

ITEM 1 - COVER PAGE

GUGGENHEIM

GUGGENHEIM INVESTMENT ADVISORS, LLC

PART 2A OF FORM ADV: FIRM BROCHURE

This brochure provides information about the qualifications and business practices of Guggenheim Investment Advisors, LLC (“GIA”). If you have any questions about the contents of this brochure, please contact us at (212) 901-9405 or dina.dilorenzo@guggenheimpartners.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. GIA is registered as an investment adviser with the SEC. Registration does not imply a certain level of skill or training.

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

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ITEM 2 - MATERIAL CHANGES

Since GIA's Form ADV Part 2A ("Brochure") was last amended on September 18, 2020, regulatory assets under management have been updated in Item 4. GIA had no other material changes.

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ITEM 4 - ADVISORY BUSINESS

A. General Description of Advisory Firm

GIA is a Delaware Limited Liability Company and began operations in July 2000. GIA is wholly owned by GWM Holdco, LLC. GWM Holdco, LLC is a subsidiary of Guggenheim Partners, LLC, which in turn is a subsidiary of Guggenheim Capital, LLC ("Guggenheim Capital"). Guggenheim Capital is owned in part by Sage Assets, Inc. Sage Assets, Inc. is wholly owned by Sammons Equity Alliance, Inc. Sammons Equity Alliance, Inc. is wholly owned by Consolidated Investment Services, Inc., which is wholly-owned by Sammons Enterprises, Inc., which is owned by Sammons Enterprises, Inc. Employee Stock Ownership Trust. GreatBanc Trust Company is the Trustee for Sammons Enterprises, Inc. Employee Stock Ownership Trust.

B. Description of Advisory Services

GIA's business focuses on serving insurance company and other institutional clients. GIA provides investment advisory services offered on a discretionary basis. These services include implementation of quantitative investment strategies whereby GIA will engage in hedging and event-driven strategies, primarily through derivatives transactions. Additionally, GIA provides its clients ongoing evaluation, monitoring and reporting of its strategies.

Please see "Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss" for more details on and descriptions of GIA's investment strategies.

The descriptions set forth in this Brochure of specific advisory services that GIA offers to clients should not be understood to limit in any way GIA's investment activities. GIA may, in the future, offer any advisory services, engage in any investment strategy and make any investment that GIA considers appropriate, subject to each client's investment objectives and guidelines.

GIA does not restrict its investment advice to certain specific types of investments; however, decisions regarding portfolio recommendations will be made in accordance with the applicable investor and/or stated investment objectives, including limitations on investment.

C. Wrap Fee Programs

Currently, GIA does not sponsor a wrap fee program.

D. Assets Under Management

As of December 31, 2020, GIA managed on a discretionary basis, regulatory assets under management of \$2,292,641,541. GIA's regulatory assets under management are calculated based on the notional amount of transactions entered into on behalf of GIA's clients, rather than on market value; see "Item 5 – Fees and Compensation".

ITEM 5 - FEES AND COMPENSATION

Management and Advisory Fees. Fees may be negotiated with clients and are calculated monthly, and billed quarterly in arrears. Management and advisory fee are based on notional amount, equaling the total value of the assets in specified transactions as outlined in a client's investment advisory agreement, or assets

under management, and in some instances the difference between the specified transaction notional amount and assets under management. Specified Transactions are further defined in “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss” below.

Brokerage and custody fees are also discussed herein at “Item 12 – Brokerage Practices” and “Item 15 - Custody”.

GIA currently does not charge performance fees. If GIA were to charge performance fees in the future we would do so in accordance with Section 205 of the Advisers Act and the conditions of Rule 205-3 thereunder.

Expenses borne by GIA’s clients are typically set forth in the client’s investment advisory agreement, and generally include brokerage expenses, dealer mark-ups and transactional expenses. GIA bears its own expenses, such as rent, overhead and salaries.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under “Item 5 – Fees and Compensation” above, GIA does not currently charge performance-based fees. If GIA were to do so in the future, we may face conflicts of interest by managing accounts for clients charged a performance-based fee and accounts for clients charged only a management fee or a flat fee, including that GIA may have an incentive to favor accounts for which it receives performance-based fees.

