETFs and Mutual Funds

Exchange-Traded Funds ("ETFs"). An ETF generally is an investment company, unit investment trust or a portfolio of securities deposited with a depository in exchange for depository receipts. The portfolios of ETFs generally consist of common stocks that closely track the performance and dividend yield of specific securities indices, either broad market, sector or international. Fixed income ETFs generally consist of bonds issued by corporations or government. ETFs provide investors the opportunity to buy or sell throughout the day an entire portfolio of stocks in a single security. Although index mutual funds are similar, their shares are generally issued and redeemed only once per day at market close. Investment in an ETF involves payment of such company's pro-rata share of administrative fees charged by such company, in addition to those paid by a client.

Mutual Funds. An investment in mutual funds could lose money over short or even long periods. Clients should expect the fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market.

An ETF's or mutual fund's performance could be impacted by a number of factors including but not limited to:

Investment style risk: the chance that returns from small and mid-capitalization growth stocks will trail returns from the overall stock market. Historically, small and mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. Small and mid-size companies tend to have greater stock volatility because, among other things, these companies are more sensitive to changing economic conditions.

Market risk: the chance that stock prices overall will decline.

Manager risk: the chance that an ETF or a mutual fund manager may make a poor security selection or focus on securities in a particular sector, category, or group of companies will cause the mutual fund to underperform relevant benchmarks or other funds with a similar investment objective.

Interest rate risk: the chance that bond prices will decline because of rising interest rates. Interest rate risk should be moderate for the fund because it invests primarily in short- and intermediate-term bonds, whose prices are less sensitive to interest rate changes than are the prices of long-term bonds.

Item 9

Disciplinary Information

Neither Reynolds Group nor any of its supervised persons have been the subject of any legal or disciplinary event that would be material to your evaluation of Reynolds Group or the integrity of its management.

Item 10

Other Financial Industry Activities and Affiliations

Mr. Reynolds is a beneficiary of a trust that invests in the limited partnership of which Upper Pines Asset Management LLC, non-discretionary client of Reynolds Group, is the sole general partner. Additionally, Mr. Reynolds is a minority equity owner of the Upper Pines Asset Management LLC, the manager of the Private Fund. Mr. Reynolds receives a profit share from his equity ownership in the LLC, however, he is not involved in decision making process with respect to the profit sharing. All decisions regarding the amount of profit and the manner, in which it is divided are made by the co-managers.

Item 11

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

Reynolds Group's services do not typically include advising on the selection of specific securities. In the rare case that we provide such advice, we might give advice on securities with respect to which we, or our related persons also have positions or other material interests. In addition, our employees may be permitted to buy or sell securities recommended to our clients at or about the same time that such recommendations are made to clients. This could create a potential conflict in that it could cause us or our related persons to make different investment advice than if such parties did not have such financial interests. To address these conflicts, we have adopted a Code of Ethic requiring that the employees that are deemed to be access persons to report their personal securities transactions and holdings on a regular basis to us.

As a fiduciary for our clients, we seek to place client interests first. Thus, we, as well as our related persons will not take improper advantage of client transactions or information, or

investment opportunities arising from a client's activity, for their own benefit.

A copy of our Code of Ethics is available to any client or prospective client upon request. You can request a copy by sending an email to Jack@RGPIC.com.

Item 12

Brokerage Practices

Reynolds Group generally recommends that client assets be maintained with a qualified custodian, a major, national brokerage firm that provides a full service mutual fund platform, such as Schwab, Fidelity, Vanguard, JPMorgan. Reynolds Group uses these firms because they provide access to an extremely wide range of funds and competitive pricing, as well as high quality service.

Additionally, Reynolds Group may recommend other broker-dealers to the clients based on the client's individual needs. Reynolds Group does not receive any compensation for recommending a particular broker-dealer.

Item 13

Review of Accounts

We periodically monitor client accounts, but not individual securities positions within client accounts. Mr. Reynolds, Managing Partner of the Firm, offers to meet at least quarterly with each client and/or other account fiduciaries to review the account. More frequent reviews may be triggered by material changes in variables, such as the client's particular circumstances communicated to the Firm or by the market, political or economic environment.

Regular Reports Provided to Clients

Clients will receive periodic written statements, including transactions in their accounts, from their custodians, broker-dealers, asset managers, accounting and/or CPA firms, and/or investment strategy consultants.

Item 14

Client Referrals and Other Compensation

Reynolds Group does not currently receive any economic benefit from any third party for the provision of advisory services to our clients. Reynolds Group may engage in third party solicitation arrangements, and if so, will ensure the arrangements are in compliance with Rule 206(4)-3.

Item 15

Custody

The assets of Reynolds Group's clients are held with a qualified custodian. Clients will receive, and should carefully review, periodic statements from their qualified custodian. All clients are urged to compare reports received from the custodian with any written reports they may receive from Reynolds Group

Item 16
Investment Discretion

A client's investment agreement with us may grant us discretionary authority to determine, implement and revise client account allocations among asset classes and/or to allocate and reallocate client assets among investment managers, in each case subject to any restrictions on investments and investment strategies that the client may impose as set forth in the agreement with Reynolds Group.

Item 17
Voting Client Securities

Unless otherwise agreed with the client, we do not vote proxies with respect to securities held in client accounts. Clients should make sure that their custodian forwards all proxy materials to them for timely action. We permit our clients to contact us regarding any questions they may have regarding how to vote their proxies, and we will make reasonable efforts to assist clients with typical voting decisions upon request.

If we agree to vote a particular client's proxies, we will provide a copy of our proxy voting policy and procedures, or information on how proxies for their shares were voted, upon request.

Item 18
Financial Information

We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients.