

ITEM 1 | Cover Page



Mesirow Financial Investment Management, Inc.
Mesirow Analytic Fixed Income
353 North Clark Street
Chicago, Illinois 60654

Telephone— 312.595.8661
Email—cmitchell@mesirowfinancial.com
Web Address—mesirowfinancial.com

May 29, 2020

This brochure provides information about the qualifications and business practices of the Mesirow Analytic Fixed Income division of Mesirow Financial Investment Management, Inc. ("Analytic FI"). If you have any questions about the contents of this brochure, please contact Curt Mitchell at 312.595.8661 or cmitchell@mesirowfinancial.com. 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 Mesirow Financial Investment Management, Inc. ("MFIM") is also available on the SEC's website at www.adviserinfo.sec.gov. The site may be searched by a unique identifying number known as a "CRD number." MFIM's CRD number is 111135.

ITEM 2 | Material Changes

Analytic FI's Form ADV Part 2A, currently dated May 29, 2020 and as may be amended from time to time, is Analytic FI's disclosure document prepared based on the Security and Exchange Commission's regulatory requirements. Analytic FI is required to update this document at least annually, or when an event occurs that may be deemed to have a material impact on Analytic FI's investment management business and/or on its clients, or when a disciplinary event occurs.

Mesirow Financial Investment Management, Inc. ("MFIM") hired the Analytic FI team on May 29, 2020 in order to enhance its institutional fixed income management capabilities and expand its client base. The entire fixed income portfolio team and decision-making process moved from Chicago Equity Partners, LLC ("CEP") to MFIM.

Analytic FI has no material or disciplinary events to report or disclose.

ITEM 3 | Table of Contents

ITEM 1 Cover Page	1
ITEM 2 Material Changes	2
ITEM 3 Table of Contents	3
ITEM 4 Advisory Business	4
ITEM 5 Fees and Compensation	5
ITEM 6 Performance-Based Fees and Side-By-Side Management	6
ITEM 7 Types of Clients	7
ITEM 8 Methods of Analysis, Investment Strategies and Risk of Loss	7
ITEM 9 Disciplinary Information	14
ITEM 11 Code of Ethics	15
ITEM 12 Brokerage Trading Practices	17
ITEM 13 Review of Accounts	20
ITEM 14 Client Referrals and Other Compensation	20
ITEM 15 Custody	21
ITEM 16 Investment Discretion	21
ITEM 17 Voting Client Securities	22
ITEM 18 Financial Information	23

ITEM 4 | Advisory Business

MFIM, an Illinois corporation formed in 1986, is an investment advisor registered with the SEC, with its principal place of business located in Illinois. Analytic FI is a business division within MFIM. MFIM does not provide tax or legal advice. Clients should consult with an expert on matters pertaining to tax or legal issues.

MFIM's sole shareholder is Mesirow Financial Services, Inc., which is a wholly-owned subsidiary of Mesirow Financial Holdings, Inc.

Analytic FI offers investment advisory services and products relating to fixed income investments on a discretionary and non-discretionary basis to institutional clients. These services include advice with regard to the allocation of a client's fixed income assets, benchmark selection and investment guidelines. MFIM Fixed Income typically offers services to managed accounts but may act as an advisor or subadvisor to pooled vehicles.

MFIM, or an affiliate entity, offers various investment management services through its different business units and serves as general partner to a number of private investment vehicles structured as limited partnerships.

MFIM, or an affiliated business group, may advise Mesirow-branded mutual funds, Registered Investment Companies (RICs).

The entire investment decision-making team, now comprised of Analytic FI, joined MFIM with an anticipated first trade date of June 1, 2020. Consequently, it had no assets under management at MFIM as of March 31, 2020.

Advisory Services Offered

Analytic FI provides investment management services to institutional investors, including, but not limited to: banks; corporations; pension and profit-sharing plans; Taft-Hartley plans; charitable institutions, foundations, and endowments; municipalities and other governmental bodies, typically through separately managed accounts ("Managed Accounts"); and, at times, to registered investment companies in a sub-advisory capacity ("Mutual Funds"); and to other pooled investment vehicles intended for sophisticated investors and institutional investors ("Private Funds"; collectively, "Clients").

Analytic FI utilizes an investment process that combines both quantitative and qualitative inputs to manage client portfolios. These investment management services focus on U.S. and international fixed income investments. Please see Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss for a description of Analytic FI's investment processes.

Ability to Tailor Advisory Services

As an asset manager for institutional clients, Analytic FI recognizes that all of its Clients are unique and that their investment needs may be different. As such, Analytic FI may modify its primary investment strategies, as necessary, to meet the goals that Clients specify. At the commencement of the client relationship, each of Analytic FI's Clients executes an investment management agreement that sets forth the Client's investment objectives, investment strategy and any investment restrictions applicable to Analytic FI's management of the assets in the Client's account. Prior to the execution of the agreement, Analytic FI reviews requested objectives and restrictions and works with the Client as needed to refine these objectives and restrictions to both meet the Client's needs and to provide Analytic FI with sufficient discretion to properly invest the Client's assets. While Analytic FI has certain minimum terms and requirements, terms are negotiable.

ITEM 5 | Fees and Compensation

The general annual fee structure for Analytic FI is as follows:

Core and Intermediate Fixed Income Strategies	Intermediate and Long Corporate Fixed Income Strategies
25 basis points on the first \$25 million	30 basis points on the first \$25 million
20 basis points on the next \$75 million	25 basis points on the next \$75 million
15 basis points thereafter	20 basis points thereafter
Short Term Fixed Income Strategy	
20 basis points on the first \$25 million	
15 basis points on the next \$75 million	
10 basis points thereafter	

Fees are generally based upon relationships the client has with MFIM and its affiliates. MFIM may also negotiate fees with particular clients that fall below the fee ranges based on the aforementioned factors. The fees are paid quarterly either in advance or arrears. In the event an account terminates, fees will be prorated for the number of days the account was under management. Fees are typically billed to the client or client's custodian; however, under certain circumstances as agreed to between MFIM and a client, fees may be deducted from the custodied account and paid directly to MFIM.

As general partner to private funds, MFIM, or an affiliate thereof, reserves the authority to reduce the management fee charged with respect to the capital accounts of limited partners who invest in a Partnership on a direct basis with the general partner and/or to reduce, rebate, or waive altogether the management fee. A limited partner's minimum investment in the partnerships varies depending on the limited partnership, which may be modified in certain circumstances by the general partner of the partnership. MFIM is incentivized to recommend prospects and clients to invest in Mesirow sponsored funds and accounts and is incentivized to encourage clients to increase investments.

Limited Negotiability of Advisory Fees Although MFIM has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These facts, circumstances and needs may include, among other factors, the complexity of the client; assets to be placed under management; anticipated future additional assets; related accounts; portfolio style; account composition; and reporting requirements. The specific annual fee schedule will be identified in the contract between the advisor and each client.

Discounts, not generally available to our advisory clients, are typically offered to employees, family members and friends of associated persons of MFIM. Additionally, there are a number of expenses from third-parties which may increase the fees/cost of the account to the Client.

Termination of the Advisory Relationship Clients that invest in separately managed accounts typically may terminate their investment management agreement upon providing 30 days written notice. Certain fees may be paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees are generally refunded. In calculating a client's reimbursement of fees, MFIM may prorate the reimbursement according to the number of days remaining in the billing period.

Additional Fees and Expenses In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker/dealers, including, but not limited to, any transaction charges imposed by a broker dealer.

From time to time, MFIM refers its clients to affiliated entities or products, which may perform other services. Analytic FI and/or its employees can receive referral compensation in exchange for such referral. Consequently, Analytic FI and its employees are incentivized to recommend other Mesirow products. Similarly, affiliates of MFIM and/or their employees can refer clients to Analytic FI for which Analytic FI pays referral compensation to such affiliates and/or their employees. Mesirow Financial Holdings, Inc., a Delaware corporation ("MFH"), is the owner of Mesirow Financial Services, Inc. ("MFS"), the parent of MFIM. Analytic FI can pay associated personnel referral fees. MFIM does not currently have any material arrangements with any of these entities other than as described in Item 10.

Certain employees of MFIM are also registered employees of MFI. Such employees can offer to clients investment advisory services through MFIM as well as broker/dealer services through Mesirow Financial, Inc., its affiliated broker/dealer ("MFI"). These services provided by MFIM and MFI and the fees related to such services are separate and distinct. Such employees eligible to offer these services have financial incentives to offer one service over another.

MFIM may from time to time accrue revenue based on commissions paid to MFI, for brokerage services rendered on behalf of MFIM clients. This revenue, or a portion thereof, can be considered by MFIM management as part of a discretionary bonus for the employee at fiscal year-end.

Grandfathering of Minimum Account Requirements Pre-existing advisory clients are subject to MFIM's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, minimum account requirements may differ among clients.

ERISA Accounts In certain circumstances MFIM is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts ("IRAs") pursuant to the Employee Retirement Income and Securities Act of 1974 ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation.

Advisory Fees in General Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Educational Events MFIM employees may benefit from educational events sponsored by service providers to MFIM, such as law firms, audit firms and other professional service firms.

ITEM 6 | Performance-Based Fees and Side-By-Side Management

Analytic FI does not currently have any accounts which pay on a performance basis.

Side-by-Side Management

Analytic FI simultaneously may manage multiple types of portfolios, including separate accounts, private funds and sub-advised mutual funds according to the same or a similar investment strategy. These portfolios may include proprietary accounts in which Analytic FI or its partners have an interest. The simultaneous management of these different investment products creates certain conflicts of interest as the fees for the management of certain types of products may be higher than others. Nevertheless, when managing the assets of such accounts, Analytic FI has an affirmative duty to treat all such accounts fairly and equitably over time.

Although Analytic FI has a duty to treat all portfolios within an investment strategy fairly and equitably over time, such portfolios will not necessarily be managed the same at all times. Specifically, there is no requirement that Analytic FI use the same investment practices consistently across all portfolios. In general, investment decisions for each Client account will be made independently from those of other Client accounts and will be made with specific reference to the individual needs and objectives of each Client account. In fact, different Client guidelines and/or differences within particular investment strategies may lead to the use of different investment practices for portfolios within a similar investment strategy. In addition, Analytic FI will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible portfolios, particularly if different portfolios have materially different amounts of assets under management, investable cash available, different strategies, or different risk tolerances. In addition, some Client accounts may purchase long positions in certain securities while other Client accounts simultaneously sell short these same securities. As a result, although Analytic FI manages numerous portfolios with similar or identical investment objectives or may manage accounts with different objectives that trade in the same securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from portfolio to portfolio.

Since side-by-side management of various types of portfolios raises the possibility of favorable or preferential treatment of a Client or a group of Clients, Analytic FI has procedures designed and implemented in furtherance of its efforts to treat all portfolios fairly and equally over time. By utilizing these procedures, Analytic FI believes that portfolios that are subject to side-by-side management alongside other products are receiving fair and equitable treatment over time.

ITEM 7 | Types of Clients

Analytic FI may provide advisory services to client types that include, but are not limited to:

- Pension and profit sharing plans
- Charitable organizations
- Corporations or other businesses
- State or municipal government entities
- Registered Investment Companies
- Banks
- Taft-Hartley plans
- Foundations
- Endowments

ITEM 8 | Methods of Analysis, Investment Strategies and Risk of Loss

Method of Analysis

Analytic FI utilizes an investment process that combines both quantitative and qualitative inputs to construct portfolios that Analytic FI believes will generate excess returns relative to a specified benchmark at a specified risk level.

Analytic FI's strategy for fixed income investments is designed to deliver excess returns to a benchmark utilizing a risk controlled process. This process begins by determining the Client's objectives, followed by the selection of a benchmark that is intended to gauge relative performance and to establish the level of risk for the Client's portfolio. Analytic FI applies relative value analysis at the issuing sector level or yield curve

distribution and through specific security selection within a controlled duration range around the benchmark. Analytic FI will incorporate the relative value decisions along with a number of risk constraints in the portfolio construction process.

Clients may designate certain social, religious or statutory restrictions regarding portfolio investments within their investment guidelines. Analytic FI will incorporate these restrictions into the construction and maintenance of the Client's portfolio.

There can be no assurance that the objectives associated with any of the strategies described below will be met. These strategies involve the risk of loss that clients should be prepared to bear, including loss of all of a Client's invested capital.

Core / Intermediate / Short Term Fixed Income Strategies

Philosophy and Approach

Analytic FI believes that the role of fixed income is to provide income, stability and to reduce overall portfolio risk. Analytic FI typically builds diversified portfolios with an income advantage by purchasing bonds in the high-quality, non-Treasury sectors. However, Analytic FI believes there are also times when investors are not compensated for taking credit risk. The depth and breadth of Analytic FI's research adds value in sector allocation, yield curve positioning and security selection. Analytic FI manages risk by maintaining a narrow duration band, limiting position size and avoiding illiquid and unproven securities.

Research and Screening Process - Sector Allocation

Analytic FI's active sector allocation approach seeks to identify where we are in the economy and credit cycle. Analytic FI's sector and quality decisions are driven by inputs in four areas: Fed policy/macroeconomic, fundamentals, valuation, and sentiment/momentum. This creates Analytic FI's market conditions analysis.

Analytic FI's portfolio management team formally establishes its credit, sector and quality weights based on these inputs. Once these target weights are established, Analytic FI begins the security selection process.

Research and Screening Process – Security Selection

Analytic FI's quantitative security selection model screens for securities with the characteristics it may have found to be the drivers of corporate bond returns. Analytic FI's proprietary model consists of factors that include both traditional fixed income metrics as well as other equity-based criteria that Analytic FI has found are good indicators of a bond's future performance. The model ranks every corporate bond in the benchmark on a scale of 1-10. Purchases are focused on bonds ranked 7 and above. This approach allows Analytic FI to evaluate a significant amount of bond market data in a systematic, unbiased and timely manner.

Analytic FI's fixed income portfolio managers then incorporate factors the data may not capture such as legal and regulatory issues, acquisitions/divestitures, competition, and company management.

A quantitatively driven, relative value model is used to evaluate opportunities in agency mortgage-backed securities. Model inputs include the level of rates, the composition of the mortgage index, the slope of the yield curve, and interest rate volatility. This process is applied exclusively to agency issued mortgage-backed securities because of their standardized underwriting platform, structural transparency, limited credit risk, and superior liquidity. The portfolio managers then work with the trading desk to determine if a bond is liquid, positioned on the right part of the yield curve and if its spread compensates Analytic FI for the risk assumed.

Portfolio Construction & Risk Control

Analytic FI follows a disciplined investment process through all market cycles combining quantitative and fundamental research with an experienced portfolio management team. The key elements of the process include sector allocation, security selection, yield curve positioning/duration management and risk management.

Yield Curve Positioning / Duration

Yield curve positioning is established as a result of Analytic FI's analysis of the Treasury curve and is designed to identify attractive opportunities along the yield curve. Analytic FI's analysis considers historical term structure relationships as well as macroeconomic and technical trends with a bias towards a more bulleted term structure. Duration management plays a limited role in Analytic FI's investment process with duration controlled at +/- 10% of the benchmark.

Risk Management

Risk management is an important part of the investment process because it allows Analytic FI to preserve the excess returns it generates. At the outset, Analytic FI establishes a risk budget that incorporates interest rate, yield curve, sector, industry, quality and specific issuer risks, both independently and in total. Next, Analytic FI sets diversification rules and position limits that foster consistency in the portfolio construction process. Analytic FI's strict "buy" discipline provides further control by minimizing the number of times Analytic FI needs to use its "sell" discipline. Illiquid, unproven securities that have limited exposure to adverse market conditions where downside risk is difficult to quantify are avoided.

Buy/Sell Discipline

Analytic FI's buy discipline focuses on securities that fall within areas defined by its core fixed universe. Corporate issuers should possess the fundamental characteristics Analytic FI uses in its credit selection process and a favourable qualitative review by Analytic FI's portfolio management team. For mortgage/asset-backs, the securities should possess the structural, prepayment and liquidity characteristics Analytic FI uses in its structured products selection process. The security purchased will be valued fairly/attractively relative to its peer group on a historical basis. Finally, based on the portfolio managers' judgment and experience, the security should be liquid and meet the Client's perceived risk tolerance.

Analytic FI's sell discipline is based on several factors. The portfolio manager would sell a security if the facts surrounding the original purchase of the security no longer hold true, a change in Analytic FI's research ranking, a change in economic, industry or company fundamentals has occurred, or the security's relative valuation versus its peer group is no longer attractive. In addition, if a bond is downgraded from one rating category to another, Analytic FI's ratings-based risk controls require at least a partial sale.

Intermediate Corporate, Long Corporate, Long Credit Fixed Income StrategiesPhilosophy and Approach

Analytic FI believes that the role of fixed income is to provide income, stability and to reduce overall portfolio risk. Analytic FI typically builds diversified portfolios with an income advantage by purchasing bonds in the high-quality, non-Treasury sectors. However, Analytic FI believes there are also times when investors are not compensated for taking credit risk. The depth and breadth of Analytic FI's research adds value in sector allocation, yield curve positioning and security selection. Analytic FI manages risk by maintaining a narrow duration band, limiting position size and avoiding illiquid and unproven securities.

Research and Screening Process – Sector/Industry Allocation

Analytic FI's active sector allocation approach seeks to identify where we are in the economy and credit cycle. Analytic FI's sector and quality decisions are driven by inputs in four areas: Fed policy/macroeconomic, fundamentals, valuation, and sentiment/momentum. This creates Analytic FI's market conditions analysis. Analytic FI formally establishes its credit, sector/industry and quality weights based on the output of this model and the input of Analytic FI's portfolio management team. Once these target weights are established, Analytic FI begins our security selection process.

Research and Screening Process – Security Selection

Analytic FI's quantitative security selection model screens for securities with the characteristics it may have found to be the drivers of corporate bond returns. Analytic FI's proprietary model consists of factors that include both traditional fixed income metrics as well as other equity-based criteria that Analytic FI has found are good indicators of a bond's future performance. The model ranks every corporate bond in the benchmark on a scale of 1-10. Purchases are focused on bonds ranked 7 and above. This approach allows Analytic FI to evaluate a significant amount of bond market data in a systematic, unbiased and timely manner.

Analytic FI's fixed income portfolio managers then incorporate factors the data may not capture such as legal and regulatory issues, acquisitions/divestitures, competition, and company management.

A quantitatively driven, relative value model is used to evaluate opportunities in agency mortgage-backed securities. Model inputs include the level of rates, the composition of the mortgage index, the slope of the yield curve, and interest rate volatility. This process is applied exclusively to agency issued mortgage-backed securities because of their standardized underwriting platform, structural transparency, limited credit risk, and superior liquidity. The portfolio managers then work with the trading desk to determine if a bond is liquid, positioned on the right part of the yield curve and if its spread compensates Analytic FI for the risk assumed.

Yield Curve Positioning / Duration

Yield curve positioning is established as a result of Analytic FI's analysis of the Treasury curve and is designed to identify attractive opportunities along the yield curve. Analytic FI's analysis considers historical term structure relationships as well as macroeconomic and technical trends with a bias towards a more bulleted term structure. Duration management plays a limited role in Analytic FI's investment process with duration controlled at +/- 10% of the benchmark.

Portfolio Construction & Risk Control

Analytic FI follows a disciplined investment process through all market cycles combining quantitative and fundamental research with an experienced portfolio management team. The key elements of the process include sector/industry allocation, security selection, yield curve positioning/duration management and risk management.

Risk Management

Risk management is an important part of the investment process because it allows Analytic FI to preserve the excess returns it generates. At the outset, Analytic FI establishes a risk budget that incorporates interest rate, yield curve, sector, industry, quality and specific issuer risks, both independently and in total. Next, Analytic FI sets diversification rules and position limits that foster consistency in the portfolio construction process. Analytic FI's strict "buy" discipline provides further control by minimizing the number of times Analytic FI needs to use its "sell" discipline. Illiquid, unproven securities that have limited exposure

to adverse market conditions where downside risk is difficult to quantify are avoided. Analytic FI's disciplined, consistent investment process provides Clients with the benefit of a solid research effort delivered by experienced professionals.

Buy/Sell Discipline

Corporate issuers should possess the fundamental characteristics Analytic FI uses in its credit selection process and a favourable review by Analytic FI's industry analysts. The security purchased will be valued fairly/attractively relative to its peer group on a historical basis. Finally, based on the portfolio manager's judgment and experience, the security should be liquid and meet the Client's perceived risk tolerance.

Analytic FI's sell discipline is based on several factors. The portfolio manager would sell a security if the facts surrounding the original purchase of the security no longer hold true, a change in Analytic FI's research ranking, a change in economic, industry or company fundamentals has occurred, or the security's relative valuation versus its peer group is no longer attractive. In addition, if a bond is downgraded from one rating category to another, Analytic FI's ratings-based risk controls require at least a partial sale.

Trading Process for all Fixed Income Strategies

The trading desk serves as Analytic FI's "eyes and ears" in the bond market. Orders are directed to the trading desk using a third-party order management and compliance system and bonds are allocated to Client accounts on a pro-rata basis. All trades are done on a best execution basis. Dispersion is minimized using a model portfolio for each product. Analytic FI has found that electronic trading platforms improve the execution and efficiency of the trading process for many types of transactions. Trading frequency will generally not exceed 150% of the portfolio annually on a market value basis. Analytic FI may exceed the amount stated within those guidelines it believes that turnover in excess of the stated amount will prove beneficial to the portfolio meeting its investment objective.

Material Investment Strategy Risks

The investment strategies utilized by Analytic FI carry different levels of risk. In each strategy, all securities include a risk of loss of principal and any profits that have not been realized. The bond markets fluctuate substantially over time, and performance of any investment is not guaranteed. The risks inherent in our investment strategies include, but are not limited to:

Management Risk. Because the strategies involve actively-managed investment portfolios, security selection or focus on securities in a particular style, market sector or group of companies may cause the strategies to underperform relevant benchmarks or other funds with a similar investment objective. There can be no guarantee that Analytic FI's investment techniques and risk analysis will produce the desired result.

Operational Risk. The strategies require significant operation, technology and trading support to be appropriately implemented. There is a material risk to the strategies and investors that these services may not be appropriately performed or that systems may not operate appropriately.

Market Risk. Market prices of securities held by Client portfolios may fall rapidly or unpredictably due to a variety of factors, including changing economic, political, or market conditions.

Sector Risk. Companies or issuers that are in similar industry sectors may be similarly affected by particular economic or market events; to the extent the strategies have substantial holdings within a particular sector, the risks associated with that sector increase. Stocks in the information technology sector currently, and may in the future, comprise a significant portion of Client portfolios. The information technology industries may be affected by technological obsolescence, short product cycles, falling prices

and profits, competitive pressures and general market conditions. Companies in the health care sector may be affected by government regulation, government approval of products and services, technological obsolescence, patent expirations, product liability or other litigation, and changes in governmental and private payment systems.

Material Investment Risks Related to Analytic FI's Quantitative Investment Model

Model Risk. Analytic FI investment strategies employ a proprietary quantitative model that is developed by key personnel and continue to evolve. Analytic FI's models are developed through extensive research and data testing. The result of this research must then be converted into computer code and data must be properly entered in these models. While Analytic FI seeks to hire individuals skilled in these functions and has developed process and procedures to maintain proper oversight of the development and testing of the firm's models, the models may nonetheless contain errors, omissions, imperfections and malfunctions. Analytic FI seeks to reduce the incidence and impact of these events through a certain degree of internal testing and real-time monitoring, and the use of independent safeguards in the overall portfolio management system and often, in the software code itself. Despite such testing, monitoring and independent safeguards, events may occur which may adversely affect a Client's portfolio and would generally not constitute a trade error subject to reimbursement under Analytic FI's policies.

The investment strategies are highly reliant on the gathering, cleaning, culling and analysis of large amounts of data. Accordingly, models rely heavily on appropriate data inputs. However, it is not possible or practicable to factor all relevant, available data into forecasts and/or trading decisions of the models. Analytic FI will use its discretion to determine what data to gather and what subset of that data the models take into account to produce forecasts that may have an impact on ultimate trading decisions. In addition, due to the automated nature of data gathering, the volume and depth of data available, the complexity and often manual nature of data cleaning, and the fact that the substantial majority of data comes from third-party sources, it is inevitable that not all desired and/or relevant data will be available to, or processed by, Analytic FI at all times. If incorrect data is fed into even a well-founded model, it may lead to an event subjecting the client to loss.

When models and data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon will expose the Fund to risks. For example, by relying on models and data, Analytic FI may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. In addition, models may incorrectly forecast future behavior, leading to potential losses on a cash flow and/or a mark-to-market basis. Furthermore, in unforeseen or certain low-probability scenarios, often involving a market disruption of some kind, models may produce unexpected results.

Computer System Risk. The functionality of Analytic FI's quantitative investment models is dependent upon a variety of computer hardware and software systems and platforms. The failure or malfunction of any of these systems and platforms may negatively affect the functionality of Analytic FI's models which may negatively affect the performance of Clients' portfolios.

Information and Data Risk. Analytic FI models' functionality is dependent upon information and data generated both internally and supplied by third parties. Any of this information and data may be inaccurate or flawed. Inaccurate or flawed information and data entered into Analytic FI's models will result in inaccurate or flawed output. Any decision made in reliance upon this flawed output would expose Clients to potential risk of loss.

Obsolescence Risk. As market dynamics shift over time, a previously successful model may become outdated or inaccurate, possibly before Analytic FI recognizes the change and significant losses are incurred. Alternative modeling techniques or assumptions might produce significantly different results and

prove to be more appropriate. Analytic FI will continue to develop and test its models, but there can be no assurance that Analytic FI will be successful in maintaining effective models.

Crowding/Convergence. There is significant competition among quantitatively-focused managers, and the ability of Analytic FI to deliver returns depends on its ability to employ models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that Analytic FI is unable to develop sufficiently differentiated models, a strategy's investment objective may not be met, irrespective of whether the models are profitable in an absolute sense. In addition, to the extent that the models come to resemble those employed by other managers, there is an increased risk that a market disruption may negatively affect predictive models such as those employed by Analytic FI's investment strategies, as such a disruption could accelerate reductions in liquidity or rapid re-pricing due to simultaneous trading across a number of funds in the marketplace utilizing models, or similar quantitatively focused investment strategies.

Trading Judgment. While Analytic FI's investment strategies principally rely on the models and are subject to the risks referred to above, the ultimate decision-making authority rests with the members of the portfolio management team for model implementation. Members of the team will exercise care and judgement incorporating the risk and return potential of each individual security and how those securities will impact the overall portfolio. As such, even if Analytic FI's models are accurate, the ultimate investment performance still depends on Analytic FI's portfolio management and trading teams' ability to implement the model through the purchase and sale of securities and other investments. Analytic FI has established certain processes for implementing trades and managing risk, but there is no guarantee that these processes will be effective.