Portfolio managers employed by GIA or its affiliates may manage multiple accounts according to the same or similar investment strategies and may seek to make or sell investments in the same securities, instruments, sectors or strategies. This side-by-side management of multiple accounts may create potential conflicts, particularly in circumstances where the availability or liquidity of investment opportunities is limited.

GIA advises clients with similar investment strategies. If an investment opportunity is appropriate for more than one client, but there is limited supply of the opportunity, GIA will be required to choose among those clients in allocating the opportunity, or to allocate less of the opportunity to a client than it would allocate if it did not have to allocate to multiple clients. Alternatively, GIA could determine that an investment opportunity is appropriate for a particular client, but not for another. However, GIA does not ordinarily allocate investment opportunities among its current clients, given the specific liabilities GIA is provided to hedge by each client. GIA management persons and the Chief Compliance Officer will be consulted prior to the inception of an allocation of an investment opportunity in order to develop an objective basis and ensure that no client is improperly favored over any other client.

ITEM 7 - TYPES OF CLIENTS

GIA provides investment advisory services to insurance companies and other entities. Generally, GIA provides services to institutional entities but may consider clients with lower investable assets. There is no minimum asset base required for clients, and GIA will evaluate each client on a case by case basis.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

As stated above, GIA's investment management team is responsible for quantitative strategies designed to hedge directional exposure to certain investment risks and liabilities and engage in event-driven trading on an ad-hoc basis. GIA may enter into derivative, commodity, equity or index swap or option, futures, FX, repurchase and reverse repurchase transactions.

B. Types of Risks

Limited Transparency. With certain techniques, limited transparency is also a risk factor in applying an algorithm. While executing an order the lack of visibility into the algorithm can be problematic for some market conditions or investments.

Hedging Transactions. GIA enters into hedging transactions to seek to reduce risk for client investments. Such transactions may not be fully effective in mitigating risk, which may result in losses. Furthermore, hedging techniques involve one or more of the following risks: (i) imperfect correlation; (ii) lack of a secondary market; (iii) losses resulting from interest rate, spread or other market movements; (iv) additional margin or other payment requirements; and (v) default or refusal to perform on the part of the counterparty with which GIA trades. Additionally, to the extent that any hedging strategy involves the use of over-the-counter derivatives transactions, such a strategy would be affected by implementation of various recent or new regulations.

Algorithmic Trading. GIA uses algorithms which generate trade recommendations for institutional clients. Algorithms identify opportunities using a systematic approach in an automated computer system that could be affected by connectivity errors or system failure. The mathematical model that defines the instructions by which each client's objectives are transacted varies.

Analytical Model Risk. While GIA employs controls designed to assure that our models are sound in their development and appropriately adapted, calibrated and configured, analytical error, software development errors, and implementation errors are an inherent risk of complex analytical models and quantitative investment management processes. These errors may be extremely hard to detect in some cases, and some errors may go undetected for long periods of time, or not be detected at all. GIA controls, including our escalation policies, are designed to assure that certain types of errors are subject to review once discovered. However, the effect of errors on our investment process and, where relevant, performance (which can be either positive or negative) may not be fully apparent even when discovered. Given the inevitability of errors in our complex programming environment and the speculative nature of investing itself, one critical control is to ensure our portfolios are robust to small errors by monitoring them for adherence to the key elements of our investment philosophy. Our investment personnel exercise judgment and discretion in applying model output.

Technology and Licensing Risk. The investment strategy of and recommendations developed by GIA may rely heavily on the use of proprietary and non-proprietary software, data, and intellectual property being licensed to us on a non-exclusive basis by commercial software analytics, research and data supply entities. To the extent that an unforeseeable software or hardware malfunction or problem is caused by a defect, virus or other outside force, GIA's business including our financial condition, and/or our client portfolios may be adversely affected. In addition, if licensed material is found to be owned by a third party, and not by the licensing company, as represented, GIA's business, including our financial condition, and/or our client's portfolios may be adversely affected.

General Investment Risk. Investments in securities and other financial instruments involve substantial risk of volatility (potentially resulting in rapid declines in market prices and significant losses) arising from any number of factors that are beyond the control of GIA, such as: changing market sentiment; changes in industry conditions, competition and technology; changes in inflation, exchange or interest rates; changing

domestic or international economic or political conditions or events; changes in tax laws and governmental regulation; and changes in trade, fiscal, monetary or exchange control programs or policies of governments or their agencies (including their central banks).

