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## Form ADV Part 2A March 31, 2023

Form ADV, Part 2A; our "Disclosure Brochure" or "Brochure" as required by the Investment Advisers Act of 1940 contains very important disclosures to Clients ("you", "your") by Boyd Watterson Asset Management, LLC ("Boyd Watterson", "Boyd", "us", "we", "our").

**This brochure provides information about the qualifications and business practices of Boyd Watterson Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (216) 771-3450. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

Additional information about Boyd Watterson Asset Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 Material Changes

The last annual update to the Form ADV Part 2A was filed on March 31, 2022. Since the last annual filing, we have not had any material changes.

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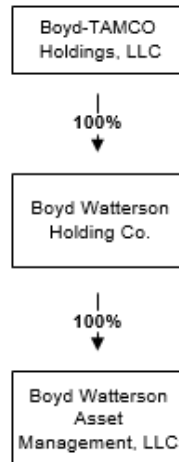
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## Item 4 Advisory Business

### A. Organization

Through our predecessor firms, Boyd Watterson has been in continuous business since 1928. Below is the ownership structure of Boyd Watterson as of December 2021.



### B. Advisory Services

Boyd Watterson Asset Management, LLC is an institutional-oriented investment management firm that manages client portfolios across a variety of fixed income and equity strategies. Services are available to clients in direct relationships with Boyd, through platforms, or a unified managed account where Boyd is the single manager or one of many managers or through investment vehicles managed by Boyd. Boyd also provides sub-advisory services under a variety of circumstances including, but not limited to, mutual fund(s) and model delivery programs.

Additionally, we manage direct (i.e., non-securities) investments in real estate assets, including commingled open-end and closed-end real estate funds and separately managed real estate investments. For some clients, we provide real estate management services consisting of non-discretionary consulting services and advice, such as evaluating potential transactions for clients and monitoring and/or providing advice to clients on other property management matters.

### C. Specific Client Needs and Restrictions

#### *Custom Account Management*

- Whether we tailor portfolios to individual client needs depends on the type of client. Institutional clients typically have Investment Policy Statements that contain parameters and restrictions that require some degree of portfolio customization. Our individual clients primarily are introduced to us by third party financial institutions such as broker-dealers. In those cases, the client's financial advisor will select which of our strategies the client should be invested in, and we will manage the client's account according to our model for the applicable strategy. We provide customized portfolio management

services to clients in some instances, but usually only in the case of a long-term relationship directly with the client or when requested.

- If you have particular investment restrictions that you would like us to adhere to, we will generally accept the assignment (subject to minimum account values) as long as the restrictions do not hinder our ability to properly manage the account to the applicable strategy.

#### *Application of Client Guidelines*

Investment guidelines often contain credit quality requirements defined by reference to credit ratings without specifying a particular credit agency or rating system. As mentioned in Item 8 below, as a general matter, and consistent with industry practice, when an investment guideline references credit ratings to determine the credit quality of an individual security, Boyd Watterson utilizes the middle rating of Moody's, S&P, and Fitch. If only two of these three rating agencies rate a security, the lower rating is used. If only one rating exists, that rating is used. If a security is not rated by a major national statistical rating agency, then Boyd Watterson will assign a rating based on the creditworthiness of the entity. In addition, Boyd Watterson uses the following industry practice with respect to client guideline references to credit ratings:

- *Credit Quality of Individual Securities:* Unless otherwise specified in the Client guidelines, Boyd Watterson will consider guidelines (i.e. "BBB") to include ratings with the lowest common denominator within a stated credit quality classification (i.e. "BBB+/BBB/BBB-"). For example, guidelines that allow for "BBB" rated securities, will also be permitted to invest in securities rated "BBB-" using the determination method described above, unless specifically stated otherwise.
- *Credit Quality of Overall Portfolio:* Unless otherwise specified in the Client guidelines, Boyd Watterson will consider guidelines for the overall portfolio (i.e. "A") to include ratings with the lowest common denominator within a stated quality classification (i.e. "A+/A/A-"). For example, guidelines that allow for "A or better," will also be interpreted to allow for an overall portfolio quality rating of "A-," unless specifically stated otherwise.

