

**Allstate Investment Management Company**

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This brochure provides information about the qualifications and business practices of Allstate Investment Management Company. If you have any questions about the contents of this brochure, please contact us at (312) 728-5494. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Allstate Investment Management Company is also available on the Internet at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). Allstate Investment Management Company is a Registered Investment Advisor, registered with the United States Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940. This designation does not imply a certain level of skill or training.

**Item 2 - Material Changes**

Allstate Investment Management Company's ("AIMCO") 2019 Form ADV Part 2 is dated March 25, 2019. AIMCO's 2020 Form ADV Part 2 is dated March 11, 2020. There are no material updates since the March 25, 2019 update.

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

In 1987, AIMCO began serving as the investment advisor for a number of closed-end mutual funds. When that business ended, AIMCO began providing investment advisory services to several subsidiaries of The Allstate Corporation, a publicly held corporation and AIMCO's ultimate parent. Before 2000, AIMCO did not provide services directly or indirectly to any unrelated party.

AIMCO's parent is Allstate Non-Insurance Holdings, Inc., whose parent is The Allstate Corporation. AIMCO is under common ownership with Allstate Investments, LLC (a non-registered investment adviser).

AIMCO provides investment advisory services to some of its affiliates. AIMCO performs research and obtains and evaluates information relating to the economy, industries, businesses, markets and new investment structures, techniques, practices, and financial data. AIMCO manages the investments of each company in a manner consistent with the company's investment policy. AIMCO makes recommendations to these companies with respect to changes to their policies and also determines the securities a company should purchase or sell and the timing of these transactions. AIMCO provides investment risk management review and oversight of investment activities and client portfolios. AIMCO places purchase and sale orders on behalf of its client as it deems appropriate or necessary. It also chooses the broker/dealers for execution of the transactions. From time to time, AIMCO may retain sub-advisers to provide investment services to AIMCO's clients. AIMCO always oversees each sub-advisers' work.

AIMCO also provides investment advisory services to retirement plans sponsored by The Allstate Corporation and Allstate Insurance Company of Canada for their employees and agents. The services AIMCO provides to these plans are similar to those AIMCO provides to its affiliates. AIMCO does not charge the plans for its services. For the U.S. plan, the agreement between the plan's investment committee and AIMCO provides that AIMCO will not charge the plans for services, but if it did, those would be paid by the plan sponsor. If any sub-adviser charges the plans any fees, the plans are to pay the sub-advisers directly.

AIMCO is the collateral manager for various collateralized debt obligations and investment vehicles ("CLOs"). The collateral in these CLOs consists primarily of below investment grade secured bank loans and other securities and instruments incidental to the management of the CLOs, including short term investments, options, futures, and swaps, as appropriate. AIMCO charges a base management fee to these CLOs, together with incentive management fees payable if and when the holders of the equity of the specific CLO (other than AIMCO, if it were an equity holder), have realized various levels of return on their investment.

AIMCO may act as investment advisor or collateral manager with respect to other investment vehicles in the future. In addition, in the future, AIMCO may provide

investment adviser services to other institutional investors. The fees for those services would be negotiated and may be different from those AIMCO charges to its current clients.

AIMCO is the managing member of the Allstate Short Term Pool, LLC, a large liquidity fund (the “Allstate Short Term Pool”), and has discretion over the management and administration of the Allstate Short Term Pool’s affairs. AIMCO is also the investment manager of the Allstate Short Term Pool and pursuant to an investment management agreement between AIMCO and the Allstate Short Term Pool, has discretionary authority to invest the assets of the Allstate Short Term Pool. The Allstate Short Term Pool invests in a broad range of high-quality, short term instruments. AIMCO does not charge the Allstate Short Term Pool a management fee with respect to its role as either managing member or investment manager. Allstate Short Term Pool pays AIMCO operating and overhead expenses associated with providing the management and investment management services both as managing member and investment manager.