Past Performance Is No Guarantee of Future Results. There is no guarantee that a profitably executed strategy in the past will continue to be profitable in the future.

Leverage. The investment strategies used by GIA often require the use of substantial leverage, which often magnifies the degree of risk. To the extent that GIA uses leverage in a separately managed account, its trading positions may result in losses that exceed the value of the assets committed to the managed account.

Use of Derivatives. GIA uses derivative instruments, including futures contracts, option contracts, swap agreements and forward contracts, as well as derivative techniques for hedging or speculative purposes. The use of such instruments or techniques may result in significant leveraging of the assets of the account managed.

Purchase and Sale of Futures Risk. Certain of our portfolios invest in futures on securities, commodities, indexes and currencies. Futures are volatile and are influenced by a variety of factors, including national and international political and economic developments. In addition, because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures account. As a result, a relatively small price movement in a futures contract may result in substantial losses to a portfolio. Positions in futures may be closed out only on the exchange on which they were entered into or through a linked exchange, and no secondary market exists for those contracts. Although relevant portfolios typically will enter into futures contracts only if an active market exists for the contracts, no assurance can be given that an active market will exist for the contracts at any particular time. Moreover, futures positions are marked-to-market at the end of each trading day. This process ensures that outstanding futures obligations are limited by the maximum daily permissible price movements and to prevent losses from accumulating in any futures account. Accordingly, if a portfolio's futures positions have declined in value, the portfolio may be required to post additional margin to cover this decline. Alternatively, if a portfolio's futures positions have increased in value, this increase will be credited to the portfolio's account or transferred to the portfolio's custodian. Unlike trading on the U.S. futures exchanges, trading on non-U.S. futures exchanges is not regulated by the U.S. Commodity Futures Trading Commission and may be subject to greater risks than trading on the U.S. exchanges. For example, some non-U.S. exchanges are principal markets so that no common clearing facility exists, and a trader may look only to the broker for performance of the contract. In addition, unless a portfolio successfully hedges against fluctuations in the exchange rate between the U.S. dollar and the currencies in which trading on foreign exchanges, any profits that the portfolio might realize in trading could be eliminated by adverse changes in the exchange rate, or the portfolio could incur losses as a result of those changes.

Forward Contracts. Forward contracts and options thereon are not traded on exchanges, and are not standardized. Instead, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets due to unusually high trading volume, political intervention, or other factors. The imposition of controls by governmental authorities or the implementation of regulations might also limit such forward (and futures) trading to less than that which GIA would otherwise recommend, to the possible detriment of a client. Market illiquidity or disruption could result in significant losses.

Risks Related to OTC FX Transactions and FX Markets. Foreign exchange (“FX”) rates may be highly volatile and are influenced by many factors. FX rates are influenced by supply and demand, which in turn are influenced by existing and expected rates of inflation, existing and expected interest rate levels, the balance of payments between the relevant countries and government surpluses or deficits in the relevant countries, among other factors. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time. Foreign currency risks include, but are not limited to, convertibility risk, market volatility and potential interference by foreign governments through regulation of local markets, foreign investment or particular transactions in foreign currencies. FX rates may be especially volatile during times of financial turmoil, as capital can flow very quickly out of regions that are perceived to be impacted disproportionately by such turmoil.

OTC Trading Risk. Certain of the derivatives in which the client may invest may be traded (and privately negotiated) in the OTC market. While the OTC derivatives market is the primary trading venue for many derivatives, it is largely unregulated and provides for less transparency than a national securities or commodities exchange. As a result, and similar to other privately negotiated contracts, the client is subject to counterparty credit risk with respect to such derivatives contracts.

Use of Fixed Income Instruments. Price movements in fixed income investments are influenced principally by changes in interest rates, as well as in the borrower’s ability to repay the investment (*i.e.*, interest rate risk and credit risk). Changes in the interest rate or creditworthiness of the issuer could negatively impact the value of fixed income instruments.

Use of Equity Instruments. The value of equity securities and equity derivatives generally will vary with the performance of the issuer and movements in the equity markets and an account may suffer losses if it invests in equity instruments of issuers whose performance diverges from the account’s expectations or if equity markets generally move in a single direction and such account has not hedged against such a general move.