#### *Interpretation of Silent Guidelines*

- If an investment policy statement is silent on certain types of investments that would generally be considered acceptable in the industry within the realm of the investment mandate, then Boyd Watterson will interpret such investments as acceptable investments, unless explicitly prohibited under the investment policy statement and subject to any applicable notice and consent requirements. Item 8.A. herein lists fixed income securities that are generally deemed acceptable.

#### **D. Wrap Fee Programs**

We are the portfolio manager for several wrap fee programs that are sponsored by unaffiliated third parties ("Sponsor Firms"), in which case we receive a portion of the wrap fee that is charged

to the client by the Sponsor Firm.

Under wrap fee programs, Sponsor Firms (and the financial advisors at those Sponsor Firms) assist clients with the selection of Boyd Watterson (or they have the discretion to select Boyd Watterson for clients) to manage the assets in accounts maintained at the Sponsor Firm, collect Boyd Watterson’s investment advisory fee on behalf of the client (if any), monitor and evaluate Boyd Watterson’s performance, and provide custodial and execution services for the clients’ assets. Under a wrap fee program, advisory services and transaction services are generally provided for one fee to the client. Trading equity or fixed income securities away from Sponsor Firms in wrap accounts will result in additional charges to the client under some circumstances.

Please refer to Boyd Watterson Asset Management, LLC, Form ADV, Part 1 for a list of wrap fee programs and Sponsor Firms in which Boyd is included. For more information regarding the fees associated with each wrap fee program, please consult the Wrap Fee Brochure from the Sponsoring Firm.

#### E. Assets Under Management

As of December 31, 2022, our assets under management (“AUM”) consisted of the following:

Discretionary <sup>1</sup>	\$	16,430,780,511
Non-discretionary <sup>2</sup>	\$	776,416,762
Real Estate SMA <sup>3</sup>	\$	274,629,358
Model UMA <sup>4</sup>	\$	<u>224,892,176</u>
Total:	\$	17,706,718,807

### Item 5 Fees and Compensation

#### A. Fee Schedules

Our asset-based advisory fees are negotiated with clients (or platform sponsors) on a case-by-case basis and will depend on the characteristics of the account, the relationship with the client, and other variable factors. Asset-based advisory fees are calculated based on all assets under management including assets that are frozen at the request of the client. The following fee scales are used as a guide, but some accounts contract for higher or lower fee schedules:

**Institutional fixed income portfolios** - 0.30% of the first \$50 million, 0.25% of the next \$50 million and 0.20% of assets over \$100 million.

<sup>1</sup> The value of discretionary accounts is included in our RAUM reported in Form ADV Part 1.

<sup>2</sup> The value of non-discretionary accounts is included in our RAUM reported in Form ADV Part 1.

<sup>3</sup> Real estate SMA assets include the managed real estate assets not otherwise reported as part of RAUM, which consists of real estate assets managed in separately managed accounts.

<sup>4</sup> Boyd Watterson provides recommended asset models based on current Boyd products to unified managed accounts that may or may not be executed by the platform of the unified managed account and may or may not be offered on a wrap fee basis.

**Non-institutional fixed income portfolios** - 0.50% of all assets under management.

**Institutional equity portfolios** - 0.75% of the first \$10 million, 0.60% of the next \$15 million, 0.50% of the next \$25 million, 0.40% of the next \$50 million and 0.30% of assets over \$100 million.

**Non-institutional equity portfolios** - 1.0% of all assets under management.

**International equity portfolios** - 1.0% of the first \$10 million, 0.85% of the next \$15 million, 0.75% of the next \$25 million, 0.65% of the next \$50 million and 0.55% of assets over \$100 million.

**Real estate portfolios** - negotiated on a case-by-case basis or described fully in client agreements and/or fund offering documents, as applicable.

**Custom Strategies** – negotiated on a case-by-case basis as described in the client agreements.

## **B. Fee Deduction**

Our management fee is generally charged in advance on a quarterly basis, unless otherwise requested by a particular client. The fee schedule, manner in which the fee is calculated, billing method and when fees are due will be detailed in your investment management agreement. Fees of more than \$1,200 will not be charged more than six months in advance.

