

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 55518

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:	
URS Corporation, a Nevada corporation	

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

100 South Wacker Drive Suite 500 Chicago, IL 60606 United States

C. Telephone:

312-596-6751

Fax:

312-939-4198

D. Name of contact person:

Kimberly Kemper

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

ENVIRONMENTAL COMPLIANCE SERVICES (RFP) FOR CHICAGO O'HARE AND MIDWAY INTERNATIONAL AIRPORTS

Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

110064

Contract (PO) Number

29126

Revision Number

Release Number

User Department Project Number

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Nevada

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Mr. Mike R. Just

Title: Senior Vice President

Role: Officer

Officer/Director: Mr. Mohammad S. Hassan

Officer/Director: Mr. Mohammad S. Hassan Vice President

Role: Officer

Officer/Director: Mr. Gary V. Jandegian

Title: President
Role: Officer

Officer/Director: Mr. H. Thomas Hicks

Title: Director, Vice President, CFO

Role: Both

Officer/Director: Ms. Kristin L. Jones

Title: Secretary
Role: Officer

Officer/Director: Mr. Dhamo S. Dhamotharan

Title: Executive Vice President

Role: Officer

Officer/Director: Mr. Mike Ander

Title: Vice President

Role: Officer

Officer/Director: Mr. Albert Clark

Title: Vice President

Role: Officer

Officer/Director: Mr. Joseph Zlogar

Title: Vice President

Role: Officer

Officer/Director: Mr. Robert J. Andrews

Title: Vice President

Role: Officer

Officer/Director: Mr. Daniel Banaszek

Title: Vice President

Role: Officer

Officer/Director: Mr. Kenneth Kastman

Title: Vice President

Role: Officer

Officer/Director: Mr. Daniel Youngman

Title: Vice President

Role: Officer

Officer/Director: Mr. David Meiri

Title: Vice President

Role: Officer

Officer/Director: Mr. Dennis Kasner

Title: Vice President

Role: Officer

Officer/Director: Mr. Earl Wacker

Title: Vice President

Role: Officer

Officer/Director: Mr. John Schwalbach

Title: Vice President

Role: Officer

Officer/Director: Mr. Keith W. Benting

Title: Vice President

Role: Officer

Officer/Director: Ms. Judy L. Rodgers

Title: Vice President & Treasurer

Role: Officer

Officer/Director: Ms. Carol Brandenburg-Smith

Title: Assistant Secretary

Role: Officer

Officer/Director: William Ettenger

Title: Senior Vice President & Director

Role: Both

Officer/Director: Vincent Provenza

Title: Senior Vice President

Role: Officer

Officer/Director: Paul Boechler

Title: Executive Vice President & Controller

Role: Officer

Officer/Director: Mr. George Tapas

Title: Vice President

Role: Officer

Officer/Director: Mr. Lewis W. Robinson

Title: Vice President & Director

Role: Both

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

- URS Holdings, Inc., a Delaware corporation 100.0% EDS 55519
 - URS Corporation, a Delaware corporation 100.0% EDS 55520

Owner Details

Name Business Address

URS Corporation, a Delaware 600 Montgomery Street

corporation 25th Floor

Delaware corporation

San Francisco, CA 94111

United States

URS Holdings, Inc., a 600 Montgomery Street

26th Floor

San Francisco, CA 94111

United States

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in <u>Chapter 2-156 of the Municipal Code</u>, with any City elected official in the 12 months before the date this EDS is signed?

No

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

Name: Hi-Tek Environmental, dba STAT Analysis

Anticipated/Retained: Anticipated

Business Address: 2242 W. Harrison St., Ste. 200

Chicago, IL 60612 United States

Relationship: Subcontractor - MWDBE

Fees 7%

(\$\$ or %):

Estimated/Paid: Estimated

Name: Huff & Huff, Inc.

Anticipated/Retained: Anticipated

Business Address: 915 Harger Road, Suite 330

Oak Brook, IL 60523 United States

Relationship: Subcontractor - MWDBE

Fees 2.38%

(\$\$ or %):

Estimated/Paid: Estimated

Name: McKissack & McKissack Midwest Inc

Anticipated/Retained: Anticipated

Business Address: 205 North Michigan Avenue

Chicago, IL 60601 United States

Relationship: Subcontractor - MWDBE

Fees 7.00%

(\$\$ or %):

Estimated/Paid: Estimated

Name: Carnow, Conibear & Assoc., Ltd.

Anticipated/Retained: Anticipated

Business Address: 300 West Adams Street, Suite 1200

Chicago, IL 60606 United States

Relationship: Subcontractor - MWDBE

Fees 2.31%

(\$\$ or %):

Estimated/Paid: Estimated

Name: Clean World Engineering, Ltd.

Anticipated/Retained: Anticipated

Business Address: 1737 S. Naperville Rd., Ste. 200

Wheaton, IL 60189 United States

Relationship: Subcontractor - MWDBE

Fees 7.00%

(\$\$ or %):

Estimated/Paid: Estimated

Name: Geo Services, Inc.

Anticipated/Retained: Anticipated

Business Address: 805 Amherst Court - STE 204

Naperville, IL 60565 United States

Relationship: Subcontractor - MWDBE

Fees 7.00%

(\$\$ or %):

Estimated/Paid: Estimated

Name: R.W. Collins Co.

Anticipated/Retained: Anticipated

Business Address: 7225 West 66th Street

Chicago, IL 60638 United States

Relationship: Subcontractor - MWDBE

Fees 2.31%

(\$\$ or %):

Estimated/Paid: Estimated

Name: Best Imaging Solutions, Inc.

Anticipated/Retained: Anticipated

Business Address: 20 East Randolph

Chicago, IL 60601 United States

Relationship: Subcontractor - MWDBE

Fees 0.14%

(\$\$ or %):

Estimated/Paid: Estimated

3. Has the Disclosing Party retained any persons in connection with the Matter?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>Municipal Code Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

- 1. Pursuant to <u>Municipal Code Chapter 1-23</u>, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:
 - i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
 - ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation

- of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

- 3. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u> nor any <u>Agents</u> have, during the five years before the date this EDS is signed, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the five years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:
 - a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions of <u>Municipal Code Section 2-92-610 (Living Wage Ordinance)</u>.

I certify the above to be true

- 4. Neither the Disclosing Party, <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of
 - bid-rigging in violation of 720 ILCS 5/33E-3;
 - bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
 - any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of <u>Chapters 2-55 (Legislative Inspector General)</u>, <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u> of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in <u>Section 2-32-455(b) of the Municipal</u> Code, the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in <u>Chapter 2-156 of the Municipal Code</u> have the same meanings when used in this Part D.

1. In accordance with <u>Section 2-156-110 of the Municipal Code</u>: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, <u>Chapters 2-156</u> and <u>2-164</u> of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at <u>www.cityofchicago.org/city/en/depts/ethics.html</u>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its <u>Affiliated Entities</u> delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its <u>Affiliated Entities</u> will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal <u>Excluded Parties List System ("EPLS")</u> maintained by the U.S. General Services Administration.

I certify the above to be true

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

URS is publically traded on the New York Stock Exchange. There are currently two firms with ownership of greater than 7.5%: Fidelity Management & Research Co- FMR LLC: 12.9% and JANA Partners LLC: 9.4%. Both are registered advisors and not required to file an EDS pursuant to Rule 2c. Form ADV for each firm is attached.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

FMR Form ADV FMR Form ADV attachment (Brochure) JANA Form ADV JANA Form ADV attachment (Brochure)

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 05/15/2014 Mr. Daniel Youngman Vice President URS Corporation, a Nevada corporation This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

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FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: FMR CO., INC. IARD/CRD Number: 108617

Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): FMR CO., INC.
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.: FMR CO., INC.

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of ☐ your legal name or ☐ your primary business name:
- _ your legal name of _ your primary business name.
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-3447
 - (2) If you report to the SEC as an exempt reporting adviser, your SEC file number:
- E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 108617

If your firm does not have a *CRD* number, skip this Item 1.E. Do not provide the *CRD* number of one of your officers, *employees*, or affiliates.

F. Principal Office and Place of Business

(1)Address (do not use a P.O. Box):

Number and Street 1:

Number and Street 2:

245 SUMMER STREET

City: State: BOSTON

ZIP+4/Postal Code:

OMB: 3235-0049

02210

Massachusetts

UNITED STATES

Country:

If this address is a private residence, check this box: \Box

List on Section 1.F. of Schedule D any office, other than your *principal office and place of business*, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an *exempt reporting adviser*, list the largest five offices in terms of numbers of *employees*.

- (2)Days of week that you normally conduct business at your principal office and place of business:
 - Monday Friday Other:

Normal business hours at this location:

9:00 A.M. - 5:00 P.M. EST

- (3)Telephone number at this location:
 - 617-563-7000
- (4) Facsimile number at this location:

617-692-1784

G. Mailing address, if different from your principal office and place of business address:

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	Number and Street 1: 82 DEVONSHIRE STREET V10G		Number and			
	City: BOSTON	State:	Country:		ZIP+4/Postal Code: 02109	
	BOSTON	Massachusetts	UNITED STAT	ΓES	02103	
	If this address is a	private residence, check this	box: □			
Н.	If you are a sole probusiness address in	oprietor, state your full reside Item 1.F.:	ence address, if diff	ferent from yo	our principal office and pla	ce of
	Number and Street	1:	Number and Stre	eet 2:		
	City:	State:	Country:	ZIP+4/Po	stal Code:	
I.	Do you have one or	more websites?				Yes No
	which to access other in the other in	site addresses on Section 1.I er information you have pub nformation. Some advisers n mail (e-mail) addresses in r	lished on the web, nay need to list mo	you may list t re than one po	he portal without listing a	ddresses
J.		nd contact information of you ne contact information for yo below.	ur Chief Complianc	e Officer, if yo		
	Name:		Other titles, if ar			
	Telephone number:		Facsimile numbe			
	Number and Street		Number and Stre		alal Cada	
	City:	State:	Country:	ZIP+4/P0	stal Code:	
	Electronic mail (e-n	nail) address, if Chief Compli	ance Officer has or	ne:		
K.		ry Contact Person: If a perso pond to questions about this				receive
	Name:		Titles:			
	Telephone number:		Facsimile numbe	er:		
	Number and Street	1:	Number and Street 2:			
	City:	State:	Country:	ZIP+4/Po	stal Code:	
	Electronic mail (e-n	nail) address, if contact pers	on has one:			
L.		me or all of the books and re illar state law, somewhere ot				Yes No
	If "yes," complete S	Section 1.L. of Schedule D.				N
Μ.	Are you registered v	with a foreign financial regula	atory authority?			Yes No
		are not registered with a fore foreign financial regulatory a				
N.	Are you a public rep	oorting company under Section	ons 12 or 15(d) of	the Securities	Exchange Act of 1934?	Yes No
	If "yes," provide you	ur CIK number (Central Inde			_	~
	company):					Yes No
0.	Did you have \$1 bill	lion or more in assets on the	last day of your m	ost recent fisc	al year?	C O

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P. Provide your Legal Entity Identifier if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A.	To register (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A. (12), below. If you are submitting an <i>annual updating amendment</i> to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.						
	You	(the ad	dviser):				
	\checkmark	(1)	are a large advisory firm that either:				
			(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or				
			(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent <i>annual updating amendment</i> and is registered with the SEC;				
		(2)	are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:				
			(a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> , or				
			(b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ;				
			Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the <i>state securities authority</i> .				
		(3)	have your principal office and place of business in Wyoming (which does not regulate advisers);				
		(4)	have your principal office and place of business outside the United States;				
	✓	(5)	are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;				
		(6)	are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;				
		(7)	are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);				
		(8)	are a related adviser under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;				
			If you check this box, complete Section 2.A.(8) of Schedule D.				
		(9)	are a newly formed adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;				
			If you check this box, complete Section 2.A.(9) of Schedule D.				
		(10)	are a $\pmb{\text{multi-state adviser}}$ that is required to register in 15 or more states and is relying on rule 203A-2(d);				
			If you check this box, complete Section 2.A.(10) of Schedule D.				
		(11)	are an Internet adviser relying on rule 203A-2(e);				
		(12)	have received an SEC order exempting you from the prohibition against registration with the SEC;				
			If you check this box, complete Section 2.A.(12) of Schedule D.				

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	☐ (13) are no longer el	igible to remain registered v	with the SEC.					
	Under state laws, SEC-regist Form ADV and any amendme reporting advisers may be re amendments they file with th that you would like to receive amendment to direct your no you would like to receive not amendment to your registrat	The Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).						
	Jurisdictions AL AK AZ AR CA CO CT DE DC FL GA GU HI If you are amending your receives them and you do no							
	amendment must be filed be							
	m 3 Form of Organization							
A.	How are you organized? Corporation Sole Proprietorship							
	C Partnership	hip (LLP)						
	Limited Liability Company	v (IIC)						
	C Limited Partnership (LP)	, (===)						
	Other (specify):							
	If you are changing your resp	oonse to this Item, see Part 1	1A Instruction 4.					
В.	In what month does your fisc	cal year end each year?						
	DECEMBER							
C.	Under the laws of what state State Country	or country are you organized	d?					

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Massachusetts UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?



If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.

1548

(1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?

361

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
- (3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?

- (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities* authorities as investment adviser representatives for an investment adviser other than you?
- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

(6) Approximately how many firms or other persons solicit advisory clients on your behalf?

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

		esponses to Items 5.C. and 5.D. do ne a separate advisory relationship with		" the ii	nvestors	in a <i>priv</i>	rate fund	d you ac	dvise, ui	nless
C. (1) To approximately how many <i>clients</i> did you provide investment advisory services during completed fiscal year?						your m	ost rec	ently		
		O 0	<u> </u>			O 11-2	25			
		C 26-100	More than 100		2					
			If more than 100, ho (round to the neares <mark>200</mark>		ıy?					
	(2)	Approximately what percentage of your 1%	our <i>clients</i> are non- <i>U</i>	Inited S	States pe	rsons?				
D.	indiv cate 54 c advi	purposes of this Item 5.D., the categoriduals and their family members, but agory "business development companion the Investment Company Act of 194 sory contract to an investment compassion to Item 5.D.(1)(d) and do not what types of clients do you have? I	does not include buses" consists of comparisons of comparisons of the bounded and the approximation of the bounded and the bounded an	sinesse anies t de advi the In exes in	es organi: hat have sory serv vestment response	zed as s made a vices pur c Compa e to Item	ole prop n elections suant to ny Act on 1 5.D.(2 ach type	rietorshon pursu o an inv of 1940,)(d). of <i>clien</i>	nips. The uant to s estment check '	e section : 'None"
		your total number of <i>clients</i> . If a <i>clie</i>	nt fits into more than	n one o	5 7.				76	
				<u>None</u>	<u>Up to</u> 10%	<u>11-</u> 25%	<u>26-</u> 50%	<u>51-</u> 75%	<u>76-</u> 99%	100%
		(a) Individuals (other than high net	worth individuals)	•	0	0	0	0	0	0
		(b) High net worth individuals		•	0	0	0	0	0	0
		(c) Banking or thrift institutions		•	0	0	0	0	0	0
		(d) Investment companies		0	0	0	0	0	•	0
		(e) Business development companie	es	•	0	0	0	0	0	0
		(f) Pooled investment vehicles (oth companies)	er than investment	O	Ō	0	0	0	0	0
		(g) Pension and profit sharing plans participants)	(but not the plan	0	0	О	О	0	0	О
		(h) Charitable organizations		0	0	0	0	0	0	0
		(i) Corporations or other businesse		•	0	0	0	0	0	0
		(j) State or municipal government	entities	•	0	0	0	0	0	0
		(k) Other investment advisers		0	0	0	0	0	0	0
		(l) Insurance companies		•	0	0	0	0	0	0
		(m) Other: PROPRIETARY FUNDS A	IND ACCOUNTS	C	O	О	С	О	О	О
	(2)	Indicate the approximate amount of attributable to each of the following apply.						egory, c		
					<u>None</u>	<u>25%</u>	<u>50°</u>		<u>75%</u>	<u>>75%</u>
		(a) Individuals (other than high net	worth individuals)		•	0	С		\circ	0
		(b) High net worth individuals			•	0	С		0	0
		(c) Banking or thrift institutions			•	0	О		\circ	0
		(1) 7								-
		(d) Investment companies			0	0	0		0	0

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	(f) Pooled investment vehicles (other than investment companies)	0	0	O	O	О
	(g) Pension and profit sharing plans (but not the plan participants)	0	o	О	О	О
	(h) Charitable organizations	•	0	0	0	0
	(i) Corporations or other businesses not listed above	•	0	0	0	0
	(j) State or municipal government entities	•	0	0	0	0
	(k) Other investment advisers	0	O	0	0	0
	(I) Insurance companies	•	0	0	0	0
((m) Other: PROPRIETARY FUNDS AND ACCOUNTS	O	O	О	О	0
Compens	ation Arrangements					
E. You a (1) (2) (3) (4) (5) (6) (7)	 Hourly charges Subscription fees (for a newsletter or periodical) Fixed fees (other than subscription fees) Commissions Performance-based fees 	all that a	ipply):			

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management **Regulatory Assets Under Management** Yes No F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? 0 (2) If yes, what is the amount of your regulatory assets under management and total number of accounts? **Total Number of Accounts** U.S. Dollar Amount (d) 293 Discretionary: (a) \$ 866,594,831,321 Non-Discretionary: (e) 0 (b) \$ 0 Total: (c) \$ 866,594,831,321 (f) 293 Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

<u>[te</u>	m 5 I	nformation About Your Advisory Business - Advisory Activities
Αď	visory	Activities
G.	What	type(s) of advisory services do you provide? Check all that apply.
	□ (1) Financial planning services
	\Box (2) Portfolio management for individuals and/or small businesses
	☑ (3	Portfolio management for investment companies (as well as "business development companies" that have
		made an election pursuant to section 54 of the Investment Company Act of 1940)
	☑ (4) Portfolio management for pooled investment vehicles (other than investment companies)
	□ (5	Portfolio management for businesses (other than small businesses) or institutional <i>clients</i> (other than
		registered investment companies and other pooled investment vehicles)
		Pension consulting services
		Selection of other advisers (including <i>private fund</i> managers)
	_	Publication of periodicals or newsletters
		Security ratings or pricing services
		0) Market timing services
	`	1) Educational seminars/workshops
	⋈ (1	2) Other(specify): PORTFOLIO MANAGEMENT FOR FOREIGN AND PROPRIETARY FUNDS AND ACCOUNTS
	_	
		ot check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an
	inves	tment company registered under the Investment Company Act of 1940, including as a subadviser. If you

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	check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to vou provide advice in Section $5.G.(3)$ of Schedule D.	vhich
Н.	If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last year?	st fiscal
	C 0	
	C 1 - 10	
	C 11 - 25	
	C 26 - 50	
	C 51 - 100	
	C 101 - 250	
	C 251 - 500	
	O More than 500	
	If more than 500, how many? (round to the nearest 500)	
	(round to the hearest 500)	
	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, un you have a separate advisory relationship with those investors.	less
I.	If you participate in a wrap fee program, do you (check all that apply):	
	☐ (1) sponsor the wrap fee program? ☐ (2) act as a portfolio manager for the wrap fee program?	
	(2) det as a portion manager for the wap ree program.	
	If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in $5.1.(2)$ of Schedule D.	Section
	If your involvement in a <i>wrap fee program</i> is limited to recommending <i>wrap fee programs</i> to your <i>clients</i> , or advise a mutual fund that is offered through a <i>wrap fee program</i> , do not check either Item 5.I.(1) or 5.I.(2).	
J.	In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	Yes No
Tha	m C Othor Business Astivities	
	m 6 Other Business Activities this Item, we request information about your firm's other business activities.	
Α.	You are actively engaged in business as a (check all that apply): [1] broker-dealer (registered or unregistered)	
	 □ (2) registered representative of a broker-dealer ☑ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registra 	tion)
	(4) futures commission merchant	,
	(5) real estate broker, dealer, or agent(6) insurance broker or agent	
	(7) bank (including a separately identifiable department or division of a bank)	
	[(8) trust company	
	☐ (9) registered municipal advisor ☐ (10) registered security-based swap dealer	
	\square (11) major security-based swap participant	
	\square (12) accountant or accounting firm \square (13) lawyer or law firm	
	(13) lawyer of law fifth (14) other financial product salesperson (specify):	
	If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.	
	·	Yes No
В.	(1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	o 🧖
	(2) If yes, is this other business your primary business?	0 0

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If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory clients?

•

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- ✓ (3) registered municipal advisor✓ (4) registered security-based sw
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- ✓ (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206 (4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

B. Are you an adviser to any private fund?

Yes No



If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

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Ite	m 8 Participation or Interest in <i>Client</i> Transactions		
	this Item, we request information about your participation and interest in your <i>clients</i> ' transactions. This in this interest additional areas in which conflicts of interest may occur between you and your <i>clients</i> .	ıforma	tion
	e Item 7, Item 8 requires you to provide information about you and your <i>related persons</i> , including foreigr iliates.	1	
Pr	oprietary Interest in <i>Client</i> Transactions		
Α.	Do you or any related person:	Yes	s No
	(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principarts transactions)?	al c	•
	(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	0	0
	(3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?)	0
1	es Interest in <i>Client</i> Transactions		
B.	Do you or any related person:		s No
	(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	O	0
	(2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative?	0	0
	(3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	0
In	vestment or Brokerage Discretion		
	Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:	Yes	s No
	(1) securities to be bought or sold for a <i>client's</i> account?	Ō	0
	(2) amount of securities to be bought or sold for a <i>client's</i> account?	0	_
	(3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	©	
	(4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	0	~
D.	If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	Ō	0
E.	Do you or any related person recommend brokers or dealers to clients?	0	0
F.	If you answer "yes" to E above, are any of the brokers or dealers related persons?	0	0
G.	(1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions	n 🧑 s?	0
	(2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	0	0
Н.	Do you or any related person, directly or indirectly, compensate any person for client referrals?	O	0
I.	Do you or any <i>related person</i> , directly or indirectly, receive compensation from any <i>person</i> for <i>client</i> referrals?	0	0
	In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a <i>related p</i> gave to (in answering Item 8.H) or received from (in answering Item 8.I) any <i>person</i> in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.		

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

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Α.	(1) Do you have <i>custody</i> of any advis(a) cash or bank accounts?	sory clients':	Yes No				
			0 🤷				
	(b) securities?		o 🧧				
	because (i) you deduct your advisory of <i>client</i> assets in connection with adv	th the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have <i>custod</i> fees directly from your <i>clients'</i> accounts, or (ii) a <i>related person</i> has crisory services you provide to <i>clients</i> , but you have overcome the president (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the <i>relate</i>	custody sumption				
	(2) If you checked "yes" to Item 9.A. and total number of <i>clients</i> for wh	(1)(a) or (b), what is the approximate amount of <i>client</i> funds and secnich you have <i>custody</i> :	urities				
	U.S. Dollar Amount	Total Number of <i>Clients</i>					
	(a) \$	(b)					
	fees directly from your <i>clients'</i> accoun in your response to Item 9.A.(2). If your services you provide to <i>clients</i> , do not	th the SEC and you have custody solely because you deduct your adv ts, do not include the amount of those assets and the number of those our related person has custody of <i>client</i> assets in connection with adv include the amount of those assets and number of those <i>clients</i> in your that information in your response to Item 9.B.(2).	se <i>clients</i> isory				
В.	custody of any of your advisory cl	ces you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>lients'</i> :	Yes No				
	(a) cash or bank accounts?		0				
	(b) securities?		0				
	You are required to answer this item r	regardless of how you answered Item 9.A.(1)(a) or (b).					
		(1)(a) or (b), what is the approximate amount of <i>client</i> funds and sec nich your <i>related persons</i> have <i>custody</i> :	urities				
		Total Number of <i>Clients</i>					
	(a) \$ 555,457,447	(b) 2					
C.	If you or your <i>related persons</i> have <i>cu</i> provide to <i>clients</i> , check all the following	ustody of client funds or securities in connection with advisory service ing that apply:	s you				
		count statements at least quarterly to the investors in the pooled	✓				
	(2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.						
	(3) An <i>independent public accountant</i> conducts an annual surprise examination of <i>client</i> funds and securities.						
		t prepares an internal control report with respect to custodial services are qualified custodians for <i>client</i> funds and securities.					
	perform the audit or examination or p	C.(4), list in Section 9.C. of Schedule D the accountants that are engagerepare an internal control report. (If you checked Item 9.C.(2), you dition 9.C. of Schedule D if you already provided this information with ration 7.B.(1) of Schedule D).	lo not				
D.	Do you or your related person(s) act a services you provide to clients?	as qualified custodians for your <i>clients</i> in connection with advisory	Yes No				
	(1) you act as a qualified custodian		ဝ 🤦				
	(2) your related person(s) act as qua	lified custodian(s)	o 🧿				
		all related persons that act as qualified custodians (other than any m $06(4)-2(b)(1)$) must be identified in Section 7.A. of Schedule D. rega					

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whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final *order*, judgment, or decree was entered, or the date any rights of appeal from preliminary *orders*, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

_								_
Dο	any of the	events b	elow in	volve vo	u or anv	of vour	supervised	nersons?

Ye	S	No
0		O

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any advisory affiliate:

Yes No

- (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*?
- o 🧧

(2) been charged with any felony?

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ıror	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		s No
_			
	Are you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? <u>w Disclosure Reporting Page</u>	0	0
	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	0
	(4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?	0	0
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	•
-	(1) found you or any advisory affiliate to have made a false statement or omission?	0	Ö
F.	or restricted your or any <i>advisory affiliate's</i> activity? Has any <i>self-regulatory organization</i> or commodities exchange ever:		
	(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business	O	0
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	•	0
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	0
	(1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	•
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	•	0
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	•	0
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	Ô
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	0
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: (1) found you or any advisory affiliate to have made a false statement or omission?	Yes	s No
	"yes" answers to the following questions, complete a Regulatory Action DRP:		
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, yo limit your response to Item 11.B.(2) to <i>charges</i> that are currently pending.	u ma	łУ
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	0
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	O
В.	In the past ten years, have you or any advisory affiliate:		
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, yo limit your response to Item 11.A.(2) to <i>charges</i> that are currently pending.	u IIIc	ìУ

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(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment- related activity?	0	0
(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	•	0
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	O
(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	O
View Disclosure Reporting Page		

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F. (2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	\circ	0
If "	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	О	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	О
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	О	0

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

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If no, complete the ADV Part 2 filing below.

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Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click here to download.

Brochure Name	Date Submitted	Date Last Confirmed
FMRC FORM ADV PART 2A	03/25/2014	

Schedule A

Direct Owners and Executive Officers

- 1.Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a)each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b)if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
 - Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d)in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e)if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes ONo
- 4.In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5.Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6.Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75% A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7.(a)In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b)In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
FIDELITY MANAGEMENT & RESEARCH COMPANY	DE	SHAREHOLDER	06/1999	E	Υ	N	108281
LYNCH, PETER, SIMON	I	VICE CHAIRMAN, DIRECTOR	06/1999	NA	N	N	1964598
REMONDI, JOHN, J (MI ONLY)	I	DIRECTOR	06/2007	NA	N	N	4348172
GOEBEL, SCOTT, C (MI ONLY)	I	SENIOR VICE PRESIDENT, SECRETARY, GENERAL COUNSEL	06/2008	NA	N	N	4491841
HANLON, JOSEPH, A (MI ONLY)	I	COMPLIANCE OFFICER	03/2009	NA	N	N	4863662
HOGAN, BRIAN, B (MI	I	PRESIDENT	04/2009	NA	Υ	N	5663718

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ONLY)						
PEROLD, JACQUES, PIERRE	PRESIDENT, FIDELITY MANAGEMENT & RESEARCH COMPANY	11/2009	NA	Y	N	4407744
O'HANLEY, RONALD, PHILIP	DIRECTOR, PRESIDENT OF ASSET MANAGEMENT AND CORPORATE SERVICES	07/2010	NA	Y	N	4331592
JOHNSON, ABIGAIL, P	CHAIRMAN OF THE BOARD, DIRECTOR	02/2011	NA	Υ	N	4340399
DAILEY, WILLIAM, E	CHIEF FINANCIAL OFFICER OF ASSET MANAGEMENT, TREASURER	07/2011	NA	Y	N	5226182
WONDRACK, LINDA, JEAN	CHIEF COMPLIANCE OFFICER	04/2012	NA	Y	N	1589187

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	' '	Entity in Which Interest is Owned		Date Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
FMR LLC		FIDELITY MANAGEMENT & RESEARCH	SHAREHOLDER	06/1999	E	Y	N	04-2507163

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COMPANY	1			
COMPANI				

Schedule D

SECTION 1.B. Other	Business Names		
List your other busine Section 1.B. for each		ions in which you use them. Yo	ou must complete a separate Schedule D
Name: FMR CO., INC	. D/B/A FIDELITY MANAGE	MENT & RESEARCH COMPANY	
Jurisdictions			
□ AL	□ ID	□ мо	□ PA
□ AK	□ IL	□ MT	□ PR
□ AZ	□ IN	□ NE	□ RI
□ AR	□ IA	□ NV	□ sc
□ CA	□ KS	□ NH	□ SD
□ со	□ KY	□ NJ	□ TN
□ст	□ LA	□ NM	□ TX
□ DE	☐ ME	□ NY	□ UT
□ DC	□ MD	□ NC	□ VT
☑ FL	□ MA	□ ND	□VI
□ GA	□ MI	□он	□ VA
□ GU	I□ MN	□ок	□ WA
□ні	☐ MS	□ OR	□ wv
			□ WI
			□ Other:
1	11		-11
<u> </u>			

SECTION 1.F. Other Offices

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees). Number and Street 1: Number and Street 2: 701 BRICKELL AVENUE SUITE 2400 City: State: ZIP+4/Postal Code: Country: **MIAMI** 33131 Florida **UNITED STATES** If this address is a private residence, check this box: \Box Telephone Number: Facsimile Number: 617-563-7000

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: Number and Street 2:

875 N MICHIGAN AVENUE, SUITE 3100

ZIP+4/Postal Code: City: State: Country:

CHICAGO 60611

> Illinois **UNITED STATES**

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If this address is a private resider	nce, check this box: \square		
Telephone Number:	Facsimile Num	nber:	
617-563-7000			
conduct investment advisory busi	iness. You must complet if you are registered on	e a separate Schedule D ly with the SEC, or if you	and place of business, at which you Section 1.F. for each location. If you are an exempt reporting adviser,
Number and Street 1: 1225 17TH STREET, SUITE 1100		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
DENVER	Colorado	UNITED STATES	80202
If this address is a private reside	nce, check this box: \Box		
Telephone Number: 617-563-7000	Facsimile Numb	er:	
List your website addresses. You Website Address: HTTPS://WW	must complete a separa	te Schedule D Section 1.I	f. for each website address.
List your website addresses. You	must complete a separa		i. for each website address.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW	must complete a separa		i. for each website address.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C	OM hich you keep your books	s and records, other than your
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW GECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books	s and records, other than your
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books a separate Schedule D S	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w less. You must complete records are kept:	OM hich you keep your books a separate Schedule D So	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW GECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at w vess. You must complete records are kept: State: North Carolina	OM hich you keep your books a separate Schedule D So Number and Street 2 Country:	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM If this address is a private resident Telephone Number:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at w vess. You must complete records are kept: State: North Carolina	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM If this address is a private resident Telephone Number: 617-563-7000	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w less. You must complete records are kept: State: North Carolina nce, check this box:	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w ress. You must complete records are kept: State: North Carolina nce, check this box: Facsimile number: affiliates.	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.

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Briefly describe the books and re BOOKS AND RECORDS OF INVES REGISTRANT'S AFFILIATES AND	TMENT COMPANIES AND	OTHER CLIENTS ADVISE	
Name of entity where books and FIDELITY INVESTMENTS	records are kept:		
Number and Street 1: 15 CONGRESS ST.		Number and Street	2:
City:	State:	Country:	ZIP+4/Postal Code:
BOSTON	Massachusetts	UNITED STATES	02109
If this address is a private reside	nce, check this box: \Box		
Telephone Number: 617-563-7000	Facsimile number:		
This is (check one): one of your branch offices or a third-party unaffiliated record other. Briefly describe the books and re BOOKS AND RECORDS OF INVES REGISTRANT'S AFFILIATES AND Name of entity where books and FIL INVESTMENT MANAGEMENT (rdkeeper. cords kept at this locatio TMENT COMPANIES AND OTHER BOOKS AND REC	OTHER CLIENTS ADVISE	
Number and Street 1: 21/F TWO PACIFIC PLACE		Number and Street 2: 88 QUEENSWAY	
City:	State:		+4/Postal Code:
HONG KONG		CHINA	
	nce, check this box: \Box	CHINA	
If this address is a private reside	nce, check this box: Facsimile n 852-2509-3	umber:	
If this address is a private reside Telephone Number: 852-2629-2800	Facsimile n	umber:	
If this address is a private reside Telephone Number: 852-2629-2800	Facsimile n 852-2509-1	umber:	
This is (check one):	Facsimile n 852-2509-3 affiliates.	umber:	

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Name of entity where books and records FIDELITY INVESTMENTS	are kept:			
Number and Street 1: 1000 DE LA GAUCHETIERE WEST		Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:	
MONTREAL		QUEBEC, CANADA	H3B 4W5	
If this address is a private residence, che	eck this box: 🗖			
Telephone Number: 800-817-5448	Facsimile nu	Facsimile number:		
This is (check one):				
one of your branch offices or affiliates	s.			
on a third-party unaffiliated recordkeepe				
C other.				
Briefly describe the books and records kept at this location: BOOKS AND RECORDS OF INVESTMENT COMPANIES AND OTHER CLIENTS ADVISED BY REGISTRANT AND REGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.				
Name of entity where books and records FIDELITY INVESTMENTS	are kept:			
Number and Street 1: EMBASSY GOLF LINKS BUSINESS PARK				
City: BANGALORE	State:	Country:	ZIP+4/Postal Code: 560071	
BANGALORE		INDIA	300071	
If this address is a private residence, check this box: $\ \Box$				
Telephone Number: 0 -6000	Facsim	Facsimile number:		
This is (check one):				
one of your branch offices or affiliates.				
C a third-party unaffiliated recordkeepe	r.			
C other.				
Briefly describe the books and records ke BOOKS AND RECORDS RELATING TO CE U.S. CLIENTS, RECORDS RELATING TO C SUCH SERVICES, AND OTHER BOOKS AN	RTAIN INVESTME CODE OF ETHICS	ENT ADVISORY SERVIO COMPLIANCE BY INDI	IVIDUALS INVOLVED IN PROVIDING	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:			
Number and Street 1: 82 DEVONSHIRE ST.		Number and Street 2:		
City: State BOSTON	d	Country:	ZIP+4/Postal Code: 02109	

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N	Massachusetts U	NITED STATES	
If this address is a private residence	, check this box: $\ \square$		
Telephone Number: F	acsimile number:		
This is (check one): one of your branch offices or affi a third-party unaffiliated records other. Briefly describe the books and record LEGAL DOCUMENTS	eeper.		
Name of entity where books and rec FIDELITY INVESTMENTS	ords are kept:		
Number and Street 1: 77 CONSTITUTION BLVD.		Number and Street 2:	
City: FRANKLIN	State:	Country:	ZIP+4/Postal Code: 02038
	Massachusetts	UNITED STATES	
If this address is a private residence	, check this box: $\ \square$		
Telephone Number: 800-347-2808	Facsimile number:		
This is (check one): one of your branch offices or affi a third-party unaffiliated records other. Briefly describe the books and record BOOKS AND RECORDS OF INVESTMI REGISTRANT'S AFFILIATES AND OTH	eeper. ds kept at this location: ENT COMPANIES AND OT		
Name of entity where books and rec FIDELITY INVESTMENTS	ords are kept:		
Number and Street 1: TWO CONTRA WAY		Number and Street 2:	
City: MERRIMACK	State:	Country:	ZIP+4/Postal Code: 03054
	New Hampshire	UNITED STATES	
If this address is a private residence	, check this box: $\ \square$		
Telephone Number: 617-563-7000	Facsimile number:		
This is (check one):			

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one of your branch offices or affilia a third-party unaffiliated recordkee			
O other.			
Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN REGISTRANT'S AFFILIATES AND OTHE	IT COMPANIES A	AND OTHER CLIENTS ADVIS	
Name of entity where books and recorFIDELITY INVESTMENTS	ds are kept:		
Number and Street 1: 100 SALEM ST.		Number and Street 2	:
City:	State:	Country:	ZIP+4/Postal Code:
SMITHFIELD	Rhode Island	UNITED STATES	02917
If this address is a private residence, o	check this box:		
Telephone Number: 617-563-7000	Facsimile numl	ber:	
This is (check one): one of your branch offices or affilia a third-party unaffiliated recordkee other. Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN	per. kept at this loca IT COMPANIES A	AND OTHER CLIENTS ADVIS	
Name of entity where books and recor- FIL INVESTMENTS INTERNATIONAL		RECORDS MAY BE KEPT AT	THIS LOCATION.
Number and Street 1: MILLFIELD LANE, BEECHGATE City: TADWORTH	State:	Number and Street 2: LOWER KINGSWOOD Country: UNITED KINGDOM	ZIP+4/Postal Code: KT20 6RB
If this address is a private residence, o	check this box:		
Telephone Number: 44-01732-361144	Facsimile nu	umber:	
This is (check one):			
C one of your branch offices or affiliat	tes.		
a third-party unaffiliated recordkee other.	per.		
Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN REGISTRANT'S AFFILIATES AND OTHE	IT COMPANIES A	AND OTHER CLIENTS ADVIS	

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Name of entity where books and records FIL INVESTMENTS INTERNATIONAL	are kept:		
Number and Street 1: MILLFIELD LANE, WINDMILL COURT City: TADWORTH	State:	Number and Street 2: LOWER KINGSWOOD Country:	ZIP+4/Postal Code: KT20 6RB
If this address is a private residence, che	eck this box: 「	UNITED KINGDOM	
Telephone Number: 44-01732-361144	Facsimile		
This is (check one): One of your branch offices or affiliates a third-party unaffiliated recordkeepe other.	er.		
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records ANACOMP	are kept:		
Number and Street 1: 3675 CONCORDE PARKWAY		Number and Street 2: SUITE 1500	
City: CHANTILLY	State: Virginia	Country: UNITED STATES	ZIP+4/Postal Code: 20151
If this address is a private residence, che	eck this box: [
Telephone Number: 703-234-3900	Facsimile num	ber:	
This is (check one): One of your branch offices or affiliates a third-party unaffiliated recordkeepe other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: 17-19/F NEXXUS BUILDING		Number and Street 2: 41 CONNAUGHT ROAD, CE	ENTRAL

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City: HONG KONG	State:	Coun		ZIP+4/Po	ostal Code:
If this address is a private residence, ch	eck this box:				
Telephone Number: 852-3965-3358	Facsimile	number:			
This is (check one): one of your branch offices or affiliate a third-party unaffiliated recordkeepe other. Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	er. Tept at this local COMPANIES A	AND OTH			
Name of entity where books and records FIDELITY INVESTMENTS	are kept:				
Number and Street 1: ONE SPARTAN WAY			Number and S	treet 2:	
	ate:		Country:		ZIP+4/Postal Code:
MERRIMACK Ne	ew Hampshire		UNITED STATE	S	03054
If this address is a private residence, ch	eck this box:				
Telephone Number: Fa 617-563-7000	acsimile numbe	er:			
This is (check one):					
one of your branch offices or affiliate					
a third-party unaffiliated recordkeepe	er.				
O other. Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES A	AND OTH			
Name of entity where books and records FIL INVESTMENTS INTERNATIONAL	are kept:				
Number and Street 1: 25 CANNON STREET	•	Number	and Street 2:		
City: LONDON	State:	Country:			P+4/Postal Code: C4M 5TA
20112 011		UNITED I	KINGDOM		
If this address is a private residence, ch	eck this box:				
Telephone Number:	Facsimile nur	mber:			

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44-0207-961-4500	44 (0)1732 8	338886			
This is (check one):					
O one of your branch offices or aff	iliates.				
a third-party unaffiliated record	keeper.				
other.					
Briefly describe the books and record BOOKS AND RECORDS OF INVESTME REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES A	AND OTHER CLIENTS ADV			
Name of entity where books and re- FIDELITY INVESTMENTS	cords are kept:				
Number and Street 1: 900 SALEM ST.		Number and Street	2:		
City:	State:	Country:	ZIP+4/Postal Code:		
SMITHFIELD	Rhode Island	UNITED STATES	02917		
If this address is a private residence	e, check this box:				
Telephone Number: 617-563-7000	Facsimile numl	ber:			
This is (check one): one of your branch offices or aff a third-party unaffiliated records other.					
Briefly describe the books and record BOOKS AND RECORDS OF INVESTMA REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES A	AND OTHER CLIENTS ADV			
Name of entity where books and ref	cords are kept:				
Number and Street 1: 701 BRICKELL AVE.		Number and Street 2: SUITE 2400			
City:	State:	Country:	ZIP+4/Postal Code:		
MIÁMI		•	33131		
	Florida	UNITED STATES			
If this address is a private residence, check this box: $\ \Box$					
Telephone Number: 617-563-7000	Facsimile nu	ımber:			
This is (check one):					
one of your branch offices or aff	filiates.				
C a third-party unaffiliated records					
C other.					