Non-U.S. Investments. Trading on foreign exchanges involves the additional risks of expropriation, burdensome or confiscatory taxation, moratoriums and investment controls, or political or diplomatic events that might adversely affect trading activities. The risks of investing in non-U.S. securities and other financial instruments may also include reduced and less reliable information about issuers and markets, less stringent accounting standards, illiquidity of securities and markets and higher brokerage commissions and custody fees. Furthermore, foreign trading is also subject to the risk of changes in the exchange rate between U.S. dollars and the currencies in which the securities or other financial instruments traded on such exchanges are settled.

Counterparty Risk. Certain securities and other financial instruments are traded in “over-the-counter” or “interdealer” markets, where participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of exchange-based markets. This exposes the account to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the account to suffer a loss.

Market Volatility. GIA may trade in markets where prices may fluctuate rapidly and over wide ranges. Strategies implemented by GIA will be subject to some dimension of market risk, including the restricted availability of credit, governmental intervention, directional price movements, deviations from historical pricing relationships, changes in the regulatory environment, changes in market volatility and the “flight-to-quality.”

The diversification of a portfolio may not always be significant and, even if significant, may not provide meaningful risk control, even though it may reduce such account's profit potential. The particular or general types of market conditions in which GIA may incur losses cannot be predicted, and GIA may materially underperform other money managers that implement substantially similar investment strategies and approaches. Certain market conditions, such as inflation, shortages of credit, declining stock markets, economic recession and rising interest rates, could materially reduce the profit potential of the accounts.

Market Disruptions. Certain exchanges have the ability to invoke "circuit breakers" or otherwise suspend or limit trading when prices move too rapidly. Suspended or limited trading could result in the inability of GIA to liquidate positions, exposing the account to continuing losses.

Liquidity Risk. Interests of client accounts will not be freely transferable and may be illiquid. An investor may terminate its investment consistent with the terms set forth in the investment advisory agreement or mutually agreed upon termination date.

Operational Risk. Operational risks may arise, for example, from mistakes made in the confirmation or settlement of transactions, transactions not being properly booked, evaluated or accounted for or other similar disruptions in operations that may cause financial loss, disruption of business, liability to clients or third parties, regulatory intervention or reputational damage.

Convertible Securities. A convertible security is subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. When a convertible security held by an account is called for redemption, such account will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have a material adverse effect on an account's performance. Convertible securities are also subject to liquidity risk based on market conditions.

Systems Risks. GIA depends on various service providers to maintain appropriate systems to facilitate such clients' activities. Each such service provider may rely extensively on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain securities based on real-time trading information, to monitor the portfolio and net capital and to generate risk management and other reports that are critical to oversight of a clients' activities. In addition, certain of GIA's operations will interface with or depend on systems operated by third parties, including prime brokers, securities exchanges and other types of trading systems, market counterparties, custodians and other service providers. Service providers may not be in a position to verify the risks or reliability of such third-party systems. Furthermore, these programs or systems are subject to defects, failures or interruptions, including, without limitation, those caused by computer "worms," viruses and power failures. Any such defect or failure could have a material adverse effect on a GIA account. For example, such failures could cause the settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect GIA's ability to monitor the investment portfolios and risks.

The risk factors described above are not exhaustive, but rather represent some of the more common risks ascribed to investing in portfolios and products that are advised by GIA. Additional risks apply to separately managed accounts as more fully described in documents that may be provided to an investor. Investments are subject to the risk of loss that an investor should be prepared to bear.

ITEM 9 - DISCIPLINARY INFORMATION

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

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

GIA is an indirect subsidiary of Guggenheim Capital, which is a global, diversified financial services firm. Guggenheim Capital and its affiliates (including GIA) and their respective officers, directors, partners, employees, and consultants (collectively, “Guggenheim Entities”), provide their clients with a broad array of investment management, insurance, broker-dealer, investment banking, and other services which create potential and actual conflicts of interest, including for example, certain situations described below.

The Guggenheim Entities may invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or fall within the investment guidelines of GIA’s clients. The Guggenheim Entities may give advice or take action for their own accounts that may differ from, potentially conflict with or be adverse to advice given or action taken for any of their clients or GIA’s clients.