Material Security Risks

Currency Risk. Investments with exposure to non-U.S. currencies may experience sudden fluctuations in exchange rates relative to the U.S. dollar. Client portfolios are valued on the basis of the U.S. dollar. Consequently, if a currency experiences a decline relative to the U.S. dollar, an investment denominated in that currency may experience an overall loss even if the price of the investment rises.

Emerging Market Securities Risk. The risks of foreign investing are heightened for securities of companies in emerging market countries. Emerging market countries tend to have economic structures that are less diverse and mature, and political systems that are less stable, than those of developed countries. In addition to all of the risks of investing in foreign developed markets discussed below, emerging market securities are susceptible to illiquid trading markets, governmental interference, significant currency exchange rate devaluations, fluctuations, and declines against the U.S. dollar, less regulatory oversight of securities markets, and restrictions on gaining access to sales proceed. These risks may result in greater price and market volatility.

Fixed Income Securities. Fixed income obligations are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). Changes in interest rates may cause a decline in the market value of an investment. With bonds and other fixed income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. Bonds and other fixed income securities generally involve less market risk than stocks; however, the risk of bonds can vary significantly depending upon factors such as the issuer and maturity. For example, the issuer of a security may default or otherwise become unable to honor a financial obligation.

Foreign Investment Risk. Investments in foreign issuers may involve risks in addition to those associated with U.S. investments. In addition to currency risk described above, these risks include additional taxation,

political or economic instability, less publicly available information about a foreign issuer, and limited regulatory oversight of foreign banks, securities depositories and exchanges. These risks may result in greater price and market volatility.

U.S. Government Securities. Obligations issued by some U.S. government agencies, authorities, instrumentalities, or sponsored enterprises such as Government National Mortgage Association (“GNMA”), are backed by the full faith and credit of the U.S. government, while obligations issued by others, such as Federal National Mortgage Association (“FNMA”), Federal Home Loan Mortgage Corporation (“FHLMC”), and Federal Home Loan Banks (“FHLBs”) are not backed by the full faith and credit of the U.S. government and are backed solely by the entity’s own resources or by the ability of the entity to borrow from the U.S. Treasury. If one of these agencies defaulted on a loan, there is no guarantee that the U.S. government will provide financial support.

ITEM 9 | Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s or prospective client’s evaluation of the adviser or the integrity of the adviser’s management. There are no such legal or disciplinary events applicable to Analytic FI.

ITEM 10 | Other Financial Industry Activities and Affiliations While MFIM and these individuals endeavor at all times to fulfill their fiduciary responsibilities to clients, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and can affect the judgment of these individuals when making recommendations.

As part of its proprietary investing program, MFIM or an affiliate can utilize futures contracts and related options for hedging and yield-enhancement purposes.

The principals of MFIM are also the principals of the general partner of funds sponsored by MFIM. The general partner can designate MFIM as having primary responsibility for investment management and administrative matters, such as accounting, tax and periodic reporting, pertaining to MFIM sponsored funds. MFIM and its members, officers and employees will devote to the funds as much time as it deems necessary and appropriate to manage the business. MFIM and its affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities can be in competition with the funds. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of MFIM management personnel and employees will not be devoted exclusively to the business of the funds but could be allocated between the business of the funds and other business activities.

As noted in Items 4 and 5, MFIM or its affiliates can act as a general partner or sponsor of various private investment vehicles that MFIM may recommend or sell to its advisory clients. Prior to the sale of any such investments, MFIM will have disclosed any potential conflicts of interest and will recommend the investment only if it appears suitable for the client.

Clients should be aware that the receipt of additional compensation by MFIM and its management persons or employees creates a conflict of interest that potentially impairs the objectivity of MFIM and these individuals when making advisory recommendations. MFIM endeavors at all times to put the interests of its clients first as part of our fiduciary duty as a registered investment advisor. MFIM typically takes the following steps to address and to mitigate any potential conflicts:

- MFIM endeavors to disclose to clients the existence of all material conflicts of interest;

- MFIM collects, maintains and documents accurate, complete and relevant client background information, including the client's investment mandates, financial goals, objectives and risk tolerance;
- MFIM's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable for the client's needs and circumstances;
- MFIM requires that our employees seek prior approval of any outside employment activity to ensure that any conflicts of interest in such activities are properly addressed;
- MFIM periodically monitors outside employment activities of its employees to verify that any conflicts of interest continue to be properly addressed; and

MFIM educates its employees regarding the responsibilities of a fiduciary, including the need to have a reasonable and independent basis for the investment advice provided to clients.

Conflicts of Interest

Analytic FI has complete discretion over the selection and amount of securities to be bought or sold and the price to be paid for those securities. In the event that it took on a second client, Analytic FI can experience conflicts of interest over Analytic FI's time devoted to managing any one account (and the Members of Analytic FI do experience conflict in the management of their time on the businesses of Analytic FI.) Analytic FI attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. Analytic FI is not obligated to acquire for any account any security that Analytic FI or its managers, members or employees can acquire for its or their own accounts or for the account of any other client, if in the absolute discretion of Analytic FI, it is not practical or desirable to acquire a position in such security for that account.

Analytic FI is accountable to its clients as a fiduciary and, consequently, must exercise good faith and integrity in managing its clients' affairs and in resolving questions involving potential and actual conflicts of interest. This duty exists in addition to the various duties of, and limitations on, Analytic FI set forth in the Funds' offering and charter documents and our investment management agreements, as applicable. We endeavor to conduct the affairs of our clients in a manner fully consistent with our fiduciary obligations.

MFIM employees are incentivized to recommend other MFIM products and affiliates services.

MFIM has a significant relationship with SEI, including using SEI for fund and CIT services, back office support and administrative services. MFIM is incentivized to recommend clients use SEI as it can reduce the cost of SEI services to MFIM.

ITEM 11 | Code of Ethics

MFIM has adopted a Code of Ethics that sets forth the ethical standards of business conduct that MFIM requires of its employees, including compliance with applicable federal securities laws.

MFIM and its personnel owe a duty of loyalty, fairness and good faith towards clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics, but also to the general principles that guide the Code of Ethics.

MFIM's Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by MFIM's access persons. MFIM has additional policies and procedures relating to the preclearance of all employee trades (other than securities deemed exempt from this obligation). MFIM's Code of Ethics also provides for oversight, enforcement and recordkeeping provisions.

MFIM's Code of Ethics further includes policies and procedures governing gifts and entertainment, outside business activities, confidentiality of information and information barriers, and charitable and political contributions. The Code of Ethics also prohibits the misuse of material non-public information and

emphasizes the avoidance of conflicts of interest with investors. Each employee must acknowledge the terms of the Code of Ethics on an annual basis. Any employee who violates the Code of Ethics may be subject to possible actions, which may include enhanced supervision, censure, suspension or termination.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email (jlevine@mesirowfinancial.com) or by phone (312.595.6072).