Fees for partial periods, either upon opening an account or terminating services, will be prorated based on the number of days that services will be or were provided.

## **C. Other Types of Fee Schedules**

### **Private Fund Investors and Clients**

Fees for investments in private co-mingled real estate funds and other investment vehicles that we manage are in accordance with fund documentation and investor subscription documents.

Fees for separately managed real estate accounts and programs are in accordance with the clients' investment management agreements.

As described in Item 6 below, certain private real estate funds or programs managed by Boyd Watterson agree to pay to Boyd Watterson or certain of its affiliates incentive compensation equal to a percentage of the amount by which the investor's net return (or amounts distributed to the investor) exceeds an agreed hurdle rate. The incentive compensation is more fully described in the documentation for the applicable fund or program.

Fees for non-discretionary real estate consulting and management services are either a flat annual fee, a flat transaction fee, or a fee based on a percentage of rents received by the client, as set forth in the client agreements.

#### **Boyd Watterson Limited Duration Enhanced Income Mutual Fund**

The Boyd Watterson Limited Duration Enhanced Income Fund (“LDEI Fund”) is a registered investment company for which we serve as investment adviser and receive a management fee from the LDEI Fund based on assets under our management in the LDEI Fund. If permitted by a client’s investment management agreement, or subsequent amendments to the investment management agreement, we purchase or sell shares of the LDEI Fund for managed client accounts. In such event, the portion of a client’s adviser account assets invested in the LDEI Fund will not be subject to Boyd Watterson’s account management fee for such period of time so invested. Alternatively, a credit will be subtracted from our advisory fee in an amount that we calculate to represent the client’s pro rata share of investment advisory fees paid by the LDEI Fund to Boyd Watterson or as otherwise specified in the Client’s investment management agreement. However, the client will be subject to other fees and expenses applicable to LDEI Fund. These fees and expenses are outlined in the offering documents of the LDEI Fund, which should be read carefully prior to purchase authorization.

None of our employees accept compensation for the sale of securities or other investment products in the form of asset-based sales charges or service fees from the sale of mutual funds, including the LDEI Fund.

Employees who market investment advisory services to investment advisory clients occasionally include the LDEI Fund as an investment advisory strategy among fixed income strategies as part of Boyd Watterson’s investment advisory services. Part of the employment compensation paid by Boyd Watterson to these employees is based upon new assets under management in advisory accounts resulting from their marketing efforts. These employees are not compensated any differently for client accounts investing in the LDEI Fund versus other investment advisory strategies.

Our wholesale or “advisory channel” marketing employees are dedicated to marketing our investment advisory services and the LDEI Fund to other financial intermediaries, such as investment advisors and broker-dealer platforms. Employment compensation paid by Boyd Watterson to its wholesale marketers is based in part upon new investment in the LDEI Fund as well as new assets under management in advisory accounts resulting from their marketing activities. We believe the potential effects of any conflict of interest relating to this incentive are mitigated by the wholesale nature of the marketing activity, notably that advisory channel employees do not market directly to end clients, but instead market to sophisticated financial intermediaries who have the industry experience to evaluate the product and determine whether the same is suitable for their clients.

#### **D. Other Expenses**

Brokerage commissions or mark-ups/mark-downs charged by the executing broker-dealers are built into the net cost (or proceeds) of each trade. We do not receive any portion of those

commissions or fees. In addition, you will potentially incur charges imposed by third parties other than us in connection with investments made through the account, including but not limited to, custodial fees, mutual fund fees, and exchange-traded fund (“ETF”) management fees, closed-end fund fees, and trade away fees, if applicable.

**E. Advance Payment of Fees**

Any management fees collected in advance will be promptly refunded to you (on a pro rata basis) upon termination of our relationship.

**F. Outside Compensation**

Neither we, nor our employees, receive outside compensation in connection with the sale of securities.

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

We typically do not charge performance-based fees in managing securities accounts but will consider doing so if specifically requested by a client. In such instances, the performance-based fees are detailed in the investment management agreement.