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Briefly describe the books and record BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	
REGISTION STATEMENT OF	TIER BOOKS AND	NECONDO FIXE DE REFE	AT THIS EGGATION.
Name of entity where books and red IRON MOUNTAIN	cords are kept:		
Number and Street 1: 13425 BRANCHVIEW LANE		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
FARMERS BRANCH	Texas	UNITED STATES	75234
If this address is a private residence	e, check this box:		
Telephone Number: 800-934-3453	Facsimile n	umber:	
This is (check one):			
one of your branch offices or affi	iliates.		
a third-party unaffiliated recordl	keeper.		
C other.			
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	
Name of entity where books and rec FIDELITY INVESTMENTS	cords are kept:		
Number and Street 1:		Number and Street 2:	
6001 WEST CAMPUS CIRCLE City:	State:	LAS COLINAS Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75063
If this address is a private residence	e, check this box:		
Telephone Number: 617-563-7000	Facsimile r	number:	
This is (check one):			
one of your branch offices or aff			
a third-party unaffiliated records	eeper.		
C other.			
Briefly describe the books and record BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	

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FIDELITY INVESTMENTS			
Number and Street 1: UNI TECHWORLD TOWER D, CYBERP City: GURGAON	ARK State	Number and S SECTOR 39 : Country: INDIA	treet 2: ZIP+4/Postal Code: 122001
If this address is a private residence,	check this box:		
Telephone Number: 91-12-4283-3000	Facsiı	mile number:	
This is (check one): one of your branch offices or affil a third-party unaffiliated recordke other.			
Briefly describe the books and record BOOKS AND RECORDS PERTAINING U.S. CLIENTS, RECORDS RELATING SUCH SERVICES, AND OTHER BOOKS Name of entity where books and record FIDELITY INVESTMENTS	TO CERTAIN INVESTM TO CODE OF ETHICS (S AND RECORDS MAY	MENT ADVISORY SERVICE COMPLIANCE BY INDIVID	UALS INVOLVED IN PROVIDING
Number and Street 1:		Number and Street	
WORLD TRADE CENTER City: BOSTON	State:	200 SEAPORT BLVD Country:	ZIP+4/Postal Code: 02210
7611:	Massachusetts	UNITED STATES	
If this address is a private residence,	check this box:		
Telephone Number: 617-563-7000	Facsimile number:		
This is (check one): one of your branch offices or affil a third-party unaffiliated recordke other.			
Briefly describe the books and record BOOKS AND RECORDS OF INVESTME REGISTRANT'S AFFILIATES AND OTH	ENT COMPANIES AND	OTHER CLIENTS ADVISE	
Name of entity where books and reco	ords are kept:		
Number and Street 1: 300 NEW MILLENNIUM WAY		Number and Street 2	:
City:	State:	Country:	ZIP+4/Postal Code: 27709
	North Carolina	UNITED STATES	2,705

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If this address is a private residence, che	ck this box:		
Telephone Number: Fa	csimile numb	er:	
This is (check one): one of your branch offices or affiliates a third-party unaffiliated recordkeepe other. Briefly describe the books and records keepen of the books and the books and the books are the books and the books and the books are the books and the books are the books are the books and the books are the books ar	r. ept at this loc COMPANIES A	AND OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: QUEEN MAEVE BUILDING City: GALWAY	State:	Number and Street 2: PARKMORE EAST BUSIN Country: ZIF IRELAND	ESS PARK P+4/Postal Code:
If this address is a private residence, che	ck this box:		
Telephone Number: 353 91 74 7400	Facsimile r	number:	
This is (check one): one of your branch offices or affiliates a third-party unaffiliated recordkeepe other. Briefly describe the books and records keepen of the books and the books are the book	r. ept at this loc COMPANIES /	AND OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: TWO DESTINY WAY		Number and Street 2:	
City: WESTLAKE	State: Texas	Country: UNITED STATES	ZIP+4/Postal Code: 76262
If this address is a private residence, che	ck this box:		
Telephone Number: 617-563-7000	Facsimile nu	umber:	
This is (check one):			

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one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.			
Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT C REGISTRANT'S AFFILIATES AND OTHER BO	OMPANIES A	AND OTHER CLIENTS ADVISED	
Name of entity where books and records a FIDELITY INVESTMENTS	re kept:		
Number and Street 1: 65 ST. PAUL'S CHURCHYARD		Number and Street 2:	
	State:	Country:	ZIP+4/Postal Code:
LONDON		UNITED KINGDOM	EC4M 8AB
If this address is a private residence, chec	k this box:		
Telephone Number: I 4402071843500	Facsimile nu	umber:	
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT CREGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS OF INVESTMENT CREGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS OF INVESTMENTS Name of entity where books and records a FIDELITY INVESTMENTS Number and Street 1: 10 PATERNOSTER SQUARE, 4TH FLOOR City: LONDON	ot at this loc OMPANIES A OOKS AND I are kept:	Number and Street 2: Country: UNITED KINGDOM	
If this address is a private residence, chec	k this box:		
Telephone Number: 4402071843500	Facsim	nile number:	
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT CO	ot at this loc		D BY REGISTRANT AND
REGISTRANT'S AFFILIATES AND OTHER BO			

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Name of entity where books and records FMR CO., INC.	are kept:		
Number and Street 1: 17TH ST PLAZA		Number and Street 2: 1225 17TH ST STE 1530	1
City:	State:	Country:	ZIP+4/Postal Code:
DENVER	Colorado	UNITED STATES	80202
If this address is a private residence, che	ck this box:		
Telephone Number: 617-563-7000	Facsimile numbe	er:	
This is (check one):			
one of your branch offices or affiliates			
a third-party unaffiliated recordkeeper	r.		
C other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT (REGISTRANT'S AFFILIATES AND OTHER E	COMPANIES AND	OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: KAMIYACHU PRIME PLACE AT 1-17		Number and Street 2: TORANOMON-4-CHRON	•
City: TOKYO	State:		P+4/Postal Code: 7-6012
		JAPAN	
If this address is a private residence, che	ck this box:		
Telephone Number: 81(0)346505800	Facsimile nu	umber:	
This is (check one):			
one of your branch offices or affiliates			
a third-party unaffiliated recordkeeper	r.		
O other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT (REGISTRANT'S AFFILIATES AND OTHER E	COMPANIES AND	OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: BELL TRINITY SQUARE NORTH/SOUTH TO	OWER	Number and Stre 483 BAY STREET,	

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City: TORONTO	State:	:	Country:	ANADA	ZIP+4/Postal Code: M5G 2N7
If this address is a private residence, check	this box: 「				
Telephone Number: 800-817-5448	Facsin	mile num	ber:		
This is (check one): one of your branch offices or affiliates. One of your branch offices or affiliates. One of your branch offices or affiliates. One of your branch offices or affiliates. One of your branch offices or affiliates.	OMPANIES AN	ND OTHE			
Name of entity where books and records ar FIDELITY INVESTMENTS	⁻e kept:				
Number and Street 1: OUTER RING ROAD City: BANGALORE	State:			2: BUSINESS PA ZIP+4/Posta 560045	
If this address is a private residence, check	this box:				
Telephone Number: 0 -5000	Facsimile nu	ımber:			
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.					
Briefly describe the books and records kept BOOKS AND RECORDS PERTAINING TO CEI U.S. CLIENTS, RECORDS RELATING TO COI SUCH SERVICES, AND OTHER BOOKS AND	RTAIN INVES DE OF ETHIC	STMENT A	LIANCE BY IN	IDIVIDUALS I	
Name of entity where books and records ar FIDELITY INVESTMENTS	e kept:				
Number and Street 1: GKS TECHNOLOGIES PARK City: CHENNAI	State:			: N, MANAPAKK ZIP+4/Posta 600089	
If this address is a private residence, check	this box: 「				

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Telephone Number: 91-44-6618-7500					
This is (check one):					
one of your branch offices or affiliate	es.				
C a third-party unaffiliated recordkeep					
C other.					
Briefly describe the books and records k BOOKS AND RECORDS PERTAINING TO U.S. CLIENTS, RECORDS RELATING TO SUCH SERVICES, AND OTHER BOOKS A	CERTAIN INVESTI CODE OF ETHICS	MENT ADVISORY SERVICES COMPLIANCE BY INDIVIDU	IALS INVOLVED IN PROVIDING		
Name of entity where books and record FIDELITY INVESTMENTS	s are kept:				
Number and Street 1: 350 CALIFORNIA STREET		Number and Street 2:			
City:	State:	Country:	ZIP+4/Postal Code:		
SAN FRANCISCO	California	UNITED STATES	94104		
If this address is a private residence, ch	neck this box:				
Telephone Number: 617-563-7000	Facsimile number	r:			
This is (check one):					
one of your branch offices or affiliate	es.				
C a third-party unaffiliated recordkeep	er.				
C other.					
Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	Γ COMPANIES AND	OTHER CLIENTS ADVISED			
Name of entity where books and record FIDELITY INVESTMENTS	s are kept:				
Number and Street 1: 100 CROSBY PARKWAY		Number and Street 2:			
City: COVINGTON	State:	Country:	ZIP+4/Postal Code: 41015		
COVINGTON	Kentucky	UNITED STATES	41013		
If this address is a private residence, ch	neck this box:				
Telephone Number: 617-563-7000	Facsimile number	r:			
This is (check one):					
one of your branch offices or affiliate	es.				
C a third-party unaffiliated recordkeep	er.				

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C other.					
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES AND	OTHER CLIENTS ADVISE			
Name of entity where books and rec	cords are kept:				
Number and Street 1: 11000 WESTON PARKWAY		Number and Street 2	::		
City: CARY	State:	Country:	ZIP+4/Postal Code: 27513		
CART	North Carolina	UNITED STATES	2/313		
If this address is a private residence	e, check this box: \Box				
Telephone Number: 617-563-7000	Facsimile number:				
This is (check one): one of your branch offices or affiliates.					
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM	IENT COMPANIES AND	OTHER CLIENTS ADVISE			
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT Name of entity where books and rec	IENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE			
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT Name of entity where books and rec FIDELITY INVESTMENTS	IENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO	HIS LOCATION. 2:		
Briefly describe the books and record BOOKS AND RECORDS OF INVESTMEDISTRANT'S AFFILIATES AND OT Name of entity where books and record process. The second street 1: 1 WATERSIDE, KINGSWOOD AVE	HENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES	2: SS CAMPUS		
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT Name of entity where books and record to the second street 1: 1 WATERSIDE, KINGSWOOD AVE City:	IENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country:	HIS LOCATION. 2:		
Briefly describe the books and record BOOKS AND RECORDS OF INVESTMEDISTRANT'S AFFILIATES AND OT Name of entity where books and record and Street 1: 1 WATERSIDE, KINGSWOOD AVE City:	HENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country:	2: SS CAMPUS ZIP+4/Postal Code:		
Briefly describe the books and recorbOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT Name of entity where books and record and street 1: 1 WATERSIDE, KINGSWOOD AVE City: DUBLIN	HENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country:	2: SS CAMPUS ZIP+4/Postal Code:		
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT Name of entity where books and record and Street 1: 1 WATERSIDE, KINGSWOOD AVE City: DUBLIN If this address is a private residence Telephone Number:	HENT COMPANIES AND HER BOOKS AND REC	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country: IRELAND	2: SS CAMPUS ZIP+4/Postal Code:		
Briefly describe the books and record BOOKS AND RECORDS OF INVESTMEGISTRANT'S AFFILIATES AND OT Name of entity where books and record process. The second process is a private residence of the second process in the second process is a private residence of the second process is a private res	State: cords are kept: State: Facsimile	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country: IRELAND	2: SS CAMPUS ZIP+4/Postal Code:		
Briefly describe the books and recorbOOKS AND RECORDS OF INVESTMREGISTRANT'S AFFILIATES AND OT Name of entity where books and recorbIDELITY INVESTMENTS Number and Street 1: 1 WATERSIDE, KINGSWOOD AVE City: DUBLIN If this address is a private residence Telephone Number: 353 1 614 5400 This is (check one): one of your branch offices or aff	Cords are kept: State: Facsimile	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country: IRELAND	2: SS CAMPUS ZIP+4/Postal Code:		
Briefly describe the books and record BOOKS AND RECORDS OF INVESTME REGISTRANT'S AFFILIATES AND OT Name of entity where books and record process. The second process of the sec	Cords are kept: State: Facsimile	OTHER CLIENTS ADVISE ORDS MAY BE KEPT AT TO Number and Street CITYWEST BUSINES Country: IRELAND	2: SS CAMPUS ZIP+4/Postal Code:		

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Name of entity where books and records are keepen CO., INC.	ept:				
Number and Street 1: 875 N MICHIGAN AVENUE, SUITE 3100		Number and Street 2:			
City: CHICAGO	State:	Country:	ZIP+4/Postal Code: 60611		
CHICAGO	Illinois	UNITED STATES	00011		
If this address is a private residence, check this	s box: □				
Telephone Number: 617-563-7000	Facsimile num	ber:			
This is (check one):					
one of your branch offices or affiliates.					
C a third-party unaffiliated recordkeeper.					
C other.					
Briefly describe the books and records kept at this location: BOOKS AND RECORDS OF INVESTMENT COMPANIES AND OTHER CLIENTS ADVISED BY REGISTRANT AND REGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.					

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

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SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

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If you are applying for registration as an investment adviser with the SEC, you must make both of these				
representations:				
☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the <i>state securities authorities</i> in those states.				
\square I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be				
required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> of those states.				
If you are submitting your annual updating amendment, you must make this representation:				
\square Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and				
have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.				
SECTION 2.A.(12) SEC Exemptive <i>Order</i>				
If you are relying upon an SEC <i>order</i> exempting you from the prohibition on registration, provide the following				
information:				
Application Number:				
803-				
Date of order:				
SECTION 4 Successions No Information Filed				
SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790 SEC File Number 811-00790				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790 SEC File Number 811-00790				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790 SEC File Number 811-01193				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790 SEC File Number 811-01193				
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser. SEC File Number 811-00215 SEC File Number 811-00649 SEC File Number 811-00790 SEC File Number 811-01193				

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SEC File Number	
811-01796	
SEC File Number	
811-02105	
SEC File Number	
811-02546	
SEC File Number	
811-02676	
SEC File Number	
811-02737	
SEC File Number	
811-02841	
SEC File Number	
811-03010	
SEC File Number	
811-03114	
SEC File Number	
811-03221	
SEC File Number	
811-03329	
SEC File Number	
811-03466	
SEC File Number	
811-03583	
SEC File Number	
811-03587	
SEC File Number	
811-03759	

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SEC File Number 811-03785 SEC File Number 811-03855 SEC File Number 811-04008 SEC File Number 811-04085 SEC File Number 811-04118 SEC File Number 811-04707 SEC File Number 811-05251 SEC File Number 811-05361 SEC File Number 811-05511 SEC File Number 811-05629 SEC File Number 811-07205 SEC File Number 811-21667 SEC File Number 811-21991

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

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No Information Filed

SEC	CTION 6.B.(2) Description of Primary Business
De	scribe your primary business (not your investment advisory business):
If y	ou engage in that business under a different name, provide that name:
SF	CTION 6.B.(3) Description of Other Products and Services
	scribe other products or services you sell to your <i>client</i> , You may omit products and services that you listed in ction 6.B.(2) above.
If y	ou engage in that business under a different name, provide that name.
SE	CTION 7.A. Financial Industry Affiliations
Co	mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.
1.	Legal Name of Related Person: FIDELITY INVESTMENTS MONEY MANAGEMENT, INC.
2.	Primary Business Name of <i>Related Person</i> : FIDELITY INVESTMENTS MONEY MANAGEMENT, INC.
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
	801 - 34590
	or Other
4.	Related Person's CRD Number (if any): 108252
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) ☑ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
6.	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?
7.	Are you and the <i>related person</i> under common <i>control</i> ?

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No o
		If the answer is yes, under what exemption?	0	_
	(D)	Trule diswer is yes, under what exemption:		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	\circ	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	:h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the related person share the same physical location?	0	0
	FIDE	al Name of Related Person: ELITY BROKERAGE SERVICES LLC nary Business Name of Related Person: ELITY BROKERAGE SERVICES LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	8 - 2	23292		
	or Othe			
	Oth	еі		
4.	<i>Rela</i> 778	ated Person's CRD Number (if any): 4		
5.	Rela	ated Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)			
	(c)			
	(d)			
	(e)		+:-	\n\
	(f) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant	ıatıo	л1)
	(y) (h)			
	(i)			
	(i)	accountant or accounting firm		
	(k)			
	(I)	insurance company or agency		
	(m)			

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		real estate broker or dealer sponsor or syndicator of limited	partnerships (or equivalent), excluding pooled investment vehicles		
			ging member (or equivalent) of pooled investment vehicles		
c	D	vov control or are vov controlled by th		Yes	No
ь.	Doy	you control or are you controlled by the	e related person?	0	0
7.	Are	e you and the <i>related person</i> under com	mon control?	0	0
8.	(a)	Does the <i>related person</i> act as a qual services you provide to <i>clients</i> ?	lified custodian for your clients in connection with advisory	0	0
	(b)	above, have you overcome the presurule 206(4)-(2)(d)(5)) from the relate	ith the SEC and you have answered "yes," to question 8(a) mption that you are not operationally independent (pursuant to ed person and thus are not required to obtain a surprise securities that are maintained at the related person?	С	0
	(c)	If you have answered "yes" to question responsible for <i>custody</i> of your <i>client</i> :	on 8.(a) above, provide the location of the <i>related person's</i> office s' assets:		
		Number and Street 1: City: State: If this address is a private residence,	Number and Street 2: Country: ZIP+4/Postal Code: check this box: \square		
				Yes	No
9.	(a)	If the <i>related person</i> is an investmen	t adviser, is it exempt from registration?	\circ	С
	(b)	If the answer is yes, under what exer	nption?		
10.	(a)	Is the <i>related person</i> registered with	a foreign financial regulatory authority ?	0	•
	(b)	If the answer is yes, list the name an which the <i>related person</i> is registered	d country, in English, of each foreign financial regulatory authority	wit	h
		, ,	No Information Filed	_	
11.	Doy	you and the <i>related person</i> share any s	supervised persons?	0	\circ
12.	Doy	you and the <i>related person</i> share the s	ame physical location?	Ō	0
1.	_	gal Name of <i>Related Person</i> : DELITY INVESTMENTS INSTITUTIONAL S	SERVICES COMPANY, INC.		
2.		mary Business Name of <i>Related Person</i> DELITY INVESTMENTS INSTITUTIONAL S			
3.	Rela	lated Person's SEC File Number (if any)	(e.g., 801-, 8-, 866-, 802-)		
	8 - 3	35097			
	or Oth	ner			
4.	<i>Rela</i> 175	lated Person's CRD Number (if any): 507			
5.	(a) (b) (c) (d)	other investment adviser (includregistered municipal advisor	dealer		

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6.	(j) (k) (l) (m) (n) (o) (p)	futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	
7.	Are	you and the related person under common control?	0	О
8.	(a) (b) (c)	above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	0	
9.	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		No
<i>y</i> .		If the answer is yes, under what exemption?	О	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	O	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	witl	า
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ö
1.		al Name of <i>Related Person</i> : TONAL FINANCIAL SERVICES, LLC		
2.		nary Business Name of <i>Related Person</i> : TONAL FINANCIAL SERVICES, LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 or Othe	- 50706 er		
4.	Rela	ated Person's CRD Number (if any):		

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4	2		1	4
1	.5	u	14	1

5.	Relate	ed Person is: (check all that apply)		
	(a) [broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c) [registered municipal advisor		
	(d) [registered security-based swap dealer		
	(e) [major security-based swap participant		
	(f) [ratior	า)
	(g) [
	(h) [banking or thrift institution		
	(i) [, ,		
	(j) [•		
	(k) [
	(I) [
	(m) [·		
	(n) [
	(o) [(p) [;	
			Yes	No
6.	Do yo	u control or are you controlled by the related person?	\circ	0
7.	Are vo	ou and the <i>related person</i> under common <i>control</i> ?	6	0
	, ,			0
8.		Poes the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory ervices you provide to <i>clients</i> ?	О	0
	a r	f you are registering or registered with the SEC and you have answered "yes," to question 8(a) bove, have you overcome the presumption that you are not operationally independent (pursuant to ule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise xamination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c) I	f you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office esponsible for <i>custody</i> of your <i>clients'</i> assets:		
		lumber and Street 1: Number and Street 2:		
	(City: State: Country: ZIP+4/Postal Code: f this address is a private residence, check this box: \Box		
			Yes	No
9.	(a) I	f the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	•
	(b) I	f the answer is yes, under what exemption?		
10.	(a) I	s the related person registered with a foreign financial regulatory authority?	0	0
		f the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> y which the <i>related person</i> is registered.	∕ with	1
		No Information Filed		
11.	Do yo	u and the related person share any supervised persons?	•	O
12.	Do yo	u and the <i>related person</i> share the same physical location?	0	0
1.	Legal	Name of <i>Related Person</i> :		

FIL INVESTMENT ADVISORS

2. Primary Business Name of Related Person:

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FIL INVESTMENT ADVISORS

3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 21347		
	or			
	Oth	er		
4	Dolo	stad Darson la CDD Number (if anyl)		
4.	111	nted Person's CRD Number (if any): 103		
5.		ted Person is: (check all that apply)		
	(a)			
	(b)	other investment adviser (including financial planners)		
	` '	registered municipal advisor		
	(d)			
	(e)			
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
		futures commission merchant		
	(h)			
		_		
	(J) (k)	•		
		insurance company or agency		
	(n)	. ,		
	(n)			
	(0)		5	
	(p)			
			Yes	No
6.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
			~	
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory	0	•
	<i>(</i> 1.)	services you provide to <i>clients</i> ?		
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to	\circ	\circ
		rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise		
		examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office		
		responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	•
	(h)	If the answer is yes, under what exemption?		
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	ô	_
_0.				0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	'n
		Name of Country/Foreign Financial Regulatory Authority		
		Hong Kong - Securities and Futures Commission		\dashv
		India - Securities and Exchange Board of India		\dashv
		-		

IAPD - View All Page 44 of 143 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: FIL INVESTMENT ADVISORS (UK) LTD. 2. Primary Business Name of Related Person: FIL INVESTMENT ADVISORS (UK) LTD. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 23620 or Other 4. Related Person's CRD Number (if any): 110970 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) 🗹 other investment adviser (including financial planners) (c) registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) banking or thrift institution (i) trust company (j) accountant or accounting firm (k) □ lawyer or law firm (I) insurance company or agency (m) \Box pension consultant (n) \square real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) \Box sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box

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Yes No

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9.	(a)	If the related person is an investment adviser, is it exempt from registration?	o 🍳				
	(b)	If the answer is yes, under what exemption?					
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	o 0				
	(b)	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	~				
		which the <i>related person</i> is registered.					
		Name of Country/Foreign Financial Regulatory Authority					
		United Kingdom - Financial Conduct Authority					
11.	Do y	you and the related person share any supervised persons?	o 🍳				
12.	Do y	you and the <i>related person</i> share the same physical location?	o 🧖				
1.		al Name of <i>Related Person</i> : INVESTMENTS (JAPAN) LIMITED					
2.		nary Business Name of <i>Related Person</i> : INVESTMENTS (JAPAN) LIMITED					
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	801	- 45731					
	or .						
	Othe	er er					
4.	Rela	eted Person's CRD Number (if any): 938					
5.	Rela	ted Person is: (check all that apply)					
	(a)						
	(b)	other investment adviser (including financial planners)					
	(c)	registered municipal advisor					
	(d)	,					
	(e)						
	` '	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ration)				
	(g)						
	(h)						
	(i)	trust company					
	(j)	accountant or accounting firm					
	(k) (l)						
	(i) (m)						
	(n)						
	(o)		5				
	(p)						
			Yes No				
6.	Do y	you control or are you controlled by the related person?	0 🤦				
7.	Are	you and the related person under common control?	o 🧧				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 👨				

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	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question $8.(a)$ above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
		If this dudices is a private residence, check this box.	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	h
		Name of Country/Foreign Financial Regulatory Authority		
		Japan - Financial Services Agency		
11.	Do y	vou and the related person share any supervised persons?	0	•
	,			
12.	Do y	rou and the related person share the same physical location?	0	0
	FIDE	al Name of Related Person: ELITY INVESTMENTS CANADA ULC Harry Business Name of Related Person:		
۷.		ELITY INVESTMENTS CANADA ULC		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er -		
4.	Rela	ted Person's CRD Number (if any):		
5.	Rela	ted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)			
	` '	registered security-based swap dealer		
	` ,	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
	(0)	futures commission merchant		
		banking or thrift institution		
	(i) (i)	☐ trust company ☐ accountant or accounting firm		
	(j) (k)	□ accountant or accounting firm □ lawyer or law firm		
	(N) (I)	insurance company or agency		
	(n)	, , , ,		
	(n)	·		
	. ,	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	5	

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	(p)		sponsor	, general partne	er, managing memb	per (or equivalent) of pooled investment vehicles		
6	Do v	,OU 6	ontrol or	are you control	lled by the related p	nercon?		No
0.	D0 }	you c	oner or or	are you control	red by the related p	Jerson:	0	0
7	Δre	VOLL	and the <i>n</i>	elated nerson u	nder common <i>cont</i>	rol?	•	_
<i>,</i> .	7110	you	and the r	ciacca persori ai	rider common come		•	0
8.	(a)	Doe	s the <i>rela</i>	ated person act	as a qualified custo	odian for your <i>clients</i> in connection with advisory	_	Ô
	()			provide to <i>clien</i>		,	U	_
	(b)	abo rule	ve, have 206(4)-(you overcome t (2)(d)(5)) from	the presumption the the related person	C and you have answered "yes," to question 8(a) at you are not operationally independent (pursuant to and thus are not required to obtain a surprise that are maintained at the <i>related person</i> ?	0	О
	(c)				to question 8.(a) a our <i>clients'</i> assets:	bove, provide the location of the <i>related person's</i> office		
		Nur	nber and	Street 1:		Number and Street 2:		
		City		State:	esidence, check this	Country: ZIP+4/Postal Code:		
		11 (1	iis addres	ss is a private re	esiderice, check this	S DOX.	Yes	No
9.	(a)	If th	ne <i>related</i>	<i>l person</i> is an in	vestment adviser.	is it exempt from registration?	©	0
٠.						io it oxionipt ii oiii rogioti attori		O
	(b)			r is yes, under v IVATE ADVISER	what exemption?			
10.	(a)	Is t	ne <i>related</i>	<i>d person</i> registe	ered with a <i>foreign</i> :	financial regulatory authority ?	Õ	0
	(b)	Tf th	ne answei	r is ves. list the	name and country	, in English, of each <i>foreign financial regulatory authorit</i>	v wit	h
	(5)			lated person is r		, in English, or each revelgh maneral regulatory ductions	,	
		Na	me of Co	untry/Foreigr	n Financial Regul	atory Authority		
		Car			Commission			
			iada - Alb	perta Securities				
		Car			Securities Commiss	ion		
			nada - Bri		Securities Commiss	ion		
		Car	nada - Bri nada - Ma	tish Columbia S nitoba Securitie	Securities Commiss			
		Car Car	nada - Bri nada - Ma nada - Ne	tish Columbia S nitoba Securitie w Brunswick Se	Securities Commission ecurities Commission			
		Car Car	nada - Bri nada - Ma nada - Ne nada - Ne	tish Columbia S nitoba Securitie w Brunswick Se wfoundland and	Securities Commission ecurities Commission d'Augusties Commission d'Aubrador, Financia	on		
		Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor	Securities Commission ecurities Commission d'Augusties Commission d'Aubrador, Financia	on al Services Regulation Division		
		Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - No	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur	Securities Commission ecurities Commission d Labrador, Financiaries, Office of the Rrities Commission	on al Services Regulation Division		
		Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - No nada - Nu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor	Securities Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities	on al Services Regulation Division		
		Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - Nu nada - Nu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities	Securities Commission es Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities Commission	on al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - Nu nada - On nada - Pri	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla	Securities Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities	on al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Office Commission	al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fin	Securities Commission execurities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Office Markets Authority	on al Services Regulation Division egistrar of Securities ce mmission		
11.	Do y	Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fina kon Territories,	Securities Commission es Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities Commission and, Securities Office Markets Authority ancial Services Cor	egistrar of Securities ce mmission ities	0	ō
11.	Do y	Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fina kon Territories,	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securi	egistrar of Securities ce mmission ities	0	Ö
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securi	egistrar of Securities ce mmission ities d persons?	0 0	0
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission es Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securities	egistrar of Securities ce mmission ities d persons?	0 0	
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission es Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securities	egistrar of Securities ce mmission ities d persons?	0 0	

1. Legal Name of Related Person: FIDELITY MANAGEMENT & RESEARCH COMPANY

2. Primary Business Name of Related Person: FIDELITY MANAGEMENT & RESEARCH COMPANY

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

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	801	- 7884	
	or Othe	er	
4.	Relat	ted Person's CRD Number (if any): 281	
5.	(a) (b) (c) (d) (e)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
6.			Yes No
7.	Are y	you and the related person under common control?	<u>•</u> с
8.	(b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	O O
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes No
		If the answer is yes, under what exemption?	_
10.	(b)	Is the related person registered with a foreign financial regulatory authority? If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority which the related person is registered. No Information Filed	o o with
11.	Do y	ou and the related person share any supervised persons?	<u>•</u> с
12.	Do y	ou and the <i>related person</i> share the same physical location?	<u>•</u> с

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1.		al Name of <i>Related Person</i> : LYROCK INVESTMENT ADVISORS LLC	
2.		nary Business Name of <i>Related Person</i> : LYROCK INVESTMENT ADVISORS LLC	
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	801	- 60583	
	or Oth	er	
4.		ated Person's CRD Number (if any): 324	
5.	(a) (b) (c) (d) (e)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant	
	(h) (i) (j) (k) (l) (m) (n) (o)	 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 	
6.	Doy	you control or are you controlled by the related person?	0 🤦
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	<u>•</u> с
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0 🧧
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	00
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	Vaa Na
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	Yes No
	(b)	If the answer is yes, under what exemption?	
10.	. (a)	Is the related person registered with a foreign financial regulatory authority ?	0 0
	(b)	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	with

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11.	which the <i>related person</i> is registered. No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	0
12.	Do you and the <i>related person</i> share the same physical location?	0
1.	Legal Name of Related Person: FIDELITY DISTRIBUTORS CORPORATION	
2.	Primary Business Name of Related Person: FIDELITY DISTRIBUTORS CORPORATION	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 8 - 8775 or Other	
4.	Related Person's CRD Number (if any): 6848	
5.	Related Person is: (check all that apply) (a)	
6.	Do you control or are you controlled by the related person?	0
7.	Are you and the <i>related person</i> under common <i>control</i> ?	0
8.	 (a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: 	0

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		If this address is a private residence, check this box: \Box		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	\circ
	(b)	If the answer is yes, under what exemption?		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	y wit	:h
		No Information Filed		
11.	Doy	you and the related person share any supervised persons?	•	\circ
12.	. Do y	you and the related person share the same physical location?	0	0
1.	_	al Name of <i>Related Person</i> : INVESTMENTS INTERNATIONAL		
2.		nary Business Name of <i>Related Person</i> : INVESTMENTS INTERNATIONAL		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela	ated Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regis futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	es	on)
6.	Doy	you control or are you controlled by the related person?		© No
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	О	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ō

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	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	•	0
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	Ō	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	า
		Name of Country/Foreign Financial Regulatory Authority		
		United Kingdom - Financial Conduct Authority		
11.	Do y	ou and the related person share any supervised persons?	o	0
12.	Do y	rou and the <i>related person</i> share the same physical location?	0	0
	FIL 1	I Name of Related Person: INVESTMENT SERVICES (UK) LIMITED ary Business Name of Related Person: INVESTMENT SERVICES (UK) LIMITED		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er e		
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b)	ted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor		
	(d)			
	(e)			
		commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
	(g)	☐ futures commission merchant		
	(h)	□ banking or thrift institution		
	(i)	☐ trust company		
	,	accountant or accounting firm		
	(k)			
	(I)	insurance company or agency		
	(m)	·		
	(n)	real estate broker or dealer		

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	(o) (p)		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	
	_			s No
6.	Doy	you <i>c</i>	control or are you controlled by the related person?	•
7.	Are	you a	and the <i>related person</i> under common <i>control</i> ?	0
8.	(a)		es the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory vices you provide to <i>clients</i> ?	•
	(b)	abov rule	rou are registering or registered with the SEC and you have answered "yes," to question 8(a) ove, have you overcome the presumption that you are not operationally independent (pursuant to e 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise amination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0
	(c)		ou have answered "yes" to question 8.(a) above, provide the location of the related person's office ponsible for custody of your clients' assets:	
		City	mber and Street 1: Number and Street 2: γ : State: Country: ZIP+4/Postal Code: his address is a private residence, check this box: \square	
9.	(a)	If th	he <i>related person</i> is an investment adviser, is it exempt from registration?	S No
	(b)		he answer is yes, under what exemption? REIGN PRIVATE ADVISER	
10	(a)	Is th	the related person registered with a foreign financial regulatory authority?	0
	(b)		he answer is yes, list the name and country, in English, of each foreign financial regulatory authority will ich the related person is registered.	th
			me of Country/Foreign Financial Regulatory Authority	
		Unit	ited Kingdom - Financial Conduct Authority	
11.	Doy	you a	and the related person share any supervised persons?	•
12	Doy	you a	and the <i>related person</i> share the same physical location?	Ö
1.	Lega FIL	al Nai INVE	ame of <i>Related Person</i> : ESTMENT MANAGEMENT (HONG KONG) LIMITED	
2.			Business Name of Related Person: ESTMENT MANAGEMENT (HONG KONG) LIMITED	
3.	Rela -	ated F	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Oth	er		
4.	Rela	ated F	Person's CRD Number (if any):	
5.	Relation (a) (b) (c) (d) (e)	□ ▽ □	Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant	

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	(f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 		on)
6.	Do y	you control or are you controlled by the related person?		No ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	О	Ō
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	0
	(b)		0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No C
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	o
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	h
		Name of Country/Foreign Financial Regulatory Authority		
11.	Do y	Hong Kong - Securities and Futures Commission you and the related person share any supervised persons?	О	O
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ō
1.		al Name of <i>Related Person</i> : PENSIONS MANAGEMENT		
2.		nary Business Name of <i>Related Person</i> : PENSIONS MANAGEMENT		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		

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4.	Relat	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
6.	Do y	ou control or are you controlled by the related person?		O
7.	Are y	you and the related person under common control?	0	Ô
8.	(b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	~	C
9.	(b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER	O	0
10.	(a)	Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. Name of Country/Foreign Financial Regulatory Authority	o y wit	C h
11.	Do y	United Kingdom - Financial Conduct Authority ou and the related person share any supervised persons?	_	0
		ou and the <i>related person</i> share the same physical location?	0	o

1. Legal Name of Related Person:

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PYRAMIS GLOBAL ADVISORS, LLC

2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS, LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 63658		
	or Othe	er		
4.	<i>Rela</i> 133:	nted Person's CRD Number (if any): 196		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes O	NO ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ô
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	О	О
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No
		If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	wit	n ——
				Į

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		Name of Country/Foreign Financial Regulatory Authority		1
		Canada - Ontario Securities Commission		
		Ireland - Central Bank of Ireland		
11.	Do	you and the related person share any supervised persons?	O	0
12.	Do	you and the <i>related person</i> share the same physical location?	6	0
1.		al Name of <i>Related Person</i> : LIMITED		
2.		nary Business Name of <i>Related Person</i> : LIMITED		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela	ated Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do	you control or are you controlled by the related person?		Õ
7.	Are	you and the related person under common control?	0	Ō
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ō
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0 (٥
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2:		

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		City: If this address is a	State: private residence, check	Country: k this box: □	ZIP+4/Postal Code:	
9.	(a)	If the related perso	on is an investment advi	ser, is it exempt from	registration?	Yes No
	(b)	If the answer is yes	s, under what exemption ADVISER	n?		
10.			on registered with a fore		y authority ? :h foreign financial regulatory aut	© C
	(D)		erson is registered.	ility, iii Liigiisii, oi ead	in foreign infancial regulatory aut	mority with
			/Foreign Financial Re	egulatory Authority		
		Bermuda - Bermud	da Monetary Authority			
11.	Do y	ou and the <i>related</i> ,	person share any super	vised persons?		<u> </u>
12.	Do y	ou and the <i>related</i> ,	person share the same	physical location?		o 🧖
1.	_	al Name of <i>Related F</i> ELITY MANAGEMENT				
2.		nary Business Name ELITY MANAGEMENT				
3.	Rela -	ited Person's SEC Fil	e Number (if any) (e.g.,	, 801-, 8-, 866-, 802-)		
	or Othe	er				
4.	Rela	ited Person's CRD N	umber (if any):			
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investmoregistered multiple registered multiple registered security commodity poor futures commit banking or through trust company accountant or lawyer or law insurance commit pension consumeral estate broughness of the sponsor or syntax investment in the security of the security	municipal securities desent adviser (including finicipal advisor urity-based swap dealer based swap participant of operator or commodities in the street of the second of	nancial planners) ty trading advisor (who	ecurities broker or dealer ether registered or exempt from r , excluding pooled investment ve	
6.	Dov	you control or are yo	ou <i>controlled</i> by the <i>rela</i>	ted nerson?		Yes No
υ.	טט)	you control of are yo	ou controlled by the rela	teu person:		o º
7.	Are	you and the <i>related</i>	person under common	control?		O

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes ©	No C
	(b)	If the answer is yes, under what exemption? SECTIONS 202(A)(2) AND (A)(11) OF THE INVESTMENT ADVISERS ACT		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	wit	h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	O	Ø
12.	Do y	you and the related person share the same physical location?	0	0
	Prim PYR	AMIS GLOBAL ADVISORS TRUST COMPANY nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS TRUST COMPANY		
3.	-	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ited Person's CRD Number (if any):		
5.	<i>Rela</i> (a)	ated Person is: (check all that apply) Display broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)			
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
	(g)			
	(h) (i)	banking or thrift institutiontrust company		
	(i) (j)	accountant or accounting firm		
	(k)	<u> </u>		
	(I)	insurance company or agency		
	(m)	pension consultant		

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	(n)	□ real estate broker or dealer						
	(0)							
	(p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles						
		·	Yes No					
6.	Do y	you control or are you controlled by the related person?	0 0]				
7.	Are	you and the related person under common control?	<u>•</u> с					
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	l				
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	00					
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:						
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square						
_			Yes No					
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	<u>•</u> О					
	(b)	If the answer is yes, under what exemption? SECTIONS 202(A)(2) AND (A)(11) OF THE INVESTMENT ADVISERS ACT						
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0 0					
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with					
		No Information Filed						
11.	Do y	you and the related person share any supervised persons?	<u>о</u> о					
12.	Do y	you and the <i>related person</i> share the same physical location?	<u>•</u> с	_				
1.		al Name of <i>Related Person</i> : R INVESTMENT MANAGEMENT (UK) LIMITED						
2.		nary Business Name of <i>Related Person</i> : R INVESTMENT MANAGEMENT (UK) LIMITED						
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)						
	or Oth	er						
4.	Rela	ated Person's CRD Number (if any):						
5.	(a) (b) (c) (d)	(d) registered security-based swap dealer						

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	(f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles						
6.	5. Do you control or are you controlled by the related person?							
7.	Are	you and the related person under common control?	0	0				
8.	(a) (b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	<u>о́</u>				
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	.	N.				
9.			O	No C				
10.		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. Name of Country/Foreign Financial Regulatory Authority	© with	C h				
11.	Do y	United Kingdom - Financial Conduct Authority you and the related person share any supervised persons?	0	Õ				
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0				
	FIDE	al Name of <i>Related Person</i> : ELITY PERSONAL TRUST COMPANY, FSB						
2.		nary Business Name of <i>Related Person</i> : ELITY PERSONAL TRUST COMPANY, FSB						
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)						
	or Other							

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4.	Rela	ated Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	 ✓ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registrest futures commission merchant ☑ banking or thrift institution ☑ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles)
	(p)		Yes I	\I
6.	Do '	you control or are you controlled by the related person?		©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Õ	o
8.			0	<u>о</u>
		responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
0	(5)		Yes I	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? SECTIONS 202(A)(2) AND (A)(11) OF THE INVESTMENT ADVISERS ACT	•	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	Ö
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with	
11.	Do '	you and the related person share any supervised persons?	0	Ö
		you and the <i>related person</i> share the same physical location?	6	o
_				

1. Legal Name of Related Person:

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PYRAMIS GLOBAL ADVISORS (CANADA) ULC

2.	Primary Business Name of <i>Related Person</i> : PYRAMIS GLOBAL ADVISORS (CANADA) ULC							
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)						
	or Othe	er						
4.	Rela	ted Person's CRD Number (if any):						
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles						
6.	Do y	you control or are you controlled by the related person?		0				
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ô	0				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	•				
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office	0	С				
	,	responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:						
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes					
	. ,	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO PYRAMIS GLOBAL ADVIS LLC		0				
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	•	0				
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	wit	h ——				

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	Name of Country/Foreign Financial Regulatory Authority							
	Canada - Ontario Securities Commission Canada - Quebec, Financial Markets Authority							
	Canada - Quebec, Financial Markets Authority							
11.	Do you and the related person share any supervised persons?	o 🧧						
12.	Do you and the <i>related person</i> share the same physical location?	o 🧖						
1.	Legal Name of Related Person: FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED							
2.	Primary Business Name of <i>Related Person</i> : FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED							
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)							
	801 - 69507							
	or Other							
4.	Related Person's CRD Number (if any): 148045							
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) ☑ commodity pool operator or commodity trading advisor (whether registered or exempt from reg (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles							
6.	Do you control or are you controlled by the related person?	o 🧖						
7.	Are you and the related person under common control?	c						
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 🧧						
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	00						
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	e						

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		Number and Street City: If this address is a p	State:	Countr	r and Stre y:	et 2: ZIP+4/Postal Code:			
							Yes No		
9.	(a)	If the related person	<i>n</i> is an investment	adviser, is it exen	npt from re	egistration?	o 🤒		
	(b)	If the answer is yes	, under what exem	nption?					
10.	(a)	Is the related perso	n registered with a	a foreign financial	regulatory	authority ?	o		
	(b)				sh, of each	า foreign financial regulatory au	<i>ithority</i> with		
		which the <i>related pe</i>			thority				
		Hong Kong - Securi	ities and Futures C	ommission	-				
11.	Do y	ou and the <i>related p</i>	person share any s	upervised persons	?		<u> </u>		
12.	Do y	ou and the <i>related p</i>	person share the sa	ame physical locat	ion?		o 🧖		
1.		al Name of <i>Related Po</i> ELITY MANAGEMENT		AN) INC.					
2.	Primary Business Name of Related Person: FIDELITY MANAGEMENT & RESEARCH (JAPAN) INC.								
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)								
	801	- 69571							
	or Oth	25							
	Othe	er							
4.	<i>Rela</i> 1483	<i>ted Person's CRD</i> Nu <mark>239</mark>	ımber (if any):						
5.	Rela	ted Person is: (check	k all that apply)						
	(a)	broker-dealer,	municipal securitie	s dealer, or gover	nment sec	curities broker or dealer			
	(b)		ent adviser (includi	ng financial planne	ers)				
	(c)								
	(d)		ırity-based swap de						
	(e)		-based swap partic	•		the constant of a constant of the			
	(f)			modity trading adv	/isor (wnei	ther registered or exempt from	registration)		
	(g) (h)								
	(i)	trust company							
	(i) (j)	accountant or a							
	(k)								
	(N) (I)	insurance comp							
	(m)								
	(n)								
	(o)			artnerships (or eq	uivalent).	excluding pooled investment v	ehicles		
					-	of pooled investment vehicles			
	``'	. , , 5: 101	, , , , , , , , , , , ,	<u> </u>			Yes No		
6.	Do v	ou <i>control</i> or are you	u <i>controlled</i> by the	related person?			<u> </u>		

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7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No
9.			0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	th
		Name of Country/Foreign Financial Regulatory Authority		
		Japan - Financial Services Agency		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
	PYR/ Prim	al Name of Related Person: AMIS GLOBAL ADVISORS (HONG KONG) LIMITED Hary Business Name of Related Person: AMIS GLOBAL ADVISORS (HONG KONG) LIMITED		
3.	-	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant	ratio	on)
	(k)	lawyer or law firm		

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	(m) (n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles							
	(p)		es No						
6.	Do y	ou control or are you controlled by the related person?	0						
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0						
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0						
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0 0						
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:							
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box							
9.	(2)		es No						
	` ,	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO PYRAMIS GLOBAL ADVISOLLC							
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0						
	(b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered.								
	Name of Country/Foreign Financial Regulatory Authority								
		Australia - Australian Securities and Investments Commission							
		Hong Kong - Securities and Futures Commission							
11.	Do y	ou and the related person share any supervised persons?	9 0						
12.	Do y	ou and the <i>related person</i> share the same physical location?	0 0						
1.		I Name of <i>Related Person</i> : NVESTMENT MANAGEMENT (SINGAPORE) LIMITED							
2.		ary Business Name of <i>Related Person</i> : NVESTMENT MANAGEMENT (SINGAPORE) LIMITED							
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)							
	or Othe	ır							
4.	Rela	ted Person's CRD Number (if any):							
5.	Rela	elated Person is: (check all that apply)							

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 (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration (g) □ futures commission merchant (h) □ banking or thrift institution 						
		☐ trust company☐ accountant or accounting firm				
	(k)	•				
		insurance company or agency				
	(m)	pension consultant				
	(n)	real estate broker or dealer				
	(0)					
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles				
_	_		es l	_		
6.	Do y	you control or are you controlled by the related person?	0	0		
7.	Are	you and the related person under common control?	0	Ō		
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ō		
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:				
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box				
			es l	Nο		
9.	(a)	The state of the s	_	0		
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER				
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	Ō	0		
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with			
		Name of Country/Foreign Financial Regulatory Authority				
		Singapore - Monetary Authority of Singapore				
11.	Do y	you and the related person share any supervised persons?	0	0		
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ō		
1.	Lega	al Name of <i>Related Person</i> :				

PYRAMIS DISTRIBUTORS CORPORATION LLC

2. Primary Business Name of *Related Person*: PYRAMIS DISTRIBUTORS CORPORATION LLC

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3.	Rela	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 8 - 67821						
	8 - (
	or							
	Oth	er						
4.	Rela	ated Person's CRD Number (if any):						
	146							
_	Dala	stad Davidanias (abade all bhat apply)						
5.	(a)	nted Person is: (check all that apply) Discrete Person is: (check all that apply) Discrete Person is: (check all that apply) Discrete Person is: (check all that apply)						
	(b)							
	(c)	, , , ,						
	(d)							
	(e)	major security-based swap participant						
	` ,	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)				
	(g)							
	(h) (i)							
	(i) (j)	• •						
	(k)							
	(l)	insurance company or agency						
	(m)	pension consultant						
	(n)							
	(0)		5					
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No				
6.	Do y	you control or are you controlled by the related person?	0	_				
	•		-					
7.	Are	you and the related person under common control?	•	o				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	О	•				
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0				
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:						
		Number and Street 1: Number and Street 2:						
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box						
		If this address is a private residence, check this box.	Yes	Nο				
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0					
			-	_				
	(D)	If the answer is yes, under what exemption?						
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	\circ	•				
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ witl	า				
		No Information Filed						
11.	Do y	you and the related person share any supervised persons?	•	0				
	Б							
12.	Do A	you and the <i>related person</i> share the same physical location?	\circ	0				

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1.		al Name of <i>Related Person</i> : THERN NECK INVESTORS LLC		
2.		ary Business Name of <i>Related Person</i> : THERN NECK INVESTORS LLC		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 56408		
	or Othe	er -		
4.	<i>Rela</i>	ted Person's CRD Number (if any): 215		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer		
6.	Do y	you control or are you controlled by the related person?	C	Õ
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	О	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	0
	(b)	If the answer is yes, under what exemption?		