AIMCO may from time to time publish economic analyses that are provided for no fee and not for distribution to the public.

AIMCO provides investment advisory activities as described in its investment management agreement (“IMA”) with each client. A client may restrict AIMCO in any manner they may describe in the IMA. For example, a client may restrict AIMCO to providing non-discretionary advice, which means that AIMCO would merely advise the client as to which securities it should buy or sell and the client then could act or not act on such advice (a non-discretionary IMA). Typically, AIMCO has authority to decide which investments its client's custodian will purchase for the client's account (a discretionary IMA).

On December 31, 2019, AIMCO managed \$17,181,005,147 in regulatory assets under management on a discretionary basis.

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

AIMCO does not have a fee schedule and instead negotiates its fees and compensation, if any, with each client. All of AIMCO's fees are negotiable.

AIMCO currently has the following fee arrangements with its clients:

1. AIMCO does not charge its affiliate-sponsored retirement plans or Allstate foundations for their advisory services.
2. AIMCO charges the CLOs a quarterly fee, payable in arrears, calculated by applying a basis point charge set forth in the applicable client agreement to the assets under management at the time of the prior payment.
3. AIMCO may charge fees to its affiliated entities with portfolio values greater than or equal to \$25 million based on the types of assets and the cost of managing such investments. The total fees, if any, are determined by the asset mix in the portfolios. The fees are negotiable, with either party having the

right to terminate an agreement upon six months' notice. The fees are lower than those that would be charged to unaffiliated entities.

4. AIMCO charges its affiliate Canadian insurance companies an advisory fee of 6.5 basis points on an annualized basis, calculated on the average of the monthly amount of the investments, namely, the amount obtained by dividing the sum of the market value of the investments managed under the terms of the applicable IMA at end of each month in the period by the number of months in the period. Such fees are to be paid in arrears, 15 days after receipt of the invoice for the month for which the services were rendered. For investment management services, AIMCO charges its affiliate Canadian insurance companies a fee based on the types of assets and the cost of managing such investments. The total fees are determined by the asset mix in the portfolios. The fees are negotiable, with either party having the right to terminate an agreement upon six months' notice. The fees are lower than those that would be charged to unaffiliated entities.
5. Unless otherwise noted herein, AIMCO does not charge its affiliate entities with portfolio values of less than \$25 million for their advisory services. AIMCO analyzes the values of the portfolios on an annual basis to determine if they are below the \$25 million threshold.
6. AIMCO does not charge the Allstate Short Term Pool a management fee with respect to its role as either managing member or investment manager. Allstate Short Term Pool pays AIMCO operating and overhead expenses associated with providing the management and investment management services both as managing member and investment manager.

AIMCO bills its paying clients for its advisory services; it does not deduct the fees from clients' assets. AIMCO bills its clients on a monthly, quarterly or annual basis as negotiated with each client. AIMCO does not charge clients any other fees or expenses, such as custodial or referral fees. For additional information about AIMCO's brokerage practices, see Item 12.

AIMCO's clients may pay AIMCO's fees in advance but are not required to do so. When a client discontinues doing business with AIMCO, if the client has paid fees in advance, AIMCO will refund any unearned fees. Upon such discontinuation, AIMCO will determine the percentage of the prepaid fee that was unearned and refund that percentage to the client. If a client has questions relating to any prepaid fees, the client may contact the AIMCO employee listed in the notice provision of the client's IMA.

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

AIMCO manages the CLOs' portfolios and is paid a performance-based fee. AIMCO's investment professionals may manage assets for the CLO portfolios at the same time they are managing similar assets for other clients who do not pay a performance-based fee. This could be seen as causing a conflict of interest. However, AIMCO's investment

professionals are not paid a performance based-fee that differs from client to client. The investment professionals are paid based on the total portfolio performance of clients and based on the individual investment professional's behavioral performance reviews. They are not compensated more highly for placing a higher yielding investment in one client's portfolio than in another client's portfolio. AIMCO's Trade Allocation Policy is designed to manage potential conflicts of interest.