In addition to management fees paid to Boyd Watterson, certain private real estate funds or programs managed by Boyd Watterson agree to pay to Boyd Watterson or certain of its affiliates (which may include pools of certain employees of Boyd Watterson) incentive compensation equal to a percentage of the amount by which the investor’s net return (or amounts distributed to the investor) exceeds an agreed hurdle rate. The incentive compensation is more fully described in the documentation for the applicable fund or program. Other real estate funds and accounts managed by Boyd Watterson do not have incentive compensation as a component. The presence of incentive compensation creates conflicts of interest. For example, the presence of incentive compensation arrangements could incentivize Boyd Watterson or its affiliates to cause such funds or programs to pursue riskier investments than it otherwise would in order to achieve higher compensation. In addition, an account with performance based compensation paid to Boyd Watterson or its affiliates could incentivize Boyd Watterson or its affiliates to direct more attractive investment opportunities to such accounts or to otherwise focus greater attention on such accounts at the expense of the real estate accounts that do not have incentive compensation arrangements in order to maximize fees to Boyd Watterson. Boyd Watterson believes the following factors help to mitigate these conflicts:

- Real estate funds and programs that have incentive fee compensation arrangements generally have fixed management fees lower than fees typically charged to other real estate funds and accounts;
- Boyd Watterson’s overall success as an investment manager in real estate is dependent upon the success of its investment programs for all of its real estate accounts, including private funds and separate accounts or programs regardless of whether incentive compensation is charged to such funds or programs;
- Investment guidelines often restrict how Boyd can invest accounts with respect to property types, strategies, and geographic region; and
- Boyd Watterson allocates potential real estate investment opportunities in accordance

with an established allocation policy based on a rotational system, taking into account the differences in investment guidelines and other considerations applicable to each real estate fund or program.

A copy of Boyd Watterson's real estate allocation policy is available upon request to investors in its real estate funds and programs.

Certain Boyd Watterson employees are eligible to invest in private real estate funds or programs managed by Boyd Watterson. In some funds, management fees and/or performance-based compensation will not be paid by Boyd Watterson employee investors in connection with such investments.

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

We manage assets for individuals, investment companies, businesses, pension plans, charitable organizations, insurance companies, commingled funds, mutual funds, and state and municipal government entities.

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

Investing in securities involves the risk of loss of your investment. You should be prepared to bear that risk.

##### **A. Analysis and Strategies**

##### ***Fixed Income Strategies***

Our fixed income portfolios typically include, but are not limited to, the following types of securities:

- U.S. Treasury and agency securities
- Investment grade and high yield corporate securities
- Mortgage-backed securities
- Non-agency mortgage-backed securities
- Commercial mortgage-backed securities
- Asset-backed securities
- Municipal securities
- Preferred stock
- Bank Loans
- ETFs
- CLOs

Our fixed income investment philosophy is based on fundamental economic analysis, technical interest rate analysis, and credit research. Our economic outlook leads to strategy decisions that reflect our views on interest rates, trends in volatility, and relative value among market sectors.

The primary methods we use to attempt to add value to portfolios are the following:

Duration management: Duration is a measure of the sensitivity of the price of a fixed income investment to changes in interest rates. Our goal is to set the duration of our portfolios to reflect our views on the direction of interest rates. Fundamental and technical analysis are applied to manage interest rate exposure relative to short- and long-term expectations.

Sector allocation: The primary sectors of the fixed income market are U.S. Treasury securities, U.S. agency securities, corporate securities, asset-backed securities, commercial mortgage backed securities, and mortgage-backed securities. We attempt to maintain overweight positions (relative to the benchmarks) in the sector(s) that we believe will outperform the other sectors. We examine fundamentals, historical spread and cross-sector spread relationships, and supply and demand.

Security selection: We seek to identify undervalued securities in order to increase the yield of our portfolios and provide price appreciation. We apply a top-down, bottom-up approach that blends quantitative screening and fundamental credit research to seek to achieve optimal risk/reward characteristics.

Yield Curve: We attempt to structure our portfolio maturities to reflect our views on the expected shape of the yield curve. Monetary policy, inflation expectations, and supply and demand relative to expectations for curve reshaping are examined.

### ***Equity Strategies***

Our equity investment philosophy is based on fundamental analysis, both at the macro-economic level and company-specific level. Our investment decisions are based on long-term projections of economic growth and earnings cycles.