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10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	witl	h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Doy	you and the related person share the same physical location?	0	O
1.		al Name of <i>Related Person</i> : LC MANAGEMENT, INC.		
2.		nary Business Name of <i>Related Person</i> : LLC MANAGEMENT, INC.		
3.	Rela -	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (g) (h) (n) (o) (p)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	0	0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ō
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		

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		City		1: State: private residence, check this	Number and Stree Country: box: ☐	et 2: ZIP+4/Postal Code:	
0	(-)	T.C. 1.1.		: :	- :t		Yes No
9.	(a)	Ir tn	e relatea perso	n is an investment adviser, i	s it exempt from re	gistration?	0 0
	(b)	If th	e answer is yes	s, under what exemption?			
10.	` '		•	on registered with a foreign f	,	,	0 0
	(b)			s, list the name and country, verson is registered.	in English, of each	foreign financial regulatory authority	' with
			•		Information Filed		
11.	Do y	ou ar	nd the <i>related p</i>	person share any supervised	persons?		<u>•</u> О
12.	Do y	ou ar	nd the <i>related µ</i>	person share the same physi	cal location?		o º
1.	_		me of <i>Related P</i> CLEARING CAN				
2.			Business Name CLEARING CAN	of <i>Related Person</i> : NADA ULC			
3.	Rela	ited P	erson's SEC Fil	e Number (if any) (e.g., 801	-, 8-, 866-, 802-)		
	- or						
	Othe	er					
4.	Rela	ited P	erson's CRD Nu	umber (if any):			
5.		_		k all that apply)			
	(a)			municipal securities dealer,		urities broker or dealer	
	(b) (c)		registered mur	ent adviser (including financia nicipal advisor	ai pianners)		
			_	urity-based swap dealer			
	(e)			-based swap participant			
					ding advisor (wheth	ner registered or exempt from registi	ration)
	(g)			ssion merchant			
	(h) (i)		banking or thri				
			trust company	accounting firm			
	(k)		lawyer or law f				
				pany or agency			
	(m)		pension consul	ltant			
	(n)		real estate bro				
	(o) (p)					excluding pooled investment vehicles f pooled investment vehicles	i
6.				ou <i>controlled</i> by the <i>related p</i>			Yes No
7					- 10		-
/.	Are	you a	inu ine <i>related</i>	person under common contr	UI :		· 0

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	О
	(c)	If you have answered "yes" to question $8.(a)$ above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		~
10.	-	Is the related person registered with a foreign financial regulatory authority ?	•	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	<i>y</i> wit	h
		Name of Country/Foreign Financial Regulatory Authority		
		Canada - Alberta Securities Commission		
		Canada - British Columbia Securities Commission		
		Canada - Manitoba Securities Commission		
		Canada - New Brunswick Securities Commission		
		Canada - Newfoundland and Labrador, Financial Services Regulation Division		
		Canada - Northwest Territories, Office of the Registrar of Securities		
		Canada - Nova Scotia Securities Commission		
		Canada - Nunavut, Registrar of Securities		
		Canada - Ontario Securities Commission		
		Canada - Prince Edward Island, Securities Office		
		Canada - Quebec, Financial Markets Authority		
		Canada - Saskatchewan Financial Services Commission		
		Canada - Yukon Territories, Registrar of Securities		
		Other - INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA		
11.	Do y	you and the related person share any supervised persons?	О	•
12.	Do y	ou and the related person share the same physical location?	0	0
1.		al Name of <i>Related Person</i> : AMIS GLOBAL MARKET NEUTRAL GP LLC		
2.	Prim PYR	nary Business Name of <i>Related Person</i> : AMIS GLOBAL MARKET NEUTRAL GP LLC		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	Rela	ted Person is: (check all that apply)		

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	(h) (i) (j) (k) (l) (m) (n) (o)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registral futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 	tion)
	(p)		es No
6.	Do y	you control or are you controlled by the related person?	o 👨
7.	Are	you and the related person under common control?	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 🧧
	(b)	above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	00
		If this address is a private residence, check this box: \Box	es No
9.	(a)	If the related person is an investment advisor is it exempt from registration?	0 0
	(b)	If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	o 💿
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	vith
11.	Do y	you and the related person share any supervised persons?	0
12.	Do y	you and the <i>related person</i> share the same physical location?	o
1.		al Name of <i>Related Person</i> : ELITY MANAGEMENT & RESEARCH (U.K.) INC.	
2.		nary Business Name of <i>Related Person</i> : ELITY MANAGEMENT & RESEARCH (U.K.) INC.	
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	

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	801	- 28773	
	or		
	Othe	er	
4.	Rela	ted Person's CRD Number (if any): 273	
5.	Rela (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regis futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
	(P)	sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Yes No
6.	Do y	you control or are you controlled by the related person?	0 🧧
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	<u>•</u> с
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 🧖
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0 0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box	
			Yes No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0 🧧
	(b)	If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	o 0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	ty with
		Name of Country/Foreign Financial Regulatory Authority	
		Ireland - Central Bank of Ireland	
		United Kingdom - Financial Conduct Authority	
11.	Do y	you and the related person share any supervised persons?	0
12.	Do y	you and the related person share the same physical location?	0 0

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	egal Name of Related Person: IL INVESTMENT MANAGEMENT GMBH					
۷.	rimary Business Name of <i>Related Person</i> : IL INVESTMENT MANAGEMENT GMBH					
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	r ther					
4.	elated Person's CRD Number (if any):					
5.	elated Person is: (check all that apply) a)		n)			
6.	o you control or are you controlled by the related person?	0	Õ			
7.	re you and the <i>related person</i> under common <i>control</i> ?	0	•			
8.	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		O			
9.	a) If the <i>related person</i> is an investment adviser, is it exempt from registration? D) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER	es ©	No C			

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10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	<i>y</i> wit	:h
		Name of Country/Foreign Financial Regulatory Authority		
		Germany - German Federal Financial Supervisory Agency		
11.	Do y	you and the related person share any supervised persons?	0	•
12.	Do y	ou and the related person share the same physical location?	0	Ö
1.		al Name of <i>Related Person</i> : ATEGIC ADVISERS, INC.		
2.	Prim STR	nary Business Name of <i>Related Person</i> : ATEGIC ADVISERS, INC.		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 13243		
	or Othe	er		
4.	<i>Rela</i> 104!	ted Person's CRD Number (if any): 555		
5.	(a) (b) (c) (d) (e) (f)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regis futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	es.	on)
6.	Do y	you control or are you controlled by the related person?		0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ö
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0

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	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	
		Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:	
		If this address is a private residence, check this box: \square	s No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	•
	(b)	If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> w which the <i>related person</i> is registered.	ith
		No Information Filed	
11.	Doy	you and the related person share any supervised persons?	0
12.	Doy	you and the <i>related person</i> share the same physical location?	0
1.		al Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS (IRELAND) LIMITED	
2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS (IRELAND) LIMITED	
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Oth	er er	
4.	Rela	ted Person's CRD Number (if any):	
5.	(a) (b)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	ion)
6.	Doy	you control or are you controlled by the related person?	9 140
7.	Are	you and the related person under common control?	

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8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? 0 0 (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. Name of Country/Foreign Financial Regulatory Authority Ireland - Central Bank of Ireland 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: EMPIRE FIDELITY INVESTMENTS LIFE INSURANCE COMPANY 2. Primary Business Name of Related Person: EMPIRE FIDELITY INVESTMENTS LIFE INSURANCE COMPANY 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) ٥r Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (f) (g) \square futures commission merchant (h) \Box banking or thrift institution trust company (i) (j) accountant or accounting firm (k) □ lawyer or law firm

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	(l)		insurance company or agency				
	(m) (n)		pension consultant real estate broker or dealer				
	(o)		sponsor or syndicator of limited partnership	s (or equivalent), e	excluding pooled investment vehicles	5	
	(p)		sponsor, general partner, managing member				
						Yes	No
6.	Do y	you c	control or are you controlled by the related pe	erson?		\circ	•
7.	Are	you	and the <i>related person</i> under common <i>contro</i>	p/?		•	\circ
8.	(a)		es the <i>related person</i> act as a qualified custoc vices you provide to <i>clients</i> ?	dian for your <i>clients</i>	s in connection with advisory	О	•
	(b)	abo rule	ou are registering or registered with the SEC ve, have you overcome the presumption that 206(4)-(2)(d)(5)) from the related person a mination for your clients' funds or securities	t you are not opera and thus are not rea	itionally independent (pursuant to quired to obtain a surprise	0	0
	(c)		ou have answered "yes" to question 8.(a) ab consible for <i>custody</i> of your <i>clients'</i> assets:	ove, provide the lo	cation of the <i>related person's</i> office		
		City	nber and Street 1: /: State: nis address is a private residence, check this	Number and Stree Country:	et 2: ZIP+4/Postal Code:		
		11 (1	is dudiess is a private residence, effect this	box. E		Yes	No
9.	(a)	If th	ne related person is an investment adviser, is	it exempt from re	gistration?	O	0
	(b)	If th	ne answer is yes, under what exemption?				
10.	(a)	Is t	he <i>related person</i> registered with a <i>foreign fi</i>	nancial regulatory a	authority ?	0	•
	(b)		ne answer is yes, list the name and country, ch the <i>related person</i> is registered.	in English, of each	foreign financial regulatory authority	∕ wit	.h
		*****		Information Filed			
11.	Do y	you a	and the <i>related person</i> share any <i>supervised</i> ,	persons?		0	0
12.	Do y	you a	and the <i>related person</i> share the same physic	cal location?		0	•
1.			me of <i>Related Person</i> : / EMPLOYER INSURANCE SERVICES, INC.				
2.			Business Name of <i>Related Person</i> : / EMPLOYER INSURANCE SERVICES, INC.				
3.	Rela -	ated I	Person's SEC File Number (if any) (e.g., 801-	, 8-, 866-, 802-)			
	or Oth	er					
4.	Rela	ated I	Person's CRD Number (if any):				
5.	Relation (a) (b) (c) (d)		Person is: (check all that apply) broker-dealer, municipal securities dealer, of other investment adviser (including financial registered municipal advisor registered security-based swap dealer		urities broker or dealer		

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	(e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		n)
6.	Do y	you control or are you controlled by the related person?		•
7.	Are	you and the related person under common control?	0	o
8.	(a) (b)	above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise	0	0
	(c)	examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
		Y	es/	No
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	wit	h
		No Information Filed		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	0	O
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
1.	_	al Name of <i>Related Person</i> : ELITY INSURANCE AGENCY, INC.		
2.		nary Business Name of <i>Related Person</i> : ELITY INSURANCE AGENCY, INC.		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela	ated Person's CRD Number (if any):		

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5.	Rela	ated Person is: (check all that apply)		
	(a)			
	(b)	` ,		
	(c)	·		
	(d)			
	(e)			
	(f)		atio	n)
	(g) (h)			
	(i)			
	(i) (j)	accountant or accounting firm		
	(k)			
	(I)	insurance company or agency		
	(m)	1 , 3 ,		
	(n)			
	(0)	□ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		· ·	Yes	No
6.	Do	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory	_	Ô
٠.	(4)	services you provide to <i>clients</i> ?	O	
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a)	0	0
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise		
		examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office		
	. ,	responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	. ,		~	~
	(b)	If the answer is yes, under what exemption?		
10	(2)	Is the related person registered with a foreign financial regulatory authority?	_	6
10.	(a)	is the related person registered with a foreign infancial regulatory authority:	O	v
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i>	witl	h
		which the <i>related person</i> is registered. No Information Filed		
11	Do v	you and the <i>related person</i> share any <i>supervised persons</i> ?	_	6
11.	D0	you and the related person share any supervised persons:	О	•
12	D	very and the valeted never shows the same physical legation?		~
12.	יַטע	you and the <i>related person</i> share the same physical location?	0	•
1.	Lea	al Name of <i>Related Person</i> :		

 Legal Name of Related Person: FIDELITY INVESTMENTS LIFE INSURANCE COMPANY

2. Primary Business Name of Related Person:

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FIDELITY INVESTMENTS LIFE INSURANCE COMPANY

3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Other	
4.	Related Person's CRD Number (if any):	
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registing) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) ☑ insurance company or agency	stration)
	(m) □ pension consultant	
	(n) ☐ real estate broker or dealer	
	(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicle	es
	(p) \square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	N
6.	Do you control or are you controlled by the related person?	Yes No
7.	Are you and the <i>related person</i> under common <i>control</i> ?	<u> </u>
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 🍳
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0 0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	9
	Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	
		Yes No
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0 0
	(b) If the answer is yes, under what exemption?	
10.	. (a) Is the related person registered with a foreign financial regulatory authority?	o 🍳
	(b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	ity with
	which the <i>related person</i> is registered. No Information Filed	
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	o 🍳
12.	. Do you and the <i>related person</i> share the same physical location?	0

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				О			
1.		al Name of <i>Related Person</i> : ELITY REAL ESTATE GROWTH FUND II CORP.					
2.		nary Business Name of <i>Related Person</i> : ELITY REAL ESTATE GROWTH FUND II CORP.					
3.	. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or						
	Othe	er					
4.	Rela	ted Person's CRD Number (if any):					
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		n)			
6.	Do y	you control or are you controlled by the related person?	0	0			
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0			
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0			
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?						
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:					
			Yes	No			
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	O	\circ			
	(b)	If the answer is yes, under what exemption?					

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10. (a) Is the *related person* registered with a *foreign financial regulatory authority*?

10.	(a)	15 (te related person registered with a foreign infancial regulatory authority:) <u> </u>
			ne answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> v ch the <i>related person</i> is registered.	vith
			No Information Filed	
11.	Do y	ou a	and the related person share any supervised persons?	0
12.	Do y	ou a	and the <i>related person</i> share the same physical location?	0
	FIDE Prima	LITY ary	me of <i>Related Person</i> : ' REAL ESTATE GROWTH FUND III CORP. Business Name of <i>Related Person</i> :	
	FIDE	LIT	REAL ESTATE GROWTH FUND III CORP.	
3.	<i>Relat</i> - or	ted i	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	Othe	er		
4.	Relat	ted I	Person's CRD Number (if any):	
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)		Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrat futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	cion)
6.	Do y	ou c	control or are you controlled by the related person?	0
7.	Are y	you	and the <i>related person</i> under common <i>control</i> ?	0
8.	(b)	serv If y	is the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory vices you provide to <i>clients</i> ? ou are registering or registered with the SEC and you have answered "yes," to question 8(a)	
		rule exa	ve, have you overcome the presumption that you are not operationally independent (pursuant to 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise mination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	
	(c)	It A	ou have answered "yes" to question 8.(a) above, provide the location of the related person's office	

responsible for *custody* of your *clients*' assets:

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		Number and S City: If this address	treet 1: State: is a private residenc	e, check this	Number and Str Country: box: □	eet 2: ZIP+4/Postal Code:	
^	(-)	TE the maletand			:		Yes No
9.	(a)	if the <i>related</i> ,	person is an investme	ent adviser, is	it exempt from	registration?	0 0
	(b)	If the answer i	is yes, under what ex	kemption?			
10.	` ,	·	<i>person</i> registered wit	-	,	•	0 🧖
	(b)		is yes, list the name a ted person is register		n English, of eac	ch foreign financial regulator	<i>y authority</i> with
			p		Information Filed	d	
11.	Do y	ou and the <i>rela</i>	ated person share an	y supervised p	persons?		o o
12.	Do y	ou and the <i>rela</i>	ated person share the	e same physic	al location?		<u>•</u> с
1.		al Name of <i>Rela</i> ELITY REAL EST	ted Person: TATE PARTNERS V LLC	С			
2.			ame of <i>Related Perso</i> TATE PARTNERS V LLC				
3.	Rela	ted Person's SE	EC File Number (if an	y) (e.g., 801-	, 8-, 866-, 802-)		
	or Othe	er					
4.	Rela	ted Person's CF	RD Number (if any):				
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	broker-de other inverse registered major sed commodit futures commodit futures commodit accountar lawyer or insurance pension commodit sponsor o	estment adviser (included municipal advisor of security-based swap party pool operator or commission merchant or thrift institution pany of or accounting firm law firm company or agency onsultant er broker or dealer or syndicator of limite	rities dealer, ouding financia p dealer rticipant ommodity trac	l planners) ling advisor (whe	ecurities broker or dealer ether registered or exempt f , excluding pooled investme) of pooled investment vehice	ent vehicles
6.	Do y	ou <i>control</i> or a	re you <i>controlled</i> by	the <i>related pe</i>	rson?		C ©
7.	Are	vou and the <i>rel</i>	<i>ated person</i> under co	ommon <i>contro</i>	<i>I</i> ?		0 0

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ô
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box	.	
9.	(a)		Yes	
			0	0
	(D)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	o	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	:h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	\circ	0
12.	Do y	you and the related person share the same physical location?	Ō	0
1.	_	al Name of <i>Related Person</i> : ELITY REAL ESTATE PARTNERS VI LLC		
2.		nary Business Name of <i>Related Person</i> : ELITY REAL ESTATE PARTNERS VI LLC		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	nted Person's CRD Number (if any):		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant ☑ commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant 	ratio	on)
	(n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(0)	- sponsor or syndicator or inflicted partitierships (or equivalent), excluding pooled investment vehicles	•	

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	(p)	V	sponso	r, general	partner,	managing	memb	er (or	eguiva	lent)	of poole	d invest	ment	vehicle	:S		
	(1-)	_	- P	., 50	,			(,						Yes	No
6.	Doy	you <i>c</i>	control or	r are you o	controlled	by the <i>rel</i>	ated pe	erson	?							0	•
7.	Are	you a	and the <i>i</i>	related pe	rson und	er common	contro	ol?								0	0
8.	(a)			lated perso I provide t		a qualified	custo	dian f	or your	client	ts in con	nection	with a	dvisor	У	0	•
	(b)	abo rule	ve, have 206(4)-	you over (2)(d)(5))	come the from the	ered with the presumpti e <i>related pe</i> unds or sec	on tha erson a	t you and th	are not us are	oper not re	rationally equired	indepe to obtai	ndent n a sur	(pursu prise		0	0
	(c)	resp	ponsible	for <i>custod</i>		question 8 clients' as						of the <i>re</i>	lated _l	person	's office	:	
		City	/ :		State: vate resid	dence, che	ck this	Cour		Stre		/Postal	Code:				
																Yes	No
9.	(a)	If th	ne <i>relate</i>	<i>d person</i> is	s an inve	stment adv	/iser, is	s it ex	empt fr	om r	egistrati	on?				0	0
	(b)	If th	ne answe	er is yes, u	nder wha	at exemption	on?										
10.	(a)	Is t	he <i>relate</i>	ed person i	egistere	d with a <i>for</i>	reign fi	inanci	al regul	atory	authori	ty?				0	0
	(b)			er is yes, li elated pers		me and co	untry,	in En	glish, of	each	h <i>foreign</i>	financia	al regu	latory	authori	<i>ty</i> wit	h
		******	cir circ re	natea pers	011 13 1 09	isterea.	No	Infor	mation	Filed	I						
11.	Doy	you a	and the r	elated per	son share	e any <i>supe</i> i	rvised	perso	ns?							•	0
12.	Doy	you a	and the r	elated per	son share	e the same	physic	cal loc	ation?							0	0
1.			me of <i>Re</i>	elated Pers	son:												
2.			Business LIMITED	Name of	Related F	Person:											
3.	Rela	ated F	Person's	SEC File N	lumber (i	f any) (e.g	., 801-	-, 8-,	866-, 8	02-)							
	or Oth	er															
4.	Rela	ated I	Person's	CRD Num	ber (if an	y):											
5.	Relation (a) (b) (c) (d) (e) (f)		broker- other in register register major s	nvestment red munici red securit security-ba	unicipal s adviser (pal advis y-based sed swap	ecurities de (including f	inancia er nt	al plar	ners)						ım regis	stratio	un)
	(f) (g) (h)		futures	commission of the commission o	on merch	ant	ncy crac	anig a	G 71301 1	,,,,,,,,	and regi	occi cu (. CACI		regis	i acio	··· <i>)</i>

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	` '	 insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 		
6.	Do y	you control or are you controlled by the related person?	Yes O	No
7.	Are	you and the related person under common control?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ô
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	No
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.		Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	wit!	า
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the related person share the same physical location?	О	0
1.		al Name of <i>Related Person</i> : VEST US LLC		
2.		nary Business Name of <i>Related Person</i> : VEST US LLC		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	<i>Rela</i> (a)	nted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		

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	(b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	registered municipal registered security-b major security-based commodity pool oper futures commission r banking or thrift inst trust company accountant or account	advisor lased swap dealer d swap participant rator or commodity to merchant itution		ether registered or exempt from regis	tratic	on)
	(K) (I)	insurance company	or agency				
	(m)	. ,	or agency				
	(n)		dealer				
	(o)	☐ sponsor or syndicato	r of limited partnersh	nips (or equivalent)	, excluding pooled investment vehicle	s	
	(p)	☐ sponsor, general par	tner, managing mem	ber (or equivalent)	of pooled investment vehicles		
6.	Do y	you <i>control</i> or are you <i>cont</i>	crolled by the related	person?		Yes	No ©
7.	Are	you and the <i>related person</i>	າ under common <i>con</i>	trol?		0	0
8.	(a)	Does the <i>related person</i> a services you provide to <i>cl</i>		todian for your <i>cliei</i>	nts in connection with advisory	0	0
	(b)	above, have you overcom rule 206(4)-(2)(d)(5)) from	ne the presumption thom the related persor	nat you are not open and thus are not	nswered "yes," to question 8(a) erationally independent (pursuant to required to obtain a surprise ned at the <i>related person</i> ?	0	0
	(c)	If you have answered "ye responsible for <i>custody</i> of Number and Street 1: City: Stat If this address is a private	f your <i>clients'</i> assets: e:	Number and Str Country:	location of the <i>related person's</i> office reet 2: ZIP+4/Postal Code:		
		ir tilis address is a private	s residence, check th	IS DOX.		Yes	No.
9.		If the related person is an		, is it exempt from	registration?	0	0
	(b)	If the answer is yes, unde	er what exemption?				
10.		Is the <i>related person</i> regi				0	0
	(b)	If the answer is yes, list t which the <i>related person</i>		y, in English, of eac	ch foreign financial regulatory authorit	y wit	h
		miner and related person		No Information File	d		
11.	Do y	you and the <i>related person</i>	share any supervise	d persons?		0	0
12.	Do y	you and the <i>related person</i>	share the same phys	sical location?		0	Ö
1.		al Name of <i>Related Person</i> : AMIS GLOBAL HEALTH CAF		LLC			
2.		nary Business Name of <i>Rela AMIS</i> GLOBAL HEALTH CAR		LLC			
3.	Rela -	ated Person's SEC File Num	ber (if any) (e.g., 80)1-, 8-, 866-, 802-))		
	or						

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4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant ☑ commodity pool operator or commodity trading advisor (whether registered or exempt from regis □ futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer 		nn)
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	5	
			Yes	No
6.	Do y	you control or are you controlled by the related person?	0	0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ō	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	О
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
0	(2)	If the related person is an investment advisor, is it exempt from registration?	Yes	
9.		If the related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered. No Information Filed	y wit	h
11.	Do y	ou and the related person share any supervised persons?	0	o
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ô

1. Legal Name of Related Person:

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PYRAMIS INDEX FUND GP, LLC

2.		nary Business Name of <i>Related Person</i> : AMIS INDEX FUND GP, LLC		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ated Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		nn)
6.	Do y	you control or are you controlled by the related person?		0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	О
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	No
9.	` ,	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	0
	(~)	2. 2. 2 2. 2. 2. 2. 2. 4. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	O	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	wit	h

11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: PYRAMIS INSTITUTIONAL FUNDS MANAGER, INC. 2. Primary Business Name of Related Person: PYRAMIS INSTITUTIONAL FUNDS MANAGER, INC. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant (f) 🗹 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) \square banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) insurance company or agency (m) \square pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? • 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: ZIP+4/Postal Code: City: State: Country: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration?

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0 0 (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? 0 (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: PYRAMIS U.S. LARGE CAP CORE 130/30 GP, LLC 2. Primary Business Name of Related Person: PYRAMIS U.S. LARGE CAP CORE 130/30 GP, LLC 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) registered security-based swap dealer (e) \Box major security-based swap participant (f) V commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) 🗖 futures commission merchant (h) banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (l) insurance company or agency (m) \Box pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to *clients*? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to

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6.	Do v	you control or are you controlled by the related person?	Yes No
Σ.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (o)	□ broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer	·
		nted Person's CRD Number (if any): Intel Person is: (check all that apply)	
	or Othe		
	FIDE	ELITY BUSINESS SERVICES INDIA PRIVATE LIMITED ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	FIDE	al Name of Related Person: ELITY BUSINESS SERVICES INDIA PRIVATE LIMITED hary Business Name of Related Person:	
12.	Do y	you and the related person share the same physical location?	o 🧖
11.	Do y	you and the related person share any supervised persons?	<u>•</u> с
	(D)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	/ WILII
10.	` ,	Is the related person registered with a foreign financial regulatory authority?	O O
	(b)	If the answer is yes, under what exemption?	
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0 0
		responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	Yes No
	(c)	examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	
		rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise	

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7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ó	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a)	~	0
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No C
	(b)	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO FIDELITY MANAGEMENT RESEARCH COMPANY	&	
10	(a)	Is the related person registered with a foreign financial regulatory authority?	0	Ö
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	h
		No Information Filed		
11	. Do y	you and the related person share any supervised persons?	О	0
12	. Do y	you and the related person share the same physical location?	О	0
1.		al Name of <i>Related Person</i> : ELITY SELECTCO, LLC		
2.		nary Business Name of <i>Related Person</i> : ELITY SELECTCO, LLC		
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
		- 77635		
	or Oth	er		
4.	Rela 166	nted Person's CRD Number (if any): 782		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant ✓ commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant 	ratio	on)

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	(j) (k) (l) (m) (n)	□ lawyer or law firm □ insurance company or agency □ pension consultant		
	(o) (p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	7	N I -
6.	Do y	you control or are you controlled by the related person?	es O	No ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	C	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		No
	(b)	If the answer is yes, under what exemption?	~	
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	0
10.		If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i>	ෙ witl	
	` ,	which the <i>related person</i> is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	O	o
12.	Do y	you and the related person share the same physical location?	•	0
1.		al Name of <i>Related Person</i> : STA VENTURES ADVISORS III LIMITED PARTNERSHIP		
2.		nary Business Name of <i>Related Person</i> : STA VENTURES ADVISORS III LIMITED PARTNERSHIP		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	<i>Rela</i> (a) (b)			

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		registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registr futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes I	No ©
7. 8.	Are	you and the <i>related person</i> under common <i>control</i> ? Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory	O	0
		services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	V	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
۶.		If the answer is yes, under what exemption?	0	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	Ô
		If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	\sim	
		No Information Filed	_	
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ö
	AGII	al Name of <i>Related Person</i> : LUS VENTURES ADVISORS IV LIMITED PARTNERSHIP hary Business Name of <i>Related Person</i> :		
۷.		LUS VENTURES ADVISORS IV LIMITED PARTNERSHIP		
3.	Rela -	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		

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4.	elated Person's CRD Number (if any):		
5.	elated Person is: (check all that apply) a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer o) □ other investment adviser (including financial planners) c) □ registered municipal advisor d) □ registered security-based swap dealer e) □ major security-based swap participant c) □ commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution) □ trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	es	
6.	o you control or are you controlled by the related person?	Yes O	О О
7.	re you and the related person under common control?	0	0
8.	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	0	
9.	a) If the related person is an investment adviser, is it exempt from registration?	O	_
	o) If the answer is yes, under what exemption?		
10. 11.	a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? b) If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed by you and the <i>related person</i> share any <i>supervised persons</i> ?	C ty with C	o o
12.	o you and the <i>related person</i> share the same physical location?	О	0

1. Legal Name of *Related Person*:
AGILUS VENTURES ADVISORS IV-E LIMITED PARTNERSHIP

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2.		y Business Name of <i>Related Person</i> : S VENTURES ADVISORS IV-E LIMITED PARTNERSHIP		
3.	Relate	d Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other			
4.	Relate	d Person's CRD Number (if any):		
5.	Relate (a)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registr futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		n)
6.	Do you	control or are you controlled by the related person?	Yes O	
7.	Are yo	u and the <i>related person</i> under common <i>control</i> ?	Ō	0
8.		oes the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory ervices you provide to <i>clients</i> ?	o	0
	al rı	you are registering or registered with the SEC and you have answered "yes," to question 8(a) bove, have you overcome the presumption that you are not operationally independent (pursuant to alle 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise camination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	re	you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office esponsible for <i>custody</i> of your <i>clients'</i> assets: umber and Street 1: Number and Street 2:		
		ty: State: Country: ZIP+4/Postal Code: this address is a private residence, check this box: \square		
_	(-) T		Yes	No
9.		the <i>related person</i> is an investment adviser, is it exempt from registration? the answer is yes, under what exemption?	0	0
	(6) 1	the diswer is yes, under what exemption.		
10.		the related person registered with a foreign financial regulatory authority?	0	0
		the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> hich the <i>related person</i> is registered. No Information Filed	witl	h
11	Do voi	and the <i>related person</i> share any <i>supervised persons</i> ?	_	6
	23 y 00	and the stated person share any supervised persons.	\circ	~

12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: ALIMONT VENTURES ADVISORS V LIMITED PARTNERSHIP 2. Primary Business Name of Related Person: ALIMONT VENTURES ADVISORS V LIMITED PARTNERSHIP 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) 🗖 futures commission merchant (h) \Box banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) insurance company or agency (m) \square pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? 0 0 (b) If the answer is yes, under what exemption?

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10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	0
	(b) If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with	
	No Information Filed		
11.	Do you and the related person share any supervised persons?	0	Ö
12.	Do you and the <i>related person</i> share the same physical location?	0	0
1.	Legal Name of <i>Related Person</i> : BEACON BIOVENTURES ADVISORS LIMITED PARTNERSHIP		
2.	Primary Business Name of <i>Related Person</i> : BEACON BIOVENTURES ADVISORS LIMITED PARTNERSHIP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's CRD Number (if any):		
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registred) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles) (p) ▼ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do you control or are you controlled by the related person?	0	0
7.	Are you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ô
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	C
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office		

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	N	lumber and Stree		Number and		
		City: f this address is a	State: a private residence, c	Country: check this box: \Box	ZIP+4/Postal Code:	
9.	(a) I	f the <i>related ners</i>	on is an investment	adviser, is it exempt f	rom registration?	Yes No
٠.		·	es, under what exem		rom region anom	0.0
10.	(a) I	s the <i>related pers</i>	son registered with a	foreign financial regu	latory authority ?	0 0
	(b) I	f the answer is ye	es, list the name and	country, in English, o	of each <i>foreign financial reg</i>	~
	V	mich the related p	<i>person</i> is registered.	No Information	ı Filed	
11.	Do yo	u and the <i>related</i>	person share any su	ipervised persons?		င 🤨
12.	Do yo	u and the <i>related</i>	person share the sa	me physical location?		o <u>•</u>
1.		Name of <i>Related</i> ON BIOVENTURES		LIMITED PARTNERSH	нір	
2.			e of <i>Related Person</i> : ADVISORS FUND II	LIMITED PARTNERSH	HIP	
3.	Relate	d Person's SEC F	ile Number (if any) (e.g., 801-, 8-, 866-, 8	302-)	
	or Other					
4.	Relate	ed Person's CRD N	lumber (if any):			
5.	Relate (a) [(b) [(c) [(d) [(e) [(f) [(g) [(i) [(i) [(i) [(m) [(m) [(n) [(o) [(p) [(d) [broker-dealer other investm registered mu registered sec major security commodity po futures comm banking or the trust company accountant or lawyer or law insurance con pension consu real estate bro	nent adviser (includir unicipal advisor curity-based swap de y-based swap partici ool operator or comm hission merchant rift institution y accounting firm firm npany or agency ultant oker or dealer ndicator of limited pa	ng financial planners) ealer pant nodity trading advisor artnerships (or equiva	ent securities broker or deal (whether registered or execute), excluding pooled investment	empt from registration)
6.	,		ou <i>controlled</i> by the		,	Yes No
7.	Are yo	ou and the <i>related</i>	d person under comn	non <i>control</i> ?		<u>•</u> 0

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	О	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		
			Yes	s No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	\circ
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	О	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	y wit	:h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	0	•
12.	Do y	you and the <i>related person</i> share the same physical location?	0	O
	BEA Prim	al Name of Related Person: CON BIOVENTURES ADVISORS FUND III LIMITED PARTNERSHIP hary Business Name of Related Person: CON BIOVENTURES ADVISORS FUND III LIMITED PARTNERSHIP		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency	ratic:	on)
	(III)			
	(11)	L Teal estate blokel of dealer		

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	(o) (p)		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
_	_		·		No
6.	Do	you (control or are you controlled by the related person?	0	0
7.	Are	you	and the related person under common control?	Ô	0
8.	(a)		es the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory rvices you provide to <i>clients</i> ?	0	0
	(b)	abo rule	you are registering or registered with the SEC and you have answered "yes," to question 8(a) ove, have you overcome the presumption that you are not operationally independent (pursuant to e 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise amination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)		you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office sponsible for <i>custody</i> of your <i>clients'</i> assets:		
		City	mber and Street 1: Number and Street 2: y: State: Country: ZIP+4/Postal Code: this address is a private residence, check this box:		
		1. 0	·	es	No
9.	(a)	If t	the related person is an investment adviser, is it exempt from registration?	0	O
	(b)	If t	the answer is yes, under what exemption?		
10.	(a)	Is t	the related person registered with a foreign financial regulatory authority?	0	0
	(b)		the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> victories the related person is registered.	with	า า
			No Information Filed		
11.	Do	you a	and the related person share any supervised persons?	0	0
12.	Do	you i	and the <i>related person</i> share the same physical location?	0	Ō
	VOI	_CAP	ame of <i>Related Person</i> : PADVISORS FUND I LIMITED PARTNERSHIP		
2.			Business Name of Related Person: ADVISORS FUND I LIMITED PARTNERSHIP		
3.	Rela -	ated	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er			
4.	Rela	ated	Person's CRD Number (if any):		
5.	Relation (a) (b) (c) (d) (e) (f) (g)		Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registra futures commission merchant	ıtioı	n)

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	(h) (i) (j) (k) (l) (m) (n) (o) (p)		banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	ſes	No					
6.	Do y	ou o	control or are you controlled by the related person?	O	Ô					
7.	Are	you	and the related person under common control?	Ô	0					
8.		ser	es the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory vices you provide to <i>clients</i> ? ou are registering or registered with the SEC and you have answered "yes," to question 8(a)	0	0					
	. ,	rule	ove, have you overcome the presumption that you are not operationally independent (pursuant to 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise imination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		Ĭ					
	(c)	res Nur City	ou have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office ponsible for <i>custody</i> of your <i>clients'</i> assets: mber and Street 1: Number and Street 2: Country: ZIP+4/Postal Code: his address is a private residence, check this box:							
			•	es/	No					
9.	(a)	If tl	he <i>related person</i> is an investment adviser, is it exempt from registration?	O	\circ					
	(b)	If t	he answer is yes, under what exemption?							
10.	(a)	Is t	he related person registered with a foreign financial regulatory authority?	0	0					
	(b)		he answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> ch the <i>related person</i> is registered. No Information Filed	witl	1					
11.	Do y	ou a	and the related person share any supervised persons?	0	•					
12.	Do y	ou a	and the <i>related person</i> share the same physical location?	0	Ö					
1.			nme of <i>Related Person</i> : Y REAL ESTATE PARTNERS VII LLC							
2.			Business Name of <i>Related Person</i> : Y REAL ESTATE PARTNERS VII LLC							
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)									
	or Othe	er								
4.	Rela	ted .	Person's CRD Number (if any):							
5.	Rela	ited i	Person is: (check all that apply)							

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	(h) (i)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	ation)
6.	Do y	ou control or are you controlled by the related person?	o 🧧
7.	Are	you and the related person under common control?	о
8.		above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	o
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	
9.	(a)	If the related person is an investment advisor is it exempt from registration?	es No
		If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	o 🧧
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with
11.	Do y	ou and the related person share any supervised persons?	o 🧧
12.	Do y	ou and the <i>related person</i> share the same physical location?	o o
1.		I Name of <i>Related Person</i> : LESA MANAGEMENT LLC	
2.		ary Business Name of <i>Related Person</i> : ESA MANAGEMENT LLC	
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	

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	801	- 79266		
	or			
	Othe	er		
4.	<i>Rela</i>	nted Person's CRD Number (if any): 741		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant 	ratio	n)
	(n)	real estate broker or dealer		
	(o)	\square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	5	
	(p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes	No
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	∕ wit	h
11.	Do v	you and the related person share any supervised persons?	0	0
	- /	· · · · · · · · · · · · · · · · · · ·	_	0
12.	Do y	you and the related person share the same physical location?	0	6

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SECTION 7.B.(1) Private Fund Reporting

	$\overline{}$	T1 /	^ -	_		NID.
Δ	РΚ	11/	Δ I	- 1	-11	1311

Information About the Private Fund

1. (a) Name of the private fund:

FIDELITY DYNAMIC STRATEGIES CAYMAN LTD.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-9202039430

2. Under the laws of what state or country is the *private fund* organized:

State: Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALASDAIR FOSTER

STEPHANE LACHANCE

- 4. The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- 5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds")
invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund"
investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or
interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:

\$ 118,301,849

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:

\$ O

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

1

- 14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*: 100%
- 15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 100%
- 16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

0

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	. If the answer to question 18	the name and SEC file number, if any, of the other a (a) is "no," leave this question blank.	C idvisers		
	No	Information Filed			
19. Are your <i>clients</i> solicite	ed to invest in the <i>private fund</i>	d?	Yes No		
20. Approximately what pe	ercentage of your <i>clients</i> has in	nvested in the <i>private fund</i> ?			
Private Offering			Vec No		
21. Does the <i>private fund</i> Securities Act of 1933	,	gistration of its securities under Regulation D of the	Yes No		
22. If yes, provide the <i>pri</i> v	rate fund's Form D file number No In	r (if any): iformation Filed			
B. SERVICE PROVIDERS					
<u>Auditors</u>			Yes No		
23. (a) (1) Are the <i>private</i>	fund's financial statements su	ubject to an annual audit?	© O		
(2) Are the financia	al statements prepared in acco	ordance with U.S. GAAP?	0 0		
than one auditing f Additional Audit If the answer to 2	irm, you must complete quest or Information : 1 Record(s 3(a)(1) is "yes," respond to q	uestions (b) through (f) below. If the <i>private fund</i> us	es		
		e questions (b) through (f) separately for each audit			
(b) Name of the a DELOITTE & T	•				
(c) The location o country):	f the auditing firm's office res	ponsible for the <i>private fund</i> 's audit (city, state and			
City: BOSTON	State:	Country:			
BOSTON	Massachusetts	UNITED STATES	Voc No		
(d) Is the auditing firm an independent public accountant?					
(e) Is the auditing	; firm registered with the Publ	ic Company Accounting Oversight Board?	о о		
	above, is the auditing firm su versight Board in accordance v	bject to regular inspection by the Public Company with its rules?	<u> </u>		
	d's audited financial statemen epared by the auditing firm co	ts distributed to the <i>private fund</i> 's investors? ntain an unqualified opinion?	Yes No		

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6	.,	_		_	Report Not		
~	Yes	•	Νo	v	Report Not	Yet Rec	eived

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private* fund uses. If the *private* fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes	No
0	0

 \circ

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the *private fund* use an administrator other than your firm?



If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

Additional Administrator Information . 1 Record(s) Filed.

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If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

FIDELITY SERVICE COMPANY, INC.

(c) Location of administrator (city, state and country):

City: State: Country:

BOSTON

Massachusetts UNITED STATES

(d) Is the administrator a related person of your firm?



(e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?

C Yes (provided to all investors) C Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

NOT APPLICABLE

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

1. Name of the private fund:

ADVSTRA SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-1009573648

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

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Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your clients solicited to invest in this private fund?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2006-1 LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-1145242987

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No

4. Are your *clients* solicited to invest in this *private fund*?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2006-2 LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-2194839925

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

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801 - 60583

Yes No

4. Are your *clients* solicited to invest in this *private fund*?

0

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2013-1 LTD

2. Private fund identification number: (include the "805-" prefix also)

805-2903801750

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No

4. Are your clients solicited to invest in this private fund?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO III, LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-7748977526

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No



4. Are your *clients* solicited to invest in this *private fund*?

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In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

CAPINC SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-7437258134

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

CONT LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-2436298195

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests

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substantially all of its assets in a single master fund.

1. Name of the private fund:

DEST ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-9939177731

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



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In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

EPI ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-7857641327

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the private fund:

EQTY ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-2187843266

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your *clients* solicited to invest in this *private fund*?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

FAIG LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-7944542468

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No



4. Are your *clients* solicited to invest in this *private fund*?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FANIF LP HOLDINGS LLC

2. Private fund identification number:

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(include the "805-" prefix also)

805-1231893998

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FBAL LP HOLDINGS LLC

Private fund identification number: (include the "805-" prefix also)

805-8064900215

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FSASEQ LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-5848267689

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3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Name of the private fund:

GROWTHCO CW HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-9331319231

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

GROWTHCO TB HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-7176092292

 Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

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FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

MIDCAP ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-5696728921

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?

substantially all of its assets in a single master fund.



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests

1. Name of the private fund:

MILM ER HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-9100286782

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

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4. Are your clients solicited to invest in this private fund?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

MILM LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also) 805-1522567680

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

0



4. Are your clients solicited to invest in this private fund?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PAIN SC HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-2132032151

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a

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master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PRTN CW HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-1436048133

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your clients solicited to invest in this private fund?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

PRTN LP HOLDINGS LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-8829844330

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?