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

AIMCO does not have clients that are individuals or investment companies. AIMCO generally provides investment advice to pension/profit sharing plans, charitable organizations, non-domestic insurance companies, corporations and/or other business entities. AIMCO acts as managing member and investment manager for the Allstate Short Term Pool. AIMCO also acts as collateral manager for various collateralized debt obligation trusts.

AIMCO does not have minimum account size requirements for opening or maintaining an account with AIMCO.

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

AIMCO supervises the investment activities of its clients, performs research and obtains and evaluates information relating to the economy, industries, businesses, markets and new investment structures, techniques, practices, and financial data as it deems appropriate. AIMCO manages client investments in accordance with client investment policies and makes recommendations to the clients when clients may need to change those policies. AIMCO recommends broader investment strategies and the clients delegate authority to AIMCO to work within those strategies to buy and sell securities. AIMCO also recommends the timing of these transactions. AIMCO provides investment risk management review and oversight of investment activities and client portfolios. AIMCO also takes further actions, including the placing of purchase and sale orders on behalf of these companies as it deems appropriate or necessary. AIMCO chooses broker/dealers for the execution of transactions. AIMCO may retain sub-advisers to provide certain investment services to AIMCO's clients. However, AIMCO always oversees each sub-adviser's work.

AIMCO offers advice on many types of securities. These securities may include the following: equity securities (exchange-listed securities, securities traded over-the-counter and foreign issuers), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (mutual fund shares), U.S. government securities, options contracts on securities and commodities, futures contracts on tangibles and intangibles, partnership interests investing in real estate, oil & gas interests, and hedge fund strategies; assignments of and participation interests in bank loans, bankers acceptances, repurchase agreements and other types of debt obligations

generally known as “money market” instruments; commercial mortgages and participations in such mortgages; options contracts on securities indices; futures contracts and options relating thereto on securities indices and commodities swap agreements and additional derivatives that may be deemed appropriate for and permitted in a given client's portfolio; asset backed securities; mortgage backed securities; securities lending; and collateralized mortgage obligations.

AIMCO's security analysis methods include valuation analysis, fundamental analysis, technical analysis, and cyclical analysis. The main sources of information AIMCO uses include financial news sources, inspections of corporate activities, research materials prepared by others, corporate ratings services, company filings including annual reports, prospectuses, SEC filings and press releases. Material risks include, but are not limited to, macro risks of all types (economic, political, natural disasters), market, industry, corporate, fraud and accident.

AIMCO devises investment strategies based on each client's eligibility and suitability considerations to implement the advice given to clients. AIMCO considers risk return tolerance, holding periods, liquidity tolerance, tax constraints and client's limits and policies. AIMCO uses the following investment strategies to implement any investment advice given to clients: long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), and investments in securities, loans, and hard assets. The primary types of risk inherent in these strategies are liquidity risk, credit risk, interest rate risk, equity risk and currency risk.

AIMCO utilizes derivative instruments and hedging strategies for purposes defined in investment policies associated with certain clients and portfolios.

AIMCO does not recommend primarily a particular type of security.

Investing in securities involves risk of loss that AIMCO's clients should be prepared to bear.

#### **Item 9 - Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of AIMCO's business or the integrity of its management.

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

AIMCO is under common ownership with Allstate Investments, LLC. Allstate Investments, LLC is a non-registered investment adviser for Allstate's affiliated domestic insurance companies. All of the executive officers of AIMCO are also officers of Allstate Investments, LLC. Executive officers of AIMCO perform work for Allstate Investments,



LLC and AIMCO. AIMCO also has a sub-advisory relationship with its affiliate, Allstate Northern Ireland Limited.