The primary methods we use to attempt to add value to portfolios are the following:

Sector allocation: We believe that interest rates and earnings growth projections will affect long-term portfolio returns; therefore, our outlook on those factors (in conjunction with our view of current price/earnings ratios) helps determine our sector (e.g., technology, industrials, utilities, etc.) weightings.

Security selection: Depending on the particular strategy involved, we focus on securities that we characterize as undervalued or we focus on securities with more growth potential. In all strategies we typically focus on high-quality companies with management teams we believe to be strong.

### **B. Material Risks**

Clients are urged to ask questions regarding risk factors applicable to a particular strategy or investment product, read all product-specific risk disclosures, and determine whether a particular investment strategy or type of security is suitable for their account in light of their circumstances, investment objectives, and financial situation.

Clients should understand that investments in securities and other assets involve a risk of loss.

Past performance of any investment strategy is not a guarantee of future results. Clients should be prepared to bear the risk of investment loss. Please read this Item completely for information regarding investment risks.

There are also material risks associated with investments in our private real estate funds, which are more fully disclosed in offering documents for the funds. Investors, and prospective investors, should review those risks in their entirety in addition to any applicable risks noted herein.

While not an all-inclusive list, we believe that the following risks that are normally associated with investments are the most relevant within our strategies:

*Risk of Loss-* Investing in securities involves risk of loss, including loss of principal. The level of risk varies by asset class and product. Clients should be prepared to bear any losses that result from investing in a particular strategy or product. Past performance of Boyd Watterson's investment strategies is not indicative of how these strategies will perform in the future.

*Interest Rate Risk-* If interest rates rise, bond prices decline. The longer a bond's maturity, the greater the impact a change in interest rates can have on its prices. If a bond is not held until maturity, there may be a gain or loss when the bond is sold.

*Credit Risk-* Bonds carry the risk of default. Companies or individuals may be unable to make the required principal and interest payments on their debt obligations. Historically, corporate bonds carry a greater credit risk than U.S. Treasuries.

*Inflation Risk-* There is a possibility that the value of assets or income will decrease as inflation shrinks the purchasing power of a currency.

*Call, Prepayment and Extension Risk-* Some fixed income securities can be called or paid before their maturity date. An unexpected decline in interest rates could cause these securities to be paid off early. This would cause a loss of income in the portfolio and would usually force us to reinvest in lower-yielding securities.

*Reinvestment Risk-* Interest or dividends earned from an investment may not be able to be reinvested in such a way that they earn the same rate of return as the invested funds that generated them.

*Foreign Investment Risk-* A security's value may be hurt by changes in foreign political or social conditions, including changes in policies restricting foreign investments, taxation, nationalization, etc.

*Management Risk-* Performance could be negatively impacted if we improperly execute the portfolios' strategies or make poor strategic decisions.

*Growth Style Investment Risk-* A growth style strategy attempts to identify companies which experience relatively rapid earnings growth and typically trade at higher multiples of current earnings than other securities. Growth securities are often more sensitive to market

fluctuations than other securities because their market prices are highly sensitive to future earnings expectations. At times when it appears that these expectations may not be met, growth stock prices typically fall.

*Value Style Investment Risk-* The value style strategy looks for stocks that are comparatively low-priced, but where the price doesn't accurately reflect the company's potential and current assets. A value strategy contemplates that the company's stock will rise again to reflect its true value. The risk is that such securities may not increase in value as anticipated and in certain markets may underperform growth stocks.

*Commodity Risk-* The risk associated with the uncertainties of future market values and of the size of the future income caused by the fluctuation in the prices of commodities.

*Currency Risk-* The risk that an investment's value will be affected by changes in exchange rates. For example, if money must be exchanged into a different currency to make a certain investment, changes in the value of the currency relative to the U.S. dollar will affect the total.

loss or gain on the investment when the money is exchanged back. This risk can affect a U.S. individual investor's international investments.

*Liquidity Risk -* Due to a lack of demand in the marketplace or other factors, an account may not be able to sell some or all of the investments promptly, or may only be able to sell investments at less than desired prices.