0

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the private fund:

PRTN SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-3007285268

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your clients solicited to invest in this private fund?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PRTN TB HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-4130657875

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the private fund:

STRAINC SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-8823255315

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your *clients* solicited to invest in this *private fund*?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

VIPCONT LP HOLDINGS LLC

Private fund identification number: (include the "805-" prefix also)

805-7860721728

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No



4. Are your clients solicited to invest in this private fund?

In answering this question, disregard feeder funds' investmen

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO 2, INC

2. Private fund identification number:

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(include the "805-" prefix also)

805-9047146688

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO 3, INC

2. *Private fund* identification number: (include the "805-" prefix also)

805-6041593796

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO, INC

2. *Private fund* identification number: (include the "805-" prefix also)

805-4495893000

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					(
3.	Schedule D of its Name:	s Form ADV filing GEMENT & RESEARCH CO	·	n about this <i>private fund</i> in Section 7.B.(1)	of	
	801 - 7884					
4.		solicited to invest in this	s private fund?		Yes No	
	master-feeder ar single fund ("ma question if it issu	rrangement, one or morester fund"). A fund woul	e funds ("feeder funds' ld also be a "feeder fur series) of shares or int	in a master fund. For purposes of this qued i) invest all or substantially all of their asse d" investing in a "master fund" for purpose erests, and each class (or series) invests	ets in a	
SEC	TION 9.C. Inde	pendent Public Accour	ntant			
exa	amination, perforr	m an audit of a pooled in	nvestment vehicle that	public accountant engaged to perform a su you manage, or prepare an internal contro dependent public accountant.		
(1)		lependent public account DUSECOOPERS LLP	tant:			
(2)) The location of t	the <i>independent public a</i>	ccountant's office resp	onsible for the services provided:		
	Number and Str 125 HIGH STRE		Number and Stre	et 2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	BOSTON	Massachusetts	UNITED STATES	02110		
					Yes No	
(3)) Is the <i>independe</i>	ent public accountant reg	gistered with the Public	Company Accounting Oversight Board?	<u>•</u> с	
(4)		ove, is the <i>independent p</i> inting Oversight Board in		ct to regular inspection by the Public les?	o c	
(5)) The <i>independen</i> :	t public accountant is en	igaged to:			
	B. \square perform a s	oled investment vehicle surprise examination of n internal control report	clients' assets			
(6)	(6) Does any report prepared by the <i>independent public accountant</i> that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?					
	C Yes					
	O No					
	Report Not Y					
	If you check "Rep	ort Not Yet Received", y	ou must promptly file	an amendment to your Form ADV to update	e your	

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

response when the accountant's report is available.

No Information Filed

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Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

IN RESPONSE TO ITEMS 5.A. AND 5.B., THE NUMBER OF EMPLOYEES REPORTED INCLUDES EMPLOYEES WHO PROVIDE INVESTMENT ADVICE AND/OR RESEARCH SERVICES TO ANOTHER REGISTERED ADVISER PURSUANT TO A PERSONNEL SHARING AGREEMENT. FOR THOSE RELATED PERSONS IDENTIFIED AS RELYING ON THE FOREIGN PRIVATE ADVISER EXEMPTION IN RESPONSE TO SECTION 7.A. QUESTION 9.(B) OF THIS SCHEDULE D, IN NO EVENT CAN THE REGISTRANT'S DISCLOSURE OF THE RELATED PERSON(S) AS RELYING ON THE FOREIGN PRIVATE ADVISER EXEMPTION BE TAKEN AS AGREEMENT BY THE RELATED PERSON(S) THAT THEY CONCEDE TO THE JURISDICTION OF THE SECURITIES AND EXCHANGE COMMISSION, ANY OTHER U.S. GOVERNMENTAL OR REGULATORY AUTHORITY, OR ANY COURT WITHIN THE U.S. THE RELATED PERSONS RESERVE THEIR RIGHT TO CONTEST ANY CLAIM OF JURISDICTION BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER U.S. GOVERNING BODY. IN RESPONSE TO SECTION 7.B. QUESTION 20, 0% REPRESENTS A VALUE GREATER THAN 0% BUT SIGNIFICANTLY LESS THAN 1%. AS A CLARIFICATION TO RESPONSES PROVIDED IN SECTION 7.B. QUESTION 23, THE PRIVATE FUNDS' FINANCIAL STATEMENTS ARE NOT SUBJECT TO A SEPARATE ANNUAL AUDIT, AND THESE QUESTIONS HAVE BEEN ANSWERED WITH RESPECT TO THE ISSUER WITH WHICH THE PRIVATE FUND IS CONSOLIDATED FOR ACCOUNTING PURPOSES.

DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

	porting Page (DRP ADV) is a ses to Item 11.H. of Part 1A			used to report details for
Chaol: Dowt 1A itam	o(a) bains reasonaded to .	Civil Judi	cial	
☐ 11.H(1)(a)	n(s) being responded to: ✓ 11.H(1)(b)		□ 11.H(1)(c)	□ 11.H(2)
Check Part 1B item ☐ 2.F(1)	n(s) being responded to: \Box 2.F(2)	□ 2.F(3)	□ 2.F(4)	□ 2.F(5)

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only

P/

one	one DRP to report details related to the same event. U	nrelated civil judicial actions must be reported on separate DRF
PAF	PART I	
A.	A. The $person(s)$ or entity(ies) for whom this DRP is I	peing filed is (are):
	C You (the advisory firm)	
	C You and one or more of your advisory affiliates	
	One or more of your advisory affiliates	
	Last name, First name, Middle name).	ive the full name of the <i>advisory affiliate</i> below (for individuals e that number. If not, indicate "non-registered" by checking the
	ADV DRP - ADVISORY AFFILIATE	
	CRD 108281 This advisory a	ffiliate is 🔼 a Firm 🖰 an Individual
	Partition of the same	
	Registered: Yes O No	

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FIDELITY

Name:

	MANAGEMENT & RESEARCH COMPANY
	(For individuals, Last, First, Middle)
	☐ This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser. ☑ This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten
	years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.
	If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.H.(1)(a), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	\square This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances:
В.	If the <i>advisory affiliate</i> is registered through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted a DRP (with Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	Yes C No
	NOTE: The completion of this form does not relieve the <i>advisory affiliate</i> of its obligation to update its IARD or <i>CRD</i> records.
PAI	RT II
1.	Court Action initiated by: (Name of regulator, <i>foreign financial regulatory authority, SRO,</i> commodities exchange, agency, firm, private plaintiff, etc.)
2.	Principal Relief Sought:
	Other Relief Sought:
3.	Filing Date of Court Action (MM/DD/YYYY):
	O Exact O Explanation If not exact, provide explanation:
4.	Principal Product Type:
	Other Product Types:
5.	Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):
6.	Advisory Affiliate Employing Firm when activity occurred which led to the civil judicial action (if applicable):
7.	Describe the allegations related to this civil action (your response must fit within the space provided):
8.	Current Status? C Pending C On Appeal C Final
9.	If on appeal, action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):
10	. If pending, date notice/process was served (MM/DD/YYYY):
	C Exact C Explanation

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	If n	ot exact, provide explanation:			
If F	inal	or On Appeal, complete all items b	pelow. For Pending Ad	ctions, complete Item 14 or	nly.
11.	Hov	was matter resolved:			
12.	\circ	olution Date (MM/DD/YYYY): Exact © Explanation ot exact, provide explanation:			
13.	Res	olution Detail:			
	A.	Were any of the following Sanctio ☐ Monetary/Fine Amount: \$ ☐ Revocation/Expulsion/Denial ☐ Censure	ons Ordered or Relief	Granted(check appropriate ☐ Disgorgement/Restitutio ☐ Cease and Desist/Injuno	on
		□ Bar		☐ Suspension	
	В.	Other Sanctions:			
	C.	Sanction detail: if suspended, enj (General Securities Principal, Fina condition of the sanction, provide whether condition has been satisf monetary compensation, provide and if any portion of penalty was	ncial Operations Prir length of time given fied. If disposition res total amount, portion	cipal, etc.). If requalification to requalify/retrain, type continuous in a fine, penalty, res	on by exam/retraining was a of exam required and stitution, disgorgement or
This	s Dis	ATORY ACTION DISCLOSURE RE closure Reporting Page (DRP ADV) ive responses to Items 11.C., 11.D	GENERAL INSTR	RUCTIONS C AMENDED response us	sed to report details for
			Regulatory .	∆ction	
		1) \[\pi 11.E(2)		☐ 11.C(4) ☐ 11.D(4) ☐ 11.E(4)	□ 11.C(5) □ 11.D(5)
pers	son (eparate DRP for each event or <i>proc</i> or entity using one DRP. File with a entity using one than one aff	completed Executio	n Page.	
DRF	o to r	eport details related to the same eoo each action on a separate DRP.			
PAR A.		person(s) or entity(ies) for whom	this DRP is being file	ed is (are):	
	0	You (the advisory firm)			
	0	You and one or more of your <i>advis</i>	ory affiliates		
		One or more of your advisory affili	•		

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If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box. ADV DRP - ADVISORY AFFILIATE CRD This advisory affiliate is a Firm an Individual Number: Registered: O Yes No FMR LLC Name: (For individuals, Last, First, Middle) \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser. \square This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago. \square This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances: B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. C Yes No NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II 1. Regulatory Action initiated by: OSEC Oother Federal OState OSRO Foreign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SWEDEN'S FINANSINSKEPTIONEN (SFSA) 2. Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions: 3. Date Initiated (MM/DD/YYYY): 02/24/2014 © Exact Explanation If not exact, provide explanation: DATE FMR, LLC RECEIVED NOTICE 4. Docket/Case Number: 13-5339 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

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6. Principal Product Type:

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		Other Product Types:	
7.	ON SW APF SHA BY NO	Describe the allegations related to this regulatory action (your response ON FEBRUARY 24, 2014, FMR LLC, THE REGISTRANT'S ULTIMATE PAREI SWEDEN'S FINANSINSKEPTIONEN (THE "SFSA") THAT THE SFSA WAS I APPROXIMATELY US\$9,000, AGAINST FMR LLC BASED ON A FINDING T SHAREHOLDINGS IN A SWEDISH CORPORATION, WHICH SHARES WERE BY FMR LLC'S INVESTMENT ADVISORY SUBSIDIARIES, HAD BEEN MADINOTIFICATION WAS A RESULT OF INCORRECT DATA THAT HAD BEEN SA THIRD-PARTY VENDOR. FMR LLC IS APPEALING THE SFSA'S DECISIO	NT COMPANY, RECEIVED NOTICE FROM SSUING A FINE, EQUIVALENT TO HAT A NOTIFICATION OF A CHANGE IN E HELD BY CLIENT ACCOUNTS MANAGED FOUR DAYS LATE. THE LATE SUPPLIED TO FMR LLC'S FILING AGENT BY
8.	Cur	Current Status? C Pending On Appeal C Final	
9.		If on appeal, regulatory action appealed to (SEC, SRO, Federal or State ADMINISTRATIVE COURT, MARCH 13, 2014	Court) and Date Appeal Filed:
If F	inal	inal or On Appeal, complete all items below. For Pending Actions, comple	ete Item 13 only.
10.	Ηον	How was matter resolved:	
	Dec	Decision	
11.	<mark>09</mark> / If n	Resolution Date (MM/DD/YYYY): 09/18/2013 © Exact Explanation If not exact, provide explanation: THOUGH DECIDED ON THIS DATE, FMR LLC DID NOT RECEIVE NOTICE	UNTIL FEBRUARY 24, 2014.
12.		Resolution Detail:	
	A.	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate ☑ Monetary/Fine Amount: \$ 9,000	items)?
			ement/Restitution
			nd Desist/Injunction
	_	☐ Bar ☐ Suspens	ion
	В.	B. Other Sanctions <i>Ordered</i> :	
		Sanction detail: if suspended, <i>enjoined</i> or barred, provide duration (General Securities Principal, Financial Operations Principal, etc.). I condition of the sanction, provide length of time given to requalify/ whether condition has been satisfied. If disposition resulted in a finmonetary compensation, provide total amount, portion levied again and if any portion of penalty was waived: NONE	f requalification by exam/retraining was a retrain, type of exam required and e, penalty, restitution, disgorgement or
13.	con FMI	Provide a brief summary of details related to the action status and (or) conditions and dates (your response must fit within the space provided) FMR LLC SUBMITTED AN APPEAL TO THE ADMINISTRATIVE COURT ON IFURTHER ACTION BY THE COURT.	
		GENERAL INSTRUCTIONS	
		Disclosure Reporting Page (DRP ADV) is an C INITIAL OR AMENDE mative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form A	
Che	ck it	Regulatory Action ck item(s) being responded to:	

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv/Sections/iapd AdvAllPages.as... 4/21/2014

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□ 11.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	☐ 11.C(5)
□ 11.D(1)	✓ 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

^	The newson(s)	or ontitu(ioo)	for whom this	DDD is bains	. f:lad :a /	1
Α.	The person(s)	or entity(les)	for whom this	S DRP IS being	i filea is (:	are):

- C You (the advisory firm)
- O You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD 1964598 This advisory affiliate is \circ a Firm \circ an Individual

Registered: 6 Yes 6 No

Name: LYNCH, PETER,

SIMON

(For individuals, Last, First, Middle)

 \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

C Yes 🧧 No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

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	© SEC © Other Federal State © SRO © Foreign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) STATE OF NEW HAMPSHIRE BANKING DEPARTMENT			
2.	Principal Sanction:			
	Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY): 09/24/2008 Exact C Explanation If not exact, provide explanation:			
4.	Docket/Case Number: ADJUDICATIVE PROC. CASE NO. 08-378			
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): FIDELITY MANAGEMENT & RESEARCH COMPANY AND FMR CO., INC.			
6.	Principal Product Type:			
	Mutual Fund(s) Other Product Types:			
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided): THE CONSENT ORDER ISSUED ON MARCH 12, 2009 BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTAINED AN ALLEGATION, WHICH MR. LYNCH NEITHER ADMITTED NOR DENIED, THAT MR. LYNCH VIOLATED NEW HAMPSHIRE BANKING LAWS, RSA 397-A:10, II, BY FAILING TO PROVIDE AUTHORIZATION TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT TO CONDUCT A BACKGROUND CHECK IN CONNECTION WITH MR. LYNCH'S MINORITY OWNERSHIP IN A PRIVATE COMPANY SUBJECT TO REGULATION BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT.			
8.	Current Status? C Pending C On Appeal Final			
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:			
If F	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.			
10.	How was matter resolved:			
	Consent			
11.	Resolution Date (MM/DD/YYYY):			
	03/12/2009 Exact Explanation If not exact, provide explanation:			
12.	Resolution Detail:			
	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)? ✓ Monetary/Fine Amount: \$ 2,500 ☐ Revocation/Expulsion/Denial ☐ Censure ☐ Cease and Desist/Injunction ☐ Bar ☐ Suspension			
	B. Other Sanctions <i>Ordered</i> :			
	Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected			

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(General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

FINE OF \$2,500 PAID BY MR. LYNCH TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT ON MARCH 12, 2009.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

THE CONSENT ORDER ISSUED ON MARCH 12, 2009 BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTAINED AN ALLEGATION, WHICH MR. LYNCH NEITHER ADMITTED NOR DENIED, THAT MR. LYNCH VIOLATED NEW HAMPSHIRE BANKING LAWS, RSA 397-A:10, II, BY FAILING TO PROVIDE AUTHORIZATION TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT TO CONDUCT A BACKGROUND CHECK IN CONNECTION WITH MR. LYNCH'S MINORITY OWNERSHIP IN A PRIVATE COMPANY SUBJECT TO REGULATION BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT. MR. LYNCH PAID A FINE OF \$2,500 TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTEMPORANEOUSLY WITH THE EXECUTION OF THE CONSENT ORDER.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an O INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

		Regulatory Ac	TION	
Check item(s) bei	ng responded to:	- ,		
☑ 11.C(1)	✓ 11.C(2)	□ 11.C(3)		☑ 11.C(5)
□ 11.D(1)	□ 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

Α.	The person(s)	or entity(ies) for whom this	DRP is being	ı filed is ((are	•)
<i>~</i> .		OI CITCILY (ICS	, 101 WIIOIII CIII3		, ilica is i	١,	

- C You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

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(For individuals, Last, First, Middle) \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser. ☐This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago. \square This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances: B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. Yes C No NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II 1. Regulatory Action initiated by: OSEC Oother Federal OState OSRO OForeign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) 2. Principal Sanction: Other Sanctions: 3. Date Initiated (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 4. Docket/Case Number: 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): 6. Principal Product Type: Other Product Types: 7. Describe the allegations related to this regulatory action (your response must fit within the space provided): 8. Current Status? Pending On Appeal

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9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

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11 Dc	esolution Date (MM/DD/YYYY):			
	Exact © Explanation not exact, provide explanation:			
12. Re	esolution Detail:			
Α.	Were any of the following Sanctions	Ordered (check al	l appropriate items)?	
	Monetary/Fine Amount: \$			
	Revocation/Expulsion/Denial		☐ Disgorgement/Restitu	
	☐ Censure ☐ Bar		Cease and Desist/InjuSuspension	inction
D	Other Sanctions <i>Ordered:</i>		L Suspension	
Б.	Other Sanctions Ordered.			
	(General Securities Principal, Finance condition of the sanction, provide le whether condition has been satisfied monetary compensation, provide to and if any portion of penalty was was	ngth of time given I. If disposition res tal amount, portior	to requalify/retrain, type oulted in a fine, penalty, re	of exam required and stitution, disgorgement or
	ovide a brief summary of details relate nditions and dates (your response mus			d include relevant terms,
		GENERAL INSTR		
This Di	sclosure Reporting Page (DRP ADV) is ative responses to Items 11.C., 11.D.,	an U INITIAL OR 11.F., 11.F. or 11.	AMENDED response used. of Form ADV.	sed to report details for
Check	item(s) being responded to:	Regulatory A	Action	
☐ 11.0		□ 11.C(3)	✓ 11.C(4)	☑ 11.C(5)
□ 11.1	D(1)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
□ 11.6	• •	□ 11.E(3)	□ 11.E(4)	
☐ 11.I	=. □ 11.G.			
	separate DRP for each event or <i>procee</i> or entity using one DRP. File with a co			reported for more than one
DRP to	rent may result in more than one affirr report details related to the same evento each action on a separate DRP.			
PART I A. Th	ne <i>person(s)</i> or entity(ies) for whom th	is DRP is being file	d is (are):	
	You (the advisory firm)	J	• •	
	You and one or more of your <i>advisor</i>)	, affiliatos		
	One or more of your advisory affiliate			
La If	this DRP is being filed for an <i>advisory</i> st name, First name, Middle name). the <i>advisory affiliate</i> has a <i>CRD</i> number propriate box.			

ADV DRP - ADVISORY AFFILIATE

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	CRD Number: Registered:	1964598 • Yes • No	This advisory affiliate is C a Firm on Individual
	Name:	Yes O No LYNCH, PETER, SIMON (For individuals, Last, First, Middle)	
	the adviser This DRP s years ago	r. hould be removed fro	m the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with m the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten egistered or applying for registration with the SEC and the event was resolved in its favor.
	reported only	y in response to Item registering with the S	with a <i>state securities authority</i> , you may remove a DRP for an event you 11.D(4), and only if that event occurred more than ten years ago. If you are SEC, you may remove a DRP for any event listed in Item 11 that occurred more
		hould be removed fro ake. Explain the circur	m the ADV record because it was filed in error, such as due to a clerical or data- mstances:
В.	a DRP (with on this DRP r	Form ADV, BD or U-4) must be provided.	d through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information
	C Yes	No	
	NOTE: The co		does not relieve the advisory affiliate of its obligation to update its IARD or
PAR	RT II		
1.	SEC CC (Full name of		e C SRO C Foreign ancial regulatory authority, federal, state, or SRO) COMMISSION
2.	Principal San	ection:	
	Cease and Do Other Sanction PAY DISGOR TREASURY.	ons:	68 AND PREJUDGMENT INTEREST OF \$4,183.83 TO THE UNITED STATES
3.	03/05/2008	d (MM/DD/YYYY): Exact Explaid provide explanation:	nation
4.	Docket/Case ADMINISTRA	Number: TIVE PROC. FILE NO.	3-12980
5.			when activity occurred which led to the regulatory action (if applicable): RCH COMPANY AND FMR CO., INC.
6.	Principal Prod	duct Type:	
	Mutual Fund(Other Produc		
7.	Describe the	allegations related to	this regulatory action (your response must fit within the space provided):

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THE SEC SETTLEMENT ORDER CONTAINED A FINDING THAT MR. LYNCH CAUSED TWO TRADERS EMPLOYED AT FMR CO., INC. TO ACCEPT COMPENSATION IN THE FORM OF TICKETS THEY OBTAINED FROM BROKERS. MR. LYNCH NEITHER ADMITTED NOR DENIED THIS FINDING.

3.	Current Status? C Pending C On	Appeal Final		
€.	If on appeal, regulatory action appealed to	(SEC, <i>SRO,</i> Federal or	State Court) and Date	Appeal Filed:
íf Fi	inal or On Appeal, complete all items below	v. For Pending Actions,	complete Item 13 only.	
10.	How was matter resolved:			
	Order			
	Resolution Date (MM/DD/YYYY): 03/05/2008 Exact Explanation If not exact, provide explanation:			
12.	Resolution Detail:			
	A. Were any of the following Sanctions C Monetary/Fine Amount: \$ Revocation/Expulsion/Denial Censure Bar B. Other Sanctions Ordered: Sanction detail: if suspended, enjoine (General Securities Principal, Financia condition of the sanction, provide leng whether condition has been satisfied. monetary compensation, provide tota and if any portion of penalty was waiv PAY DISGORGEMENT OF \$15,948.68 ATREASURY. Provide a brief summary of details related conditions and dates (your response must	☑ D ☑ Co ☑ So ☑ Or barred, provide du I Operations Principal, ogth of time given to require disposition resulted in amount, portion levier oved: AND PREJUDGMENT IN to the action status an	isgorgement/Restitution ease and Desist/Injunction uspension irration including start da etc.). If requalification by ualify/retrain, type of ex in a fine, penalty, restitud d against you or an advis TEREST OF \$4,183.83 TO d (or) disposition and ince	te and capacities affected y exam/retraining was a cam required and tion, disgorgement or sory affiliate date paid O THE UNITED STATES
	PURSUANT TO AN SEC SETTLEMENT ORDE FROM CERTAIN CONDUCT AND PAY DISGO TO THE UNITED STATES TREASURY.	ER DATED MARCH 5, 20	008, MR. LYNCH AGREED	TO CEASE AND DESIST INTEREST OF \$4,183.83
		GENERAL INSTRUCTIO		
his Iffir	Disclosure Reporting Page (DRP ADV) is a mative responses to Items 11.C., 11.D., 1	n 🤼 INITIAL OR 🎑 AI 1.E., 11.F. or 11.G. of F	MENDED response used to Form ADV.	to report details for
		Regulatory Action		
1 1 1	ck item(s) being responded to: 1.C(1) □ 11.C(2) 1.D(1) □ 11.D(2) 1.E(1) □ 11.E(2) 1.F. □ 11.G.	☐ 11.C(3) ☐ 11.D(3) ☐ 11.E(3)	☐ 11.C(4) ☑ 11.D(4) ☐ 11.E(4)	□ 11.C(5) □ 11.D(5)

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

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One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

DΛ	DТ	т
ГΑ	Γ	1

A.	The person(s) or entity(ies) for whom this DRP is being filed is (are):									
	C You (the	advisory firm)								
	C You and one or more of your advisory affiliates									
	One or more of your advisory affiliates									
	If this DRP is being filed for an <i>advisory affiliate</i> , give the full name of the <i>advisory affiliate</i> below (for individuals, Last name, First name, Middle name). If the <i>advisory affiliate</i> has a <i>CRD</i> number, provide that number. If not, indicate "non-registered" by checking the appropriate box.									
	ADV DRP - ADVISORY AFFILIATE									
	CRD Number:	108281	This advisory affiliate is a Firm an Individual							
	Registered:	Yes C No								
	Name:	FIDELITY MANAGEMENT & RESEARCH COMPANY	,							
		(For individuals, Last, First, Middle)								
	the advise This DRP s years ago	er. should be removed fro	In the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the ADV record because: (1) the event or <i>proceeding</i> occurred more than tenegistered or applying for registration with the SEC and the event was resolved in the state of the state o							
	reported onl	ly in response to Item r registering with the S	with a <i>state securities authority</i> , you may remove a DRP for an event you 11.D(4), and only if that event occurred more than ten years ago. If you are SEC, you may remove a DRP for any event listed in Item 11 that occurred more							
		should be removed from take. Explain the circur	m the ADV record because it was filed in error, such as due to a clerical or data- mstances:							
В.	a DRP (with on this DRP	Form ADV, BD or U-4) must be provided.	d through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information							
	Yes C	^O No								
	NOTE: The of CRD records		does not relieve the advisory affiliate of its obligation to update its IARD or							
PAR	RT II									
1.	Regulatory Action initiated by:									
		Other Federal State of regulator, <i>foreign fin</i>	e O SRO O Foreign ancial regulatory authority, federal, state, or SRO)							
2.	Principal Sar	nction:								
	Other Sancti	ions:								

IAPD - View All Page 141 of 143 3. Date Initiated (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 4. Docket/Case Number: 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): 6. Principal Product Type: Other Product Types: 7. Describe the allegations related to this regulatory action (your response must fit within the space provided): On Appeal 8. Current Status? Pending 9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only. 10. How was matter resolved: 11. Resolution Date (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 12. Resolution Detail: A. Were any of the following Sanctions Ordered (check all appropriate items)? ☐ Monetary/Fine Amount: \$ □ Revocation/Expulsion/Denial Disgorgement/Restitution Censure Cease and Desist/Injunction ☐ Bar Suspension B. Other Sanctions Ordered: Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived: 13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). Signature Page DOMESTIC INVESTMENT ADVISER EXECUTION PAGE You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to

your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

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By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

LINDA J. WONDRACK

Printed Name:

LINDA J. WONDRACK

Adviser CRD Number:

108617

Date: MM/DD/YYYY

03/25/2014

Title:

CHIEF COMPLIANCE OFFICER

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This

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undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:



FMR CO., INC.

245 Summer Street Boston, MA 02210 617-563-7000 www.fidelity.com

March 25, 2014

This brochure provides information about the qualifications and business practices of FMR Co., Inc. ("FMRC"). Throughout this brochure and related materials, FMRC may refer to itself as a "registered investment adviser" or "being registered." These statements do not in any way imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 617-563-7000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

MATERIAL CHANGES

What follows is a discussion only of the material changes made since the last annual update of this brochure was filed on March 28, 2013.

- In the "Methods of Analysis, Investment Strategies and Risk of Loss" section, updates were made
 to disclose that FMRC and/or its affiliates may limit investment flexibility in a particular country or
 issuers domiciled or traded in a particular country as a result of impractical or undesirable
 regulatory restrictions within that country.
- Throughout this brochure, changes have been made to reflect that FIL Limited and its affiliates will no longer share trading facilities with FMR and its affiliates.
- Updates have been made to the "Other Financial Industry Activities and Affiliations" section to reflect various changes in the status of certain entities, and Impresa Management LLC was added as a new affiliated investment adviser.
- In the "Voting Client Securities" section, updates were made to reflect that a subadviser to FMRC may have different proxy voting guidelines.

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ADVISORY BUSINESS

FMR Co., Inc. ("FMRC"), a wholly-owned subsidiary of Fidelity Management & Research Company ("FMR"), which itself is wholly-owned by FMR LLC, provides investment supervisory services, including sub-advisory services, to institutional accounts, principally investment companies (also referred to as "mutual funds") registered under the Investment Company Act of 1940 (the "1940 Act"). FMRC has been registered with the Securities and Exchange Commission ("SEC") since 1964. FMRC or its affiliates provide all necessary office facilities and personnel for servicing the funds' investments, and pay the salaries and fees of all officers of the funds, of all members of the Boards of Trustees who are "interested persons" of the funds, or FMRC or its affiliates, and of all personnel of the funds, FMRC or its affiliates who perform services relating to research, statistical and investment activities.

As part of its non-discretionary advisory services, FMRC or its affiliates provide investment research services, which include written research notes and ratings. FMRC may provide this research to other affiliates and unaffiliated investment managers and financial institutions, in some instances on a delayed basis. In addition, FMRC or its affiliates, subject to the supervision of the Board of Trustees of each fund in the Fidelity family of mutual funds (the "Fidelity Funds" or the "Fidelity group of funds"), provide the management and administrative services necessary for the operation of the Fidelity group of funds. These services include: providing facilities for maintaining each fund's organization; supervising relations with custodians, transfer and pricing agents, accountants, underwriters and other persons dealing with the funds; at the direction of the funds, preparing all general shareholder communications and conducting shareholder relations; at the direction of the funds, maintaining each fund's records and the registration and notice filing status of each fund's shares under federal and state law; developing management and shareholder services for each fund; and furnishing reports, evaluations and analyses on a variety of subjects to the Board of Trustees of each fund in the Fidelity group of funds. Though FMRC may advise the mutual funds and other institutional accounts it manages regarding certain commodity interests, FMRC is not registered as a commodity pool operator or commodity trading adviser.

FMRC may, to the extent permitted by its advisory contracts, delegate investment discretion over all or a portion of the portfolio to one or more sub-advisers, including FMRC's affiliates and various subsidiaries and affiliates of FIL Limited ("FIL"). If FMRC or its affiliates engages FIL or another unaffiliated entity to sub-advise an FMRC fund or account, or a portion of an FMRC fund or account, the sub-adviser's policies and procedures, including trade allocation and conflicts of interest, may apply to that fund or account, subject to applicable law. FMRC has access to investment research on a substantially delayed basis from various subsidiaries and affiliates of FIL, which are registered investment advisers operating principally in the United Kingdom, Japan and Hong Kong. Certain of FIL's subsidiaries and affiliates, which are companies not registered with the SEC (each, a "Participating Affiliate"), may have access to information (such as through employees who work for both a FIL registered adviser and the unregistered FIL subsidiary or affiliate) concerning securities recommendations for the registered adviser's U.S. clients. FMRC disclaims that it is a related person of FIL.

In the course of FMRC's providing its investment advisory services, a portfolio manager, analyst or other employee of FMRC or its affiliates may, from time to time, express views regarding a particular company, security, industry or market sector. The views expressed by any such person are the views of only that individual as of the time expressed and do not necessarily represent the views of FMRC or its affiliates or any other person in the Fidelity organization. Any such views are subject to change at any time based upon market or other conditions and FMRC disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for an account managed by FMRC or its affiliates are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any such account.

FMRC or its affiliates generally have authority to determine which securities to purchase or sell and the total amount of such purchases and sales. However, with respect to each discretionary account, FMRC's and its affiliates' authority is subject to certain limitations, including the applicable investment objectives, policies and restrictions. These limitations may be based on a variety of factors, including regulatory

constraints and policies formally imposed by a client or its governing body (e.g., Board of Trustees) through, for example, a management agreement. With respect to FMRC's registered investment company clients, many of the applicable investment policies and limitations are set forth in each client's registration statement filed with the SEC.

As of December 31, 2013, FMRC managed \$866,594,831,321 of client assets on a discretionary basis. As of December 31, 2013, FMRC did not manage any client assets on a non-discretionary basis.

FEES AND COMPENSATION

The management fee arrangements with most of FMRC's and its affiliates' mutual fund clients generally consist of one or more of the following elements: a group fee rate, an individual fund fee rate, and a performance adjustment rate. The group fee rate is based on the average net assets of all of the registered investment companies for which FMR serves as manager, and the rate decreases as total assets under management increase. An individual fund fee rate is the portion of a fund's rate that takes into account the relative costs of executing that individual fund's investment strategy. The performance adjustment rate is the rate at which an individual fund's overall fee rate (i.e., the combined group fee rate and individual fund fee rate) adjusts based on whether the fund out- or underperforms its benchmark. Not all of FMRC's mutual fund clients will have group fee rates or performance adjustment rates (e.g., clients that have flat fees or all-inclusive fee arrangements).

A generic fee schedule describing these arrangements is provided below:

Fee Schedule*

Group Fee	+	Individual Fund Fee	+/-	Performance Adjustment (if any)	=	Management Fee
-----------	---	---------------------	-----	---------------------------------	---	----------------

^{*} See individual fund's or account's registration statement or offering document for fee schedules specific to the fund or account

For certain equity funds that have performance adjustments, the performance adjustment rate is calculated monthly by comparing the fund's performance relative to a benchmark over a 36-month performance period. The maximum annualized performance adjustment rate is ±0.20% of the fund's average net assets over the performance period. The performance adjustment rate is divided by twelve and multiplied by the fund's average net assets over the performance period, and the resulting dollar amount is then added to or subtracted from the basic fee.

The fees of bond and money market (also referred to as "fixed income") funds generally are fixed fees based on assets or a combination of a group fee rate and an individual fund fee rate, or fees that vary both with assets and fund income.

The specific rate charged to any particular fund may vary based on the application of the individual fund fee rate, group fee rate, and performance adjustment fee, if any. The fee applicable to any fund, along with its fee schedule, is disclosed in that fund's registration statement or offering document

FMRC or its affiliates generally pay the organizational and promotional expenses of mutual funds comprising the Fidelity group of funds. The majority of FMRC's clients in the Fidelity group of funds pay all of their other operating expenses. However, certain of FMRC's clients have "all-inclusive fee" arrangements or other expense limitation agreements, pursuant to which FMRC or its affiliates pay certain of the mutual fund's operating expenses.

FMRC may provide non-discretionary advisory services, primarily in the form of research services, to other affiliated and unaffiliated investment managers or financial institutions, in some instances on a delayed basis. With respect to such services, fees are negotiable and generally relate to the amount of assets benefiting from the research or other advisory services.

In the case of investment companies registered under the 1940 Act, both the advisory contract with the fund's adviser and the sub-advisory agreement between FMRC and the adviser, if applicable, are subject to approval by the Board of Trustees, including trustees who are not interested persons (as defined in the 1940 Act) ("Independent Trustees"), of each mutual fund. The fees for providing these services are negotiated on an individual basis and may vary significantly among clients. When serving as a subadviser to investment companies managed by FMR, FMRC's basic fee schedule for discretionary mutual fund portfolio management generally consists of a percentage of the management fee (typically 50%) payable by each portfolio to FMR.

Compensation to FMRC or its affiliates is deducted from a registered investment company's assets and is payable on a monthly basis in arrears or on such other terms as FMRC and/or its affiliates and the particular client may from time to time agree. When FMRC is serving as a sub-adviser to investment companies managed by FMR, FMR pays FMRC. Any investment advisory agreement concerning a registered investment company will terminate within two years of the effective date of the investment advisory agreement unless renewed by the investment company in a manner permitted by Section 15 of the 1940 Act. Any such agreement shall also terminate upon assignment or upon sixty (60) days' advance written notice by any party to the agreement or by the investment company concerned.

For FMRC clients that are not registered investment companies, compensation to FMRC is deducted from that client's assets in arrears generally on a monthly basis or at such other time as agreed between FMRC and/or its affiliates and the particular client. When FMRC is serving as a sub-adviser to clients that are not registered investment companies, the adviser to those clients may pay FMRC directly. FMRC and/or its affiliates and the particular client may also agree to other terms of compensation from time to

FMRC or its affiliates may, from time to time, voluntarily or contractually agree to reimburse certain mutual fund clients for management fees and other expenses above a specified limit. FMRC or its affiliates retain the ability to be repaid by such clients if expenses fall below the specified limit prior to the end of the client fiscal year. Reimbursement arrangements can decrease a fund's expenses and enhance its performance. Voluntary reimbursement arrangements may be discontinued by FMRC or its affiliates at any time.

In addition to any management fee payable to FMRC or its affiliates and the fees payable to the transfer agent and pricing and bookkeeping agent, and any costs associated with securities lending, most funds in the Fidelity group of funds or classes thereof, as applicable, pay all fund expenses that are not assumed by those parties. Most funds pay for the typesetting, printing, and mailing of their proxy materials to shareholders, legal expenses, and the fees of the custodian, auditor, and Independent Trustees. Most funds' management contracts further provide that the fund will pay for typesetting, printing, and mailing prospectuses, statements of additional information, notices, and reports to shareholders; however, under the terms of these funds' transfer agent agreements, the transfer agent bears these costs. Other expenses paid by a fund generally include interest, taxes, brokerage commissions, the fund's proportionate share of insurance premiums and Investment Company Institute dues, and the costs of registering shares under federal securities laws and making necessary filings under state securities laws. A fund is also liable for such non-recurring expenses as may arise, including costs of any litigation to which the fund may be a party, and any obligation it may have to indemnify its officers and Trustees with respect to litigation. For information regarding FMRC's and its affiliates' brokerage arrangements, see "Brokerage Practices" on page 16.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The management of multiple funds and accounts (including proprietary accounts of FMRC or one or more of its affiliates) may give rise to potential conflicts of interest if the funds and accounts have different objectives, benchmarks, time horizons, and fees as the portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. As described in "Fees and Compensation" on

page 5, certain equity funds in the Fidelity group of funds have management fees that include a performance adjustment component. Where a portfolio manager manages such multiple funds and accounts, and some of those funds and accounts include performance-adjusted fees and others do not, the portfolio manager may have an incentive to favor those funds and accounts that include a performance-adjusted component.

Potential conflicts of interest may also arise if the funds' or accounts' orders do not get fully executed due to being aggregated with those of other funds or accounts managed by FMRC or an affiliate. The portfolio manager also may execute transactions for another fund or account that may adversely impact the value of securities held by a fund. For example, the portfolio manager may manage other funds or accounts that engage in short sales, and could sell short a security for a fund or account where other funds or accounts may trade or hold the shorted security. Although FMRC or its affiliates monitor such transactions to attempt to ensure equitable treatment of both the fund or account and a fund or account that engages in short sales, there can be no assurance that the price of a security held by the fund or account would not be impacted as a result. Also, securities selected for a particular fund or account may outperform the securities selected for other funds or accounts managed by the same portfolio manager. Portfolio managers may be permitted to invest in the funds or accounts they manage, even if a fund or account is closed to new investors.

FMRC has adopted policies and procedures and maintains a compliance program designed to help manage such potential conflicts, which include trade allocation policies approved by the Fidelity Funds' Boards of Trustees. These policies and procedures seek to ensure that FMRC is not favoring one fund or account over another, and that trading for all funds and accounts is conducted in a fair and equitable manner. There can be no assurance, however, that all conflicts have been addressed in all situations. For more information regarding conflicts of interests relating to the management of multiple funds and accounts, see "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" on page 15.

TYPES OF CLIENTS

FMRC is wholly-owned by FMR, a registered investment adviser. FMR's clients are generally mutual funds or other institutional accounts. FMRC generally serves as sub-adviser to equity and high income mutual funds and institutional accounts, and equity and high income portions of mutual funds and institutional accounts, managed by FMR. FMRC may also serve as adviser to registered equity and high income funds and may provide investment advisory services to investment companies, mutual funds or other institutional accounts as sub-adviser for affiliated and unaffiliated advisers. FMRC also may serve as an adviser or sub-adviser to various accounts for which FMRC's affiliates or FIL, FIL's subsidiaries or affiliates have contracted to provide investment advisory services. These accounts include, among others, unit and investment trusts, collective investment trusts, and investment companies authorized in jurisdictions outside the United States and Canada. FMRC may provide investment supervisory services on behalf of clients of affiliated or unaffiliated advisers following similar investment strategies that FMRC uses for another client.

FMRC will generally accept only investment company clients or similar foreign mutual funds on a fully discretionary basis (subject to whatever limitations have been set forth by the client's or fund's investment objectives, policies and restrictions, and as may be imposed by law). To the extent other accounts would be considered, an initial amount of \$5,000,000 would generally be required.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

FMRC uses a variety of methods of security analysis in managing client assets, including fundamental analysis, such as each issuer's financial condition and industry position, as well as market and economic conditions, to select investments; quantitative analysis (i.e., mathematical and statistical modeling);

technical analysis (i.e., statistical analysis of market activity); and cyclical analysis (i.e., evaluating companies based in part on their sensitivity to business cycles). FMRC may also use general macroeconomic analysis as a component of its security analysis methods. In addition, FMRC may use extensive corporate visits and interviews with issuer management teams as a source of information.

FMRC uses a wide variety of investment strategies in managing client assets, including, but not limited to, investing in: stocks and other equity securities; stocks with "growth" or "value" characteristics; U.S. and non-U.S. issuers, including issuers in "emerging" or "frontier" markets; companies with small, medium and large market capitalizations; bonds and other debt securities of all types and repurchase agreements for those securities; compliance with industry-standard regulatory requirements for money market funds for the quality, maturity, and diversification of investments; real estate related investments of all types; allocating investments across different asset classes, market sectors, maturities, and countries and regions; FMR's or its affiliates' central funds (specialized investment vehicles used by Fidelity Funds to invest in particular security types or investment disciplines, or for cash management); securities of companies engaged in particular industries or market sectors; and a combination of underlying Fidelity Funds; short sales; margin transactions; and option writing, including covered options, uncovered options or spreading strategies. Margin may be required in connection with certain client futures and options transactions or in connection with short sales. FMRC does not engage in the purchase of securities on margin, except it may do so in connection with clearance and settlement of securities transactions. The extent to which any of these strategies is used on behalf of any one client is based on that client's investment objective, policies and restrictions.

FMRC may engage in swap transactions and swaptions, including interest rate, total return and credit default; written covered call options; futures transactions, currency spot and forward trading and other currency related derivatives. In addition, FMRC may engage in securities lending to parties such as broker-dealers or other institutions. FMRC has established allocation policies for its clients reasonably designed to ensure that lending opportunities are allocated appropriately among participating clients over time. When supply/demand is insufficient to satisfy all eligible clients, lending opportunities are generally allocated among participating clients based on the client's security position size as a percentage of the client's net assets in that particular security.

The strategies presented above pose risks, and many factors affect each fund's or account's performance. Strategies that pursue investments in equities will be subject to stock market volatility, and strategies that pursue fixed-income investments (such as bond or money market funds) will see values fluctuate in response to changes in interest rates. All strategies are ultimately affected by impacts to the individual issuers, such as changes in an issuer's credit quality, or changes in tax, regulatory, market or economic developments. Non-diversified funds and accounts that invest in a smaller number of individual issuers can be more sensitive to these changes. Nearly all funds or accounts are subject to volatility in non-U.S. markets, either through direct exposure or indirect effects on U.S. markets from events abroad. including fluctuations in foreign currency exchange rates and, in the case of less-developed markets, currency illiquidity. Those funds and accounts that are exposed to emerging markets are potentially subject to heightened volatility from greater social, economic, regulatory, and political uncertainties, as the extent of economic development, political stability, market depth, infrastructure, capitalization, and regulatory oversight can be less than in more developed markets. Additionally, funds or accounts that pursue debt investments are subject to risks of prepayment or default, and funds or accounts that pursue strategies that concentrate in particular industries or are otherwise subject to particular segments of the market (e.g., money market funds' exposure to the financial services industry, municipal funds' exposure to the municipal bond market, or international or emerging markets funds' exposure to a particular country or region) may be significantly impacted by events affecting those industries or markets. Strategies that lead funds or accounts to invest in other funds bear all the risks inherent in the underlying funds in which those funds invest, and strategies that pursue leverage risk, including investment in derivatives—such as swaps (interest rate, total return, and credit default) and futures contracts—and forward-settling securities, magnify market exposure and losses. Additionally, funds and accounts may be subject to operational risks, which can include risks of loss arising from failures in internal processes, people or systems, such as routine processing errors or major systems failures, or from external events, such as exchange outages.