MFIM is part of a group of affiliated financial services companies that perform a number of different services for a client. MFIM is mindful of the conflicts or potential conflicts that such relationships create.

Consequently, MFIM has adopted a Code of Conduct that prescribes standards of conduct required of all employees, regardless of their position or affiliation in the group. The Code prohibits self-dealing and other improper activities, the misuse of material non-public information, and it emphasizes the avoidance of conflicts of interest with clients. Some specific areas of potential conflict are discussed below.

MFIM and/or individuals associated with it can buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) can have an interest or position in certain securities that may also be recommended to a client. However, it is the expressed policy of MFIM that no person employed by MFIM can purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

MFIM does not aggregate employee trades with client transactions.

MFIM, through MFI, may direct the purchase or sale in securities on a principal basis in accordance with Section 206(3) under the Investment Advisers Act of 1940, as amended.

As these situations represent actual or potential conflicts of interest to clients, MFIM has established the following policies and procedures for implementing its Code of Ethics, to ensure our firm complies with its regulatory obligations and provides clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of MFIM can put his or her own interest above the interest of an advisory client.
2. No principal or employee of MFIM can buy or sell securities for their personal portfolio(s) based on information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of MFIM that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account.
4. MFIM requires prior approval for any IPO or private placement investments.
5. MFIM maintains a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by the appropriate designated supervisor.
6. MFIM has established procedures for the maintenance of all required books and records.
7. For accounts custodied at National Financial Services ("NFS"), with which MFIM's broker/dealer affiliate has a clearing arrangement, clients are fully informed that related persons can receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where MFIM is granted discretionary authority.
9. All of MFIM's principals and employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
10. MFIM requires delivery and acknowledgement of the Code of Ethics by each access person.

11. MFIM has established policies requiring the reporting of Code of Ethics violations to senior management.

Any individual who violates any of the above restrictions may be subject to possible actions, which may include enhanced supervision, censure, suspension or termination.

Other Participation or Interest in Client Transactions

Due to the fact that MFIM is compensated based on AUM, MFIM employees are incentivized to have clients open accounts and to add assets to new and existing accounts.

ITEM 12 | Brokerage Trading Practices

Generally, Analytic FI is retained to provide investment management services on a discretionary basis and is authorized to determine and direct execution of portfolio transactions within the Client's specified investment objectives. Analytic FI has a fiduciary duty to seek best execution and to ensure that trades are allocated fairly and equitably among Clients over time.

Brokerage Relationships

Analytic FI's relationships with broker-dealers, particularly those affiliated with large financial services organizations, are complex. Analytic FI uses various broker-dealers to execute trades on behalf of Clients, but Analytic FI may also have many other relationships with such firms. For example:

- Analytic FI may invest Client assets in securities issued by broker-dealers or their affiliates.
- Analytic FI may provide investment management services to certain broker-dealers or their affiliates.
- Certain broker-dealers may provide both internally-generated and third-party research to Analytic FI as part of a bundled service.
- A broker-dealer may provide consulting, custodial or other services to Analytic FI Clients or to Analytic FI's Private Funds.
- Certain broker-dealers may refer clients to Analytic FI.

Notwithstanding such relationships or business dealings with these broker-dealers, Analytic FI has a fiduciary duty to its Clients to seek best execution when trading with these firms and has implemented policies and procedures to monitor its efforts in this regard.

Best Execution – Selection Factors for Broker-Dealers

As noted above, Analytic FI has a duty to seek best execution of transactions for Client accounts. Best execution is generally understood to mean the best fill under the circumstances. In seeking best execution, Analytic FI takes into account factors including, but not limited to, transaction price, quality of execution (such as the speed of execution and the likelihood the trade will be executed).

Clients typically grant Analytic FI the authority to select the broker-dealer to be used for the purchase or sale of securities. Analytic FI, in seeking best execution, will make this selection based on a number of factors, which may include, but are not limited to, the following: the broker-dealer's financial soundness; the broker-dealer's ability to effectively and efficiently execute, report, clear, and settle the order; the broker-dealer's ability to commit capital; the broker-dealer's ability to timely and accurately communicate with Analytic FI's trading desk and operations team; the broker-dealer's commission rates; and similar factors. Analytic FI does not consider any client referrals from a broker-dealer when determining best execution, or when placing Client trades.

Recognizing the value of these factors, Analytic FI may select a broker-dealer that charges a commission in excess of that which another broker-dealer might have charged for effecting the same transaction. Analytic FI is not obligated to choose the broker-dealer offering the lowest available commission rate if, in Analytic FI's reasonable judgment, the total cost or proceeds from the transaction may be less favorable than what may be obtained elsewhere or if a higher commission is justified by the service and/or research provided by another broker-dealer.

Analytic FI has implemented a series of internal controls and procedures to address the conflicts of interest associated with its brokerage practices. To determine that it is receiving best execution for its transactions over time, Analytic FI will obtain information as to the general level of commission rates being charged by the brokerage community or on electronic platforms, from time to time, and will periodically evaluate the trade cost analysis by reference to such data.

Directed Brokerage

Analytic FI does not direct or require its Clients to use a specified broker-dealer for portfolio transactions in their accounts. In some cases, Clients have directed Analytic FI to use specified broker-dealers for all or a percentage of the portfolio transactions in their accounts. In such a case, Analytic FI is not obligated to, and will generally not, solicit competitive bids for each transaction or seek the lowest commission rates for the client, as the commission rates have typically been pre-negotiated between the Client and the designated broker-dealer ("Directed Broker"). Since Analytic FI has not negotiated the commission rate and may not be able to obtain volume discounts, the commission rate charged by the Directed Broker may be higher than what Analytic FI could receive from another broker-dealer. In addition, the Client may be unable to obtain the most favorable price on transactions executed by Analytic FI as a result of Analytic FI's inability to aggregate/bunch the trades from this account with other Client trades. Furthermore, the Client may not be able to participate in the allocation of a security of limited availability. In some situations, Analytic FI may not execute a Client's securities transactions with its Directed Broker until non-directed brokerage orders are completed. Accordingly, Clients who direct commissions to specified broker-dealers may not generate returns equal to Clients that do not direct commissions. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker-dealers at lower costs and possibly with more favorable execution.

Analytic FI reserves the right to reject or limit client requests for directed brokerage, and Clients may be charged a premium for such arrangements.

Step-Outs

Analytic FI may use "step-out trades" when it determines that such trade may facilitate better execution for certain Client trades. Step-out trades are transactions which are placed at one broker-dealer and then "given up" or "stepped out" by that broker-dealer to another broker-dealer for credit. Step-out trades may benefit the Client by finding a natural buyer or seller of a particular security so that Analytic FI can trade a larger block of shares more efficiently. Unless directed otherwise by the Client, Analytic FI may use step-out trades for any Client account.