*Tax Risk-* Tax laws and regulations applicable to an account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consult their own tax advisors to determine potential tax-related consequences of investing.

*Market Risk and Force Majeure-* Security values can fluctuate rapidly or unpredictably due to factors that affect market conditions or particular industries. Additionally, government actions, natural disasters, terrorism, acts of war, economic conditions, pandemics, and countless other factors may have unforeseen effects on the results generated by Boyd Watterson's investment strategies.

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

There are no disciplinary (i.e., criminal, civil, regulatory, etc.) matters involving us or our employees that require disclosure.

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

##### **A. Broker-Dealer Activities**

We do not have a broker-dealer affiliate.

**B. Futures Activities**

We do not have an affiliate that has a futures-related registration. However, Boyd Watterson, as the Adviser to the Limited Duration Enhanced Income Fund, has filed with the National Futures Association, notice claiming an exclusion from the definition of the term “commodity pool operator” under the Commodity Exchange Act. Accordingly, the Limited Duration Enhanced Income Fund is not currently subject to registration or regulation as a commodity pool operator.

**C. Other Affiliations**

In addition to affiliates identified in Item 4 above, special purpose affiliates are used in the governance of private funds sponsored by Boyd Watterson. Those affiliates are more fully described in the offering documents of the funds. There are no arrangements with our parent organizations that are material to our clients.

None of Boyd Watterson’s “Management Persons” are registered as a broker-dealer or a registered representative of a broker-dealer.

**D. Sub-Advisers**

We do not have any arrangements whereby we are compensated by a sub-adviser.

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

We have adopted a Code of Ethics applicable to all of our employees. Upon employment and annually thereafter, all employees must read the Code of Ethics and electronically affirm an acknowledgment that they understand and agree to comply with its provisions. The Code of Ethics requires our employees to place our clients’ interests first at all times and states that we owe an undivided duty of loyalty to our clients. You may obtain a complete copy of our Code of Ethics upon request.

**B. Financial Interest in Certain Securities**

Since we receive management fees for the services we provide to the private funds that we offer and the mutual funds we manage, we have a financial interest in the performance of the funds and a conflict of interest in recommending that our clients invest in the funds.

Potential investors will be provided with a complete set of offering documents prior to making an investment in any of the funds, which we urge all potential investors to review thoroughly before investing.

**C. Commonly-owned Securities**

Our employees are permitted to buy or sell securities for their personal accounts that are the same as securities owned in our clients’ accounts. Since this represents a potential conflict of interest, our policy is that employees shall not prefer his or her own interest to that of the client.

Boyd Watterson employees who are accredited investors are generally permitted to invest in private real estate funds managed by Boyd Watterson after receiving compliance pre-approval.

**D. Timing of Company and Personal Trades**

We have adopted policies and procedures covering employee securities trading. Employees must receive approval before engaging in certain securities transactions. In order to prevent employees from personally benefiting from investment recommendations which have been made for our clients, approval of transactions requiring pre-approval will not be granted by the approver if a decision has been made to engage in a transaction in the same security for a client account or if either approver knows that a transaction in the same security is being considered for a client account.

**E. Cross-Trade Policy**

We generally do not permit effecting cross-trades between our client accounts. We consider a cross-trade to include:

A worked sale immediately followed by a worked purchase of the same security directly between two of our clients on the same day where a broker-dealer or other entity serves as an intermediary for purposes of effecting the transaction, generally coordinated by us.

Transactions in a cross-trade should be fair and equitable to all participating client accounts. In the event that portfolio management or trading staff believe it would be in the clients' best interests to transact a specific cross-trade, such staff are required to first consult with our compliance department and retain documentation regarding the appropriateness of the cross-trade. Any employee who believes that a cross-trade may have inadvertently occurred is required to notify our compliance department immediately.

Our policies prohibit us from engaging in cross-trades involving ERISA clients, except in accordance with requirements under ERISA.

Our policies further prohibit us from engaging in cross-trades involving mutual fund clients, except in accordance with such mutual fund's policies and procedures.