Ultimately, a fund's or account's share price changes daily based on changes in market conditions, foreign currency exchange rates and interest rates, and in response to other economic, political, or financial developments. A fund's or account's reaction to these events will be affected by the types of securities in which the fund or account invests, the financial condition, industry and economic sector, and geographic location of an issuer; and the fund's or account's level of investment in the securities of that issuer. A fund's or account's investment in such securities involves risk of loss that clients of the fund or account would, and should, be prepared to bear. When a shareholder sells shares in the fund or account, the shares may be worth more or less than what the shareholder paid for them, which means that the shareholder could lose money by investing in the fund or account.

From time to time, FMRC and/or its affiliates may determine that, as a result of regulatory requirements that may apply to FMRC and/or its affiliates due to investments in a particular country, investments in the securities of issuers domiciled or listed on trading markets in that country above certain thresholds (which may apply at the account level or in the aggregate across all accounts managed by FMRC and its affiliates) may be impractical or undesirable. In such instances, FMRC may limit or exclude clients' investment in a particular issuer, which may include investment in related derivative instruments, and investment flexibility may be restricted. In addition, to the extent that client accounts already own securities that directly or indirectly contribute to such an ownership threshold being exceeded, FMRC may sell securities held in such accounts in order to bring account-level and/or aggregate ownership below the relevant threshold. In the event that any such sales result in realized losses for client accounts, those client accounts may bear such losses depending on the particular circumstances.

With respect to FMRC's mutual fund and other institutional account clients, more detailed information relating to the methods and strategies and their associated risks are set forth in that fund's or account's prospectus and registration statement filed with the SEC or other applicable offering document.

DISCIPLINARY INFORMATION

On March 5, 2008 the SEC issued a settlement order which contained the following findings, which FMRC and an advisory affiliate ("Fidelity") neither admitted nor denied: (1) Fidelity failed to reasonably supervise its employees' receipt of travel, entertainment and gifts from brokers; (2) Fidelity failed to seek best execution for its clients' securities transactions; (3) Fidelity failed to disclose the material conflict of interest arising from the receipt by certain employees of travel, entertainment and gifts from brokers; (4) Fidelity made materially false and misleading statements and omissions about its selection of brokers; and (5) Fidelity failed to keep certain communications with brokers concerning the placing or execution of orders to purchase or sell securities. Pursuant to the settlement order, Fidelity agreed to (1) cease and desist from certain conduct, (2) a censure, (3) payment of an \$8,000,000 fine by Fidelity to the United States Treasury, and (4) compliance with various undertakings relating to the engagement of an independent compliance consultant.

A March 5, 2008 SEC settlement order contained a finding that Mr. Peter Lynch, a Director and Vice Chairman of FMR, caused two traders employed at FMRC to accept compensation in the form of tickets they obtained from brokers. Mr. Lynch neither admitted nor denied this finding. Pursuant to the settlement order, Mr. Lynch agreed to cease and desist from certain conduct and pay disgorgement of \$15,948.68 and prejudgment interest of \$4,183.83 to the United States Treasury.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealers

FMRC has relationships or arrangements with the following broker-dealers:

Fidelity Distributors Corporation ("FDC"), a wholly-owned subsidiary of FMR LLC, acts as principal underwriter and general distribution agent of the registered investment companies advised by FMR. FDC is a registered broker-dealer under the Securities Exchange Act of 1934 ("Exchange Act").

Fidelity Brokerage Services LLC ("FBS"), a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., is a registered broker-dealer under the Exchange Act, and provides brokerage products and services including the sale of shares of investment companies advised by FMR to individuals and institutions including retirement plans administered by affiliates. Pursuant to referral agreements and for compensation, representatives of FBS may refer customers to various services offered by FBS's related persons. In addition, FBS is the distributor of insurance products, including variable annuities, which are issued by FMRC's related persons, Fidelity Investments Life Insurance Company ("FILI") and Empire Fidelity Investments Life Insurance Company ("EFILI"). FBS may provide shareholder services to certain of FMRC's or FMRC's affiliates' clients.

Fidelity Global Brokerage Group, Inc., a wholly-owned subsidiary of FMR LLC, wholly-owns three broker-dealers: Fidelity Brokerage Services LLC, National Financial Services LLC, and Fidelity Clearing Canada ULC, and also has an equity interest in eBX LLC ("eBX"), a holding company and a registered broker-dealer under the Exchange Act, which was formed for the purpose of developing, owning and operating an alternative trading system, the "Level ATS." Transactions for clients of FMRC or other entities for which FMRC serves as adviser or sub-adviser or provides discretionary trading services, as well as clients of FMRC's affiliates, may be executed through the Level ATS. FMRC disclaims that it is a related person of eBX.

Fidelity Clearing Canada ULC ("FCC") is engaged in the institutional brokerage business and provides clearing and execution services for other brokers. FCC is a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., a holding company that provides administrative services to FCC.

National Financial Services LLC ("NFS") is engaged in the institutional brokerage business and provides clearing and execution services for other brokers. NFS is a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., a holding company that provides administrative services to NFS. Fidelity Capital Markets ("FCM"), a division of NFS, may execute transactions for FMRC's or FMRC's affiliates' investment company and other clients. Additionally, NFS operates CrossStream, an alternative trading system that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. NFS charges a commission to both sides of each trade executed in CrossStream. CrossStream may be used to execute transactions for FMRC's or FMRC's affiliates' investment company and other advisory clients. NFS is a registered broker-dealer under the Exchange Act and NFS is also registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"). NFS may serve as a clearing agent for client transactions that FMRC places with certain broker-dealers. NFS may provide transfer agent or sub-transfer agent services to certain of FMRC's or FMRC's affiliates' clients.

FMRC is authorized to place portfolio transactions with FCM and use CrossStream, an alternative trading system operated by NFS, if it reasonably believes the quality of the transaction is comparable to what it would be with other qualified broker-dealers. In addition, FMRC may place client trades with broker-dealers that use NFS as a clearing agent.

In all cases, transactions executed by affiliated brokers on behalf of investment company clients are effected in accordance with Rule 17e-1 under the 1940 Act, and procedures approved by the Trustees of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds. The Board of Trustees of each fund in the Fidelity group of funds has approved FCM effecting fund portfolio transactions and retaining compensation in connection with such transactions pursuant to Section 11(a) of the Exchange Act.

FCM may cross transactions on an agency basis between clients of FMRC or its affiliates, including investment company clients, non-investment company clients, and other non-advisory clients (agency cross transactions). Such transactions will be executed, to the extent required by law, in accordance with (i) Rule 206(3)-2 under the Advisers Act, requiring written consent, confirmations of transactions and

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annual reporting, and (ii) procedures adopted by the Board of Trustees of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds pursuant to Rule 17e-1 under the 1940 Act.

Fidelity Investments Institutional Services Company, Inc. ("FIISC") primarily markets Fidelity mutual funds and other products advised by FMR or an affiliate thereof to third party financial intermediaries and certain institutional investors. FIISC is a registered broker-dealer under the Exchange Act and a registered municipal adviser.

Pyramis Distributors Corporation LLC ("PDC"), a wholly-owned subsidiary of Pyramis Global Advisors Holdings Corp., acts as a placement agent for privately offered investment funds advised by Pyramis Global Advisors, LLC, Pyramis Global Advisors Trust Company, and their affiliates in the United States. PDC is a registered broker-dealer under the Exchange Act. Certain employees of FMR and its affiliates may be registered representatives of PDC.

The potential conflicts of interest that may arise from dealings with affiliated brokers are governed by various policies adopted by the Fidelity Funds Boards of Trustees. For example, Section 10(f) of the 1940 Act is intended to prevent affiliated underwriters from "dumping" undesirable securities on funds or otherwise using fund purchases to benefit the underwriting syndicate. In accordance with Rule 10f-3, the Fidelity Funds Boards of Trustees have adopted procedures by which the funds may purchase securities in offerings for which FCM acts as a principal underwriter, provided that certain conditions are satisfied. FMRC or its affiliates report quarterly to the Board any purchases by the funds in such offerings. Additionally, Section 17(a) prevents affiliated brokers on their own behalf from selling securities to or buying securities from the funds, except to the extent allowed by law, in order to prevent those affiliated brokers from taking advantage of the funds. The Fidelity Funds Boards of Trustees have adopted policies and procedures preventing affiliated brokers from engaging in such transactions, except to the extent allowed by law. Furthermore, Section 17(e) prevents affiliated brokers from charging excessive fees for transactions on behalf of the funds. Under Rule 17e-1, affiliated brokers may receive a "usual and customary brokerage commission" in connection with transactions effected on a securities exchange, and the Rule 17e-1 procedures adopted by the Fidelity Funds Boards of Trustees ensure that the fees do not exceed the usual and customary requirements.

Investment Companies

FMRC provides portfolio management services for a number of investment companies, including investment companies in the Fidelity group of funds. FMRC disclaims that it is a related person of the investment companies for which it provides investment management services.

Other Investment Advisers

FMRC has relationships or arrangements with the following investment advisers:

Fidelity Management & Research Company ("FMR"), the parent company of FMRC, is a wholly-owned subsidiary of FMR LLC and is a registered investment adviser under the Advisers Act. FMR principally provides portfolio management services as an adviser or a sub-adviser to registered investment companies. FMR may also provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity Investments Money Management, Inc. ("FIMM") is a wholly-owned subsidiary of FMR LLC and a registered investment adviser under the Advisers Act. FIMM provides portfolio management services as an adviser or sub-adviser to certain of FMR's clients and Fidelity Funds. FIMM may also provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity Management & Research (U.K.) Inc. ("FMR (U.K.)"), a wholly-owned subsidiary of FMR, is registered as an investment adviser under the Advisers Act and has been authorized by the U.K. Financial Conduct Authority to provide investment advisory and asset management services. FMR (U.K.)

provides investment advisory and portfolio management services as a sub-adviser to certain of FMR's clients, including investment companies in the Fidelity group of funds, and may also provide trading services to FMR and its affiliates. FMR (U.K.) may provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers. FMR (U.K.) is also registered with the Central Bank of Ireland.

Fidelity Management & Research (Japan) Inc. ("FMR (Japan)"), a wholly-owned subsidiary of FMR, is a registered investment adviser under the Advisers Act, and has been authorized by the Japan Financial Services Agency (Kanto Local Finance Bureau) to provide investment advisory and discretionary investment management services. FMR (Japan) may supply investment research and investment advisory information and may provide discretionary investment management services to certain clients of FMR, including investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers.

Fidelity Management & Research (Hong Kong) Limited ("FMR (Hong Kong)"), a wholly-owned subsidiary of FMR, is a registered investment adviser under the Advisers Act, and has been authorized by the Hong Kong Securities and Futures Commission to advise on securities and provide asset management services. FMR (Hong Kong) may provide investment advisory or portfolio management services as a sub-adviser with respect to certain clients of FMR, including investment companies in the Fidelity group of funds, and may also provide trading services to FMR and its affiliates. FMR (Hong Kong) may provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity SelectCo, LLC ("SelectCo") is a wholly-owned subsidiary of FMR LLC and a registered investment adviser under the Advisers Act. SelectCo may provide portfolio management services as an adviser to certain of FMR's clients and Fidelity Funds.

Strategic Advisers, Inc. ("SAI") is a wholly-owned subsidiary of FMR LLC and is a registered investment adviser under the Advisers Act. SAI provides discretionary and non-discretionary investment management services and acts as the investment manager to registered investment companies.

Pyramis Global Advisors, LLC ("PGALLC") is a wholly-owned subsidiary of Pyramis Global Advisors Holding Corp., which in turn is wholly-owned by FMR LLC, and provides investment supervisory services, including sub-advisory services to FMR or its affiliates. PGALLC is a registered investment adviser under the Advisers Act. PGALLC is also registered with the Ontario Securities Commission and the Central Bank of Ireland.

FMR Investment Management (UK) Limited ("FMRIM(UK)"), an indirect, wholly-owned subsidiary of FMR LLC is authorized by the U.K. Financial Conduct Authority to provide investment advisory and portfolio management services. FMRIM(UK) provides research services to PGALLC, its affiliates, FMR and its affiliates and, on a substantially delayed basis, FIL. FMRIM(UK) may provide research services with respect to issuers located outside of the United States. Certain employees of FMRIM(UK) may from time to time provide certain research services for PGALLC, which PGALLC may use for its clients. Furthermore, FMRIM(UK) may provide discretionary investment management services to, and on behalf of, FMR (U.K.). FMRIM(UK) has been deemed to be a "Participating Affiliate" of PGALLC and FMR (U.K.) as described below.

Pyramis Global Advisors (Canada) ULC ("PC"), an unlimited liability corporation incorporated in Alberta, Canada, is registered as an adviser in the categories of investment counsel and portfolio manager and as an adviser in the category of commodity trading manager with the Ontario Securities Commission. PC also maintains a branch office in Montreal, Quebec that is registered with the Autorité des Marchés Financiers as an unrestricted practice adviser. Certain employees of PC may from time to time provide certain research services for PGALLC, which PGALLC may also provide to its clients. PC has been deemed to be a "Participating Affiliate" of PGALLC as described below.

Pyramis Global Advisors (Hong Kong) Limited ("PGAHK"), a company limited by shares, incorporated in Hong Kong and registered under the Business Registration Ordinance of Hong Kong, is authorized by the Hong Kong Securities and Futures Commission to advise on securities and manage assets. Certain employees of PGAHK may from time to time provide certain research services for PGALLC, which PGALLC may also provide to its clients. PGAHK has been deemed to be a "Participating Affiliate" of PGALLC as described below.

Ballyrock Investment Advisors LLC ("Ballyrock") is a wholly-owned subsidiary of FMR LLC, and is registered as an investment adviser under the Advisers Act. Ballyrock provides investment advisory services to various types of institutional accounts, with a focus on investments in high yield debt securities, including bank loans. FMRC may provide portfolio management services as a sub-adviser to clients of Ballyrock.

Northern Neck Investors LLC ("Northern Neck") is controlled by various shareholders and employees of FMR LLC, and is a registered investment adviser under the Advisers Act. Northern Neck serves as investment adviser and general partner to or manager of employee securities companies and related investment entities owned by FMR's related persons. Northern Neck may place orders in public securities with FMR's affiliates' trading personnel for execution.

Impresa Management LLC ("Impresa") is owned by trusts, the trustees of which are individuals, certain of whom are employees of FMR LLC. Impresa is a registered investment adviser under the Advisers Act and may serve as investment adviser and general partner to or manager of, employee securities companies and related investment entities owned by FMR's related persons. Impresa may place orders in public securities with FMR's affiliates' trading personnel for execution.

Fidelity Investments Canada ULC ("FIC") is an indirect, wholly-owned subsidiary of FMR LLC. FIC, a registered portfolio manager and mutual fund dealer in all provinces and territories of Canada, provides management and administrative services to Canadian mutual funds, pooled funds and institutional accounts. FMRC or its affiliates may serve as adviser and/or sub-adviser for accounts managed or distributed by FIC or its affiliates.

FIL Limited ("FIL"), a Bermuda company, was incorporated in 1969 and serves as investment manager and adviser to non-U.S. funds and institutional accounts. FMRC disclaims that it is a related person of FIL.

FIL Investments (Japan) Limited ("FIJ") is an indirect wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIJ may provide research, investment advisory and discretionary investment management services to FMR's or its affiliates' clients with respect to Japan and other Asian countries and issuers, and may serve as sub-adviser (generally through a delegation from FIL Investment Advisors ("FIA")) for certain of FMR's clients. FIJ may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIJ.

FIL Investment Advisors ("FIA") is a wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIA may provide research, investment advisory and discretionary investment management services to FMR's or its affiliates' clients with respect to companies outside the United States, and may serve as sub-adviser for certain of FMR's or its affiliates' clients. FIA may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIA.

FIL Investment Advisors (UK) Limited ("FIA (UK)") is an indirect, wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIA (UK) may provide research, investment advisory and discretionary investment management services to certain of FMR's or its affiliates' clients with respect to companies outside the United States and serves as sub-adviser (generally through a delegation from FIA) for certain of FMR's or its affiliates' clients. FIA (UK) may recommend to its clients,

or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIA (UK).

FIL Investment Management (Singapore) Limited ("FI(S)L") is an indirect wholly-owned subsidiary of FIL and is a "Participating Affiliate" of FIA. FI(S)L may, under the supervision and review of FIA and in accordance with FIA's applicable investment guidelines and compliance policies, determine the securities to be purchased and sold for a limited number of FIA's clients. FI(S)L may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FI(S)L.

Banking or Thrift Institutions

FMRC has relationships or arrangements with the following banking and trust institutions:

Fidelity Management Trust Company ("FMTC"), a trust company organized and operating under the laws of The Commonwealth of Massachusetts, provides discretionary investment management and other fiduciary services to IRAs, employee benefit plans and institutional clients which may be invested in mutual funds or other clients for which FMRC or its affiliates are the sub-adviser. FMTC is a whollyowned subsidiary of FMR LLC. FMRC or its affiliates provide certain administrative services to FMTC, including, but not limited to, securities execution, investment compliance and proxy voting.

Fidelity Personal Trust Company, FSB ("FPTC") is a federal savings bank limited to trust powers. FPTC is an indirect, wholly-owned subsidiary of FMR LLC.

Pyramis Global Advisors Trust Company ("PGATC"), a non-depository trust company organized under the laws of the State of New Hampshire, provides investment management services for employee benefit plans, institutional clients and investment companies exempt from registration under the 1940 Act. PGATC is a wholly-owned subsidiary of Pyramis Global Advisors Holdings Corp., which in turn is wholly-owned by FMR LLC. FMR or its affiliates provide certain administrative services to PGATC, including, but not limited to, trade execution, investment compliance and proxy voting.

Insurance Companies or Agencies

FMRC has relationships or arrangements with the following insurance companies and agency:

Fidelity Investments Life Insurance Company ("FILI"), a wholly-owned subsidiary of FMR LLC, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of investment companies managed by FMR or its affiliates.

Empire Fidelity Investments Life Insurance Company ("EFILI"), a wholly-owned subsidiary of FILI, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of investment companies managed by FMR or its affiliates to residents of New York.

Fidelity Insurance Agency, Inc., a wholly-owned subsidiary of FMR LLC, is engaged in the business of selling life insurance and annuity products of affiliated and unaffiliated insurance companies.

Participating Affiliates

Fidelity Business Services India Private Limited ("FBS India"), with its registered office in Bangalore, is incorporated under the laws of India and is ultimately owned by FMR LLC through certain of its respective direct or indirect subsidiaries. Certain employees of FBS India (FBS India Associated Employees) may from time to time provide certain research services for FMR and its affiliates, which FMR and its affiliates may use for their U.S. clients.

None of FMRIM(UK), PC, PGAHK or FBS India is registered as an investment adviser under the Advisers Act and each is deemed to be a "Participating Affiliate" (as this term has been used by the SEC's Division of Investment Management in various no-action letters granting relief from the Advisers Act's registration requirements for certain affiliates of registered investment advisers). FMRIM(UK), PC, and PGAHK are Participating Affiliates of PGALLC. FMRIM(UK) is also a Participating Affiliate of FMR (U.K.). FBS India is a Participating Affiliate of FMR. Each of PGALLC, FMR (U.K.) and FMR deem each of their respective Participating Affiliates and certain of their employees as associated persons within the meaning of Section 202(a)(17) of the Advisers Act, because each of FMRIM(UK), PC, PGAHK, and FBS India may, through such employees, contribute to the research process of the advisers who have deemed them to be Participating Affiliates, and may have access to information concerning which securities are being recommended to those advisers' U.S. clients prior to the effective dissemination of such recommendations. Furthermore, FMRIM(UK) may provide discretionary investment management services to, and on behalf of, FMR (U.K.). Each of FMRIM(UK), PC and PGAHK may also provide certain affiliates of PGALLC, including FMR and its affiliates, with certain research relating to securities that are the subject of research it also provides to PGALLC, and FBS India may also provide certain affiliates of FMR with certain research relating to securities that are the subject of research it provides to FMR. As Participating Affiliates of the respective advisers, each of FMRIM(UK), PC, PGAHK and FBS India has agreed to submit itself to the jurisdiction of United States courts for actions arising under U.S. securities laws in connection with investment advisory activities conducted for the advisers' U.S. clients. PGALLC, FMR (U.K.) and FMR each maintain a list of the employees of their respective Participating Affiliates whom it has deemed associated persons, which it will make available to current and prospective U.S. clients upon request.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

FMRC may purchase or sell for the accounts of clients securities in which FMRC's or its affiliates' inhouse accounts (including institutional accounts), affiliates, directors, officers or employees have a position. This situation results, in part, from the breadth of securities purchased by FMRC's or its affiliates' varied clients and FMRC's and its affiliates' personnel being permitted to invest in securities for their personal accounts. The potential conflicts of interest involved in such transactions are governed by FMRC's Code of Ethics for Personal Investing ("Code"), which has been adopted and approved by the Board of Trustees of FMRC's or its affiliates' mutual fund clients in the Fidelity group of funds in accordance with Rule 17j-1 under the 1940 Act, and which incorporates the Adviser's Code of Ethics ("Adviser's Code") adopted in accordance with Rule 204A-1 under the Advisers Act.

The Code applies to all officers, directors, and employees of FMRC and requires that they place the interests of FMRC's clients above their own. The Code establishes securities transactions requirements for all covered employees and their covered persons, including their spouses. More specifically, the Code: (i) requires employees and their covered persons to move their covered accounts to Fidelity Brokerage Services LLC unless an exception has been granted; (ii) requires pre-clearance of transactions in covered securities; (iii) requires reporting of transactions in covered securities on a quarterly basis; (iv) requires reporting of accounts and holdings of covered securities on an annual basis; (v) generally prohibits purchases or sales by portfolio managers of securities which are traded in client accounts within seven days before or after the trade; (vi) prohibits purchases of securities in initial public offerings unless an exception has been approved; (vii) prohibits investments in limited offerings without prior approval; and (viii) requires disgorgement of profits from short-term transactions unless an exception has been approved. Violation of the Code's requirements may also result in the imposition of remedial action.

The Adviser's Code, which is applicable to all employees of FMRC: (1) describes the fiduciary duty employees have to FMRC's clients; (2) requires employees of FMRC to comply with federal securities laws; (3) requires employees of FMRC to report, and for FMRC to review, employees' and their covered persons' mutual fund share transactions and holdings periodically (money market funds excepted) for funds advised by FMRC or an affiliate and certain other funds specified in the Adviser's Code; (4)

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requires employees of FMRC to report any violations of the Adviser's Code to FMR's Ethics Office; and (5) requires FMRC to provide each employee with a copy of the Adviser's Code and any amendments, and requires employees to acknowledge their receipt of the Adviser's Code.

FMRC will provide a copy of its Adviser's Code, as integrated into the Code, to any client or prospective client upon request.

The purchase or sale of securities for the accounts of clients in which FMRC's or its affiliates' in-house accounts, affiliates, directors, officers or employees have a position also may arise in public offerings of securities where an affiliate of FMRC is a selling shareholder. Any such activity is evaluated in accordance with Regulation M under the Exchange Act and the 1940 Act. FCM, a division of NFS, an affiliated broker-dealer of FMRC, may be a selling agent or principal underwriter in underwritings of municipal, equity or other securities which FMRC recommends to clients. The Trustees of FMRC's or its affiliates' mutual fund clients in the Fidelity group of funds evaluate any such activity by FMRC in accordance with Rule 10f-3 under the 1940 Act and procedures adopted pursuant to Rule 10f-3.

Conflicts of interest may arise if the funds' orders do not get fully executed due to being aggregated with those of other accounts managed by FMRC or an affiliate, including FMRC's or its affiliates' in-house accounts. FMRC has adopted policies and procedures (for example, trade allocation procedures) and maintains a compliance program designed to help manage these actual and potential conflicts. There can be no assurance, however, that all conflicts have been addressed in all situations. Trading in personal accounts, which may give rise to potential conflicts of interest, is restricted by a fund's Code.

From time to time, in connection with its business, FMRC may obtain material non-public information that is usually not available to other investors or the general public. In compliance with applicable laws, FMRC has adopted a comprehensive set of policies and procedures that prohibit the use of material non-public information by investment professionals or any other employees. FMRC also has procedures addressing the use of third party paid research consultants.

In addition, FMRC has implemented a policy on Business Entertainment and Workplace Gifts intended to set standards for business entertainment and gifts and help employees make sound decisions with respect to these activities and ensure that the interests of FMRC's clients come first. Similarly, to ensure compliance with applicable "pay to play" laws, FMRC has adopted a Political Contributions and Activity policy which requires all employees to pre-clear any political contributions and activity.

BROKERAGE PRACTICES

Selection of Brokers and Dealers to Effect Client Transactions

FMRC or its affiliates generally have authority to select brokers (whether acting as a broker or a dealer) to place or execute clients' portfolio transactions. FMRC or its affiliates may be responsible for the placement of portfolio transactions for certain client accounts for which an affiliate or related person has investment discretion. In selecting a broker or dealer for a specific securities transaction, FMRC or its affiliates evaluate a variety of criteria and use good faith judgment in seeking to obtain execution of portfolio securities transactions at commissions or costs that are reasonable in relation to the brokerage and research services provided.

In selecting securities brokers, including affiliates of FMRC, to execute client portfolio securities transactions, FMRC or its affiliates consider the factors they deem relevant in the context of a particular trade and in regard to FMRC's or its affiliates' overall responsibilities with respect to the fund and other investment accounts including any instructions from the client's portfolio manager, which may emphasize, for example, speed of execution over other factors. Based on the factors considered, FMRC or its affiliates may choose to execute an order using electronic communications networks (ECNs), including algorithmic trading, crossing networks, direct market access and program trading, or by actively working an order. Other possibly relevant factors may include, but are not limited to, the following: price; the size

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and type of the securities transaction; the reasonableness of compensation to be paid, including spreads and commission rates; the speed and certainty of trade executions, including broker willingness to commit capital; the nature and characteristics of the markets for the security to be purchased or sold, including the degree of specialization of the broker in such markets or securities; the availability of liquidity in the security, including the liquidity and depth afforded by a market center or market-maker; the reliability of a market center or broker; the broker's overall trading relationship with FMRC or its affiliates; the trader's assessment of whether and how closely the broker likely will follow the trader's instructions to the broker; the degree of anonymity that a particular broker or market can provide; the potential for avoiding or lessening market impact; the execution services rendered on a continuing basis; the execution efficiency, settlement capability, and financial condition of the broker or dealer; arrangements for payment of fund expenses, if applicable; and the provision of additional brokerage and research products and services, if applicable.

The trading desks through which FMRC or its affiliates may execute trades are instructed to execute portfolio transactions on behalf of clients based on the quality of execution without any consideration of Research and Brokerage Services (as defined below) the broker or dealer may provide. The administration of Research and Brokerage Services is managed separately from the trading desks, which means that traders have no responsibility for administering soft dollar activities.

In seeking best qualitative execution for portfolio securities transactions, FMRC or its affiliates may select a broker that uses a trading method, including algorithmic trading, for which the broker may charge a higher commission than its lowest available commission rate. FMRC or its affiliates also may select a broker that charges more than the lowest available commission rate available from another broker. FMRC or its affiliates may execute an entire securities transaction with a broker and allocate all or a portion of the transaction and/or related commissions to a second broker where a client does not permit trading with an affiliate of FMRC or in other limited situations. In those situations, the commission rate paid to the second broker may be higher than the commission rate paid to the executing broker. For futures transactions, the selection of a futures commission merchant is generally based on the overall quality of execution and other services provided by the futures commission merchant. FMRC or its affiliates may choose to execute futures transactions electronically.

If FMRC grants investment management authority to a sub-adviser, that sub-adviser will be authorized to provide the services described in the sub-advisory agreement. Furthermore, the sub-adviser's trading and associated policies, which may differ from FMRC's policies, may apply to that fund or account, subject to applicable law.

Investment Research Products and Brokerage Services Furnished by Research Providers and Brokers

FMRC or its affiliates may execute portfolio transactions with brokers that provide products and services that assist them in fulfilling their investment management responsibilities ("Research and Brokerage Services") in accordance with applicable law. Research and Brokerage Services that FMRC or its affiliates may have received during the last fiscal year include, when permissible by applicable law: economic, industry, company, municipal, sovereign (U.S. and non-U.S.), legal, or political research reports; market color; company meeting facilitation; compilation of securities prices, earnings, dividends and similar data; quotation services, data, information and other services; analytical computer software and services; and investment recommendations. In addition to receiving these Research and Brokerage Services via written reports and computer-delivered services, such reports may also be provided by telephone and in-person meetings with securities analysts, corporate and industry spokespersons, economists, academicians and government representatives and others with relevant professional expertise. FMRC or its affiliates may request that a broker provide a specific proprietary or third-party product or service. Some of these Research and Brokerage Services supplement FMRC's or its affiliates' own research activities in providing investment advice to their clients.

In addition, Research and Brokerage Services may include, when permissible by applicable law, those that assist in the execution, clearing and settlement of securities transactions as well as other incidental functions (including, but not limited to, communication services related to trade execution, order routing and algorithmic trading, post-trade matching, exchange of messages among brokers or dealers, custodians and institutions, and the use of electronic confirmation and affirmation of institutional trades).

Although FMRC or its affiliates do not use client commissions to pay for products or services that do not qualify as Research and Brokerage Services, they may use commission dollars to obtain certain products or services that are not used exclusively in FMRC's or its affiliates' investment decision-making process ("mixed-use products or services"). In those circumstances, FMRC or its affiliates will make a good faith judgment to evaluate the various benefits and uses to which they intend to put the mixed-use product or service, and will pay for that portion of the mixed-use product or service that does not qualify as Research and Brokerage Services with their own resources (referred to as "hard dollars").

To the extent permitted by applicable law, brokers who execute client transactions may receive compensation in recognition of their Research and Brokerage Services that is in excess of the amount of compensation that other brokers might have charged. In connection with the allocation of client brokerage, FMRC or its affiliates make a good faith determination that the compensation paid to brokers and dealers is reasonable in relation to the value of the Research and Brokerage Services provided to FMRC or its affiliates, viewed in terms of the particular transaction for the client or FMRC's or its affiliates' overall responsibilities to that client or other clients for which FMRC or its affiliates have investment discretion; however, each Research and Brokerage Service received in connection with a client's brokerage may not benefit the client. While FMRC or its affiliates may take into account the Research and Brokerage Services provided by a broker or dealer in determining whether compensation paid is reasonable, neither FMRC, its affiliates, nor their respective clients incur an obligation to any broker, dealer, or third-party to pay any Research and Brokerage Services (or portion thereof) by generating a specific amount of compensation or otherwise. Typically, these Research and Brokerage Services assist FMRC or its affiliates in terms of their overall investment responsibilities to a client or any other client accounts for which FMRC or its affiliates have investment discretion. Certain client accounts may use brokerage commissions to acquire Research and Brokerage Services that may also benefit other client accounts managed by FMRC or its affiliates.

FMRC's or its affiliates' expenses likely would be increased if they attempted to generate these additional Research and Brokerage Services through their own efforts or if they paid for these Research and Brokerage Services with their own resources. To minimize the potential for conflicts of interest, the trading desks through which FMRC or its affiliates may execute trades are instructed to execute portfolio transactions on behalf of clients based on the quality of execution without any consideration of Research and Brokerage Services the broker or dealer may provide. The administration of Research and Brokerage Services is managed separately from the trading desks, which means that traders have no responsibility for administering soft dollar activities. Furthermore, certain of the Research and Brokerage Services that FMRC or its affiliates receive are furnished by brokers on their own initiative, either in connection with a particular transaction or as part of their overall services. Some of these Research and Brokerage Services may be provided at no additional cost to FMRC or its affiliates or have no explicit cost associated with them. In addition, FMRC or its affiliates may request that a broker provide a specific proprietary or third-party product or service, certain of which third-party products or services may be provided by a broker that is not a party to a particular transaction and is not connected with the transacting broker's overall services.

FMRC or its affiliates have arrangements with certain third-party research providers and brokers through whom FMRC or its affiliates effect client trades, whereby FMRC or its affiliates may pay with fund commissions or hard dollars for all or a portion of the cost of research products and services purchased from such research providers or brokers. If hard dollar payments are used, FMRC or its affiliates may still cause the client to pay more for execution than the lowest commission rate available from the broker providing research products and services to FMRC or its affiliates, or that may be available from another broker. FMRC or its affiliates view hard dollar payments for research products and services as likely to reduce the client's total commission costs even though it is expected that in such hard dollar

18 177 of 568 arrangements the commissions available for recapture and used to pay client expenses, as described below, will decrease. FMRC's or its affiliates' potential determination to pay for research products and services separately, rather than bundled with client account commissions, is wholly voluntary on FMRC's or its affiliates' part and may be extended to additional brokers or discontinued with any broker participating in this arrangement.

Other Considerations and Brokerage Arrangements

Commission Recapture

FMRC or its affiliates may allocate brokerage transactions to brokers (who are not affiliates of FMRC) who have entered into arrangements with FMRC or its affiliates under which the broker, using a predetermined methodology, rebates a portion of the compensation paid by a client account to offset that client account's expenses ("commission recapture"). Not all brokers with whom the client account trades have been asked to participate in brokerage commission recapture.

FMRC or its affiliates recommend that clients do not request them to direct client portfolio transactions to specific brokers. Clients may nonetheless make such requests, subject to FMRC's or its affiliates' attempts to seek quality execution and provided that the broker is an approved counterparty of FMRC or its affiliates. Clients should be aware that if they require FMR or its affiliates to direct portfolio transactions to specific brokers, (a) FMR or its affiliates may be unable to achieve most favorable execution of such directed transactions; (b) the client may pay higher brokerage commissions on such directed transactions with other orders; (c) the client may receive less favorable prices on such directed transactions; and (d) if eligible, a client may not simultaneously participate in commission recapture as well as a directed brokerage program established or subscribed to by the client.

Transactions with Certain Brokers

FMRC or its affiliates may place trades with certain brokers including NFS, with whom they are under common control, provided FMRC or its affiliates determine that these affiliates' trade execution abilities and costs are comparable to those of non-affiliated, qualified brokerage firms, and that such transactions be executed in accordance with applicable rules under the 1940 Act and procedures adopted by the Board of Trustees or Directors (as applicable) of FMRC's clients in the Fidelity group of funds.

In addition, FMRC or its affiliates may place client trades with brokers that use NFS as a clearing agent.

Transactions Among Clients

FMRC or its affiliates may execute transactions between mutual funds and other accounts they manage (either on an advisory or sub-advisory basis), as well as with certain other clients managed by their affiliates. Such transactions for clients in the Fidelity group of funds will be executed in accordance with applicable rules under the 1940 Act, the Advisers Act and procedures adopted by the Board of Trustees or Directors (as applicable) of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds.

Non-U.S. Securities Transactions

To facilitate trade settlement and related activities in non-U.S. securities transactions, FMR or its affiliates may effect spot foreign currency transactions with foreign currency dealers.

Trade Allocation Policies

Bunched Trades

It is generally FMRC's or its affiliates' practice, when appropriate, to combine or "bunch" orders of various accounts, including those of its clients, its affiliates' clients, and proprietary accounts for order entry and execution. Bunched orders may be executed through one or more brokers. The allotment of trades among brokers is based on a variety of factors, which may include price, order size, the time of order, the security and market activity. A bunched trade executed with a particular broker is generally allocated prorata among the accounts that are participating in the bunched trade until any account has been filled. After any account has been filled, the trade is allocated pro-rata among any remaining accounts. Each broker's execution of a bunched order may be at a price different than another broker's bunched order execution price for the same security.

Allocation of Trades

FMRC and its affiliates have established allocation policies for their various accounts (including proprietary accounts) and securities types (e.g., equity, fixed income and high income) to ensure allocations are appropriate given clients' differing investment objectives and other considerations. These policies also apply to initial public and secondary offerings. When, in FMRC's or its affiliates' opinion, the supply/demand is insufficient under the circumstances to satisfy all outstanding trade orders, the amount executed generally is distributed among participating accounts (which may include proprietary accounts) based on account asset size (for purchases), and security position size (for sales), or otherwise according to the allocation policies. Trades are executed by traders based on orders or indications of interest for clients, which are established prior to or at the time of a transaction. With limited exceptions, the trading systems contain rules that allocate trades on an automated basis, in accordance with these policies. Generally, any exceptions to FMRC's and its affiliates' policies (i.e., special allocations) must be approved by senior trading and compliance personnel and documented.

FMRC's and its affiliates' trade allocation policies identify circumstances under which it is appropriate to deviate from the general allocation criteria and describe the alternative procedures. The trade allocation policies generally provide for minimum allocations based on market-defined minimum denominations, and the equity trade allocation policies provide for a minimum allocation for securities in offerings and secondary market trades. Certain specialized funds or accounts, such as international, real estate investment, convertible securities, or other funds or accounts may receive an increased allocation where the securities match the investment objective or focus of the account. In addition, if a standard allocation would result in a client receiving a very small allocation (e.g., because of its small asset size), the client may receive an increased allocation to achieve a more meaningful allocation, or the client may receive no allocation. FMRC's and its affiliates' policies also provide for the execution of program trades and short sales notwithstanding the existence of active orders for individual securities on the trading desk, provided that consideration is given to whether the program trade or short sale might have a material effect on such other active orders.

The fixed income trade allocation policy provides that clients specializing in a particular type of security, such as single-state municipal bond funds, may receive an increased allocation of obligations that are tax-exempt within their state. The fixed income trade allocation policy also provides for certain alternative procedures for money market funds when they are purchasing money market instruments. The high income and fixed income allocation policies define the applicable net assets to be used in the allocation process generally by reference to each fund's assets managed by the high income or fixed income divisions, respectively, and by reference to certain security and portfolio types.

Trade allocations may also be impacted by various regulatory requirements depending on where the trade is executed and what types of accounts are included in the trade. In such circumstances, some accounts may need to be prioritized over others when supply/demand is insufficient (e.g., client accounts receive priority of allocation over proprietary accounts).

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REVIEW OF ACCOUNTS

Portfolio management assignments are made based on several factors, including the experience and seniority of the managers, the complexity of the funds' mandate and structure, and similarities among funds assigned to a manager. Each portfolio manager regularly reviews the holdings in the funds or accounts for which he or she is responsible.

Portfolio managers may draw on a large research and trading staff of FMRC or its affiliates for support. FMRC's and its affiliates' investment activities are organized on a group basis, with account managers of similar accounts forming these groups. There are various groups directly related to portfolio management and other groups comprising FMRC's or its affiliates' fundamental research departments, each of which has a group Chief Investment Officer or Managing Director of Research. Each group Chief Investment Officer and Managing Director of Research regularly receives detailed analysis of the funds in their oversight groups, and conducts periodic fund reviews with each manager. In addition, FMR's Asset Management Compliance group monitors the funds' and accounts' trading activity for compliance with applicable regulations.

The Trustees of each investment company client review at least annually the activities of FMRC's responsible portfolio managers, and review on a regular basis the performance of the Fidelity Funds. FMR's Treasurer's Office continuously monitors the operations of the Fidelity Funds. FMRC may also provide investment advisory services on a discretionary or non-discretionary basis to other entities, or clients of other entities, related or unrelated to FMRC. These entities, or their clients, may similarly review the activities of FMRC's portfolio managers and other investment professionals.

Certain members of the Board of Trustees of each of FMRC's or its affiliates' investment company clients in the Fidelity group of funds are supplied quarterly reports providing, among other items, comparative performance data, sales and redemptions of shares information, and certain brokerage commission reports.

FMRC generally supplies similar data in its capacity as a sub-adviser. Reports to other non-investment company clients may be prepared as requested by such clients.

CLIENT REFERRALS AND OTHER COMPENSATION

FMRC does not have client referral arrangements.

CUSTODY

FMTC, an affiliate of FMRC, has custody of certain assets managed by FMRC, including those of the collective investment trusts. Clients of FMRC for which FMTC has custody will receive account statements from FMTC. Clients who receive these statements should review them carefully.

INVESTMENT DISCRETION

FMRC's discretionary authority to manage accounts on behalf of its clients and any limitations that may be imposed on such authority are described in "Advisory Business" on page 4.

FMRC and its affiliates exercise discretionary authority on behalf of their mutual fund clients pursuant to management contracts and sub-advisory agreements (together, the "Advisory Contracts"). The Advisory Contracts are entered into in accordance with Section 15 of the 1940 Act, and approved and renewed by each fund's Board of Trustees, including the Independent Trustees. In approving the Advisory Contracts, the Board of Trustees authorizes by resolution FMRC's and its affiliates' ability to exercise discretionary

authority, and the Advisory Contracts contain the terms and limitations, if any, with regard to the authority granted.

In considering whether to approve or renew the Advisory Contracts for a fund, the Board of Trustees considers all factors it believes relevant, including (i) the nature, extent, and quality of the services to be provided to the fund and its shareholders (including the investment performance of the fund); (ii) the competitiveness of the fund's management fee and total expenses; (iii) the total costs of the services to be provided by and the profits to be realized by FMRC or its affiliates from its relationship with the fund; (iv) "fallout benefits," if any, FMR or its affiliates receive as a result of their relationship with the fund; and (v) the extent to which economies of scale would be realized as the fund grows and whether fee levels reflect these economies of scale, if any, for the benefit of fund shareholders.

With respect to FMRC's or its affiliates non-fund clients, FMRC or its affiliates provide advisory services pursuant to management or sub-advisory agreements, the terms of which are negotiated with such clients. As with FMRC's or its affiliates' mutual fund clients, the management and/or sub-advisory agreements contain the terms and limitations, if any, with regard to the authority granted.

VOTING CLIENT SECURITIES

When authorized by clients, FMRC or its affiliates generally cast votes on behalf of client accounts by proxy at shareholder meetings of issuers in which FMRC or its affiliates invest client assets. The Boards of Trustees of the Fidelity Funds have established formal written proxy voting guidelines (the "Guidelines") that are designed to ensure that proxies on behalf of the Fidelity Funds are voted in a manner consistent with the best interests of shareholders. FMR has also adopted these Guidelines as part of its proxy voting policies and procedures in accordance with Rule 206(4)-6 under the Advisers Act.

FMRC or its affiliates vote on behalf of the Fidelity Funds in accordance with the Guidelines that have been approved by the Boards of Trustees of the Fidelity Funds. The power to vote or direct the voting of shares owned directly by the Fidelity Funds resides with each Fund's Board of Trustees, who have delegated to FMRC's or its affiliates' Investment Proxy Research Group ("IPR") the authority to carry out the voting of shares owned by the Fidelity Funds in accordance with the Guidelines. Generally, FMR retains the authority granted by the Board of Trustees of the Fidelity Funds to vote proxies under these Guidelines when acting on behalf of the Fidelity Funds; however, where FMRC or its affiliates are granted authority to vote such proxies when acting as advisers or sub-advisers to the Fidelity Funds, they do so in accordance with the Guidelines and FMR's proxy voting policies and procedures.

Except as set forth in the Guidelines, FMRC or its affiliates will generally vote in favor of routine management proposals and will evaluate shareholder proposals by their likelihood to enhance the economic returns or profitability of the portfolio company or to maximize shareholder value.

Non-routine proposals not covered by the Guidelines or involving other special circumstances are evaluated on a case-by-case basis with input from the appropriate FMRC or its affiliates' analyst or portfolio manager, as applicable, subject to review by an attorney within FMR's General Counsel's office and a member of senior management within IPR. A significant pattern of such proposals or other special circumstances will be referred to the appropriate Fidelity Fund Board Committee or its designee.