Analytic FI may use step-out trades to accommodate a Client's directed brokerage mandate. In the case of directed brokerage accounts, trades are often executed through a particular broker-dealer and then "stepped-out" to the directed brokerage firm for credit. In circumstances where Analytic FI has followed the Client's instructions to direct brokerage, there can be no assurance that Analytic FI will be able to step-out the trades, or, if it is able to step-out the trades, that Analytic FI will be able to obtain more favorable execution than if it had not stepped-out the trades.

Cross Trades

Analytic FI does not engage in cross trades in its Clients' accounts

Liquidity Rebates

In selecting broker-dealers to execute transactions for the accounts it manages, Analytic FI does not consider any "liquidity rebates" that may be available to those broker-dealers. Broker-dealers may earn "liquidity rebates" (i.e., a certain cash rebate) when placing orders in certain market centers while trading on behalf of Analytic FI. Analytic FI chooses broker-dealers based on our policy of seeking best execution, which is determined by several quantitative and qualitative factors. It is against Analytic FI's policy to take into consideration a broker-dealer's potential to earn liquidity rebates when deciding whether to choose a particular full-service broker-dealer.

As noted previously, Analytic FI maintains a series of internal controls and procedures relating to its brokerage practices. These controls and procedures are designed to mitigate the potential conflicts of interest as described herein.

Trade Aggregation

When two or more portfolios are simultaneously engaged in the purchase or sale of the same security, Analytic FI may, but is not obligated to, combine and aggregate the transactions to form a "bunched trade" or "block trade." In such cases, these accounts will receive the average price of the transactions in that security for the day. Trades in the same security for different accounts will be accumulated for a reasonable period of time to allow for aggregation unless a particular account's interest would be unduly prejudiced. Analytic FI may, but is not required to, aggregate orders into block trades where Analytic FI believes this is to be appropriate, in the best interests of the Client accounts, and consistent with applicable legal requirements. Transactions executed in a block will typically be allocated to the participating Client accounts before the close of the business day.

Since more than one Client account's orders are included in a block trade, Analytic FI has adopted a policy of using a "pro rata allocation" to allocate the trade among each account whose order makes up part of the block. Under a pro rata allocation, as securities are being purchased or sold as part of the block trade, the securities are being allocated to (or away from, in the case of a sale) accounts in the proportion by which each account's order size (as determined by the portfolio manager at the time of order entry) makes up a percentage of the entire block. In cases where Analytic FI is unable to fulfill a block trade the same day (i.e., purchase or sell all securities within the block trade), those securities that have been purchased or sold by the end of the day will generally be allocated pursuant to Analytic FI's pro rata allocation methodology.

Analytic FI believes that, in most instances, a pro rata allocation of block trades will assure fairness. However, Analytic FI also recognizes that no rigid formula will necessarily lead to a fair and reasonable result and that a degree of flexibility to adjust the formula to accommodate specific circumstances is necessary when determining how to allocate block trades. Therefore, under certain circumstances, allocation of block trades on a basis other than strictly pro rata may occur if Analytic FI believes that such allocation is fair and reasonable. Nevertheless, all securities purchased or sold through a block trade, including expenses incurred in the transaction, will be allocated on a fair and equitable basis over time, to the extent practicable, without favoring any account or type of account or Client (including any proprietary or affiliated account). On a periodic basis, Analytic FI's portfolio managers and compliance personnel monitor the proportional amounts allocated to all portfolios to determine whether such allocations are fair and equitable over time.

The ability of a Client account to participate with other accounts in bunched/block transactions may produce better execution for the individual Client account. However, in some instances, a Client may have designated a specific broker-dealer to whom the Client's trades must be directed (see the "Directed Brokerage" sub-section above). This designated broker-dealer may not (or, in some cases, will not) execute bunched or block trades, and even if it does, Analytic FI may not be able to direct the entire block trade to this designated broker-dealer because it would conflict with Analytic FI's duty to obtain best execution. In such cases, since Analytic FI will place the Client's trade with the designated broker-dealer as instructed rather than include the Client's order in the block trade, the Client may not necessarily get the better price and/or level of execution that those Clients who participate in the block may receive.

Trade Errors

Analytic FI's trade errors policies and procedures are designed to ensure Analytic FI fulfills its fiduciary duty to its Clients. These policies and procedures ensure Analytic FI corrects mistakes in a timely manner with no financial loss to its Clients. Once a trade error is detected, action is taken to minimize the impact to Clients. The circumstances of all trade errors are communicated to the firm's management committee and investment committee to determine further action. Analytic FI does not use broker-dealer commissions or soft dollar credits to correct trade errors.

ITEM 13 | Review of Accounts

INVESTMENT SUPERVISORY SERVICES PORTFOLIO MANAGEMENT

Analytic FI uses an automated system to monitor each trade's compliance with the client's stated guidelines. Analytic FI also reviews trades after the trade is completed to ensure compliance with the client's guidelines and is supported in its supervisory efforts by the Compliance department and Internal Audit.

Reviews While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Reporting

Clients generally receive monthly or quarterly account reports from both Analytic FI and their independent qualified custodians unless they request more frequent reporting. The reports typically include: a listing of individual holdings, including number of shares and current market value; quarterly, year-to-date, and from inception time-weighted rates of return; and purchase and sale transactions occurring during the quarter.

ITEM 14 | Client Referrals and Other Compensation

Client Referrals

MFIM periodically enters into solicitor's arrangements with unrelated third parties ("Solicitors") where MFIM agrees to pay a portion of the fees derived from an account to the individual or entity that referred the account. Unless otherwise disclosed, the client is not charged any amount in addition to the customary advisory fee charged by MFIM. There is no differential between the amount of or level of advisory fee charged by MFIM to the client, attributable to the existence of any Solicitor's arrangement and that charged to other clients of MFIM. MFIM may also pay referral compensation to its affiliates and/or their employees.

Whenever MFIM pays a referral fee, it requires the Solicitor to provide the prospective client with a copy of this document (our Firm Brochure) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with MFIM;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to MFIM by the client will be above our normal fees in order to compensate the Solicitor.

The advisory fees paid to MFIM by clients referred by solicitors, or by affiliates of MFIM and/or their employees, are not increased as a result of any referral fee.

MFIM may also pay its employees, or employees of affiliates, referral fees.

MFIM may act as an advisor or sub-advisor or provide other services to other investment advisors or mutual funds, including Mesirow-branded mutual funds, and as such will be paid a fee based on a percentage of the assets of the fund. MFIM, or an affiliate, may also sell the fund to its clients and will receive compensation from the investment advisor or fund family.

It is MFIM's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to clients.

MFIM also periodically compensates affiliated personnel that work in other business units for referrals.

ITEM 15 | Custody

Analytic FI does not have physical custody of any Client assets.