**Item 12 Brokerage Practices**

**A. Selection of Brokers for Client Transactions**

**Research and Other Soft Dollar Benefits**

Our policy is to seek the best execution available for each transaction. Best execution is not limited to obtaining the lowest commissions but also involves seeking the most favorable terms for a transaction under the circumstances. Receipt of products or services other than brokerage or research is generally not a factor in determining which brokers we trade with.

We consider the amount and nature of research services provided by brokers, as well as the extent to which we rely on such services, and attempt to allocate a portion of our trades on the basis of that consideration. In no case will we make binding commitments as to the level of trades we will allocate to a broker, nor will we commit to pay cash if an informal target is not met.

Subject to the criteria of Section 28(e) of the Securities and Exchange Act of 1934, we may pay a broker a higher commission than another broker might have charged for the same trade, in recognition of the value of the brokerage and research services provided by or through the broker. Any soft dollar agreements must be approved by Compliance.

We believe it is important to our investment decision-making processes to have access to independent research.

Research furnished by brokers may be used to service any or all of our clients and may be used in connection with accounts other than those making the payment to the broker providing the research, as permitted by Section 28(e). Trading volume generated by equity clients may result in services that are of benefit only to fixed-income clients.

#### Brokerage for Client Referrals

We do not take client referrals into account when determining which brokers to use for trade execution.

#### Directed Brokerage

You may instruct us as to which brokers to utilize for trades in your account. In following your direction to use a particular broker to execute either all or part of your trades, you must be aware that, in so doing, our ability to follow our normal trade allocation policies, obtain volume discounts on bunched orders, and/or achieve best execution will be compromised.

When a client establishes its custodial account with a broker-dealer, we typically use the custodian/broker-dealer to trade the equity portion of the account to avoid trade away fees, if applicable. Although we are not always specifically directed by the client to trade with the custodian/broker-dealer, the size and nature of the transactions is such that trading away in many cases would not be beneficial to the client.

We will trade away from the client's account when executing fixed income trades when by doing so we can obtain more favorable prices.

#### **B. Aggregation of Client Orders**

When possible and in our clients' best interest, we aggregate orders for the purchase or sale of the same security across multiple client accounts. When a bunched order is filled in its entirety, each participating client account will participate at the average share price for the bunched order on the same business day, and the transaction costs shall be shared pro rata based on each client's participation in the bunched order. When the aggregate order size is greater than volume

permits, which results in a partial execution for any given day, we allocate those securities in proportion to each account when possible. In certain cases, factors such as account size, order size and the nature of the security will exclude accounts from participating in a bunched order or will not permit us to allocate securities in exact proportion to each account.

### **C. Allocation of Investments**

Generally, there are two types of trading groups: discretionary and non-discretionary. Discretionary trading occurs in pooled vehicles, institutional, and SMA accounts. Non-discretionary trading involves client directed trades and UMA model delivery platforms. Non-discretionary accounts are typically traded, or notified in the case of Model Delivery arrangements, after discretionary accounts, and therefore, they receive better or worse prices as a result.

For discretionary accounts, including real estate assets, we maintain written allocation policies designed to ensure the equitable distribution of investment opportunities across all appropriate clients.

## **Item 13    Review of Accounts**

### **A. Periodic Reviews**

#### **Fixed Income Account Reviews**

Portfolio Managers review each of their accounts on a regular basis, but at least monthly, against the model account for a given investment style or strategy. Adjustments are made to outliers as market conditions warrant. Model accounts are reviewed at least bi-weekly to determine strategy going forward. Performance reviews are conducted monthly or quarterly, depending on the type of accounts, to ensure that the accounts are in line with the model.

Under the supervision of our Chief Investment Officer – Fixed Income and our Director of Portfolio Management and Trading, each of the following officers reviews all accounts managed to their respective specialty, the exact number of which fluctuates periodically:

- 6 Executive Vice Presidents
- 1 Senior Vice President
- 1 Vice President
- 1 Assistant Vice President

#### **Equity Account Reviews**

There are some variations among Portfolio Managers, but accounts are generally reviewed for conformity to the model account on a monthly basis, at which point any adjustments that are deemed appropriate are made. At least monthly, a performance review is conducted to ensure that accounts are in line with the model. Model accounts are reviewed at least monthly to determine strategy going forward.