Proposals Relating to Director Elections

FMRC or its affiliates will generally withhold authority for the election of all directors or directors on responsible committees if: a poison pill or other anti-takeover provision was adopted or extended without shareholder approval; options were repriced without shareholder approval; the board is not composed of a majority of independent directors; the director attended less than 75% of the aggregate number of board or committee meetings during the company's prior fiscal year; or executive compensation appears misaligned with shareholder interests or otherwise problematic, taking into account those factors

identified in "Proposals Relating to Executive Compensation" below. FMRC and its affiliates will generally support proposals calling for directors to be elected by a majority of votes cast, provided that the proposal allows for plurality voting standard in the case of contested elections. FMRC and its affiliates may consider voting against such shareholder proposals where a company has adopted an alternative measure, such as a director resignation policy, that provides a meaningful alternative to the majority voting standard and appropriately addresses situations where an incumbent director fails to receive the support of a majority of the votes cast in an uncontested election.

Proposals Relating to Executive Compensation

FMRC or its affiliates will generally vote for proposals to ratify executive compensation unless such compensation appears misaligned with shareholder interests or is otherwise problematic, taking into account certain factors, which include, but are not limited to: (i) whether the company has an independent compensation committee; (ii) whether the compensation committee engaged independent compensation consultants; and (iii) whether, in the case of stock awards, the restriction period was less than three years for non-performance-based awards, and less than one year for performance-based awards; (iv) whether the compensation committee has lapsed or waived equity vesting restrictions; and (v) whether the company has adopted or extended a golden parachute without shareholder approval. FMRC and its affiliates will generally support an annual frequency for advisory votes on executive compensation.

Proposals Relating to Equity-Based Compensation Plans

The Guidelines generally oppose plans or amendments to plans that: have option exercise prices less than 100% of fair market value on the date of grant; include an evergreen provision; provide for the acceleration of vesting of equity awards even though an actual change in control may not occur; give the ability to reprice outstanding stock options without shareholder approval; or cause excessive dilution to shareholders by considering the average three-year burn rate, based on the company's market capitalization. Large-capitalization companies are those included in the Russell 1000® Index or the Russell Global ex-U.S. Large Cap Index; small-capitalization companies are those not included in the Russell 1000® Index or the Russell Global ex-U.S. Large Cap Index that are not micro-capitalization companies; and micro-capitalization companies are those with a market capitalization under US \$300 million.

Proposals Relating to Changes in Corporate Control

The Guidelines generally oppose measures that are designed to prevent or obstruct corporate takeovers. Such measures include: fair price amendments, classified boards, "blank check" preferred stock, executive "golden parachutes," shareholders rights plans ("poison pills"), supermajority provisions, restricting shareholders' right to call special meetings or to set board size, and any other provision that eliminates or limits shareholder rights.

Proposals Relating to Shareholder Rights

The Guidelines generally: (i) support simple majority voting, (ii) oppose cumulative voting, (iii) support confidential voting, and (iv) oppose new classes of stock with differential voting rights.

Conflicts of Interest

The Guidelines have been designed so that proxies are voted in the best interests of FMRC's and its affiliates' clients, and to resolve potential conflicts of interest. Potential conflicts generally may arise in connection with business arrangements of FMRC or its affiliates. For example, FMRC's affiliates may manage or administer employee benefit plans, or provide brokerage, underwriting, insurance, or banking services to a company whose management is soliciting proxies. FMRC or its affiliates may also have business or personal relationships with participants in proxy contests, corporate directors or candidates

for directorships. FMRC or its affiliates vote shares in a manner consistent with the Guidelines and without regard to any other relationship, business or otherwise, that FMRC or its affiliates may have with companies in which FMRC or its affiliates invest client assets.

IPR, which is part of FMRC's or its affiliates' Investment Services department, is charged with administering the Guidelines as agent to facilitate the voting of proxies relating to portfolio securities held by the Fidelity Funds. IPR votes proxies without regard to any other Fidelity companies' relationship, business or otherwise, with that portfolio company. Like other Fidelity employees, IPR employees have a fiduciary duty to never place their own personal interest ahead of the interests of fund shareholders, and are instructed to avoid actual and apparent conflicts of interest. In the event of a conflict of interest, IPR employees, like other Fidelity employees, will escalate to their managers or the Ethics Office, as appropriate, in accordance with Fidelity's corporate policy on conflicts of interest.

A complete set of the Guidelines, as well as information on how the Fidelity Funds' proxies were voted, may be obtained on www.fidelity.com.

If FMRC has engaged a sub-adviser, that sub-adviser may vote proxies according to its own proxy voting guidelines and policies, which may differ from the Guidelines, for those Fidelity Funds (or portions thereof) for which the sub-adviser has been granted such authority.

FINANCIAL INFORMATION

FMRC does not solicit prepayment of client fees. Furthermore, there are no financial conditions that are reasonably likely to impair FMRC's ability to meet any of its contractual commitments to its clients.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

FMRC is not registered with any state securities authority.

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FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: JANA PARTNERS LLC IARD/CRD Number: 151318

Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
 JANA PARTNERS LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.: JANA PARTNERS LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of your legal name or your primary business name:
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-70627**
 - (2) If you report to the SEC as an exempt reporting adviser, your SEC file number:
- E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: **151318**

If your firm does not have a *CRD* number, skip this Item 1.E. Do not provide the *CRD* number of one of your officers, *employees*, or affiliates.

- F. Principal Office and Place of Business
 - (1)Address (do not use a P.O. Box):

Number and Street 1: Number and Street 2:

767 FIFTH AVENUE 8TH FLOOR

City: State: Country: ZIP+4/Postal Code:

NEW YORK 10153

New York UNITED STATES

If this address is a private residence, check this box: \Box

List on Section 1.F. of Schedule D any office, other than your *principal office and place of business*, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom

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	you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.					
	business: Monday - Normal busin 9 A.M. TO 5 (3)Telephone not 212-455-090	Friday C Other: ness hours at this location. P.M. umber at this location: 00 mber at this location:		your principal office and place of		
G.	Mailing address,	, if different from your <i>p</i>	rincipal office and	d place of business address:		
	Number and St	reet 1:	Number and S	treet 2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
	If this address	is a private residence, cl	heck this box: \Box			
Н.		e proprietor, state your f of business address in I		dress, if different from your <i>principal</i>		
	Number and St	reet 1:	Number and S	treet 2:		
	City:	State:	Country:	ZIP+4/Postal Code:		
				Yes No		
I.	Do you have on	e or more websites?		<u>◦</u> o		
I.	If "yes," list all a portal through the portal witho	website addresses on Se which to access other i ut listing addresses for a ne portal address. Do no	information you hall of the other in	edule D. If a website address serves as nave published on the web, you may list formation. Some advisers may need to lual electronic mail (e-mail) addresses in		
I.	If "yes," list all ya portal through the portal withou list more than oresponse to this Provide the name exempt reporting	website addresses on Sen which to access other in the listing addresses for a listing address. Do not set item.	information you hall of the other in ot provide indivic on of your Chief ovide the contact	edule D. If a website address serves as nave published on the web, you may list formation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance		
	If "yes," list all ya portal through the portal withou list more than oresponse to this Provide the name exempt reporting	website addresses on Sen which to access other is ut listing addresses for a ne portal address. Do not set item. The and contact informating adviser, you must pro	information you hall of the other in ot provide indivic on of your Chief ovide the contact	edule D. If a website address serves as nave published on the web, you may list iformation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below.		
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	If "yes," list all ya portal through the portal without list more than or response to this Provide the name exempt reporting Officer, if you have:	website addresses on Sen which to access other is ut listing addresses for a me portal address. Do not set item. The and contact informating adviser, you must propayed one. If not, you must ber:	information you hall of the other in ot provide individual on of your Chief ovide the contact st complete Item Other titles, if	edule D. If a website address serves as nave published on the web, you may list iformation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below. any: ber:		
	If "yes," list all a portal through the portal without list more than or response to this Provide the name exempt reporting Officer, if you have: Telephone num	website addresses on Sen which to access other is ut listing addresses for a me portal address. Do not set item. The and contact informating adviser, you must propayed one. If not, you must ber:	information you hall of the other in ot provide individual on of your Chief ovide the contact st complete Item Other titles, if Facsimile num	edule D. If a website address serves as nave published on the web, you may list iformation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below. any: ber:		
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	If "yes," list all ya a portal through the portal without list more than oresponse to this provide the name exempt reporting Officer, if you have: Telephone num Number and St City: Electronic mail	website addresses on Sen which to access other is ut listing addresses for a ne portal address. Do not a sitem. The and contact informating adviser, you must propave one. If not, you must ber: The reet 1: State: (e-mail) address, if Chiefletony Contact Person: Insceive information and reserved.	information you hall of the other in ot provide individual on of your Chief ovide the contact st complete Item Other titles, if Facsimile num Number and S Country: If Compliance Off	edule D. If a website address serves as have published on the web, you may list formation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below. any: ber: treet 2: ZIP+4/Postal Code:		
J.	If "yes," list all a portal through the portal without list more than oresponse to this provide the name exempt reporting. Officer, if you have: Telephone num Number and St City: Electronic mail	website addresses on Sen which to access other is ut listing addresses for a ne portal address. Do not a sitem. The and contact informating adviser, you must propave one. If not, you must ber: The reet 1: State: (e-mail) address, if Chiefletony Contact Person: Insceive information and reserved.	information you hall of the other in ot provide individual on of your Chief ovide the contact st complete Item Other titles, if Facsimile num Number and S Country: If Compliance Off	edule D. If a website address serves as have published on the web, you may list formation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below. any: ber: treet 2: ZIP+4/Postal Code: ficer has one:		
J.	If "yes," list all a portal through the portal without list more than oresponse to this provide the name exempt reporting Officer, if you have: Telephone num Number and St City: Electronic mail Additional Regulauthorized to reprovide that information in the content of the	website addresses on Sen which to access other is ut listing addresses for a ne portal address. Do not a sitem. The and contact informating adviser, you must propave one. If not, you must ber: Treet 1: State: (e-mail) address, if Chiestory Contact Person: It is ceive information and reportation here.	on of your Chief ovide the contact st complete Item Other titles, if Facsimile num Number and S Country: ef Compliance Off a person other espond to questice all of the contact of the country of the co	edule D. If a website address serves as have published on the web, you may list iformation. Some advisers may need to lual electronic mail (e-mail) addresses in Compliance Officer: If you are an information for your Chief Compliance 1.K. below. any: ber: treet 2: ZIP+4/Postal Code: ficer has one: than the Chief Compliance Officer is ons about this Form ADV, you may		

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	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	Electronic mail (e	-mail) address, if conta	act person has one	e:	
					Yes No
L.	Section 204 of the			are required to keep under ewhere other than your	<u>•</u> с
	If "yes," complete	Section 1.L. of Schedu	ıle D.		
					Yes No
Μ.	Are you registered	d with a <i>foreign financia</i>	al regulatory auth	ority?	<u>•</u> с
	have an affiliate t			cial regulatory authority, even regulatory authority. If "yes,"	if you
	•				Yes No
N.	Are you a public r Exchange Act of 1	eporting company unde 934?	er Sections 12 or	15(d) of the Securities	೦ 🧖
	If "yes," provide y public reporting co	•	ral Index Key nun	nber that the SEC assigns to e	ach
					Yes No
Ο.	Did you have \$1 by year?	oillion or more in assets	on the last day o	of your most recent fiscal	0 🧧
Ρ.	Provide your <i>Lega</i>	<i>l Entity Identifier</i> if you	ı have one:		
	financial marketpl		2011, the legal e	s use to identify each other in an intity identifier standard was st	

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual* updating amendment to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A. (1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a large advisory firm that either:
 - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is

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		registered with the SEC;				
	(2)	are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:				
		(a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> , or				
		(b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ;				
		Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the <i>state securities authority</i> .				
	(3)	have your <i>principal office and place of business</i> in Wyoming (which does not regulate advisers);				
	(4)	have your principal office and place of business outside the United States;				
✓	(5)	are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;				
	(6)	are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;				
	(7)	are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);				
	(8)	are a related adviser under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;				
		If you check this box, complete Section 2.A.(8) of Schedule D.				
	(9)	are a newly formed adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;				
		If you check this box, complete Section 2.A.(9) of Schedule D.				
	(10)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);				
		If you check this box, complete Section 2.A.(10) of Schedule D.				
	(11)	are an Internet adviser relying on rule 203A-2(e);				
	(12)	have received an SEC order exempting you from the prohibition against registration with the SEC;				
		If you check this box, complete Section 2.A.(12) of Schedule D.				
	(13)	are no longer eligible to remain registered with the SEC.				
te Se		ies Authority Notice Filings and State Reporting by Exempt Reporting				
		e laws, SEC-registered advisers may be required to provide to state securities				
authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state						

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securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

urisdictions					
□AL	□ID	□ мо	□РА		
□ AK	□IL	□ MT	□ PR		
□ AZ	□IN	□ NE	□RI		
□ AR	□IA	□ NV	□sc		
□ CA	□ĸs	□ NH	□SD		
□со	□KY	□ NJ	□TN		
□ст	□LA	□ NM	□TX		
□ DE	□ME	☑ NY	□uT		
□ DC	□MD	□ NC	□vT		
□FL	□ма	□ ND	□VI		
□GA	□MI	□ он	□va		
□GU	□MN	□ ок	□wa		
□HI	□MS	□ OR	□wv		
			□wı		

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

<u> tte</u>	em 3 Form of Organization					
A.	How are you organized? C Corporation					
	C Sole Proprietorship					
	C Limited Liability Partnership (LLP)					
	C Partnership					
	imited Liability Company (LLC)					
	C Limited Partnership (LP)					
	Other (specify):					

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

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DECEMBER

C. Under the laws of what state or country are you organized? State Country

Delaware UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment 🦰 🧿 adviser?



If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an *employee* performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

49

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

(2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?

		0									
	(3)	Approximately how more state securition								th one	or
	(4)	Approximately how more state securition adviser other than	es authorities a								
	(5)	Approximately how insurance company	•	mployees re	eport	ed in 5.	A. are	license	d agen	ts of a	n
	(6)	Approximately how	many firms or	other <i>perso</i>	ons s	olicit ac	lvisory	clients	on you	ır beha	ılf?
		our response to Iter e – do not count eac								firm o	nly
Clic	ents										
		responses to Items ! se, unless you have								orivate	fund
C.	(1)	To approximately hyour most recently			rovid	e inves	tment	advisor	y servi	ces du	ring
		C 0	0	1-10			•	11-25			
		C 26-100		More than 1 nore than 10		ow mar	ıy?				
			(roı	ınd to the n	eares	st 100)					
	(2)	Approximately wha 65%	t percentage of	f your <i>client</i>	s are	non- <i>U</i>	nited S	tates p	ersons	?	
D.	plan orga com of 1° inve	purposes of this Iter s and IRAs of individual nized as sole propri panies that have ma 940. Unless you pro stment company reg onse to Item 5.D.(1	duals and their etorships. The ade an election vide advisory s gistered under	family mem category "b pursuant to ervices purs the Investm	nbers usine sect suant nent (, but doess deve sion 54 to an i	pes not elopme of the nvestm ny Act o	includent complement complement in complemen	e busin panies' nent Co visory o , check	esses ' consisompany contract ' "None	sts of y Act ct to a e" in
	(1)	What types of client client comprises of check all that apply	your total num								
						Up to	<u>11-</u>	<u>26-</u>	<u>51-</u>	<u>76-</u>	1000
		(a) Individuals (of	:her than <i>high ı</i>	_	one o	10% C	25% C	50% C	75% C	99% ©	100%
		individuals) (b) High net wortl	n individuals		Ö	0	0	0	0	0	0

 \circ

0

	(c)	Banking or thrift institutions	•	0	0	0	0	0	0
	(d)	Investment companies	0	•	0	0	0	0	0
	(e)	Business development companies	•	0	0	0	0	0	0
	(f)	Pooled investment vehicles (other than investment companies)	0	O	O	•	0	О	0
	(g)	Pension and profit sharing plans (but not the plan participants)	Ö	0	0	0	0	0	0
	(h)	Charitable organizations	•	0	0	\circ	0	0	0
	(i)	Corporations or other businesses not listed above	0	0	0	\circ	0	0	0
	(j)	State or municipal government entities	0	0	0	0	0	0	0
	(k)	Other investment advisers	•	0	0	\circ	0	0	0
	(1)	Insurance companies	•	0	0	\circ	0	0	0
	(m)	Other: PRIVATE INVESTMENT FUNDS	0	O	O	0	0	0	0
(2)	in It	cate the approximate amount of your re em 5.F. below) attributable to each of t e than one category, check all that app	he follo				f a <i>cl</i>		
	(a)	Individuals (other than high net worth individuals)		O	0	<u>50</u>		0	0
	(b)	High net worth individuals		•	0	c	,	0	0
	(c)	Banking or thrift institutions		•	0	C	,	0	0
	(d)	Investment companies		0	•	c	,	0	0
	(e)	Business development companies		•	0	C	5	0	0
	(f)	Pooled investment vehicles (other than investment companies)	ı	0	O	c	,	0	•
	(g)	Pension and profit sharing plans (but r plan participants)	ot the	0	0	c	,	O	0
	(h)	Charitable organizations		•	0	C	5	0	0
	(i)	Corporations or other businesses not li above	sted	0	•	C)	0	0
	(j)	State or municipal government entities	5	0	•	C	,	0	0
	(k)	Other investment advisers		•	0	C	5	0	0
	(I)	Insurance companies		•	0		5	0	0

Compensation Arrangements

(m) Other: PRIVATE INVESTMENT FUNDS

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E.	You are	compensated for your investment advisory services by (check all that apply):
<u></u>	(1) (2) (3) (4) (5)	A percentage of assets under your management Hourly charges Subscription fees (for a newsletter or periodical) Fixed fees (other than subscription fees) Commissions Performance-based fees
	(7)	Other (specify):

Re	gulatory Assets Under Ma	anagement		
				Yes No
F.	(1) Do you provide continu securities portfolios?	ous and regular supervisory or	management services to	o o
	(2) If yes, what is the amo accounts?	unt of your regulatory assets ur	nder management and total	number of
		U.S. Dollar Amount	Total Number of Aco	counts
	Discretionary:	(a) \$ 11,370,028,394	(d) <mark>17</mark>	
	Non-Discretionary:	(b) \$ 0	(e) <mark>0</mark>	
	Total:	(c) \$ 11,370,028,394	(f) 17	
		explains how to calculate your to follow these instructions caref	•	cem.

Item 5 Information About Your Advisory Business - Advisory Activities **Advisory Activities** G. What type(s) of advisory services do you provide? Check all that apply. (1) Financial planning services (2) Portfolio management for individuals and/or small businesses ☑ (3) Portfolio management for investment companies (as well as "business development") companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940) (4) Portfolio management for pooled investment vehicles (other than investment (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles) (6) Pension consulting services (7) Selection of other advisers (including *private fund* managers) (8) Publication of periodicals or newsletters (9) Security ratings or pricing services (10) Market timing services (11) Educational seminars/workshops (12) Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT FUNDS Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the

investment company or investment companies to which you provide advice in Section 5.G.(3) of

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	Schedule D.
Н.	If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year?
	C 0
	C 1 - 10
	C 11 - 25
	C 26 - 50
	C 51 - 100
	C 101 - 250
	C 251 - 500
	O More than 500
	If more than 500, how many? (round to the nearest 500)
	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.
I.	If you participate in a wrap fee program, do you (check all that apply):
	(1) sponsor the wrap fee program?
	\square (2) act as a portfolio manager for the <i>wrap fee program</i> ?
	If you are a portfolio manager for a <i>wrap fee program</i> , list the names of the programs and their <i>sponsors</i> in Section 5.I.(2) of Schedule D.
	Spensors in Section 5121(2) or Schedule 51
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to
	your <i>clients</i> , or you advise a mutual fund that is offered through a <i>wrap fee program</i> , do not check either Item 5.I.(1) or 5.I.(2).
	Yes No
J.	In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide
	investment advice only with respect to limited types of investments?

[te	em 6 Other Business Activities				
In	this Iten	n, we request information about your firm's other business activities.			
A.	(1) (2) (3) (3)	actively engaged in business as a (check all that apply): broker-dealer (registered or unregistered) registered representative of a broker-dealer commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant real estate broker, dealer, or agent insurance broker or agent			
	□ (7) □ (8) □ (9)	bank (including a separately identifiable department or division of a bank) trust company registered municipal advisor			
	[(10)	registered municipal advisor registered security-based swap dealer major security-based swap participant			

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		12) accountant or accounting firm 13) lawyer or law firm 14) other financial product salesperson (specify):				
	If you engage in other business using a name that is different from the names reported 1.A. or 1.B, complete Section 6.A. of Schedule D.					
			Yes No			
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	o 🧧			
	(2)	If yes, is this other business your primary business?	0 0			
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you e in this business under a different name, provide that name.	ngage			
			Yes No			
	(3)	Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	0 🧖			
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you e in this business under a different name, provide that name.	ngage			

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

		· · · · · · · · · · · · · · · · · · ·			
A.	This part of Item 7 requires you to provide information about you and your <i>related persons</i> , including foreign affiliates. Your <i>related persons</i> are all of your <i>advisory affiliates</i> and any <i>person</i> that is under common <i>control</i> with you.				
	You hav	re a <i>related person</i> that is a (check all that apply):			
	□ (1)	broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)			
	(2)	other investment adviser (including financial planners)			
		registered municipal advisor			
		registered security-based swap dealer			
		major security-based swap participant			
	□ (6)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
	(7)	futures commission merchant			
		banking or thrift institution			
		trust company			
		accountant or accounting firm			
		lawyer or law firm			
		insurance company or agency			
		pension consultant			
		real estate broker or dealer			
	□ (15)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles			
	(16)	sponsor, general partner, managing member (or equivalent) of pooled investment			
	(10)	vehicles			

registered in the United States, complete Section 7.A. of Schedule D.

For each related person, including foreign affiliates that may not be registered or required to be

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You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your *clients*.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

Yes No

B. Are you an adviser to any *private fund*?



If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.q., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Proprietary Interest in Client Transactions

A. Do you or any *related person*:

- Yes No
- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?
- \circ
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any related person has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?
- •

Sales Interest in Client Transactions

B. Do you or any related person:

Yes No

- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?
- 0
- (2) recommend purchase of securities to advisory clients for which you or any related

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	person serves as underwriter, general or managing partner, or purchaser representative?							
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	0				
Inv	esti	ment or Brokerage Discretion						
C. Do you or any related person have discretionary authority to determine the:(1) securities to be bought or sold for a client's account?								
	(2)	amount of securities to be bought or sold for a client's account?	•	0				
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	•	0				
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0				
D.	If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•				
E.	Do	you or any related person recommend brokers or dealers to clients?	•	0				
F.	If y	ou answer "yes" to E above, are any of the brokers or dealers related persons?	0	0				
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	•	0				
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	•	0				
Н.		you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> errals?	0	0				
I.		you or any <i>related person</i> , directly or indirectly, receive compensation from any son for <i>client</i> referrals?	0	Ö				
	rela pers	esponding to Items 8.H and 8.I., consider all cash and non-cash compensation that y ted person gave to (in answering Item 8.H) or received from (in answering Item 8.I) son in exchange for client referrals, including any bonus that is based, at least in part or amount of client referrals.	any					
Thai	<u>~ ^</u>	Custody						
		Custody						
In	this	Item, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>cl</i>	ient.	S				

that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have <i>custody</i> of any advis	sory <i>clients</i> ':
--	------------------------

Yes No

(a) cash or bank accounts?

0 👨

(b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you

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have *custody* solely because (i) you deduct your advisory fees directly from your *clients'* accounts, or (ii) a *related person* has custody of *client* assets in connection with advisory

services you provide to <i>clients</i> , but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the <i>related person</i> .								
	(2)		n 9.A.(1)(a) or (b), what is the approximate amount of cal number of clients for which you have custody:	:lient				
		U.S. Dollar Amount	Total Number of <i>Clients</i>					
		(a) \$ 0	(b) 0					
	ded thos pers do i	luct your advisory fees direct se assets and the number of son has custody of <i>client</i> ass not include the amount of the	red with the SEC and you have custody solely because you fly from your <i>clients'</i> accounts, do not include the amoun those <i>clients</i> in your response to Item 9.A.(2). If your rests in connection with advisory services you provide to cose assets and number of those <i>clients</i> in your response nation in your response to Item 9.B.(2).	t of elated elients,				
В.	(1)	persons have custody of an		Yes No				
		(a) cash or bank accounts?		<u>•</u> с				
		(b) securities?		O				
	You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).							
	(2)		n 9.B.(1)(a) or (b), what is the approximate amount of c all number of clients for which your related persons have					
		U.S. Dollar Amount (a) \$ 8,865,257,873	Total Number of <i>Clients</i> (b) 7					
C.		•	ave custody of client funds or securities in connection win clients, check all the following that apply:	th				
	(1)		ds account statements at least quarterly to the stment vehicle(s) you manage.					
	(2)		untant audits annually the pooled investment vehicle(s) udited financial statements are distributed to the	☑				
	(3)	An <i>independent public according</i> funds and securities.	untant conducts an annual surprise examination of client	. 🗆				
	(4)		untant prepares an internal control report with respect you or your related persons are qualified custodians for					
	that	t are engaged to perform the	(3) or C.(4), list in Section 9.C. of Schedule D the accourte audit or examination or prepare an internal control reports of the control of t					

you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the *private funds* you advise in Section 7.B.(1) of Schedule D).

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D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Yes No

(1) you act as a qualified custodian

5 **©**

(2) your *related person(s)* act as qualified custodian(s)

5 **©**

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

 5

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly

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controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final *order*, judgment, or decree was entered, or the date any rights of appeal from preliminary *orders*, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Чu	estions in this item 11.		
		Yes	No
Do	any of the events below involve you or any of your <i>supervised persons</i> ?	\circ	•
<u>For</u>	"yes" answers to the following questions, complete a Criminal Action DRP:		
Α.	In the past ten years, have you or any advisory affiliate:	Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	О	0
	(2) been charged with any felony?	0	0
	If you are registered or registering with the SEC, or if you are reporting as an exempt re adviser, you may limit your response to Item 11.A.(2) to <i>charges</i> that are currently pend		
В.	 In the past ten years, have you or any advisory affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? 	0	Ô
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	O	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt re adviser, you may limit your response to Item 11.B.(2) to <i>charges</i> that are currently pend		
For	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	O	Ô
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	O	•
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	•

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D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	O	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	O	•
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	O	•
	(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	0	Ö
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	0
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?	0	Ö
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended?	0	0
G.	Are you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	0
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
н.	(1) Has any domestic or foreign court:	Yes	No.
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	О	•
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	•
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	•
	(2) Are you or any <i>advisory affiliate</i> now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•

Item 12 Small Businesses

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The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No
A.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	О	O
If "	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	О	О
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	О	О
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

y 🔘

If no, complete the ADV Part 2 filing below.

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Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click <u>here</u> to download.

Brochure Name	Date Submitted	Date Last Confirmed
JANA PARTNERS LLC FORM ADV PART 2A	03/31/2014	

Schedule A

Direct Owners and Executive Officers

- 1.Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2.Direct Owners and Executive Officers. List below the names of:
 - (a)each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b)if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

 Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the
 - power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d)in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e)if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes
- 4.In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 7.(a)In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b)In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

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NAME (Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
ROSENSTEIN, BARRY	I	MANAGING PARTNER AND CO- PORTFOLIO MANAGER	04/2001	С	Y	N	1148016
CLAAR, GARY	I	NON-MANAGING MEMBER	01/2013	В	N	N	1386725
PENNER, CHARLES	I	CHIEF LEGAL OFFICER AND PARTNER	04/2005	А	Υ	N	5705189
VARRIALLE, DOMINIC	I	CHIEF FINANCIAL OFFICER	05/2010	NA	Υ	N	5787950
YOUNG, JAY	Ι	CHIEF ADMINISTRATIVE OFFICER	09/2011	NA	Υ	N	5987700
DIDOMENICO, DAVID	Ι	PARTNER AND CO- PORTFOLIO MANAGER	04/2011	В	Υ	N	4585635
MITTAL, NIKHIL	I	PARTNER	01/2012	А	Υ	N	3112269
OSTFELD, SCOTT	I	PARTNER AND CO- PORTFOLIO MANAGER, JANA STRATEGIC INVESTMENTS	12/2009	А	Y	N	4573741
MARTIN, LORELEI, B	I	CHIEF COMPLIANCE OFFICER	06/2012	NA	Υ	N	2697689

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and

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- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes

C - 25% but less than

E - 75% or more

are:

50%

D - 50% but less than

F - Other (general partner, trustee, or elected

75% man

- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: HTTPS://WWW.JANAPARTNERS.COM

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept: ADMIRAL ADMINISTRATION, LTD.

Number and Street 1: Number and Street 2:

ADMIRAL FINANCIAL CENTER, 5TH FLOOR

90 FORT STREET, P.O. BOX 32021

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City: GEORGETOWN, GRAND CAYMA		ate:	Country: CAYMAN ISLAND	ZIP+4/Postal Code: KYI 1208				
If this address is a private residence, check this box: \square								
Telephone Number: 345-949-0704		csimile 5-949-	number: <mark>0705</mark>					
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.								
Briefly describe the books and VARIOUS BOOKS AND RECORI								
Name of entity where books an CITCO FUND SERVICES (SAN I								
Number and Street 1: 560 MISSION STREET			per and Street 2: FLOOR					
City: SAN FRANCISCO	State:	Coun	try:	ZIP+4/Postal Code: 94105				
SAN TRANSCO	California	UNIT	ED STATES	31103				
If this address is a private resi	dence, check t	his box	: 🗆					
Telephone Number: 4152280390	Facsimile nur	nber:						
This is (check one):								
one of your branch offices of								
a third-party unaffiliated re	ecordkeeper.							
Briefly describe the books and records kept at this location: VARIOUS BOOKS AND RECORDS, AS REQUIRED BY LAW.								
Name of entity where books and records are kept: IRON MOUNTAIN								
Number and Street 1: P.O. BOX 477			per and Street 2: E 9W SOUTH					

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City:	State:	Country:	ZIP+4/Postal Code:						
PORT EWEN	New York	UNITED STATES	12466						
If this address is a private residence, check this box: \Box									
Telephone Number: 845-338-2131	Facsimile nun	nber:							
	one of your branch offices or affiliates. a third-party unaffiliated recordkeeper.								
Briefly describe the books and VARIOUS BOOKS AND RECORE									
	Name of entity where books and records are kept: GRM INFORMATION MANAGEMENT SERVICES								
Number and Street 1: 215 COLES STREET		Number and Street 2:							
City: JERSEY CITY	State:	Country:	ZIP+4/Postal Code: 07310						
JERSET CITT	New Jersey	UNITED STATES	0/310						
If this address is a private resi	dence, check tl	his box:							
Telephone Number: 201-798-7100	Facsimile num	ber:							
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.									
Briefly describe the books and records kept at this location: BACKUP DATA TAPES.									
Name of entity where books and records are kept: CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED									
Number and Street 1: Number and Street 2: CAMANA BAY, P.O. BOX 31106									

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City: GRAND CAYMAN	State:	Country: CAYMAN ISLANDS	ZIP+4/Postal Code: KY1-1205		
If this address is a private reside	ence, chec	ck this box:			
Telephone Number: 1 345 949 3977	Facsimile	number:			
	one of your branch offices or affiliates. a third-party unaffiliated recordkeeper.				
Briefly describe the books and re VARIOUS BOOKS AND RECORDS					
Name of entity where books and INTERTRUST GROUP	l records a	are kept:			
Number and Street 1: VERTIGO NAOS BUILDING City: LUXEMBOURG	State:	Number and Street 2: 6, RUE EUGENE RUPPI Country: LUXEMBOURG	ERT ZIP+4/Postal Code: L-2453		
If this address is a private reside	ence, chec	ck this box:			
Telephone Number: 352 26 449 323		le number: 38 35 07			
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.					
Briefly describe the books and records kept at this location: VARIOUS BOOKS AND RECORDS, AS REQUIRED BY LAW.					
Name of entity where books and records are kept: CITCO (CANADA) INC.					
Number and Street 1: Number and Street 2: SUITE 2700					

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City: TORONTO, ONTARIO	State	:	Country: CANADA	ZIP+4/Postal Code: M4W-1A8
If this address is a private resider	nce, check	this	box:	
Telephone Number: 416-969-3634	Facsii	mile r	number:	
This is (check one): one of your branch offices or a a third-party unaffiliated reco other.				
Briefly describe the books and rec VARIOUS BOOKS AND RECORDS,				
Name of entity where books and EVAULT	records ar	e kep	ot:	
Number and Street 1: CENTER 7			ber and Street 2 SOUTH 670 WES	
City:	State:	Cour		ZIP+4/Postal Code:
LINDON	Utah	UNIT	ED STATES	84042
If this address is a private resider	nce, check	this	box:	
	Facsimile (801) 758			
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.				
Briefly describe the books and records kept at this location: CLOUD BACKUP.				
Name of entity where books and records are kept: ADMIRAL ADMINISTRATION (US) LLC				
Number and Street 1: 62 BROAD STREET ROAD		Nur	mber and Street	2:

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City: MANAKIN SABOT	State: Virginia	Country: UNITED STATES	ZIP+4/Postal Code: 23103	
If this address is a private resid				
Telephone Number: (804) 578-4540	Facsimile n (804) 784-			
This is (check one): one of your branch offices o a third-party unaffiliated reconstruction other.				
Briefly describe the books and I VARIOUS BOOKS AND RECORD				
Name of entity where books an SMARSH	d records are	e kept:		
Number and Street 1: 75 BROAD STREET		Number and Street 2: SUITE 306		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	UNITED STATES	10004	
If this address is a private resid	lence, check	this box:		
Telephone Number: 866-762-7741	Facsimile nu 971-998-99			
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.				
Briefly describe the books and records kept at this location: E-MAIL ARCHIVES.				
Name of entity where books and records are kept: CERVALIS				
Number and Street 1: 50 MADISON ROAD		Number and Street 2	:	

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City: TOTOWA	State: New Jersey	Country: UNITED STATES	ZIP+4/Postal Code: 07512	
If this address is a private re	sidence, check th	nis box:		
Telephone Number: 9735877612	Facsimile numl	per:		
This is (check one): one of your branch offices a third-party unaffiliated of other.				
Briefly describe the books and DISASTER RECOVERY ENVIRO	•		ERS.	
ECTION 1.M. Registration with Foreign Financial Regulatory Authorities				

List the name and country, in English, of each foreign financial regulatory authority with which you are registered. You must complete a separate Schedule D Section 1.M. for each foreign financial regulatory authority with whom you are registered. Name of Country/Foreign Financial Regulatory Authority: Ireland - Central Bank of Ireland Other:

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

IAPD - View All Page 28 of 61 If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations: \square I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective. \square I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC. SECTION 2.A.(10) Multi-State Adviser If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. If you are applying for registration as an investment adviser with the SEC, you must make both of these representations: \square I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states. \square I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states. If you are submitting your annual updating amendment, you must make this representation: \square Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states. SECTION 2.A.(12) SEC Exemptive Order If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information: Application Number: 803-Date of order: **SECTION 4 Successions** No Information Filed

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business **Development Companies**

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the

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registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G. (3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number 811-22701

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

- 1. Legal Name of *Related Person*: JANA CAPITAL LLC
- Primary Business Name of Related Person: JANA CAPITAL LLC
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
 or
 Other
- 4. Related Person's CRD Number (if any):
- 5. Related Person is: (check all that apply)
 - (a) D broker-dealer, municipal securities dealer, or government securities broker or dealer
 - (b) other investment adviser (including financial planners)

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	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or from registration)	exer	npt
	(g)	futures commission merchant		
	(h)	□ banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(1)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)	$\hfill\Box$ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investm	ent	
		vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes O	NO ©
7.	Are	you and the related person under common control?	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>rela person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box	ted	
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0

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1.	Legal Name of <i>Related Person</i> : JANA NIRVANA CAPITAL LLC						
2.	Primary Business Name of <i>Related Person</i> : JANA NIRVANA CAPITAL LLC						
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)						
	or Other						
4.	Related Person's CRD Number (if any):						
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer) (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exfrom registration) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	(emp					
6.	Do you control or are you controlled by the related person?	•					
7.	Are you and the related person under common control?	C					
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0					
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related	0					

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		person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>relate</i> person's office responsible for <i>custody</i> of your <i>clients</i> ' assets:	ed	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
		Y	es	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	Ö	O
12.	Do y	you and the <i>related person</i> share the same physical location?	Ö	0
SEC	TIO	N 7.B.(1) Private Fund Reporting		
A.	PRIV	ATE FUND		
Tní	form	ation About the <i>Private Fund</i>		
<u>Inf</u>	<u>form</u>	nation About the Private Fund		
		Name of the <i>private fund</i> :		
	(a)			
	(a)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number:		
	(a)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD.		
1.	(a) (b)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also)		
1.	(a) (b)	Name of the private fund: JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222		
1.	(a) (b)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized:		
1.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Country:	ar	
2.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Country: CAYMAN ISLANDS me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar	ar	
2.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Cayman Islands me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar pacity):		
 2. 3. 	(a) (b) Und Nar cap Na BA	Name of the private fund: JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the private fund organized: State: Country: CAYMAN ISLANDS me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar pacity): me of General Partner, Manager, Trustee, or Director		

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(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority Other - CIMA, CAYMAN ISLANDS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?





(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
JANA OFFSHORE PARTNERS, LTD.	805-6394558630
JANA PARTNERS QUALIFIED, L.P.	805-4831592997
JANA PARTNERS, L.P.	805-5933782463

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this *private fund* invests? Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 3 Record(s) Filed.

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*: JANA OFFSHORE PARTNERS, LTD.
 - (b) Private fund identification number: (include the "805-" prefix also)

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	-6					

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BARRY ROSENSTEIN 14Y YOUNG DON SEYMOUR DAVID BREE AND CLIE

BARRY ROSENSTEIN, JAY YOUNG, DON SEYMOUR, DAVID BREE AND CLIFFORD BRANDEIS

- (e) The *private fund* (check all that apply; you must check at least one):
 - \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*:

JANA PARTNERS QUALIFIED, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-4831592997

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

Delaware UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

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1	Name of General Partner, Manager, Trustee, or Director
	JANA CAPITAL LLC
	JAWA GAILIAE EEC
(e)	The <i>private fund</i> (check all that apply; you must check at least one): ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed
acc the	you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement cording to the instructions to this Section 7.B.(1), for each of the feeder funds answer following questions: Name of the private fund: JANA PARTNERS, L.P.
(b)) Private fund identification number: (include the "805-" prefix also) 805-5933782463
(c)	Under the laws of what state or country is the <i>private fund</i> organized: State: Country:
	Delaware UNITED STATES
(d)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director
	JANA CAPITAL LLC
(e)	The <i>private fund</i> (check all that apply; you must check at least one): ✓ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 ✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
(f)	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered

No Information Filed

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NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A
fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests
substantially all of its assets in a single master fund.
Yes No

8. (a) Is this *private fund* a "fund of funds"?

0

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

0.0

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the *private fund*?

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:

\$ 3,848,909,859

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

497

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

16%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

IAPD - View All Page 37 of 61 31% 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 47% **Your Advisory Services** Yes No 17. (a) Are you a subadviser to this *private fund*? (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank. No Information Filed Yes No 18. (a) Do any other investment advisers advise the *private fund*? • (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. No Information Filed Yes No 19. Are your *clients* solicited to invest in the *private fund*? 0 0 20. Approximately what percentage of your clients has invested in the private fund? 10% **Private Offering** Yes No 21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 22. If yes, provide the *private fund*'s Form D file number (if any): Form D file number 021-128898 021-129056 021-129158 **B. SERVICE PROVIDERS Auditors** Yes No 23. (a) (1) Are the private fund's financial statements subject to an annual audit? 0 (2) Are the financial statements prepared in accordance with U.S. GAAP? 0 \circ

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If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: **ERNST & YOUNG LLP** (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: **NEW YORK** New York **UNITED STATES** Yes No (d) Is the auditing firm an *independent public accountant*? (e) Is the auditing firm registered with the Public Company Accounting Oversight 👩 Board? (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the lacksquare

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

Public Company Accounting Oversight Board in accordance with its rules?

- 🧿 O
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

©

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 4 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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(b) Name of the prime broker: CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



 \circ

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

GOLDMAN, SACHS & CO.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 129

CRD Number (if any):

361

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?

0	
•	



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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(b) Name of the prime broker:

J.P. MORGAN SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 35008

CRD Number (if any):

79

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?





If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

UBS SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 22651

CRD Number (if any):

7654

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?





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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 5 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

CREDIT SUISSE SECURITIES (USA) LLC

(c) Primary business name of custodian: CREDIT SUISSE SECURITIES (USA) LLC

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

(e) Is the custodian a related person of your firm?





(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 422

CRD Number (if any):

816

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

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(e) Is the custodian a *related person* of your firm?
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
8 - 129
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

J.P. MORGAN SECURITIES LLC

(c) Primary business name of custodian:

J.P. MORGAN SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

9 0

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 35008

CRD Number (if any):

79

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

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(d)	The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):				
	City: NEW YORK	State:	Country:		
		New York	UNITED STATES		
				Yes N	νо
(e)	Is the custodian a rela	<i>ted person</i> of your f	irm?	0	Ö
(f)	If the custodian is a br	oker-dealer, provide	e its SEC registration number (if any	y)	
	CRD Number (if any):				

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

UBS SECURITIES LLC

(c) Primary business name of custodian:

UBS SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

(e) Is the custodian a *related person* of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 22651

CRD Number (if any):

7654

Administrator

Yes No

Yes No

0

26. (a) Does the *private fund* use an administrator other than your firm?

• c

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private* fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

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Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED

(c) Location of administrator (city, state and country):

City:

GRAND CAYMAN

CAYMAN ISLANDS

Yes No

(d) Is the administrator a related person of your firm?

- (e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?
 - Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)
- (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

 100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Additional Marketer Information: 1 Record(s) Filed.

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You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

(b) Is the marketer a related person of your firm?



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(c) Name of the marketer:

J.P. MORGAN SECURITIES LLC

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

801 - 3702

and CRD Number (if any):

79

(e) Location of the marketer's office used principally by the private fund (city, state and country):

Citv: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

(f) Does the marketer market the *private fund* through one or more websites?

	-
	-

(g) If the answer to 28(f) is "yes", list the website address(es):

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:

JANA NIRVANA MASTER FUND, L.P.

(b) Private fund identification number: (include the "805-" prefix also)

805-1079409489

2. Under the laws of what state or country is the *private fund* organized:

State: Country:

CAYMAN ISLANDS

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3.	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar
	capacity):

Name of General Partner, Manager, Trustee, or Director
JANA NIRVANA CAPITAL LLC

4. The *private fund* (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
JANA NIRVANA FUND, L.P.	805-4293350464
JANA NIRVANA OFFSHORE FUND, LTD.	805-8382234603

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement

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according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the *private fund*:

JANA NIRVANA FUND, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-4293350464

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

Delaware UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

JANA NIRVANA CAPITAL LLC

- (e) The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*:

JANA NIRVANA OFFSHORE FUND, LTD.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-8382234603

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

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CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BARRY ROSENSTEIN, JAY YOUNG, DON SEYMOUR, DAVID BREE AND CLIFFORD
BRANDEIS

- (e) The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

0 0

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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10. What type of fund is the *private fund*?

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

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11. Current gross asset value of the private fund:

\$ 5,016,348,014

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

209

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

11%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

38%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

61%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?