Analytic FI does not act as a custodian over the assets in Managed Accounts. Clients must make their own arrangements for custody of securities in their accounts. Such custodians may be broker-dealers, banks, trust companies, or other qualified institutions. The qualified custodian will typically provide the Client with at least quarterly account statements relating to the assets held within the Managed Account. Each Client should carefully review the qualified custodian's statement upon receipt to determine that it completely and accurately states all holdings in the Client's account and all account activity over the relevant period. Any discrepancies identified by a Client should be immediately reported to Analytic FI and the qualified custodian.

In addition to the account statements provided by qualified custodians to our Clients, Analytic FI also provides account statements to Clients, as agreed upon between the Client and Analytic FI. **As such, we encourage Clients to compare the statements provided to them by Analytic FI against those provided to them by the qualified custodians who hold the assets of their accounts and to report any questions, concerns, or discrepancies to both Analytic FI and the qualified custodian promptly.** Analytic FI's statements may vary from custodial statements based on accounting procedures, reporting dates, and/or valuation methodologies of certain securities. Clients should be aware that custodian statements reflect the official books and records for the Managed Accounts.

ITEM 16 | Investment Discretion

Analytic FI is typically granted discretionary authority by a Client at the outset of an advisory relationship to determine the identity and amount of securities to be bought or sold. In all cases, such discretion is to be

exercised in a manner consistent with the stated investment objectives for the particular Client's account. A Client will grant Analytic FI discretionary authority by executing an investment management agreement, which includes, among other items, a statement giving Analytic FI full authority to invest the assets identified by the Client in a manner consistent with the investment objectives and limitations delineated by the Client or those limitations imposed by law and to engage in transactions on a discretionary basis in the Client account. Any investment guidelines and restrictions, including amendments, must be provided to Analytic FI in writing.

From time to time, Analytic FI may receive notices regarding class action lawsuits involving securities that are or were held by Clients unless otherwise agreed to with a Managed Account Client, Analytic FI is not obligated to, and does not take any legal action with regard to class action suits relating to securities purchased by Analytic FI for its Managed Account Clients. Analytic FI provides instructions to custodians and brokers regarding tender offers and rights offerings for securities in Managed Account Client accounts. Analytic FI does not, however, provide legal advice to Clients and, accordingly, does not determine whether a Client should join, opt out of or otherwise submit a claim with respect to any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the Client. Analytic FI generally does not have authority to submit claims or elections on behalf of Clients in legal proceedings. Should a Client wish to retain legal counsel and/or take action regarding any class action suit proceeding, Analytic FI will provide the Client or the Client's legal counsel with information that may be needed upon the Client's reasonable request.

ITEM 17 | Voting Client Securities

Proxy Voting Policies and Procedures are not applicable for Analytic FI since it does not invest in voting securities.

Proxy Voting Policies and Procedures:

MFIM's Proxy Voting Policies and Procedures apply only in the event that MFIM has agreed, or been instructed, to vote proxies on behalf of a client. **Currently, the only groups within MFIM that have undertaken this responsibility are Equity Management, Wealth Advisors Micro Cap Strategy, High Yield Fixed Income, and Fiduciary Solutions.** Otherwise, it is the general policy of Mesirow Financial that the firm's registered investment advisors and underlying groups do not vote proxies on behalf of clients.

The following information regarding MFIM's Proxy Voting Policies and Procedures, therefore, applies only to Equity Management, Wealth Advisors Micro Cap Strategy, High Yield Fixed Income and Fiduciary Solutions.

MFIM has adopted and implemented policies and procedures that are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with its fiduciary duties and SEC rule 206(4)-6 under the Investment Advisers Act of 1940, as amended. MFIM's authority to vote the proxies of certain of MFIM's clients is established by MFIM's advisory contracts executed by those clients, and MFIM's proxy voting policy and procedures have been tailored to reflect these specific contractual obligations. In addition to SEC requirements governing advisors, MFIM Proxy Voting Policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in Department of Labor Bulletin 94-2, 29 C.F.R.2509.94-2 (July 29, 1994).

Except as otherwise agreed to in writing with a client, MFIM has no authority or obligation to take any action or render any advice with respect to the voting of proxies on behalf of a client.

With the exceptions as described below regarding High Yield Fixed Income and Fiduciary Solutions, wherein MFIM has accepted discretionary authority to vote proxies on behalf of clients, MFIM has elected to

utilize an outside, third-party, independent proxy voting service (the “Service”). There are three (3) separate sets of guidelines that are utilized by MFIM which are established by the Service, utilizing its expertise and standing within the financial services industry, as well as our own. In general, MFIM has instructed the Service to vote Taft-Hartley and other union related accounts in accordance with the Taft-Hartley proxy voting guidelines, and Public Fund accounts in accordance with the Public Fund proxy voting guidelines each as established by the Service to be responsive to their particular concerns. All other accounts are generally instructed to be voted in accordance with the standard proxy voting guidelines established by the service.

Specifically, regarding High Yield Fixed Income’s group, high yield bonds and leveraged loans are subject to amendments, waivers and other such modifications after they are issued. High Yield Fixed Income votes on these actions in the best interest of its clients, giving recognition to the effect on both the future prospects of the bond or loan as well as any fee or other consideration offered by the issuer to clients who consent. In addition, bonds or loans may become subject to restructuring proceedings, in or out of bankruptcy, in which case High Yield Fixed Income will act in its best judgment to maximize the cash flow and value. If the restructuring results in clients owning equity of the issuer, High Yield Fixed Income will vote as a shareholder in any vote put to shareholders, including any proxy vote, in accordance with its best judgment of the clients’ interests.

Specifically, regarding the Fiduciary Solutions group, it has agreed to vote proxies on behalf of certain CITs or their trustees and specifically agreed to vote mutual fund proxies received by the CIT. To the extent, the Fiduciary Solutions group is required to vote on a proxy, it does so in accordance with its best judgment of the client’s interest. The Fiduciary Solutions group has the authority to delegate its proxy voting to a Service (as described above) but is not currently doing so.

In the event that a client of MFIM requests information as to how a particular proxy had been voted on that client’s behalf, MFIM will provide said information to the client in a timely manner. Under no circumstance will MFIM disclose to a third party how a proxy had been voted on behalf of a client without that client’s expressed, written consent. Likewise, in the event that a client of MFIM requests a copy of MFIM’s Proxy Voting Policies and Procedures, MFIM will provide said Policies and Procedures within a reasonable amount of time to the client at client’s address of record.

MFIM has designated its Director of Operations as responsible for administering and overseeing the proxy voting process. MFIM is currently not aware of any potential conflicts of interest. However, should MFIM become aware of a conflict of interest, it will rely on, and the Service, where applicable, shall vote in accordance with, its pre-determined policies as set forth in the guidelines if application of such policies to the matter at hand involves discretion on the part of MFIM.

ITEM 18 | Financial Information

MFIM has no additional financial circumstances to report.

MFIM has not been the subject of a bankruptcy petition at any time during the past ten years.