Each of the following officers reviews all accounts managed to their respective specialty, the exact number of which fluctuates periodically:

- 1 Executive Vice President
- 1 Senior Vice President

#### **B. Client Reporting**

Account and performance reports are provided to clients on a quarterly basis. More frequent reports are provided upon request.

For portfolios containing ETFs and/or preferred stocks, the portfolio's yield to maturity (YTM) calculation is based on the "SEC yield" for ETFs and the "stripped yield to worst" for preferred stocks.

Commingled fund investors receive periodic reports, including annual audited financial reports, in line with what is described in the relevant fund's offering documents.

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

#### **A. Compensation from Third Parties**

We do not receive compensation or other economic benefits from third parties in connection with the services we provide to our clients.

#### **B. Payments for Client Referrals**

We accept client referrals from a number of individuals referred to as "Promoters" or "Solicitors." All Solicitors are required to enter into a written agreement with us that requires the Solicitor to deliver applicable regulatory documents, and a separate disclosure document relating to the Solicitor's relationship with us to each potential client. Payments to Solicitors are generally in the form of a percentage of the investment management fee that we receive. A client referred to us by a Solicitor will not pay a higher investment management fee as a result of the referral, unless specifically stated otherwise in the Solicitor's separate disclosure document.

### **Item 15 Custody**

All client accounts are held at non-affiliated custodians. You should receive account statements directly from your custodian at least quarterly. You are urged to review your account statements carefully and compare them against any similar reports you may receive from us. **Clients are hereby urged to contact us in the event the client is not receiving its quarterly account statement from its custodian.**

Custody of assets that we manage in pooled real estate investment funds and separately managed real estate accounts is in accordance with fund documentation and client agreements.

**Item 16 Investment Discretion**

Generally, clients will provide us with written authority to have complete discretion with respect to the specific securities and amount of securities to be bought or sold in an account, the broker or dealer to be used, and the commission rates to be paid. You may place reasonable restrictions on our discretionary authority by providing us written instructions of such restrictions. However, whether your account is accepted or the management of your account continues may depend upon the nature and extent of the instructions you give us.

**Item 17 Voting Client Securities**

When voting your proxies, our primary objective is to make voting decisions solely in your best interest. In fulfilling our fiduciary obligations, we will act in a manner deemed to be prudent and diligent and which is intended to enhance the economic value of the underlying securities you hold. To assist in our responsibility for voting proxies and to ensure consistency in proxy voting, we have retained the services of ProxyEdge, an independent third-party. Additionally, to avoid conflicts of interest, we have engaged Glass, Lewis & Co. ("Glass Lewis"), an independent proxy voting service, to determine how proxies will be voted. Proxies are automatically voted before the deadline through, and by, ProxyEdge when a recommendation from Glass Lewis is available. Where custodians do not send proxies to ProxyEdge to be voted, we will vote in accordance with the recommendation of Glass Lewis. In the event that Glass Lewis does not have a voting recommendation for a particular proxy, our Proxy Voting Committee will determine how to vote in your best interest.

In certain situations, a client or its representative may provide us with a statement of proxy voting policy. In these situations, we will seek to comply with your policy to the extent it would not be inconsistent with our fiduciary responsibility.

To obtain information on how we have voted your proxies or to request a copy of our proxy voting policy and procedures, you may submit a written request to Boyd Watterson Asset Management, LLC, ATTN: Compliance Department, 1301 E. 9<sup>th</sup> Street, Suite 2900, Cleveland, OH 44114.

For mutual funds that we advise for which we have proxy authority, unless otherwise instructed by an advised mutual fund, we will establish mirror voting of proxies received from underlying funds in which the advised fund is invested, so that proxies received from such underlying funds are voted in the same proportion that all shares of the underlying funds are voted.

As a matter of standard procedures, we normally do not take any action on behalf of clients in any legal proceedings, including bankruptcies or class actions, involving securities held in or formerly held in clients' accounts or of the issuers of those securities.

**Item 18 Financial Information**

Neither we nor our affiliates are experiencing any financial difficulties that would impair our ability to meet our contractual commitments to our clients.