Broker-Dealer Registration Status

GIA is neither registered nor has an application pending to register as a broker-dealer; however, certain management persons of GIA are registered representatives of Guggenheim Investor Services, LLC (“GIS”) and Guggenheim Funds Distributors, LLC (“GFD”), SEC registered broker-dealers, members of FINRA and SIPC, and affiliates of GIA. These affiliated broker-dealers otherwise have no business dealings with GIA.

Commodity Trading Advisor Status

GIA is exempt from registration with the Commodity Futures Trading Commission (“CFTC”) in accordance with CFTC Rule 4.14(a)(10) because GIA provides commodity trading advice to no more than 15 persons and does not hold it itself out generally to the public as a commodity trading advisor (“CTA”). As it is exempt from CFTC registration, GIA is not required to become a member of the National Futures Association (“NFA”) and GIA clients will generally not receive the protections of the Commodity Exchange Act, CFTC rules, and NFA bylaws and rules.

Industry Relationships Material to Advisory Business

GIA and/or its management persons, maintain the following relationships or arrangements with related persons that are material to its advisory business:

GIS is a related person of GIA and broker-dealer registered with the SEC and a member of FINRA and SIPC. GIS shares premises, supervised persons and control persons with GIA.

GPIM is a related person of GIA and investment adviser registered with the SEC. GPIM is an NFA member registered with the CFTC as a commodity pool operator and CTA. GPIM shares premises, supervised persons and control persons with GIA.

GFD is a related person of GIA and a registered investment adviser and broker-dealer with the SEC and a member of FINRA and SIPC. GFD shares premises and supervised persons with GIA.

Guggenheim Life and Annuity Company (“GLAC”) is a related person and insurance company client of GIA. Guggenheim Capital, GIA’s ultimate parent company, wholly owns GLAC. GLAC pays a substantial amount of annual advisory fees to GIA.

Certain officers and directors of Guggenheim Capital and its subsidiaries, other than GIA personnel (“Guggenheim Related Persons”), have indirect economic interests or voting interests in certain companies,

including GLAC, which is an advisory client of, and pays substantial fees to GIA. These Guggenheim Related Persons may from time to time enter into transactions, including loans or other financing, with these companies or their affiliates. Guggenheim Related Persons also may have economic interests or voting interests, which may be controlling or otherwise material interests, in issuers in which GIA has invested or will invest on behalf of its clients. Certain Guggenheim Related Persons are also directors or officers of certain insurance company clients of GIA and its affiliates.

The above relationships pose conflicts of interest in transactions that involve both affiliated company advisory clients and other advisory clients, because GIA has an incentive to favor affiliated clients. These incentives are more pronounced where GIA and its affiliates have multiple relationships with the affiliated client, as in the case of GLAC.

GIA is also affiliated with other investment advisers, both registered and unregistered. These affiliated advisers are not material to GIA's business. Certain of GIA's management persons also hold positions with the affiliates listed above. In certain of these positions, those management persons of GIA have some responsibility with respect to the business of these affiliates and the overall compensation these management persons receive is often based, in part, upon the performance of other parts of Guggenheim Capital. Consequently, in carrying out their roles at GIA and these other entities, these management persons are subject to the same or similar potential conflicts of interest that exist between GIA and these affiliates. GIA has established a variety of restrictions, policies, procedures, and disclosures designed to address potential conflicts that arise between GIA, its management persons and its affiliates. These policies and procedures include information barriers designed to prevent the flow of information between GIA, personnel of GIA and certain other affiliates; policies and procedures relating to brokerage selection, trading with affiliates or investing in products managed or sponsored by affiliates; and allocation and trade sequencing policies applicable to client accounts. For additional information relating to GIA's general processes to mitigate potential conflicts of interest, see "Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading".

Material Conflicts of Interest Relating to Other Investment Advisers

GIA may recommend investments in separately managed accounts, pooled investment vehicles such as mutual funds, exchange traded funds and private or hedge funds, as well as other products that may be offered, managed or advised by GIA or one of its affiliates as described above. GIA and/or its affiliates may receive compensation as an adviser or other service provider for funds, accounts or products managed or advised by GIA or one of its affiliates; however, GIA is not compensated directly for the sale of a product or service offered, managed or advised by an affiliate. GIA has a conflict between its obligation to act in the best interests of its clients and any interest that GIA's affiliates may have in generating revenues for themselves or promoting themselves. Such conflicts are disclosed in this Form ADV, Part 2A Brochure and may be disclosed in the offering materials of pooled investment vehicles, separately managed accounts and other products or services managed or advised by GIA and/or its affiliates.