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20. Approximately what percentage of your *clients* has invested in the *private fund*? 4%

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Private Offering			Waa Na
21. Does the <i>private fund</i> rely on a Regulation D of the Securities		registration of its securities under	Yes No
22. If yes, provide the <i>private fund</i>	d's Form D file num	ber (if any):	
Form D file number			
021-128719			
B. SERVICE PROVIDERS			
<u>Auditors</u>			
23. (a) (1) Are the <i>private fund</i> 's fi	inancial statements	s subject to an annual audit?	Yes No
(2) Are the financial statem	nents prepared in a	ccordance with U.S. GAAP?	6 0
	n one auditing firm	questions (b) through (f) below. If the square of the square (b) the square for t	
Additional Auditor Infor	mation: 1 Recor	d(s) Filed.	
	an one auditing fir	o questions (b) through (f) below. If m, you must complete questions (b)	the
(b) Name of the auditing f	firm:		
(c) The location of the aud	_	responsible for the <i>private fund</i> 's aud	it
City: NEW YORK	State:	Country:	
NEW TORK	New York	UNITED STATES	
(d) Is the auditing firm an	independent publi		Yes No
(e) Is the auditing firm real Board?	gistered with the P	ublic Company Accounting Oversight	о
		subject to regular inspection by the pard in accordance with its rules?	<u>•</u> с
investors?		nents distributed to the <i>private fund</i> 's contain an unqualified opinion?	Yes No

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Yes O No O	Report Not Yet Received
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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

<u>Prime Broker</u>

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 4 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

- (b) Name of the prime broker: GOLDMAN, SACHS & CO.
- (c) If the prime broker is registered with the SEC, its registration number:

8 - 129

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CRD Number (if any):

361

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

J.P. MORGAN SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 35008

CRD Number (if any):

79

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



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If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

UBS SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 22651

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CRD Number (if any):

7654

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 5 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

CREDIT SUISSE SECURITIES (USA) LLC

(c) Primary business name of custodian:

CREDIT SUISSE SECURITIES (USA) LLC

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Citv: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

0

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 422

CRD Number (if any):

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

GOLDMAN, SACHS & CO.

(c) Primary business name of custodian:

GOLDMAN, SACHS & CO.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 129

CRD Number (if any):

361

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

J.P. MORGAN SECURITIES LLC

(c) Primary business name of custodian:

J.P. MORGAN SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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8 - 35008

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?





(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

UBS SECURITIES LLC

(c) Primary business name of custodian:

UBS SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

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(e) Is the custodian a <i>related person</i> of your firm?	Yes O	o No
(f) If the custodian is a broker-dealer, provide its SEC registration number (if an	ıy)	
8 - 22651 CRD Number (if any): 7654		

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

o (

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private* fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED

(c) Location of administrator (city, state and country):

City: State: Country:

GRAND CAYMAN

CAYMAN ISLANDS

(d) Is the administrator a *related person* of your firm?

Yes No

0

- (e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?
 - Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)
- (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the private fund's assets (by value) was

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valued by a *person*, such as an administrator, that is not your *related person*? 100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

1. Name of the *private fund*:

JANA INVESTMENTS FUND I

2. *Private fund* identification number: (include the "805-" prefix also)

805-9094142088

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

LYXOR ASSET MANAGEMENT

SEC File Number:

802 - 75094

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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SECTION 9.C. Independent Public Accountant

You must complete the following information for each <i>independent public accountant</i> engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each <i>independent public accountant</i> .
(1) Name of the independent public accountant: ERNST & YOUNG LLP

(2) The location of the *independent public accountant's* office responsible for the services provided:

Number and Street 1: Number and Street 2:

5 TIMES SQUARE

City: State: Country: ZIP+4/Postal Code:

NEW YORK 10036

New York UNITED STATES

(3) Is the *independent public accountant* registered with the Public Company Accounting

Oversight Board?

(4) If yes to (3) above, is the *independent public accountant* subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(5) The independent public accountant is engaged to:

A.

audit a pooled investment vehicle

B. \square perform a surprise examination of *clients'* assets

C. \square prepare an internal control report

(6) Does any report prepared by the *independent public accountant* that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?

O Yes

O No

Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

ITEM 7.B.1 THE ASSETS LISTED FOR EACH MASTER FUND INCLUDE INVESTMENTS MADE BY FEEDER FUNDS INTO THE RESPECTIVE MASTER FUND. ITEM 7.B.2 CERTAIN INFORMATION REGARDING THE NAMES OF FUNDS, GENERAL PARTNERS, MANAGERS, DIRECTORS, TRUSTEES AND/OR ADVISERS HAS BEEN CODED TO PRESERVE THE PRIVACY OF OUR CLIENTS. SCHEDULE A INCLUDES INTERESTS HELD DIRECTLY AND INDIRECTLY.

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DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Signature Page

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

LORELEI MARTIN 03/31/2014

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Printed Name:

LORELEI MARTIN CHIEF COMPLIANCE OFFICER

Title:

Adviser CRD Number:

151318

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

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I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:

151318

JANA Partners LLC

767 Fifth Avenue, 8th Floor New York, New York 10153 (212) 455-0900

www.janapartners.com

March 31, 2014

This brochure, called Part 2A of Form ADV, provides information about the qualifications and business practices of JANA Partners LLC ("JANA," "Adviser," "we," "us," or "our").

If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.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 us is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

Our most recent update to Form ADV Part 2A was made on March 28, 2013. We are now updating this brochure to reflect the following material changes:

- Item 4 update to reflect assets under management as of December 31, 2013.
- **Item 5** update to reflect additional fees and expenses.
- **Item 7** update to reflect the revised minimum initial subscription and updated suitability requirements.
- Item 8 update to reflect additional risk factors and changes to certain existing risk factors.
- **Item 10** update to reflect an additional Client Account.
- Item 14 update to reflect the addition of a placement agent for certain Client Accounts.

We will deliver to you a summary of any material changes to this brochure and subsequent brochures within 120 days of the close of our fiscal year. We will also continue to provide ongoing disclosure about material changes as such changes may arise.

Our brochure may be requested, free of charge, by contacting our Client Advisory Group at (212) 455-0920 or IR@janapartners.com.

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ITEM 4 ADVISORY BUSINESS

A. General Description of Advisory Firm

JANA is a Delaware limited liability company that has been in business since April 2001. We provide Investment Advisory Services (as defined below) to (i) pooled investment vehicles that have been privately placed and that have not been registered under the Investment Company Act of 1940 (the "Investment Company Act") (each, a "Fund"), and (ii) separate accounts, coinvestment vehicles, and a pooled investment vehicle that is registered under the Investment Company Act (each, a "Managed Account" and, together with the Funds, each, a "Client" or a "Client Account" and collectively, the "Clients" and/or the "Client Accounts").

Client assets are managed on a discretionary basis according to the stated investment objectives and policies of each Client. We have the authority and responsibility to formulate the investment strategy on behalf of our Clients, including deciding which securities to buy and sell, when to buy and sell, and in what amounts. Our principal owner is Barry Rosenstein.

B. Description of Advisory Services

As an investment adviser, we source potential investments, conduct research and due diligence on potential investments, structure investments, and monitor investments on behalf of our Clients. We also provide certain administrative services to Clients or arrange for such services to be provided by a third party. We refer to all of these services as "Investment Advisory Services." We generate all of our advisory fees from Investment Advisory Services.

We do not limit the types of Investment Advisory Services we offer and there are no material limitations on the types of securities in which we may invest on behalf of our Clients. We may invest in any security and any sector of the market to carry out the overall objectives of our Clients. We have flexibility to create or organize (alone or in conjunction with others), or otherwise utilize special purpose subsidiaries or other special purpose investment vehicles, swaps or other derivatives or structured products. The foregoing is subject to the provisions of the relevant investment management agreement or similar agreement ("IMA"), offering memorandum, or organizational documents (together with the IMA and the offering memorandum, the "Offering Documents").

C. Availability of Customized Services for Individual Clients

JANA's Offering Documents provide detailed descriptions of each Client's investment objectives and may contain investment guidelines, policies or restrictions. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes of ownership interests may be established with terms that differ from those described in the relevant Offering Documents, and we may manage other Client Accounts with the same investment program as a Client Account under terms that differ from the terms described in the relevant Offering Documents. Such differing terms may be more favorable than the terms provided to other Clients (or underlying investors) and may include, but are not limited to, terms relating to the ability to withdraw or redeem capital, access to information, management and performance fees and allocations, and special rights to make future investments in the relevant Client

Account. Among other variables, such modifications may be based upon the size of an investor's commitment, an agreement by an investor to maintain such commitment for a specified period of time, a transfer from another Client Account managed by us, or other commitments by an investor at the discretion of the Adviser.

D. Wrap Fee Programs

We do not participate in any wrap fee programs.

E. Assets Under Management

As of December 31, 2013, we had approximately \$11.4 billion in discretionary regulatory assets under management.

ITEM 5 FEES AND COMPENSATION

A. Advisory Services and Fees

JANA, either directly or indirectly through an affiliated entity, receives management and performance-based incentive fees and allocations (each, a "Fee" and collectively, "Fees") for the Investment Advisory Services we provide to our Clients.

The standard fee schedule for Clients is comprised of a 2% base management fee and a 20% incentive fee or allocation based on the Client's investment performance, although such fees may vary. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes of ownership interests may be established with terms that differ from those described in the relevant Offering Documents, and we may manage other Client Accounts with the same investment program as a Client Account under terms that differ from the terms described in the relevant Offering Documents. Such differing terms may be more favorable than the terms provided to other Clients (or underlying investors) and may include, but are not limited to, terms relating to ability to withdraw or redeem capital, access to information, management and performance fees and allocations, and special rights to make future investments in the relevant Client Account. Such modifications may in some cases be based upon, among other things, the size of an investor's investment, an agreement by an investor to maintain such investment for a specified period of time, a transfer from another Client Account managed by us, or other commitments by an investor. Additionally, our officers and employees invest on terms that differ from those of the Clients.

We structure any Fee arrangement in accordance with Section 205(a)(1) of the Advisers Act and the rules and regulations thereunder, including the exemption set forth in Rule 205-3 permitting performance fee or allocation arrangements with "qualified clients."

B. Payment of Fees

The applicable Offering Documents govern the terms of compensation and the manner in which we are compensated by each Client. Subject to the terms of such documents, Clients may elect to be billed directly for Fees or may arrange to have such Fees debited directly from the Client's account. Our base management fees are paid quarterly or monthly, in advance or arrears, depending on the Client, based on net assets at the beginning or end of the applicable period. Incentive fees or allocations are typically paid annually in arrears. Fees are prorated for partial periods.

C. Additional Expenses and Fees

Our Fees are exclusive of other charges, fees, and expenses associated with the provision of Investment Advisory Services that are paid by Clients. Such charges, fees, and expenses are listed in our Offering Documents and may include, as applicable, among other items, regulatory, legal, audit and accounting expenses; the Clients' pro rata share of all investment expenses such as commissions, interest on margin accounts and other indebtedness, expenses related to short sales, clearing and settlement charges and interest expenses, and borrowing charges on securities

sold short; expenses related to the offer and sale of shares or interests; board of directors' fees for the directors of a Client and expenses relating to obtaining insurance for the directors of a Client; corporate licensing fees; administrator's fees; custodial fees; bank service fees; fees or expenses associated with insuring a Client's assets; indemnification expenses; fidelity bonds for purposes of 412 of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), as required; entity-level taxes; research fees such as consultants', investment bankers' and other experts' fees, board nominee fees, proxy-related expenses, and investment-related travel expenses (which are travel expenses incurred by us related to the purchase or sale of, or due diligence regarding, a Client's investments, whether or not such investments are consummated); and any other reasonable expenses related to the purchase, sale or transmittal of a Client's assets. Exchange-traded funds in which we invest also charge internal management fees, which are disclosed in the prospectus of the relevant fund.

We do not receive any portion of these charges, fees, and expenses and shall not receive a brokerage commission or other compensation attributable to the sale of a security or other investment product. For an in-depth discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of commissions and compensation for such broker-dealers, please see Item 12, "Brokerage Practices -- Selection of Broker-Dealers and Reasonableness of Compensation," below.

D. Prepayment of Fees

In certain cases, Clients pre-pay management fees in advance. In the case of a Managed Account, the Offering Documents typically provide that either we or the Client may terminate the agreement at any time upon 60-90 days' written notice, and if such Client pre-pays a management fee and then terminates its Offering Document before the end of the billing period, such Client may obtain a refund of the unearned portion of the management fee (prorated for the partial period) by contacting us, or the refund will automatically be credited as specified in the relevant Offering Document. In the case of a Fund investor, the investor may withdraw or redeem its ownership interest quarterly or annually (depending on the class of Fund investor) upon 60 days' written notice without penalty; and at other times, the Fund investor may be subject to a penalty payable to the Fund. The Fund investor will automatically be credited with a refund of the unearned portion of the management fee (prorated for the partial period) as specified in the relevant Offering Document. In each case, the Client or Fund investor will pay the Fees to us prorated to the date of liquidation or transfer of assets.

E. Additional Compensation and Conflicts of Interest

We do not receive a brokerage commission or any other compensation attributable to the sale of securities or investment products and our personnel do not receive such compensation.

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

While the specific terms may vary by Client, we typically receive Fees from our Clients in consideration of our provision of Investment Advisory Services. We do not charge Clients any other type of fee, such as an hourly or flat fee. For a more detailed discussion of our performance-based incentive fees and allocations, please see Item 5, "Fees and Compensation," above.

The performance-based incentive fee or allocation made to us directly or through our affiliates may create an incentive for us to make investments that are riskier or more speculative than we would otherwise make. In addition, the performance-based incentive fee or allocation may not be the product of an arm's length negotiation with any third party, and because the incentive fee or allocation is calculated on a basis which includes unrealized appreciation of a Client's net assets. These conflicts are disclosed in our Offering Documents and are believed to be understood by our investors.

These conflicts are addressed through rigorous attention given to the management of our Client Accounts and a strict adherence to our internal procedures for the valuation of Client Accounts.

Conflicts of Interest. We are subject to a number of actual and potential conflicts of interest. We serve as the investment manager to several Client Accounts, some of which may have similar investment programs. Each Client Account may be subject to Fees, liquidity terms and other terms which differ from those of another Client Account.

We or our affiliates may also give advice and recommend securities to one or more Client Accounts which may differ from advice given to, or securities recommended or bought for, another Client Account, even though their investment programs may be the same or similar.

From time to time, we may execute cross transactions between two or more Clients. The use of cross transactions often increases the probability of completing a transaction at a better price by possibly avoiding an unfavorable price movement that may be created through entrance into the market with a purchase or sell order. We may have a potentially conflicting division of responsibilities to both parties of a cross transaction.

We and our officers and employees will devote as much of our time to the Client Accounts as we deem necessary and appropriate. Except as may be provided in an Offering Document, we and our affiliates are not restricted from forming additional investment funds, from entering into other investment advisory relationships, or from engaging in other business activities including, but not limited to, subletting or providing office space or services, even though such activities may be in competition with the Client Accounts and/or may involve substantial time and resources. These activities could be viewed as creating a conflict of interest in that the time and effort of us and our officers and employees may not be devoted exclusively to the business of any particular Client Account, but may be allocated between the business of the Client Accounts, the management of money for other advisees, and other business activities.

Our officers and employees may acquire or sell securities for their personal accounts (including, but not limited to, investments in private funds or third party advisers), or the accounts of other individuals including other officers and employees. Such securities may be the same or different as those traded or held by the Client Accounts. We have established policies and procedures governing such trading. Additionally, our officers and employees invest, directly or indirectly, in the Funds on terms that differ from those of the Clients.

While we select our prime brokers, counterparties and service providers in accordance with our fiduciary obligations to our Clients, from time to time, such parties may also invest in a Client Account managed by us.

Placement agents that may solicit investors for a Client Account are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. All payments made to placement agents for Client or investor referrals will be made in accordance with the provisions of Rule 206(4)-3 under the Advisers Act and any other applicable laws.

Our portfolio managers are responsible for making investment decisions. Trade orders are implemented by one or more traders, who review the participating Client Accounts and generate orders in accordance with their respective investment restrictions, guidelines and strategies. Generally, orders are generated based on predetermined groupings and target weightings. In determining the allocation amounts, consideration may be given to each participating Client Account's size, diversification, cash availability, investment objectives, and any other relevant factors. If there are insufficient securities to satisfy an order, the partial amount executed normally will be allocated among participating Client Accounts in accordance with the principles set forth above. In certain limited situations, we may determine that it is fair and equitable to give designated Client Accounts with special investment objectives and policies some degree of priority over other types of Client Accounts.

For a further discussion of how we address actual and potential conflicts of interest, please see Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

ITEM 7 TYPES OF CLIENTS

We currently provide Investment Advisory Services to domestic and offshore Funds and Managed Accounts that are offered to high net worth, financially sophisticated individuals and institutional investors. Additionally, we have entered into a sub-advisory agreement with a pooled investment vehicle that is registered under the Investment Company Act of 1940.

The Funds to which we offer investment advisory services typically require a \$5,000,000 initial minimum investment. Depending upon which exclusion from the definition of "Investment Company" under the Investment Company Act that the Client Account relies, investors in the Funds generally must be "Accredited Investors," and may also need to be "Qualified Clients" or may need to be both an "Accredited Investor" and a "Qualified Purchaser" (as those terms are defined under Federal securities laws). Depending on individual circumstances (including the size, strategy, and level of portfolio servicing), we may impose a different minimum, in our discretion.

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

A. Methods of Analysis and Investment Strategies

While our methods of analysis and investment strategy may vary to some extent for each Client Account, we primarily employ a long/short "value + catalyst" strategy to identify attractive investment opportunities over the full cycle of market and economic conditions. We primarily seek investments that can be made at discounts to our estimates of intrinsic value as determined by fundamental analysis and where there are one or more identifiable catalysts for recognition of that value within a defined investment timeframe. Such catalysts may include, among other events, a material corporate event (such as a sale of the company, restructuring or recapitalization), a significant change in the business model or a change in management, competitive position, or market recognition. Our short strategy typically represents the inverse of our long strategy. Also, in some cases, we effect short sales of securities for portfolio balance.

Investments span a broad spectrum of industries and geographies, generally focusing on companies with large market capitalizations. Investments include, but are not limited to, equity and debt securities of companies, options and other derivatives, and private investments. In certain situations, we may seek to bring about change at companies in which we have invested by either working with management to effect change or, where management is unwilling to do so, pursuing a shareholder activist strategy. In addition, in some cases, we may seek to capitalize on research efforts that do not lead to suitable "value + catalyst" investments, by structuring pair trades, going long and short different securities in the same industry, engaging in opportunistic trading or employing other strategies to identify attractive investment opportunities.

Our investment team conducts fundamental market research and draws on diverse sources of information such as company reports, research from third parties, press releases, prospectuses, SEC filings, financial and trade newspapers and magazines, government and trade association data, scholarly journals, on-line quotation services and databases compiled by government agencies and others, and meetings with management, suppliers, competitors and industry consultants.

B. Risk of Loss

Investing with us involves significant risks and is suitable only for those investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance that Clients will achieve their investment objective. An investment with us carries with it the inherent risks associated with investments in equity securities, corporate debt, and other instruments.

Risk Factors

Subject to the applicable Offering Documents, prospective investors should carefully consider the risks involved in an investment with us, including, but not limited to, those discussed below. Prospective investors should consult their own legal, tax, and financial advisers as to all of these risks and as to an investment with us generally.

Limited Operating History. JANA and our Client Accounts have a relatively limited operating history. The past investment performance of us, our partners, principals or employees or other entities with which we may have been affiliated is not an indication of the future results of any Client Account. A Client's investment program should be evaluated on the basis that there can be no assurance that our assessments of the short-term or long-term prospects of investments will prove accurate or that a Client's investment program will prove successful.

More Concentrated. A Client Account will tend to have higher position concentrations than many other investment funds. A Client's overall return may depend in part on the success of certain concentrated positions from time to time. Certain Client Accounts invest in the securities or other instruments of or relating to a smaller number of portfolio companies; such Client Accounts will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of such portfolio companies than a less concentrated portfolio.

Risks of Special Situation Investing. Special situation investing requires the investor to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. For example, the adoption of new business strategies or completion of asset dispositions or debt reduction programs by a company may not be valued as highly by the market as we had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value and fail to implement it, resulting in losses to investors. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Client of the security in respect of which such distribution was made.

Distressed Securities. A Client's investments in distressed securities will be investments in business enterprises involved in workouts, liquidations, reorganizations, bankruptcies, and similar situations. Since there is substantial uncertainty concerning the outcome of transactions involving such business enterprises, there is a high degree of risk of loss by a Client of its entire investment in such companies. In addition, distressed securities can often be expected to consist of financial instruments or obligations for which no market exists and which are restricted as to their transferability under Federal or state securities laws. The sale of such investments may be possible only at substantial discounts.

Short-Swing Liability and Other Limitations. From time to time, a Client, acting alone or as part of a group, may acquire beneficial ownership of more than 10% of a certain class of securities of a public company, or may place a director on the board of directors of such a company. As a result, under Section 16 of the Securities Exchange Act of 1934, as amended, a Client may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. In addition, in such circumstances the Client will be prohibited from entering into a short position in such issuer's securities, and therefore limited in its ability to hedge such investments. Other jurisdictions in which a Client trades may have similar laws that may be triggered at different levels of holdings.

Inside Information. From time to time, we or our affiliates, or members of a group of investors or managers with which we are acting, may work with the management team of a company in which a Client has invested or proposes to invest in order to design an alternate strategic plan and assist them in its execution, and may secure the appointment of persons selected by us or other members of the group to the company's management team or board of directors. In the course of such activities, we may come into possession of material, non-public information concerning such company, and the possession of such information may limit our ability to cause a Client to buy or sell the securities issued by such company. Therefore, a Client may be required to refrain from buying or selling such securities at times when we might otherwise wish to cause the Client to buy or sell such securities.

Leverage. A Client may leverage its securities positions by borrowing funds from securities broker-dealers, banks or others. This leverage increases both the possibilities for profit and the risk of loss on any securities position so leveraged. The amount of borrowings which a Client may have outstanding at any time may be large in relation to its capital. The amount of a Client's borrowings and the interest rates on those borrowings, which may fluctuate from time to time, will have a marked effect on the Client's results of operations.

"Master-Feeder" Structure. Our Funds are typically "feeder funds." A feeder fund ("Feeder Fund") generally will invest substantially all of its capital in the corresponding master fund ("Master Fund"). The "master-feeder" fund structure, in particular the existence of multiple Feeder Funds investing in a Master Fund, presents certain risks. Smaller Feeder Funds may be materially affected by the actions of larger Feeder Funds.

While we generally will not consider tax issues applicable to any particular investors, we generally will take into account the tax positions of a Feeder Fund that invests in a Master Fund. However, the use of a "master-feeder" structure may create a conflict of interest in that different tax considerations for other Feeder Funds may cause or result in the corresponding Master Fund structuring or disposing of an investment in a manner or at a time that is more advantageous (or disadvantageous) for tax purposes to one Feeder Fund or its investors.

Effect of Withdrawal or Redemption of Investment in a Client Account. Investors may have a sizeable investment in a Client Account. A withdrawal or redemption by an investor of a significant portion of their investment, at any time when their investment represents a substantial portion of the total assets of a Client Account, could have a material adverse impact on such Client Account. We may manage Client Accounts or other funds with substantially the same investment program as other Client Accounts, and a withdrawal or redemption of investments in such other Client Accounts may have a similar impact.

Illiquidity. Because of the limitations on withdrawal or redemption rights and the fact that shares or interests are not tradable, an investment in a Client Account is a relatively illiquid investment and involves a high degree of risk. A subscription for shares or interests in a Client Account should be considered only by persons financially able to maintain their investment and who can afford the loss of all or a substantial part of such investment. Furthermore, a Client Account may hold investments of an illiquid nature which may be difficult to sell except at substantially discounted prices in the event the Client Account has need to monetize such investments to meet investor withdrawals or redemptions.

Different Rights. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes or series of interest may be established with terms that differ, and JANA may manage Client Accounts with the same investment program as another Client Account under terms that differ. Such waivers, modifications or grants of special or more favorable rights of interest may be effected by a Fund, or in some cases by us, through agreements without notice to, or consent of, other investors. Such differing terms may be more favorable and may include, but are not limited to, terms relating to the ability to withdraw capital, access to information, management and performance-based incentive fees, and special rights to make future investments in a Client Account. Such modifications may in some cases be based upon, among other things, the size of an investor's investment, an agreement by an investor to maintain such investment for a specified period of time, a transfer from a Client Account, or other commitments by an investor. Although certain investors may invest with different material terms, we generally will only offer terms if we believe other investors will not be materially disadvantaged. Partners and employees of JANA also invest on terms that differ from those of investors.

Importance of the Adviser. The authority to make decisions and to exercise business discretion on behalf of a Client is delegated to us. The success of a Client Account is therefore expected to significantly depend on the expertise of Barry Rosenstein and certain other of our key personnel. Therefore, the death, incapacity or withdrawal of Mr. Rosenstein or such other personnel could materially adversely affect a Client Account, including by triggering a material number of investor withdrawals or redemptions. In such event, we may in our sole discretion take certain actions to ensure the orderly administration of such requests, which may include, if we determine following such event that it has become unreasonable or impracticable to dispose of investments sufficient to meet such withdrawal or redemption requests, suspending all withdrawals or redemptions for a reasonable period, which we expect would not exceed two quarters from the next withdrawal or redemption date following such event, and in no event shall exceed four quarters from the next withdrawal or redemption date except upon the occurrence of an unrelated event under which we may otherwise suspend withdrawals or redemptions.

No Limitations on Investments. Subject to the applicable Offering Documents, we may employ such trading methods as we, in our sole discretion, determine and may alter a Client's portfolio at any time and from time to time, without approval or notice. The Offering Documents do not normally contain any limitations with respect to the size of or types of positions that may be taken or the percentage of a Client Account's assets that may be employed for different types of investment or trading activities. Certain Client Accounts, however, will not invest in any additional third-party funds or pooled investment vehicles where additional asset-based or performance-based fees would be borne by the Client Account and paid to us, except to the extent that such fees would not be material to such Client Account, for example, in the case of a money market mutual fund that such Client Account may directly or indirectly hold from time to time.

Transaction Costs. The conduct of a Client's investment activities may involve a high level of trading, and the turnover of its securities portfolio in the aggregate may generate substantial transaction costs. These costs must be borne by the Client regardless of the profitability of the Client's investment activities.

Performance-Based Incentive Fee or Allocation. The performance-based incentive fee or allocation made to us or our affiliates may create an incentive for us to make investments that are riskier or more speculative than we would otherwise make. In addition, the performance-based incentive fee or allocation was not the product of an arm's length negotiation with any third party, and because the performance-based incentive fee or allocation is calculated on a basis which includes unrealized appreciation of a Client's net assets, it may be greater than if such compensation were based solely on realized gains.

Absence of Regulatory Oversight. Typically, our Client Accounts are not registered under the Investment Company Act (in reliance upon an exemption available to privately offered investment companies and other applicable exemptions), and, accordingly, the provisions of the Investment Company Act (which, among other matters, require investment companies to have a majority of disinterested directors, require securities held in custody to at all times be individually segregated from the securities of any other person and marked to clearly identify such securities as the property of such investment company and regulate the relationship between the adviser and the investment company) will not be applicable. We are currently registered as an investment adviser under the Advisers Act.

Significant Percentage of Less-Liquid Securities. Client Accounts may hold less-liquid securities, which are securities that do not allow ease of exit under normal trading conditions. Although we expect that the enhanced return potential of such positions will justify the sacrifice of liquidity, such positions may be difficult to accumulate and to liquidate at prevailing market prices.

Special Situation Sub-Accounts. The terms of our Funds may provide that when a Fund invests in securities or instruments which, in our discretion, are illiquid and lack a readily assessable market value, such investments may be held in special situation sub-accounts. Only investors with capital in a Fund at the time the investment is made will participate in the special situation sub-account holding such investment. Investors who are admitted to a Fund subsequent to the creation of a special situation sub-account will not participate in such account and, thus, returns among Fund investors may differ. Notwithstanding the fact that price quotations may be difficult to obtain, certain securities and instruments may be held outside of special situation sub-accounts. We have the authority to value such illiquid investments.

Hedging Transactions. A Client may on occasion, as permitted under its Offering Documents, utilize financial instruments such as forward contracts, options and interest rate swaps, caps and floors to seek to hedge against declines in the values of its portfolio positions as a result of changes in currency exchange rates, certain changes in the equity markets and market interest rates. Hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus offsetting the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the hedged portfolio positions should increase. Moreover, it may not be possible for a Client to hedge against a change at a price sufficient to protect the Client's assets from the decline in value of the portfolio positions anticipated as a result of such change. In addition, it may not be possible to hedge against certain risks at all. We are not obligated to establish hedges for portfolio positions and may decline to do so. Moreover, for a

variety of reasons, we may not seek to hedge certain portfolio holdings or establish a perfect correlation between hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a Client from achieving the intended hedge or expose a Client to additional risk of loss.

Short Selling. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling creates the risk of an unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. The securities necessary to cover a short position may be unavailable for purchase except at much higher prices.

Possibility of Taxation of Income without Corresponding Distribution. A Client Account may derive income from its investments that is not matched by corresponding distributions of cash. As a result, a Client Account's income tax liabilities with respect to its income in a particular tax year could exceed the cash distributions to such Client Account for such year.

Long-Biased, Not Market-Neutral. Except as noted in the applicable Offering Documents, a Client will not be compelled to maintain a continual level of short exposure. A Client's largest positions will tend to be long positions. As a result, the portfolio's correlation to the overall market and exposure to adverse markets may be higher than for other alternative strategies.

Counterparty Default. The stability and liquidity of repurchase agreements, swap transactions, forward transactions, and other over-the-counter derivative transactions depend in large part on the creditworthiness of the parties to the transactions. We monitor the creditworthiness of firms with which we enter into repurchase agreements, interest rate swaps, caps or other over-the-counter derivatives. If there is a default by the counterparty to such a transaction, we will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of a Client being less than if the Client had not entered into the transaction. If one or more of a Client's counterparties were to become insolvent or the subject of liquidation proceedings in the United States (either under the Securities Investor Protection Act or the United States Bankruptcy Code) or elsewhere, there exists the risk that the recovery of the Client's securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, a Client may use counterparties located in jurisdictions outside the United States. Such local counterparties are subject to the laws and regulations in foreign jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to a Client's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of any counterparty, it is impossible to generalize about the effect of their insolvency on a Client and its assets. Investors should assume that the insolvency of any counterparty would result in a loss to the investor, which could be material.

Business and Regulatory Risks of Hedge Funds. The legal, tax and regulatory environment worldwide for private investment funds and their managers is evolving, and changes in the regulation of private investment funds, their managers and their trading and investing activities may have a material adverse effect on our ability to pursue our investment program and the value of investments held by us. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict our ability to pursue our investment program or employ brokers and other counterparties could have a material adverse impact on a Client's portfolio. In addition, subject to restrictions set forth under any applicable Offering Documents, we may, in our sole discretion, cause a Client to be subject to certain laws and regulations if we believe that an investment or business activity is in the Client's interest, even if such laws and regulations may have a detrimental effect on one or more Clients.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted in July 2010. The Dodd-Frank Act has resulted in extensive rulemaking and regulatory changes that affect private fund managers, the funds they manage and the financial industry as a whole. Under the Dodd-Frank Act the SEC has mandated new recordkeeping and reporting requirements for investment advisers, which add costs to the legal, operational and compliance obligations of us and our Clients and increase the amount of time that we spend on non-investment related activities. The Dodd-Frank Act affects a broad range of market participants with whom we will interact or may interact, including banks, broker-dealers, non-bank financial institutions and rating agencies and may change the way in which we conduct business with our counterparties. It may take years to understand the impact of the Dodd-Frank Act on the financial industry as a whole, and, therefore, the continued uncertainty may make markets more volatile and make it difficult for us to execute our investment program.

Increased Regulatory Oversight. The financial services industry generally, and the activities of hedge funds and their managers in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase our exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight can also impose administrative burdens on us, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert our time, attention and resources from portfolio management activities.

In addition, it is anticipated that, in the normal course of business, our officers and employees will have contact with governmental authorities, and/or be subjected to responding to questionnaires or examinations. A Client may also be subject to regulatory inquiries concerning its positions and trading.

Current Economic Conditions in European Countries. Certain European countries are currently experiencing varying degrees of financial distress. Risks from the debt crisis in Europe could result in a disruption of the financial markets, which could have a detrimental impact on global economic conditions. There remains considerable uncertainty as to future developments in the European debt crisis and the impact on global financial markets. A significant deterioration of the European debt crisis could result in material reductions in the value of sovereign debt and other asset classes, disruptions in capital markets, widening of credit spreads, loss of investor confidence in the financial services industry, a slowdown in global economic

activity, and other adverse developments that could negatively affect the performance of Client Accounts.

Alternative Investment Fund Managers Directive. The Alternative Investment Fund Managers Directive (the "AIFM Directive") of the European Union ("EU") took effect across the EU on July 22, 2013. The AIFM Directive regulates (i) alternative investment fund managers ("AIFM") based in the EU, (ii) the management of any alternative investment fund ("AIF") established in the EU (irrespective of where an AIF's AIFM is based), and (iii) the marketing in the EU of the securities of any AIF, such as our Client Accounts, whether conducted by an EU AIFM, a non-EU AIFM or a third party. As an AIFM authorized to market its Client Accounts in the EU, we are required to comply with numerous obligations in relation to our own operations and in relation to the AIFs that we manage, which may create significant compliance costs and burdens.

Pursuant to the AIFM Directive, we, as a non-EU AIFM marketing non-EU AIF (i.e., our Client Accounts) to persons within the EU, are required to, among other things: (i) confirm that U.S. regulatory authorities have entered into a cooperation-and-information-sharing agreement with the regulator of each EU country into which our Client Accounts are to be marketed; (ii) confirm that the Cayman Islands is not listed as a non-cooperative country for the purposes of the Financial Action Task Force; and (iii) provide EU investors and the regulators of such investors' EU countries with each Client Account's annual financial report and certain other additional information.

In addition, our Client Accounts, as non-EU AIFs managed by a non-EU AIFM, may only be marketed to investors in the EU in accordance with applicable national private placement rules. Each EU country has discretion over its own national private placement rules and has the authority to remove these rules or enact new rules that may require AIFs to become registered with the local regulator before securities can be offered in that country. "Reverse solicitation", where an EU investor approaches a non-EU AIFM regarding shares in a non-EU AIF, is outside the scope of the AIFM Directive and remains permissible in EU jurisdictions as it is at present. Although the AIFM Directive should have been implemented in the national law of each EU country on July 22, 2013, several EU countries have failed to pass new implementing legislation and certain other EU countries have effected a one-year transitional period so that those non-EU AIFMs that had marketed their AIFs in the particular country before July 22, 2013 may continue to market those AIFs in the relevant EU country until end of day on July 21, 2014 without the AIFM Directive having any effect. As a result, it is not currently possible to ascertain the precise impact that the AIFM Directive will have on us or our Client Accounts. We or our Client Accounts may be required to take significant measures to comply with national rules implementing the AIFM Directive in those countries of the EU where the Client Accounts are to be marketed.

Compliance with the requirements of the AIFM Directive and marketing rules in the EU may be costly (e.g., if numerous EU registrations are required) or could require significant amendments to be made to the structure of the applicable Client Accounts.

Any regulatory changes arising from implementation of the AIFM Directive may increase our expenses or the expense of Client Accounts related to compliance therewith and may impair the

ability of us to market shares in the EU in the future. As a result, such regulatory changes may have a material adverse effect on such Client Account's ability to achieve its investment objective.

Systemic Risk. Credit risk may arise through a default by or because of one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by or because of one institution may cause a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which we interact. A systemic failure could have material adverse consequences on us and on the markets for the securities in which we seek to invest.

Systems and Operational Risks. We develop and implement appropriate systems for our Clients' activities. We rely heavily and on a daily basis on financial, accounting and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor our portfolios and capital, and to generate risk management and other reports that are critical to oversight of our activities. Certain of our activities will be dependent upon systems operated by third parties, including prime brokers, administrators, market counterparties and other service providers, and we may not be in a position to verify the risks or reliability of such third-party systems. Failures in the systems employed by us, prime brokers, administrators, counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. Disruptions in our operations may cause a Client to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on our Clients.

Dependence on Service Providers. Our Client Accounts are dependent on certain counterparties and third-party service providers described in the applicable Offering Documents. Errors are inherent in the business and operations of any business, and although we have adopted measures to prevent and detect errors by, and misconduct of, counterparties and third-party service providers, and transact with counterparties and third-party service providers we believe to be reliable, such measures may not be effective in all cases. Errors or misconduct could have a material adverse effect on the effected Client Accounts.

Fair Value Measurements and Disclosures; Potential GAAP vs. Valuation Policy Reporting Difference. Our Clients' assets and liabilities are valued in accordance with our valuation policies and procedures, as may be amended from time to time (the "Valuation Policy"). Specifically, for purposes of GAAP-compliant financial reporting, we are required to follow a specific framework for measuring the fair value of our Clients' assets and liabilities, and are required to provide certain additional disclosures regarding the use of fair value measurements in our audited financial statements. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, formerly known as FAS 157 ("ASC 820"), defines and establishes a framework for measuring fair value under GAAP and expands financial statement disclosure requirements relating to fair value measurements. Other valuation-related

requirements are contained in other provisions of GAAP, and sections of the codification. Additional FASB ASCs and updates and additional provisions of GAAP that may be adopted in the future may also impose additional, or different, specific requirements as to the valuation of assets and liabilities for purposes of GAAP-compliant financial reporting. Generally, accounting rules (including ASC 820) applicable to investment funds and various assets in which they invest are evolving. Such changes may adversely affect the Clients. For example, the evolution of rules governing the determination of the fair market value of assets to the extent such rules become more stringent would tend to increase the cost and/or reduce the availability of third-party determinations of fair market value.

Accounting Changes; Effect on Net Asset Value. Pursuant to FASB ASC 740, formerly known as FIN 48 ("ASC 740"), which provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements, we are required to determine whether a tax position, based on its technical merits, meets a more-likely-than-not recognition threshold that the position will be sustained upon examination. As a result of such a determination, we may be required to recognize a contingent tax liability in our net asset value calculation if the related tax position meets the recognition criterion in ASC 740 and, conversely, may be required to unrecognize a contingent tax liability in its net asset value calculation if the related tax position does not meet the recognition criterion in ASC 740. In addition, the net asset value may be adjusted if an uncertain tax position is settled. Since the adoption of ASC 740, we may be required to recognize in our financial statements contingent liabilities that under prior custom and practice in the industry would not have been recognized. Such contingent liabilities may also relate to time periods that predate a Client's investment with us. Recognition and measurement of each tax position, including any tax position for which there is a lack of authority and audit experience, should be based on the facts and circumstances known at the time. There can be no assurance that any such determination will not change over time. Adjustments made to the net asset value in connection with the recognition or unrecognition of contingent tax liabilities may have a material positive or negative effect on certain Clients, depending on the circumstances.

De Minimis Commodity Interest Trading. Certain Client Accounts will operate subject to U.S. Commodity Futures Trading Commission ("CFTC") Rule 4.13(a)(3), which, among other things, generally requires certain Client Accounts to have de minimis commodity interest trading. Accordingly, certain Client Accounts will operate with significant restrictions upon its trading of the instruments that are restricted under CFTC Rule 4.13(a)(3), such as commodity futures, security futures options thereon and certain swaps. As a substitute for such instruments, certain Client Accounts may trade other instruments that are not restricted under CFTC Rule 4.13(a)(3). Certain Client Accounts may incur higher transaction costs or effect a less optimal hedge than it would otherwise be able to if it were not operated subject to CFTC Rule 4.13(a)(3). In the event that the exemption under CFTC Rule 4.13(a)(3) is modified or rescinded, absent an applicable exemption, JANA, with respect to certain of its Client Accounts, may elect or be required to register with the CFTC as a commodity pool operator.

Identity of Beneficial Ownership and Withholding on Certain Payments. In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, certain of our Client Accounts generally will be required to register with the U.S. Internal Revenue Service (the "Service") by

June 30, 2014, and agree to identify certain direct and indirect U.S. account holders (including debt holders and equity holders). A non-U.S. investor in a Client Account will generally be required to provide information which identifies its direct and indirect U.S. ownership. Any such information provided will be shared with the Service. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the U.S. Internal Revenue Code of 1986, as amended (the "IRC"), will also generally be required to register with the Service by June 30, 2014, and agree to identify certain of its own direct and indirect U.S. account holders (including debt holders and equity holders). A non-U.S. investor who fails to provide such information, or register and agree to identify such account holders, may be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments, and certain action may be taken to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or comply with such requirements gave rise to the withholding. Investors should consult their own tax advisors regarding the possible implications of these rules on their investments.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in a Client Account.

C. Recommendation of a Particular Type of Security

We do not recommend any particular type of security. There are no material limitations on the types of securities in which we may invest on behalf of our Clients (subject to any limitations or restrictions set forth in the relevant Offering Documents).

ITEM 9 DISCIPLINARY INFORMATION

To the best of our knowledge, there are no legal or disciplinary events that are material to our Clients' evaluation of our advisory business or the integrity of our management.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. <u>Broker-Dealer Registration</u>

Neither we nor our management personnel (i) are registered as broker-dealers or (ii) have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. <u>Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading</u> Advisor Registration

Neither we nor our management personnel (i) are registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing; or (ii) have any application pending to register with respect to any of the foregoing.

C. <u>Material Relationships and Conflicts of Interests with Industry Participants</u>

Our relationships and arrangements with our various Clients and other industry participants are material to our advisory business and may raise actual or potential conflicts of interest. Please see Item 6, "Performance-Based Fees and Allocations and Side-By-Side Management – Conflicts of Interest," above. Prospective investors should carefully consider the risks involved in an investment with us, including, but not limited to, those discussed below. Prospective investors should consult their own legal, tax and financial advisers as to all of these risks and as to an investment with us generally.

<u>Multiple Client Accounts</u>. We provide Investment Advisory Services, directly or through our affiliates, to multiple Client Accounts, including but not limited to JANA Partners, L.P., JANA Partners Qualified, L.P., JANA Offshore Partners, Ltd., JANA Nirvana Fund, L.P., JANA Nirvana Offshore Fund, Ltd., JANA Strategic Investment Fund I, L.P. and JANA Strategic Investment Fund II, L.P., as well as several Managed Accounts. In addition, we provide subadvised management to a pooled investment vehicle that is registered under the Investment Company Act of 1940.

We expect to act as the investment manager to other investment vehicles and accounts in the future. There is no limit on the number of vehicles or accounts that we may manage or advise. Further, we and our personnel may have investments in certain of our Client Accounts. As a result of the foregoing, we may have conflicts of interest in (i) allocating the time and resources of our personnel between and among Client Accounts, (ii) allocating investment opportunities between and among Clients Accounts, and (iii) effecting transactions between Client Accounts, including Clients in which we or our personnel may have different financial interests.

Please see Item 6, "Performance-Based Fees and Side-By-Side Management," above.

<u>Broker-Dealers and Other Service Providers.</u> While we select our prime brokers, counterparties and service providers in accordance with our fiduciary obligations to our Clients, from time to time, such parties may invest in Funds or Managed Accounts managed by us.

<u>Placement Agents.</u> Placement agents that we may engage to solicit investors for a Client Account are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. For a more detailed discussion of our engagement of placement agents, please see Item 14, "Client Referrals and Other Compensation," below.

<u>Other Investment Activities.</u> Our officers and employees may also passively invest in other private funds managed by third party advisers and in some cases may obtain economic interests in such third party advisers.

How We Address Potential Conflicts of Interest. To address potential conflicts of interests in our material relationships, we have adopted certain policies and procedures, including a Code of Ethics. For a more detailed discussion of our Code of Ethics, please see Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

Each officer's or employee's obligation to conduct our business in an honest and ethical manner includes the ethical handling of actual, apparent, and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest.

As a fiduciary, we have an affirmative duty of care, loyalty, honesty, and good faith to act in the best interest of our Clients. Compliance with this duty can be achieved by avoiding conflicts of interest or, when impracticable to do so, by fully disclosing all material facts concerning any conflict that does arise with respect to any Client and following appropriate procedures designed to minimize any such conflict. Our officers and employees must try to avoid situations that have even the appearance of conflict or impropriety.