AIMCO acts as the collateral manager for various CLOs. In the future, AIMCO may act as collateral manager or investment adviser for other investment vehicles. AIMCO or its affiliates may acquire interests in those investment vehicles.

AIMCO is the managing member and investment manager for the Allstate Short Term Pool. There is potential that AIMCO clients that are investors in the Allstate Short Term Pool could be double charged fees associated with their investment in the Allstate Short Term Pool. AIMCO mitigates the potential for double fees by excluding the assets and expenses associated with the Allstate Short Term Pool from AIMCO clients' management fee calculation and by only including pooled assets and associated expenses in the operating and overhead expenses calculation for the Allstate Short Term Pool.

AIMCO is also affiliated with two Allstate broker-dealers and numerous insurance companies. AIMCO does not view these affiliations as presenting any conflicts of interest. AIMCO's President and Chief Investment Officer, John Dugenske, also serves as President of Financial Products for Allstate. Mr. Dugenske oversees Allstate's financial products, strategy and business transformation. AIMCO does not view his role as presenting any material conflicts of interest.

Certain of the Allstate employees who work for AIMCO also are board and/or advisory board members for companies or funds in which an AIMCO client invests at the same time that they make investments on behalf of the AIMCO clients. These employees may also perform services for other affiliate advisers, as described above.

When AIMCO's investment professionals are performing work for AIMCO clients and other affiliated clients, potential conflicts of interest may exist because the investment professionals may need to consider competing interests and differing policies of AIMCO's clients. However, all AIMCO investment professionals are required to follow procedures for dealing with conflicts found in AIMCO's Code and Operating Manual (see definitions in Item 11 below), which include Trade Allocation, Best Execution and Conflicts of Interest Policies. The Code and the Operating Manual require investment professionals to address all conflicts of interest. AIMCO and Allstate Investments, LLC have adopted substantially identical codes and operating manuals so the employees of both work under the same policies and restrictions, thus reducing any conflicts of interest.

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

AIMCO and its affiliates that engage in investment activities are subject to the Allstate Code of Ethics (referred to as the Allstate Global Code of Business Conduct) and the AIMCO Code of Conduct (the "Code") that apply to all their employees. These Codes

govern personal trading securities transactions of such employees to avoid potential conflicts of interest.

AIMCO's Code and its Operating Manual (the "Operating Manual") include requirements intended to ensure that AIMCO complies with the Investment Adviser Act of 1940. The Operating Manual requires prompt reporting to the Chief Compliance Officer ("CCO") of any violations of the Code.

AIMCO distributes the Code to each investment professional and each professional is required to acknowledge receipt of the Code. The Compliance Department performs ongoing reviews of the Code and the Operating Manual and documents any violations. On a quarterly basis, the Compliance Department reports any violations, along with any corrective action taken, to AIMCO's Board of Directors. AIMCO will provide a copy of the Code to any client or prospective client upon request.

All requests should be directed to:

Chief Compliance Officer  
Allstate Investment Management Company  
444 W. Lake Street, Suite 4500  
Chicago, Illinois 60606  
[estjohn@allstate.com](mailto:estjohn@allstate.com)

#### Principal and Cross Transactions

AIMCO or its affiliates from time to time, may recommend to clients or buy or sell for client accounts, securities in which AIMCO or its affiliates have a material financial interest. These types of transactions may create a conflict of interest where, in addition to investing for the clients, AIMCO or the affiliate is acting as an investor. These potential conflicts are mitigated through the policies and procedures governing these transactions.