Advisory relationships with related persons may pose potential conflicts of interest because there may be the perception that GIA has an incentive to favor these related advisory clients over other advisory clients.

GIA may from time to time, initiate or recommend transactions in the securities of companies in which GIA's affiliates or Guggenheim Related Persons have controlling or other material direct or indirect interests or are affiliated. In addition, in some circumstances, GIA on behalf of its clients invests in issuers or borrowers, or otherwise participates in transactions, in which related persons of GIA, such as Guggenheim Related Persons or officers or employees of GIA, have invested or will invest, have other financial interests, or have financial or other relationships (including but not limited to directorships or equivalent roles) with affiliates or parties related to the issuers or borrowers in such transactions. Guggenheim Related Persons may also have provided loans to or received loans from, or from time to time in the future provide loans to or receive loans from, GIA clients.

Additional conflicts arise where GIA invests client assets in parts of an issuer's or borrower's capital structure when GIA affiliates or related persons investing different parts of the same issuer's or borrower's (or its affiliate's) capital structure (including but not limited to investments in public versus private securities, investments in debt versus equity, or investments in senior versus subordinated debt), or where the same or similar instruments in a given issuer or borrower held by GIA's clients and GIA's affiliates or related persons have different rights or benefits. The following conflicts often arise in such situations: (i) GIA has an incentive to consider the interests of its affiliates or related persons, including any potential adverse effects to its affiliates or related persons, when decided whether or not to enforce rights on behalf of its clients, (ii) GIA has an incentive to invest GIA clients in the issuer or borrower to either facilitate or obtain preferable terms for a proposed investment by a GIA affiliate or related person in such issuer or borrower, or (iii) GIA has an incentive to preserve or protect the value or rights associated with an existing economic interest of a GIA affiliate or related person in the issuer or borrower, which may have an adverse effect on the interests of GIA clients.

The financial interests of GIA's affiliates or related persons creates a conflict between the economic interests of these affiliates or related persons and the interests of GIA's clients. In addition, to the extent a prospective issuer or borrower (or one of its affiliates) is a GIA client, or a GIA client is a lender or financing provided to GIA or its affiliates, a conflict exists, as GIA has an incentive to favor the interests of those clients relative to those of its other clients.

GIA or its affiliates or related persons, or their respective officers, directors or employees, including portfolio managers or senior managers of GIA (together "Related Personnel"), also have direct or indirect proprietary or personal investments in and/or have financial or other relationships (including but not limited to directorships or equivalents roles) with certain GIA clients that create potential conflicts of interest. For example, a conflict would exist to the extent that Related Personnel have direct or indirect personal investments in certain clients or when certain client accounts are investment options in GIA's employee benefit and/or deferred compensation plans. Investment vehicles in which GIA or its affiliates, or their Related Personnel have an interest may also receive loans or other funding from GIA clients. These participations or interests in client accounts would result in an incentive for GIA to favor these clients over other advisory clients. GIA's allocation policies and procedures with respect to the allocation of investment opportunities, described in the response to "Item 6 – Performance-Based Fees and Side-By-Side Management", are intended to mitigate potential conflicts by providing that such investment opportunities are monitored and are allocated in a fair and equitable manner.

As described above, GIA may recommend investments in separately managed accounts, pooled investment vehicles, such as mutual funds, exchange traded funds and private funds and other products that are managed or advised by GIA and/or one of its affiliates. GIA and/or its affiliates may receive asset-based compensation as an issuer, underwriter, manager or adviser to such funds, accounts or products. This creates an incentive for GIA to recommend such separately managed accounts, pooled investment vehicles, such as mutual funds, exchange traded funds and private funds or other products for investors and clients, rather than recommending investment vehicles that are managed or advised by independent third parties. In addition, GIA's fees and expenses, combined with fees charged by separately managed accounts, pooled investment vehicles, such as mutual funds, exchange traded funds and other private or hedge funds or other products managed or advised by GIA and/or its affiliates may result in an additional layer of fees and greater expense than would be associated with direct investment.

GIA personnel managing individual client accounts have and sometimes will give advice or take action with respect to the investments of one client account, and not give the same advice or take the same action with respect to other client accounts with similar investment guidelines, objectives, and strategies. Accordingly, client accounts with similar strategies may not hold the same securities or instruments or

achieve the same performance.

Certain employees of GIA's affiliates provide supporting services to GIA. Such shared employees are not required to devote a certain amount of time to providing supporting services to GIA, and their other activities for the respective affiliate will involve a substantial devotion of time and effort. Such activities could be viewed as a conflict of interest in that the time and effort of such shared employees will not be devoted exclusively, or even predominately, to GIA activities. To the extent that such shared employees may have access to or come into possession of material, nonpublic or other confidential information of the other party or its clients, GIA has developed controls, including, but not limited to, the establishment of information barriers. To the extent that personal investing activities of shared employees raises potential conflicts of interest, GIA is authorized to suspend the shared employee arrangements or require that shared employees engage in such trading activities *pari passu* together with GIA clients.

Affiliates of GIA also may serve as service providers with respect to transactions, including as brokers and providers of other financial services for investors. Further, as described above, GIA may recommend investments in financial instruments issued, underwritten, distributed by or otherwise sponsored by its affiliates. The use of affiliated service providers, brokers, counterparties or distributors creates certain conflicts of interest between GIA's duties to its investors and its incentive to direct business to such affiliates. Additionally, affiliated service providers or brokers may not have the same independence with respect to the performance of their duties to a client as an unaffiliated service provider, broker or adviser. Such conflicts are disclosed in this Form ADV, Part 2A Brochure.

For additional information regarding GIA's process for mitigating potential conflicts, see "Item 11—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading".

ITEM 11 - CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

GIA has adopted a Code of Ethics pursuant to Advisers Act Rule 204A-1. The Code of Ethics includes procedures and limitations that govern the business conduct and personal securities trading of persons associated with GIA and is designed to address conflicts of interest arising among GIA, its employees and client transactions that may arise during the course of business. It is also designed to detect and prevent the misuse of material, nonpublic information. The Code of Ethics is based upon the principle that GIA's employees owe a fiduciary duty to clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid: (i) serving their own personal interests ahead of clients; (ii) taking inappropriate advantage of their position with GIA; and (iii) any actual or potential conflicts of interest or any abuse of the position of responsibility.

The Code of Ethics establishes policies and procedures that are reasonably designed to (a) prevent improper personal trading, (b) identify circumstances that may result in an actual or potential conflict of interest or the appearance thereof, and (c) provide a means to resolve such conflicts. Generally, the Code of Ethics requires persons associated with GIA to obtain prior approval of personal transactions in certain securities. Clients and prospective clients may request a copy of GIA's Code of Ethics at the address or telephone number listed on the first page of this Brochure.

Additionally, persons associated with GIA are subject to policies and procedures regarding confidential and proprietary information, information barriers, private investments, personal loans, outside business activities, gifts and entertainment and political contributions.

GIA and persons associated with GIA are not permitted to trade on securities with respect to which any of them obtains material non-public information (“MNPI”), including information obtained from public companies which are clients of GIA or its affiliates. If GIA receives MNPI about any issuers, such issuers will be placed on the restricted list. The restricted list is a list of issuers in which GIA and its employees (and, in some cases, GIA’s affiliates and their employees) are restricted from trading.

With limited and specific exceptions, issuers on the restricted list may not be traded in GIA client or employee personal accounts. Client accounts may be forced to deviate from their stated objectives because an issuer is restricted. Specifically, the restricted list generally prohibits GIA from buying or selling the issuer’s or an affiliate’s securities. If an issuer’s securities are in a client account and subsequently that issuer’s securities are placed on the restricted list, absent an exception, GIA will not trade that issuer’s securities in the client’s account until those securities are removed from the restricted list. Clients will bear the risk of loss during the period any such securities are on the restricted list. Accordingly, the placement of issuers’ securities on the restricted list has the potential to affect GIA’s exercise of discretion over and the performance of client accounts.

ITEM 12 - BROKERAGE PRACTICES

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

In selecting a broker for a separately managed account, GIA considers, to the extent consistent with any applicable obligations to obtain best execution, such factors as the full range and quality of a broker’s services including execution capability, commission rate, price, financial stability and reliability; and any research products or services provided by such broker, including to GIA, or any other factors GIA may deem appropriate with respect to the services provided by such broker. The client may provide GIA their preferred broker list or direct brokerage.