#### Transaction in the Same Securities

AIMCO or its affiliates may, from time to time, invest in the same securities that AIMCO or its affiliates may recommend to clients. These transactions may create a conflict of interest between AIMCO or its affiliates' investment objectives and those of the client. These conflicts are addressed by AIMCO's Code and Operating Manual, which include Trade Allocation, Best Execution and Conflicts of Interest Policies. The Code and the Operating Manual require investment professionals to address all conflicts of interest. In addition, AIMCO professionals must seek pre-clearance of all personal transactions of reportable securities through an online personal pre-trade clearing system which the Compliance Department maintains. The system will either approve or deny permission to complete the trade. In addition, the CCO may revoke an individual's right to make any trade. The pre-clearance of personal transactions is designed to protect AIMCO's clients by preventing AIMCO's employees from taking advantage of investment opportunities

before they are offered to AIMCO's clients and to protect against the investment professional's use of material non-public information.

#### Trading at the Same Time

AIMCO or its affiliates may, from time to time, recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that AIMCO or an affiliate buys or sell the same securities for their own account. These transactions may create a potential conflict of interest between AIMCO's, its affiliates', or its investment professional's investment objectives and those of the client. These conflicts are addressed by AIMCO's Code and Operating Manual, which include Trade Allocation, Best Execution and Conflicts of Interest Policies. The Code and the Operating Manual require investment professionals to address all conflicts of interest. When AIMCO makes purchases or sales from multiple accounts, generally, the securities are equitably apportioned among the parties engaging in such transactions, provided, however, that if the investment is not able to be divided amongst the clients, AIMCO uses a rotational process. AIMCO's Trade Allocation Policy is designed to detect and mitigate any conflicts of interest that may occur. AIMCO's investment professionals are not compensated differently for different clients. This helps avoid certain conflicts of interest that could occur.

In the future, if AIMCO acts as investment adviser for other investment vehicles, and AIMCO or one of its affiliates holds a subordinated note or equity interest in a transaction, a conflict of interest could occur. These conflicts are addressed by AIMCO's Code and Operating Manual, which include Trade Allocation, Best Execution and Conflicts of Interest Policies.

#### **Item 12 - Brokerage Practices**

AIMCO does not pay higher broker commissions in order to receive research or other products or services from brokers-dealers or other parties. In other words, AIMCO does not make soft-dollar payments to broker-dealers. However, in the ordinary course of business, AIMCO receives some research from substantially every broker-dealer.

AIMCO has a Soft Dollar Policy in place in the event that it engages in soft dollars in the future.

AIMCO's Best Execution Policy describes the requirements for choosing a broker, and all new brokers must be approved by the Compliance Department. AIMCO's Compliance Department maintains an approved list of broker-dealers and all trades must be executed by these broker-dealers. The officer responsible for each asset class is responsible for the approved list of broker-dealers for the asset class and approves all additions to this list, based upon a review of the broker-dealers' ability to meet AIMCO's requirements to enable AIMCO to seek to provide best execution for client accounts.

AIMCO may aggregate the purchase or sale of securities for various client accounts. The trade allocation policy governs this process and requires that the allocation process must treat everyone fairly over time, which is generally accomplished through pro rata allocation or a rotational basis, subject to client eligibility and suitability considerations. AIMCO may aggregate orders when doing so and will assist in obtaining best execution.

### **Item 13 - Review of Accounts**

AIMCO furnishes investment advice to several affiliated entities, including pension plans sponsored by an affiliate. AIMCO's officers and investment personnel who conduct portfolio transactions on behalf of these entities review the portfolios on a regular basis to determine each portfolio's compliance with the applicable investment policy and other terms set forth in the advisory agreements. AIMCO's Risk and Return Management Group (RRMG) has portfolio managers for each client. The RRMG regularly meets with the portfolio managers for the asset classes in which they are investing on behalf of clients. The RRMG reviews clients' holdings to ensure the holdings comply with client's investment policies.

Other than as described above, the client portfolios are generally reviewed on a daily basis by the Compliance Department, RRMG and the investment analysts responsible for the asset classes included within the portfolios. The portfolio managers have access to daily analyses of portfolios, and for the CLOs, these are provided by the CLO trustee. Risk management and compliance personnel review daily portfolio reports and provide analyses both as needed and on a quarterly basis regarding compliance with investment guidelines and other portfolio restrictions. Compliance and performance reports are provided to senior managers and departmental officers for their review on a regular basis. If an irregularity is noticed in the normal course of business, the Compliance Department will conduct a review in addition to the regularly scheduled reviews.