1. Research and Other Soft Dollar Benefits

Generally, the separately managed account pays its own brokerage commissions. GIA does not have any soft dollar arrangements with respect to any separately managed accounts that it manages. Any soft dollar arrangements entered into by GIA in the future are expected to be in compliance with Section 28(e) of the Securities Exchange Act of 1934, as amended; however, GIA will develop specific written policies and procedures at such time as it determines to enter into any soft dollar arrangements.

2. Brokerage for Client Referrals

When selecting or recommending broker-dealers, GIA does not consider whether GIA or a related person receives client referrals from such broker-dealer or any third party and does not solicit such referrals.

3. Directed Brokerage

Clients of GIA may direct brokerage. Where GIA has the authority to select a broker-dealer to execute a transaction, it will do so in a manner consistent with its obligation to seek best execution. GIA may recommend affiliated and unaffiliated brokers to its clients.

B. Aggregated or “Bunched” Orders

GIA advises clients with similar investment strategies, however, liabilities received from clients are specific

to those individualized positions and hedged accordingly without allocation between GIA clients. In the event GIA aggregates investments, it has implemented policies and procedures that govern the allocation of investment opportunities among clients in a fair and equitable manner, taking into account the needs and investment objectives of the clients as well as prevailing market conditions.

ITEM 13 - REVIEW OF ACCOUNTS

Client accounts are periodically reviewed and performance evaluated, by a number of individuals, including investment professionals, traders, operations and compliance. GIA provides reporting of account activity to clients on a weekly or monthly basis, with certain client receiving trading and position information on a daily basis. Additional ad-hoc reporting is available upon request, including for example risk reports and forward-looking asset, liability, and hedge cash flow estimates.

Quantitative Model Oversight. In connection with GIA's implementation of quantitative investment strategies, GIA is responsible for the evaluation, testing of programming code ("Code") and maintaining related records. Such records include, at a minimum, a description of the quantitative investment approach or strategy, copies of related client disclosures, the approved theorems or formulae, the Code itself, a testing plan and related testing results, and the approval by GIA's Head and the Chief Compliance Officer. GIA conducts reviews of the operational Code used in the implementation of GIA's quantitative investment in an effort to determine whether the Code is performing as intended and, in a manner, consistent with client disclosures. The Chief Compliance Officer or its designee will conduct an annual assessment of the model control procedures, to be memorialized in the Chief Compliance Officer's risk assessment. On a quarterly basis, the investment management team must complete a verification checklist signed by the quantitative team head, GIA's Head and the Chief Compliance Officer.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

GIA does not receive economic benefits from non-clients for providing investment advice and other advisory services. GIA may compensate an affiliated solicitor, including its own employees, affiliates, employees of its affiliates or third-party solicitors, including placement agents, finders, distributors or similar persons who refer clients to GIA. Any such compensation generally is expected to be paid by GIA to the solicitor and will not result in any additional charge to its clients.

Where applicable, GIA acts in accordance with Advisers Act Rule 206(4)-3 and other applicable federal and state laws. Solicitation fees may be calculated as a percentage of the management fees or allocations actually received by GIA or its affiliates with respect to such clients or interests.

ITEM 15 - CUSTODY

GIA does not have custody of client assets.

ITEM 16 - INVESTMENT DISCRETION

GIA offers clients investment advisory services on a discretionary basis. A client signing a discretionary investment advisory agreement is granting GIA the ability to implement investment decisions on such client's behalf, subject to any limitations imposed by the client.

Prior to providing any discretionary advisory services, GIA requires that all clients enter into a written investment advisory agreement. Clients must provide personal and financial information to GIA.

ITEM 17 - VOTING CLIENT SECURITIES

GIA clients typically retain the responsibility for voting proxies and other corporate actions that are held in the name of the individual investor.

Generally, an investor will receive proxies or other solicitations directly from its custodian or a transfer agent. In the event that GIA receives proxy materials or other solicitations on behalf of an investor, GIA will forward such information to the investor.

Investors may contact GIA at 212-901-9405 with operational questions about proxy materials or solicitations, but GIA will not advise on the merits of a particular solicitation.

ITEM 18 - FINANCIAL INFORMATION

GIA is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients and has never been the subject of a bankruptcy proceeding.