AIMCO also serves as the collateral manager for the CLOs. The CLO Senior Portfolio Manager reviews the CLOs and the CLO trustee's monthly reports and payment amounts on a quarterly basis.

If AIMCO expands its investment advisory activities to include acting as collateral manager or investment manager for additional collateralized debt obligations or other investments or to offer investment advice to other institutional investment clients, the review process will be supplemented to include such additional reviews as may be appropriate for the types of client accounts and/or investments being managed, in addition to continuing the daily, weekly and quarterly monitoring by investment analysts, portfolio managers and the investment risk manager as described above.

AIMCO currently provides written reports to the Board of Directors of certain affiliated client entities, and the Investment Committees of the pension plans, with respect to the implementation of investment strategies and other activities in connection with

management of the portfolio on a quarterly basis. These reports include information regarding portfolio activity during the quarter, portfolio positions at quarter end, compliance with applicable investment guidelines and policies and recommendations regarding suggested changes to investment policies or guidelines that have been previously approved by the client Boards or Investment Committees. AIMCO also furnishes any additional information, from time to time as reasonably requested, with respect to portfolio transactions, positions and activities.

AIMCO requires that its investment professionals have experience in investment management or research analysis or other fields complementing their present professional activities with AIMCO. Most analysts and portfolio managers have master's degrees in business administration or related fields or have obtained the Chartered Financial Analyst designation. In considering applicants for positions involving investment advice, AIMCO gives considerable weight to education and to prior business experience in the investment area.

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

AIMCO has used, and may in the future use, unaffiliated broker dealers to provide placement agent services for investment vehicles for which it acts as collateral manager or Investment Adviser.

#### **Item 15 – Custody**

AIMCO has custody of certain clients' funds and securities. These funds and securities are held with a qualified custodian per the requirements of Rule 206(4)-2 (the "Custody Rule"). The qualified custodian sends at least quarterly account statements directly to the client. Clients should carefully review these account statements.

The Compliance Department performs annual reviews of AIMCO's compliance with the Custody Rule. The Compliance Department documents any violations of the Custody Rule, along with any corrective action taken, and reports that information to the AIMCO Board of Directors on a quarterly basis.

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

AIMCO has discretionary authority over some of its clients' assets.

Before assuming discretionary authority from a client, AIMCO executes an IMA with the client. In the IMA, the client describes the parameters of the discretionary authority it gives to AIMCO.

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

AIMCO manages equity-related securities on behalf of its clients and hires sub-advisers for the management of certain of its equity securities. In the event a proxy is received (either physically or electronically) by AIMCO for the benefit of its clients, AIMCO usually delegates the responsibility for voting such proxy (i.e., full discretion over the proxy voting execution function) to Glass, Lewis & Co. (“Glass Lewis”), an independent, third-party professional service company. Glass Lewis provides proxy research, analyses, recommendations and vote execution services for all AIMCO clients. The custodians for AIMCO clients have been instructed to forward proxy statements directly to Glass Lewis. Glass Lewis will then execute the votes based upon pre-established voting guidelines. Therefore, clients cannot direct AIMCO’s vote in a particular solicitation.

All requests for proxy voting information and voting records, including AIMCO’s Proxy Voting Procedure, should be directed to:

Chief Compliance Officer  
Allstate Investment Management Company  
444 W. Lake Street, Suite 4500  
Chicago, Illinois 60606  
[estjohn@allstate.com](mailto:estjohn@allstate.com)

Upon receiving a client request, the CCO will forward a copy of the client's quarterly voting statement. The CCO maintains copies of all client requests and of the information that was provided to the client.

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

AIMCO is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

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

N/A