Our officers and employees are prohibited from trading, either personally or on behalf of others, while in possession of material, nonpublic information where it would be unlawful to do so. Our officers and employees are required to comply with the provisions of our Insider Trading Policy.

As a fiduciary, we have an obligation to execute and allocate Client trade orders in a timely and efficient manner, *i.e.*, to: (i) seek best execution for all trades; (ii) trade securities in a manner that is fair and equitable to all Clients; and (iii) exercise diligence and care throughout the trading process. For an in-depth discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions, please see Item 12, "Brokerage Practices - "Selection of Broker-Dealers and Reasonableness of Compensation," below.

D. Material Conflicts of Interest Relating to Other Investment Advisers

Except as disclosed in Item 10, "Other Financial Industry Activities and Affiliations," we do not recommend or select other investment advisers for our Clients.

ITEM 11

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our goal is not just to comply with the laws and regulations that apply to our business; we also strive to abide by the highest standards of business conduct. In recognition of this, we have adopted a written Code of Ethics (the "Code of Ethics"), pursuant to Rule 204A-1 under the Advisers Act, designed to reinforce and enhance our ethical way of doing business and, in particular, to ensure compliance with the Advisers Act.

The Code of Ethics sets forth the standards of business conduct that reflect our fiduciary obligations to our Clients. The Code of Ethics requires that our officers and employees act with honesty and integrity, adhere to the highest ethical standards and comply with applicable laws and regulations. The Code of Ethics is based on the principle that we and our officers and employees owe a fiduciary duty to Clients to ensure that officers and employees conduct their personal securities transactions in a manner that does not interfere with Client transactions or otherwise take unfair advantage of our relationship with our Clients.

Officers and employees are required to report any violations of the Code of Ethics or of applicable Federal securities laws to the Chief Compliance Officer, and they are encouraged to consult the Chief Compliance Officer with respect to any transaction that may violate the Code of Ethics. A copy of our Code of Ethics is available to Clients and prospective Clients by (i) writing to JANA Partners LLC, 767 Fifth Avenue, 8th Floor, New York, New York 10153, Attention: Chief Compliance Officer, or (ii) contacting our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.com.

Conflicts of interest may occur when we, our affiliates, officers or employees (or their immediate family members), invest in the same securities, trade in the same securities at or about the same time, or have a material financial interest in the same securities that we recommend to our Clients. For example, we or our officers or employees may invest in the Funds, and, therefore, such persons may hold an indirect interest in the same securities as other investors in the Funds. In addition, certain of our officers or employees may own securities in their personal accounts that we also have recommended to our Clients. Our Code of Ethics has been designed to limit conflicts of interest in cases where we or any of our officers or employees, buy, sell or otherwise have an interest in, securities we have recommended to our Clients.

We or our affiliates may give advice and recommend securities to certain Client Accounts which may differ from advice given to, or securities recommended or bought for, other Client Accounts, even though their investment programs may be the same or similar.

As discussed in Item 6, "Performance-Based Fees and Side-By-Side Management – Conflicts of Interest," above, we may cross securities and/or cash between Client Accounts when such transaction is advantageous for each participant (for example, as part of a rebalancing of Client portfolios). We also may engage in principal transactions, where we or an affiliate purchases a security from or sells a security to a Client. In such cases, we would obtain the Client's separate consent to each principal transaction (i.e., on a transaction-by-transaction basis).

We have adopted an Insider Trading Policy which states that no person to whom the Policy applies may trade, either personally or on behalf of others (including our Clients), while in possession of material nonpublic information where it would be unlawful to do so, nor may any of our personnel communicate material nonpublic information to others in violation of the law.

Our personal trading policies are part of our Code of Ethics. For a description of our Code of Ethics, please see the foregoing discussion in this Item 11. The fiduciary principles that govern our personal investment activities reflect, at a minimum, the following: (1) the duty at all times to place the interests of the Clients first; (2) the requirement that all personal securities transactions be conducted consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; (3) the fundamental standard that investment personnel should not take inappropriate advantage of their positions; and (4) the requirement that investment personnel comply with applicable Federal securities laws. Generally, the Code of Ethics requires that, prior to effecting any personal securities transactions, our officers or employees and other applicable persons must receive written approval.

We maintain a "Restricted List" of companies about which a determination has been made that it is prudent to restrict trading activity. Generally, trades will not be allowed for our Clients, or for the personal accounts of our officers or employees, in the securities of a company appearing on the Restricted List, except with prior approval.

In addition, our officers or employees and other applicable persons must provide our Chief Compliance Officer with (i) their personal securities holdings at the commencement of employment and annually thereafter, (ii) monthly or quarterly personal brokerage statements, and (iii) quarterly reports of any personal securities transactions.

ITEM 12 BROKERAGE PRACTICES

Pursuant to the relevant Offering Documents, we are generally authorized to select the broker or dealer to effect transactions on behalf of our Clients; however, our selection of the broker or dealer may be tailored to a particular Client's investment guidelines or restrictions, where appropriate. Accordingly, portfolio transactions will be allocated to brokers based on best execution and in consideration of such broker's provision or payment of the costs of research and other services.

A. Selection of Broker-Dealers and Reasonableness of Compensation

Consistent with our fiduciary duty to Clients, we have an obligation to seek the best price and execution of Client securities transactions when we are in a position to direct brokerage transactions. While not defined by statute or regulation, "best execution" generally means the execution of Client trades at the best net price considering all relevant circumstances.

We will place trades for execution only with approved brokers or dealers. The factors we consider in selecting and approving brokers-dealers that may be used to execute trades include, but are not limited to:

- Quality of execution accurate and timely execution, clearance and error/dispute resolution
- Reputation, financial strength, and stability
- Block trading and block positioning capabilities
- Willingness to execute difficult transactions
- Willingness and ability to commit capital
- Access to underwritten offerings and secondary markets
- Ongoing reliability
- Overall costs of a trade (*i.e.*, net price paid or received) including commissions, markups, mark-downs or spreads in the context of our knowledge of negotiated commission rates currently available and other current transaction costs
- Nature of the security and the available market makers
- Desired timing of the transaction and size of trade
- Confidentiality of trading activity
- Market intelligence regarding trading activity
- The receipt of brokerage or research services

Before we begin trading with a broker-dealer for the first time, our traders, the Chief Financial Officer, the Chief Administrative Officer and the Chief Compliance Officer will review, as applicable, the broker-dealer's operational, financial, and regulatory status. They also will perform periodic reviews of broker-dealers, which will vary in frequency and scope based on the perceived counterparty exposure.

As part of their usual and customary job responsibilities, our traders will consider the execution quality of each trade. Any unexpected deviations in price, commission rate, market impact, execution speed, or other aspects of execution quality will promptly be reported to the Head of Trading & Syndicate, who in turn will notify the Chief Compliance Officer.

We maintain a Best Execution Committee which meets regularly to consider various trading matters.

1. Research and Other Soft Dollar Arrangements

We may use "soft" or commission dollars when we make a good faith determination that the commissions are reasonable in relation to the value of brokerage and research services provided, viewed in terms of either a particular transaction or our overall responsibilities to all Client Accounts. We will use "soft" dollars in accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended ("Section 28(e)"). Section 28(e) provides a "safe harbor" to investment managers that use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the investment manager in performing investment decision-making responsibilities. Conduct outside of the safe harbor afforded by Section 28(e) is subject to the traditional standards of fiduciary duty under state and Federal law.

Research products or services provided to us may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, and other products and services providing lawful and appropriate assistance to us in the performance of our investment decision-making responsibilities. This research may include both proprietary research or research created or developed by a third party.

We are not obligated to seek the lowest transaction charge, except to the extent that it contributes to the overall goal of obtaining the best execution for Clients. A higher transaction charge on exchange and over-the-counter trades may be determined reasonable in light of the value of the brokerage execution and research products and services provided to us for the benefit of our Clients.

Consistent with the requirements of best execution, we may from time to time enter into formal or informal arrangements with certain brokers ("Soft Dollar Brokers") whereby the provision of research or brokerage execution services is explicitly dependent on the level of commissions and underwriting concessions generated by the Client Accounts. In selecting Soft Dollar Brokers to initiate soft dollar transactions, we will consider the capabilities of the Soft Dollar Broker to provide best execution.

Research services received from Soft Dollar Brokers will be used to supplement and augment our own research capabilities, and will directly assist us in our investment decision-making process. Soft Dollar Brokers also may provide execution-related products and services, including trade execution and electronic access to broker networks, in exchange for commission business.

We may also engage in "commission sharing arrangements" ("CSAs"), which is a practice where JANA pays a broker-dealer for trade execution and requests that the broker-dealer allocate a portion of the commissions to third-party providers of research or other products and services. While JANA could execute the transactions with these broker-dealers directly, consistent with its duty to seek best execution, we may decide to pay them through CSAs.

All products and services that are paid for with Client transaction charges will be of the type described in Section 28(e). All products and services that are paid for with soft dollars are reviewed and approved to ensure that the product or service provides lawful and appropriate assistance in the performance of our investment decision-making activities. In addition, a determination is made as to whether the amount of the commissions paid is reasonable in light of the value of the products or services provided. Such products and services may be used for any or all of our Client Accounts.

Also, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by one or more Client Accounts may be used by us to service one or more other Client Accounts. We do not seek (and are not required) to allocate soft dollar benefits to Client Accounts proportionately to the soft dollar credits such Client Accounts generate. Accordingly, the Client Accounts that provide the brokerage transaction charges for which such products and services are provided or that engage in the securities transactions generating such charges do not necessarily receive the direct benefit of specific services. Instead, we may receive a benefit because we do not have to produce or pay for the research, products or services. Therefore, we may have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our Clients' interest in receiving most favorable execution. Written restrictions or limitations on the use of soft dollars for particular Clients are treated in the same manner and monitored as all other Client-imposed restrictions and guidelines.

Our Best Execution Committee approves a soft dollar budget on a periodic basis, and one or more of its members negotiates, approves, and implements all soft dollar arrangements. The soft dollar budget is updated to reflect the termination of any existing soft dollar arrangement, as well as the implementation of any new soft dollar arrangement after the approval process for that new arrangement has been completed.

We will require that Soft Dollar Brokers provide us with monthly statements of all activity and balances. We review and reconcile these statements on a monthly basis. At the end of each calendar quarter, our Chief Administrative Officer will review the status of any outstanding balances to Soft Dollar Brokers. If as a result of his review, the Chief Administrative Officer believes that commission credits during the next 90 days will be insufficient to cover expenses, he will consult with our Best Execution Committee to decide whether to undertake to make cash payments for services purchased to the extent necessary to become current.

2. Brokerage for Client Referrals

In selecting or recommending broker-dealers, we do not consider whether we, or any of our affiliates, receive client or investor referrals from a broker-dealer or other third party.

3. <u>Directed Brokerage</u>

A Client may direct us to effect all (or a specified percentage of) securities transactions in the Client's Account through a specific broker-dealer. With respect to such directed brokerage arrangements, the Client is responsible for negotiating terms for their account directly with the broker-dealer. We will only direct brokerage pursuant to specific written instructions that have been signed and dated by the Client.

We may place trades on behalf of Client Accounts subject to directed brokerage arrangements separately from those on behalf of other Client Accounts, or we may aggregate such trades with those of other Client Accounts, to the extent practicable. Before accepting such directed brokerage arrangements, the Client Advisory Group will inform such Client Account that we may not obtain best execution for such Client Account; such Clients may pay materially disparate commissions, greater spreads, or other transaction costs, or receive less favorable net prices on transactions than would otherwise be the case.

Before initiating management of a Client Account that is subject to a directed brokerage arrangement, we will review the financial solvency and execution capabilities of the designated broker-dealer. All directed brokerage arrangements are reviewed by the Head of Trading & Syndicate. Upon completion of the review, we will either approve the arrangement or ask the Client to reconsider the direction.

In order to meet directed brokerage mandates and trade in an efficient manner, we may ask Clients that direct brokerage to permit the use of "step out" trades. A step-out trade occurs when we aggregate Client-directed orders with non-directed orders and request that the executing broker allocate a portion of the transaction to the Client's directed broker. Our traders document any step-out trades on the relevant trade ticket and in our order management system.

B. Aggregating Orders for Various Client Accounts

Consistent with our duty to seek the best possible execution for Clients, and to the extent practicable, our traders may seek to aggregate (or "bunch" or "block") orders that are placed or received concurrently for more than one Client Account. Aggregated orders include: (i) an order placed by a portfolio manager on behalf of more than one Client Account; and (ii) orders placed on behalf of more than one Client Account by multiple portfolio managers. Typically, all trades in the same security are aggregated and sent to the market simultaneously, except where Client-specific issues require trades to be sent to the market at a different time. All Client Accounts participating in a bunched trade will receive the same execution price, with all transaction costs (for example, commissions) being shared on a pro rata basis.

ITEM 13 REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

Our portfolio managers, with the assistance of other investment staff as appropriate, regularly review the current investment strategy and holdings in each Client Account. The portfolio managers may differ from Client Account to Client Account. Issues such as turnover, security weighting, and sector weighting are all reviewed to ensure compliance with the Clients' investment guidelines. Topics such as model changes and priority of purchases or sales are also frequently discussed between members of the investment team and the portfolio managers.

B. Additional Review of Client Accounts

Relevant personnel assist in risk assessment and review of Client Accounts by monitoring risks arising from factors including: (i) security concentration; (ii) regional exposure; (iii) sector exposure; (iv) liquidity; (v) Client or investor-imposed investment restrictions; (vi) beta; (vii) value at risk; (viii) leverage; (ix) counterparty risk; and (x) risks related to operations and systems.

C. Contents and Frequency of Account Reports to Clients

Investors in our Funds typically receive: (i) annually, an audited financial report and tax information necessary for completion of their tax returns; (ii) unaudited monthly reports regarding Client performance and net asset value; and (iii) quarterly letters.

Upon request, certain investors may receive additional information and reporting (written or verbal) which other investors may not receive, and such information may affect an investor's decision to request a withdrawal or redemption from its capital account. Such reports and information may include, among other things, documentation associated with the calculation of net asset value, performance tracking and/or portfolio holdings reconciliation.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

We may directly or indirectly compensate persons who are not supervised persons, including placement agents, for Client referrals. Our Chief Compliance Officer or her designee will determine whether such arrangements: (i) are subject to Rule 206(4)-3 under the Advisers Act (the "Cash Solicitation Rule") and, if so, whether the arrangements comply with that rule; and (ii) comply with other applicable laws, rules and regulations, including laws and regulations requiring the registration of broker-dealers. Such compensation to third parties for referrals may be based, among other things, on a percentage of the assets initially invested with us or remaining invested with us over time.

Placement agents that may solicit or refer potential Clients or investors on our behalf are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. J.P. Morgan Securities LLC has been retained as a placement agent for introducing potential investors to certain Client Accounts. J.P. Morgan Securities LLC receives a portion of the management fees otherwise paid to us in connection with investors introduced to the relevant Fund by J.P. Morgan Securities LLC. We may enter into arrangements with other placement agents for introducing potential investors to our Client Accounts.

ITEM 15 CUSTODY

In certain cases, pursuant to Rule 206(4)-2 under the Advisers Act, JANA may be deemed to have custody of Client assets. We meet our custody reporting requirements through the audit method by having each of the Funds audited by an independent, PCAOB-registered accounting firm. JANA subsequently distributes the results of the audited financials to the underlying investors in each of the Funds. Certain Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains Client assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide you.

ITEM 16 INVESTMENT DISCRETION

In general, our Clients have provided us with discretion to trade their account without obtaining their consent to each particular transaction. We exercise this discretion subject to the investment policies, limitations, and restrictions, if any, imposed by a Client in the relevant Offering Documents. In these agreements, our Clients may place limitations on our investment authority, including, without limitation, designating types of permitted investments, percentage of permitted investments, or prohibiting certain types of investments.

Our Clients must specify our authority, discretionary or non-discretionary (for example, through a power of attorney), and provide us with any investment guidelines and restrictions in writing, typically as part of the relevant Offering Documents. For a complete discussion of our advisory business and the services we provide to our clients, please see Item 4, "Advisory Business," above.

ITEM 17 VOTING CLIENT SECURITIES

We have, and in the future will continue to accept, the authority to vote our Clients' securities. In light of this, we have adopted policies and corresponding procedures to comply with Rule 206(4)-6 under the Advisers Act and with our fiduciary obligations (the "*Proxy Voting Policies*"). The Proxy Voting Policies are designed to ensure that in cases where we vote proxies with respect to Client securities or other instruments, such proxies are voted in the best interests of our Clients.

Our proxy voting process is the same for all of our Client Accounts where the Client has given us proxy voting authority. Our general policy is to vote proxy proposals, amendments, consents, resolutions or corporate actions relating to securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of our Clients, as determined by us in our discretion, taking into account relevant factors, including, but not limited to:

- the impact on the value of the securities;
- the anticipated costs and benefits associated with the proposal;
- the effect on liquidity; and
- customary industry and business practices.

In evaluating proxy issues, we have engaged an outside vendor (the "Proxy Adviser") to identify and flag factual issues of relevance and importance. We also will use information gathered as a result of the in-depth research and ongoing company analyses performed by our investment team in making buy, sell and hold decisions for our Client portfolios. This process includes periodic meetings with senior management of portfolio companies. We may also consider information from other sources, including the management of a company presenting a proposal, shareholder groups, and other independent proxy research services. Unless a particular proposal or the particular circumstances of a company suggests otherwise, proposals regarding routine matters (such as the election or re-election of board members, changes in capitalization, and the approval of auditors) generally shall be voted in accordance with written voting guidelines that have been formulated by the Proxy Adviser. Non-routine matters may be reviewed and voted by us on a case-by-case basis. In addition, certain Clients have retained the right to direct votes with respect to particular securities held by them.

We subscribe to a proxy monitoring and voting agent service offered by the Proxy Adviser. In accordance with this service, the Proxy Adviser provides proxy analysis with research and a vote recommendation for each shareholder meeting of the companies in our Client portfolios. They also transmit votes, record them, and generate a voting activity report for our Clients. We retain responsibility for instructing the Proxy Adviser how to vote, and we will apply our own proxy voting guidelines when we deem it appropriate to do so. Proxies for securities on loan through securities lending programs will generally not be voted, unless we can obtain these securities in advance of the relevant record date.

In cases where a conflict of interest has been determined to exist, we generally will have no discretion to vote any portion of the proxy, but will defer to the recommendations of the Proxy Adviser in connection therewith and will vote strictly according to those recommendations.

Clients may obtain a copy of our current written Proxy Voting Policies and/or a copy of the voting activity report generated by the Proxy Adviser for their Client Account, by (i) writing to JANA Partners LLC, 767 Fifth Avenue, 8th Floor, New York, New York 10153, Attention: Chief Compliance Officer, or (ii) contacting our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.com.

ITEM 18 FINANCIAL INFORMATION

A. Balance Sheet

We are not required to attach a balance sheet because we do not require or solicit the payment of fees six months or more in advance.

B. <u>Contractual Commitments to Our Clients</u>

We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients.

C. Bankruptcy Petitions

We have never been the subject of a bankruptcy petition.



CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 55519

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

URS Holdings, Inc., a Delaware corporation

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the Applicant

The Disclosing Party holds an interest in

URS Corporation, a Nevada corporation and EDS is 55518

B. Business address of the Disclosing Party:

600 Montgomery Street 26th Floor San Francisco, CA 94111 United States

C. Telephone:

312-939-1000

Fax:

312-939-4198

D. Name of contact person:

Mrs. Cheryl Kathryn Williams

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

- B. DISCLOSING PARTY IS A LEGAL ENTITY:
- 1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Judy L. Rodgers

Title: Director, Vice President & Treasurer

Role: Both

Officer/Director: H. Thomas Hicks

Title: Director, Vice President, CFO

Role: Both

Officer/Director: Gary V. Jandegian

Title: President
Role: Officer

Officer/Director: Kristin L Jones

Title: Secretary
Role: Officer

Officer/Director: Joseph Masters

Title: Director/Vice President

Role: Both

Officer/Director: Carol Brandenburg-Smith

Title: **Assistant Secretary**

Role: Officer

Officer/Director: Paul Boechler

Title: Executive Vice President, Controller

Role: Officer

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

• URS Corporation, a Delaware corporation - 100.0% - EDS 55520

Owner Details

Business Address Name

URS Corporation, a Delaware 600 Montgomery Street

corporation 25th Floor

San Francisco, CA 94111

United States

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED **OFFICIALS**

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>Municipal Code Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

- 1. Pursuant to <u>Municipal Code Chapter 1-23</u>, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:
 - i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
 - ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation

- of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V:
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

- 3. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u> nor any <u>Agents</u> have, during the five years before the date this EDS is signed, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the five years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:
 - a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions of <u>Municipal Code Section 2-92-610 (Living Wage Ordinance)</u>.

I certify the above to be true

- 4. Neither the Disclosing Party, <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of
 - bid-rigging in violation of 720 ILCS 5/33E-3;
 - bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
 - any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of <u>Chapters 2-55 (Legislative Inspector General)</u>, <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u> of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in <u>Section 2-32-455(b) of the Municipal</u> Code, the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, <u>Chapters 2-156</u> and <u>2-164</u> of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at <u>www.cityofchicago.org/city/en/depts/ethics.html</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet,

- in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its <u>Affiliated Entities</u> delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing party is not the Applicant nor has a direct ownership interest.

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 05/22/2014 Dr. Gary V. Jandegian President, URS Division URS Holdings, Inc., a Delaware corporation This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 55520

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:	
URS Corporation, a Delaware corporation	

The Disclosing Party submitting this EDS is:

a legal entity holding a direct or indirect interest in the Applicant

The Disclosing Party holds an interest in

URS Corporation, a Nevada corporation and EDS is 55518

B. Business address of the Disclosing Party:

600 Montgomery Street 25th Floor San Francisco, CA 94111 United States

Enter d/b/a if applicable:

C. Telephone:

312-577-7418

Fax:

D. Name of contact person:

Cheryl K Williams

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Publicly registered business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

- B. DISCLOSING PARTY IS A LEGAL ENTITY:
- 1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Martin M Koffel

Title: Director, Chairman & CEO

Role: Both

Officer/Director: John D Roach

Officer/Birector: John B Roach

Title: Director Role: Director

Officer/Director: Lydia H Kennard

Title: Director
Role: Director

Officer/Director: Joseph W Ralston

Title: Director Role: Director

Officer/Director: Mickey P. Foret

Title: Director Role: Director

Officer/Director: William P Sullivan

Title: Director Role: Director

Officer/Director: Douglas W. Stotlar

Title: Director
Role: Director

Officer/Director: H. Thomas Hicks

Title: CFO, Executive Vice President

Role: Officer

Officer/Director: Joseph Masters

Title: Vice President, General Counsel, & Secretary

Role: Officer

Officer/Director: Reed N. Brimhall

Title: Vice President, Chief Accounting Officer

Role: Officer

Officer/Director: Randall A Wotring

Title: Vice President

Role: Officer

Officer/Director: Susan B. Kilgannon

Title: Vice President, Corporate Communications

Role: Officer

Officer/Director: Thomas Bishop

Title: Vice President

Role: Officer

Officer/Director: Gary V. Jandegian

Title: Vice President

Title: Vice i resident

Role: Officer

Officer/Director: William Frist

Title: Director

Role: Director

Officer/Director: Donald R Knauss

Title: Director
Role: Director

Officer/Director: Robert Zaist
Title: Vice President

Role: Officer

Officer/Director: Judy L. Rodgers

Title: Vice President/Treasurer

Role: Officer

Officer/Director: Olga Perkovic

Title: Vice President, Corporate Strategic Planning

Role: Officer

Officer/Director: Sreeram Ramraj

Title: Vice President, Investor Relations

Role: Officer

Officer/Director: Thomas H Zarges
Title: Vice President

11010

Role: Officer

Officer/Director: Henry Gusman

Title: Vice President, Internal Audit & Financial Compliance

Role: Officer

Officer/Director: Timothy McLevish

Title: Director Role: Director

Officer/Director: Joy L. Harris

Title: Vice President, Tax

Role: Officer

Officer/Director: Wayne S. Shaw

Title: Vice President

Role: Officer

Officer/Director: George L. Nash Jr

Title: Vice President

Role: Officer

Officer/Director: David N. Siegel

Title: Director

Role: Director

Officer/Director: Diane C. Creel

Title: Director
Role: Director

Officer/Director: V. Paul Unruh

Title: Director Role: Director

Officer/Director: William H. Schumann III

Title: Director
Role: Director

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in <u>Chapter 2-156 of the Municipal Code</u>, with any City elected official in the 12 months before the date this EDS is signed?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under <u>Municipal Code Section 2-92-415</u>, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

- 1. Pursuant to <u>Municipal Code Chapter 1-23</u>, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:
 - i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
 - ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation

- of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V:
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

- 3. Neither the Disclosing Party, nor any <u>Contractor</u>, nor any <u>Affiliated Entity</u> of either the Disclosing Party or any <u>Contractor</u> nor any <u>Agents</u> have, during the five years before the date this EDS is signed, or, with respect to a <u>Contractor</u>, an <u>Affiliated Entity</u>, or an <u>Affiliated Entity</u> of a <u>Contractor</u> during the five years before the date of such <u>Contractor's</u> or <u>Affiliated Entity's</u> contract or engagement in connection with the Matter:
 - a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
 - b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
 - c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
 - d. violated the provisions of <u>Municipal Code Section 2-92-610 (Living Wage Ordinance)</u>.

I certify the above to be true

- 4. Neither the Disclosing Party, <u>Affiliated Entity</u> or <u>Contractor</u>, or any of their employees, officials, <u>agents</u> or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of
 - bid-rigging in violation of 720 ILCS 5/33E-3;
 - bid-rotating in violation of <u>720 ILCS 5/33E-4</u>; or
 - any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of <u>Chapters 2-55 (Legislative Inspector General)</u>, <u>Chapter 2-56 (Inspector General)</u> and <u>Chapter 2-156 (Governmental Ethics)</u> of the Municipal Code.

I certify the above to be true

7. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in <u>Section 2-32-455(b) of the Municipal</u> Code, the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, <u>Chapters 2-156</u> and <u>2-164</u> of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at <u>www.cityofchicago.org/city/en/depts/ethics.html</u>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet,

- in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its <u>Affiliated Entities</u> delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing party is not the Applicant nor has a direct ownership interest.

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

URS is publically traded on the New York Stock Exchange. There are currently two firms with ownership of greater than 7.5%: Fidelity Management & Research Co- FMR LLC: 12.9% and JANA Partners LLC: 9.4%. Both are registered advisors and not required to file an EDS pursuant to Rule 2c. Form ADV for each firm is attached.

List of attachments uploaded by vendor

FMR Form ADV FMR Form ADV attachment (brochure) Jana Form ADV Jana Form ADV attachment (brochure)

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 05/22/2014 Dr. Gary V. Jandegian President, URS Division URS Corporation, a Delaware corporation

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

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FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: FMR CO., INC. IARD/CRD Number: 108617

Rev. 10/2012

OMB: 3235-0049

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): FMR CO., INC.
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.: FMR CO., INC.

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of ☐ your legal name or ☐ your primary business name:
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-3447
 - (2) If you report to the SEC as an exempt reporting adviser, your SEC file number:
- E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 108617

If your firm does not have a *CRD* number, skip this Item 1.E. Do not provide the *CRD* number of one of your officers, *employees*, or affiliates.

Country:

F. Principal Office and Place of Business

(1)Address (do not use a P.O. Box):

Number and Street 1:

Number and Street 2:

245 SUMMER STREET

City: State:

ZIP+4/Postal Code:

BOSTON 02210

Massachusetts UNITED STATES

If this address is a private residence, check this box: \Box

List on Section 1.F. of Schedule D any office, other than your *principal office and place of business*, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an *exempt reporting adviser*, list the largest five offices in terms of numbers of *employees*.

- (2)Days of week that you normally conduct business at your principal office and place of business:
 - Monday Friday Other:

Normal business hours at this location:

9:00 A.M. - 5:00 P.M. EST

(3)Telephone number at this location:

617-563-7000

(4) Facsimile number at this location:

617-692-1784

G. Mailing address, if different from your *principal office and place of business* address:

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	Number and Street 82 DEVONSHIRE ST		Number and Street 2:				
	City: BOSTON	State:	Country:		ZIP+4/Postal Code: 02109		
	BOSTON	Massachusetts	UNITED STAT	ΓES	02103		
	If this address is a	private residence, check this	box: □				
Н.	If you are a sole probusiness address in	oprietor, state your full reside Item 1.F.:	ence address, if diff	ferent from yo	our principal office and pla	ce of	
	Number and Street	1:	Number and Stre	eet 2:			
	City:	State:	Country:	ZIP+4/Po	stal Code:		
I.	Do you have one or	more websites?				Yes No	
	which to access other in the other in	site addresses on Section 1.I er information you have pub nformation. Some advisers n mail (e-mail) addresses in r	lished on the web, nay need to list mo	you may list t re than one po	he portal without listing a	ddresses	
J.		nd contact information of you ne contact information for yo below.	ur Chief Complianc	e Officer, if yo			
	Name:		Other titles, if ar				
	Telephone number:		Facsimile numbe				
	Number and Street		Number and Stre		alal Cada		
	City:	State:	Country:	ZIP+4/P0	stal Code:		
	Electronic mail (e-n	nail) address, if Chief Compli	ance Officer has or	ne:			
K.		ry Contact Person: If a perso pond to questions about this				receive	
	Name:		Titles:				
	Telephone number:		Facsimile numbe	er:			
	Number and Street	1:	Number and Stre				
	City:	State:	Country:	ZIP+4/Po	stal Code:		
	Electronic mail (e-n	nail) address, if contact pers	on has one:				
L.		me or all of the books and re illar state law, somewhere ot				Yes No	
	If "yes," complete S	Section 1.L. of Schedule D.				N	
Μ.	Are you registered v	with a foreign financial regula	atory authority?			Yes No	
		are not registered with a fore foreign financial regulatory a					
N.	Are you a public rep	oorting company under Section	ons 12 or 15(d) of	the Securities	Exchange Act of 1934?	Yes No	
	If "yes," provide you	ur CIK number (Central Inde			_	~	
	company):					Yes No	
0.	Did you have \$1 bill	lion or more in assets on the	last day of your m	ost recent fisc	al year?	C O	

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P. Provide your Legal Entity Identifier if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A.	(12), below. If you are submitting an <i>annual updating amendment</i> to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.							
			dviser):					
	V	(1)	are a large advisory firm that either:					
			(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or					
			(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent <i>annual updating amendment</i> and is registered with the SEC;					
		(2)	are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:					
			(a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> , or					
			(b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ;					
			Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the <i>state securities authority</i> .					
		(3)	have your principal office and place of business in Wyoming (which does not regulate advisers);					
		(4)	have your principal office and place of business outside the United States;					
	✓	(5)	are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;					
		(6)	are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;					
		(7)	are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);					
		(8)	are a related adviser under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;					
			If you check this box, complete Section 2.A.(8) of Schedule D.					
		(9)	are a newly formed adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;					
			If you check this box, complete Section 2.A.(9) of Schedule D.					
		(10)	are a $\textbf{multi-state}$ adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);					
			If you check this box, complete Section 2.A.(10) of Schedule D.					
		(11)	are an Internet adviser relying on rule 203A-2(e);					
		(12)	have received an SEC order exempting you from the prohibition against registration with the SEC;					
			If you check this box, complete Section 2.A.(12) of Schedule D.					

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	☐ (13) are no longer el	ligible to remain registered	with the SEC.	
	Under state laws, SEC-regist Form ADV and any amendment reporting advisers may be reamendments they file with that you would like to receive amendment to direct your not you would like to receive not	tered advisers may be requirents they file with the SEC. equired to provide state secutes an initial apple notice of this and all subsectice filings or reports to addition to stop your notice filings to notice filings.		ies authorities a copy of the . In addition, exempt of reports and any box(es) next to the state(s) ubmit to the SEC. If this is an x(es) next to the state(s) that it to the SEC. If this is an
	receives them and you do no	ot want to pay that state's n	MO MT NE NV NH NJ NM NY NC ND OH OK OR	
Tto	amendment must be filed be			
	m 3 Form of Organization How are you organized? Corporation Sole Proprietorship Limited Liability Partners Partnership Limited Liability Compan Limited Partnership (LP) Other (specify):	ny (LLC)	1A Instruction 4	
В.	If you are changing your res In what month does your fisc		1A Instruction 4.	
	DECEMBER			
C.	Under the laws of what state State Country	e or country are you organize	ed?	

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Massachusetts UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?



If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.

1548

(1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?

361

- (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
- (3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities* authorities as investment adviser representatives for an investment adviser other than you?

(5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

(6) Approximately how many firms or other persons solicit advisory clients on your behalf?

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

		esponses to Items 5.C. and 5.D. do not a separate advisory relationship with t		" the i	nvestors	in a <i>priv</i>	ate fund	d you ad	vise, uı	nless		
C.	(1)	To approximately how many <i>clients</i> did you provide investment advisory services during your most recently completed fiscal year?										
		0 0	1-10			O 11-2	25					
		C 26-100	More than 100 more than 100, ho	w mai	ny?							
		(r 20	ound to the neares <mark>)0</mark>	t 100)								
	(2)	Approximately what percentage of you 1%	r <i>clients</i> are non- <i>U</i>	nited :	States pe	rsons?						
D.	indi cate 54 d advi	purposes of this Item 5.D., the category iduals and their family members, but digory "business development companies of the Investment Company Act of 1940 sory contract to an investment companies ponse to Item 5.D.(1)(d) and do not do What types of clients do you have? Independent of the sory contract to an investment companies of clients do you have?	oes not include bus "consists of compa." Unless you provid y registered under theck any of the bo	sinesse anies t le advi the In xes in	es organi chat have sory serv vestment response ercentage	zed as so made a rices pur c Compa e to Item	ole prop n election suant to ny Act on ny E.D.(2) ch type	rietorsh on pursu o an inve of 1940,)(d). of <i>client</i>	ips. The lant to s estment check '	e section : 'None"		
		your total number of <i>clients</i> . If a <i>client</i>	fits into more than	n one o					76			
				<u>None</u>	<u>Up to</u> 10%	<u>11-</u> 25%	<u>26-</u> 50%	<u>51-</u> 75%	<u>76-</u> 99%	100%		
		(a) Individuals (other than high net w		0	0	0	0	0	0	0		
		(b) High net worth individuals		•	0	0	0	0	0	0		
		(c) Banking or thrift institutions		•	0	0	0	0	0	0		
		(d) Investment companies		0	0	0	0	0	•	0		
		(e) Business development companies		O	0	0	0	0	0	0		
		(f) Pooled investment vehicles (other companies)	than investment	c	O	О	О	O	О	O		
		(g) Pension and profit sharing plans (participants)	but not the plan	0	0	0	0	O	0	0		
		(h) Charitable organizations		•	0	0	0	0	0	0		
		(i) Corporations or other businesses	not listed above	0	0	0	0	0	0	0		
		(j) State or municipal government er	tities	0	0	0	0	0	0	0		
		(k) Other investment advisers		\circ	•	0	0	0	0	0		
		(I) Insurance companies		•	0	0	0	0	0	0		
		(m) Other: PROPRIETARY FUNDS AN	D ACCOUNTS	0	•	0	0	0	0	0		
	(2)	Indicate the approximate amount of you attributable to each of the following ty apply.				re than o	one cate	egory, cl	neck all			
					<u>None</u>	<u>Up to</u> 25%	<u>Up</u> 50°		<u>Jp to</u> 75%	>75%		
		(a) Individuals (other than high net w	orth individuals)		•	0	0		0	0		
		(b) High net worth individuals			•	0	0		0	0		
		(c) Banking or thrift institutions			•	0	0		0	0		
		(d) Investment companies			0	0	0		0	•		
		(e) Business development companies			0	0	0		0	0		

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	(f) Pooled investment vehicles (other than investment companies)	0	0	O	o	О
	(g) Pension and profit sharing plans (but not the plan participants)	0	o	О	О	О
	(h) Charitable organizations	•	0	0	0	0
	(i) Corporations or other businesses not listed above	•	0	0	0	0
	(j) State or municipal government entities	•	0	0	0	0
	(k) Other investment advisers	0	O	0	0	0
	(I) Insurance companies	•	0	0	0	0
((m) Other: PROPRIETARY FUNDS AND ACCOUNTS	O	O	О	c	0
Compens	ation Arrangements					
E. You a (1) (2) (3) (4) (5) (6) (7)	 Hourly charges Subscription fees (for a newsletter or periodical) Fixed fees (other than subscription fees) Commissions Performance-based fees 	all that a	ipply):			

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management **Regulatory Assets Under Management** Yes No F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? 0 (2) If yes, what is the amount of your regulatory assets under management and total number of accounts? U.S. Dollar Amount **Total Number of Accounts** (d) 293 Discretionary: (a) \$ 866,594,831,321 Non-Discretionary: (e) 0 (b) \$ 0 Total: (c) \$ 866,594,831,321 (f) 293 Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

te	m 5 Info	ormation About Your Advisory Business - Advisory Activities
٩d	visory A	ctivities
G.	What ty	rpe(s) of advisory services do you provide? Check all that apply.
	□ (1)	Financial planning services
		Portfolio management for individuals and/or small businesses
	☑ (3)	
		made an election pursuant to section 54 of the Investment Company Act of 1940)
	(4)	Portfolio management for pooled investment vehicles (other than investment companies)
	□ (5)	Portfolio management for businesses (other than small businesses) or institutional <i>clients</i> (other than
	_	registered investment companies and other pooled investment vehicles)
	` '	Pension consulting services
		Selection of other advisers (including <i>private fund</i> managers)
		Publication of periodicals or newsletters
		Security ratings or pricing services
		Market timing services
	` ,	Educational seminars/workshops
	⊻ (12)	Other(specify): PORTFOLIO MANAGEMENT FOR FOREIGN AND PROPRIETARY FUNDS AND ACCOUNTS
	_	
		check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an
	investm	pent company registered under the Investment Company Act of 1940, including as a subadviser. If you

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	check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to you provide advice in Section $5.G.(3)$ of Schedule D.	which
Н.	If you provide financial planning services, to how many <i>clients</i> did you provide these services during your la year?	st fiscal
	C 0	
	C 1 - 10	
	O 11 - 25	
	C 26 - 50	
	C 51 - 100	
	C 101 - 250	
	C 251 - 500	
	C More than 500	
	If more than 500, how many?	
	(round to the nearest 500)	
	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, up you have a separate advisory relationship with those investors.	nless
I.	If you participate in a wrap fee program, do you (check all that apply):	
	☐ (1) sponsor the wrap fee program? ☐ (2) act as a portfolio manager for the wrap fee program?	
	(2) act as a portion manager for the wrap ree program:	
	If you are a portfolio manager for a <i>wrap fee program</i> , list the names of the programs and their <i>sponsors</i> in $5.1.(2)$ of Schedule D.	Section
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2)	
	advise a mutual fund that is offered through a wrap fee program, do not theth either item 5.1.(1) or 5.1.(2)	Yes No
J.	In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	0 0
T+-	or C Other Business Astivities	
	m 6 Other Business Activities	
In	this Item, we request information about your firm's other business activities.	
Α.	You are actively engaged in business as a (check all that apply):	
	☐ (1) broker-dealer (registered or unregistered) ☐ (2) registered representative of a broker-dealer	
	 □ (2) registered representative of a broker-dealer □ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) 	ation)
	(4) futures commission merchant	,
	(5) real estate broker, dealer, or agent	
	☐ (6) insurance broker or agent ☐ (7) bank (including a separately identifiable department or division of a bank)	
	\square (7) bank (including a separately identifiable department or division of a bank) \square (8) trust company	
	(9) registered municipal advisor	
	[(10) registered security-based swap dealer	
	(11) major security-based swap participant	
	$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ $	
	(14) other financial product salesperson (specify):	
	If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B complete Section 6.A. of Schedule D.	
D	(1) Are you actively engaged in any other hydiness not listed in Item C.A. (ather than giving investment	Yes No
В.	(1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	o 🧧
	(2) If yes, is this other business your primary business?	
	(, , , , , , , , , , , , , , , , , , ,	\circ

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If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory clients?

•

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- ✓ (3) registered municipal advisor✓ (4) registered security-based sw
- (4) registered security-based swap dealer
 - (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- ✓ (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206 (4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

B. Are you an adviser to any private fund?

Yes No



If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

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Ite	m 8 Participation or Interest in <i>Client</i> Transactions		
	this Item, we request information about your participation and interest in your <i>clients</i> ' transactions. This ir entifies additional areas in which conflicts of interest may occur between you and your <i>clients</i> .	ıforma	tion
	e Item 7, Item 8 requires you to provide information about you and your <i>related persons</i> , including foreigr iliates.	1	
Pr	oprietary Interest in <i>Client</i> Transactions		
Α.	Do you or any related person:	Yes	s No
	(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principarts transactions)?	al c	•
	(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?	0	0
	(3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?)	0
1	es Interest in <i>Client</i> Transactions		
B.	Do you or any related person:		s No
	(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	O	0
	(2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative?	0	0
	(3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	0
In	vestment or Brokerage Discretion		
	Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:	Yes	s No
	(1) securities to be bought or sold for a <i>client's</i> account?	Ō	0
	(2) amount of securities to be bought or sold for a <i>client's</i> account?	0	_
	(3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	ø	
	(4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	0	~
D.	If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	Ō	0
E.	Do you or any related person recommend brokers or dealers to clients?	0	0
F.	If you answer "yes" to E above, are any of the brokers or dealers related persons?	0	0
G.	(1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions	n 🧑 s?	0
	(2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	0	0
Н.	Do you or any related person, directly or indirectly, compensate any person for client referrals?	O	0
I.	Do you or any <i>related person</i> , directly or indirectly, receive compensation from any <i>person</i> for <i>client</i> referrals?	0	0
	In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a <i>related p</i> gave to (in answering Item 8.H) or received from (in answering Item 8.I) any <i>person</i> in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.		

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

IAPD - View All Page 11 of 143 A. (1) Do you have *custody* of any advisory *clients*': Yes No (a) cash or bank accounts? (b) securities? 0 If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of *client* assets in connection with advisory services you provide to *clients*, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody: Total Number of Clients U.S. Dollar Amount (a) \$ (b) If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2). B. (1) In connection with advisory services you provide to clients, do any of your related persons have Yes No custody of any of your advisory clients': (a) cash or bank accounts? (b) securities? You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b). (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of *clients* for which your *related persons* have *custody*: U.S. Dollar Amount Total Number of Clients (a) \$ 555,457,447 (b) 2 C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply: (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled V investment vehicle(s) you manage. (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage V and the audited financial statements are distributed to the investors in the pools. (3) An independent public accountant conducts an annual surprise examination of client funds and securities. (4) An independent public accountant prepares an internal control report with respect to custodial services \Box when you or your related persons are qualified custodians for client funds and securities. If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D). D. Do you or your related person(s) act as qualified custodians for your clients in connection with advisory Yes No services you provide to clients? (1) you act as a qualified custodian 0

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of

0

(2) your related person(s) act as qualified custodian(s)

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whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final *order*, judgment, or decree was entered, or the date any rights of appeal from preliminary *orders*, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Do an	v of the	events	below	involve	vou or	any of	้งดูแท	supervised persons	ς?

Yes	s No
0	0

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any advisory affiliate:

Yes No

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*?

0	•

(2) been charged with any felony?

_	
О.	
	_

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	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you limit your response to Item 11.A.(2) to <i>charges</i> that are currently pending.	ı ma	У
В.	In the past ten years, have you or any <i>advisory affiliate</i> : (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	0
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	\circ	٥
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you limit your response to Item 11.B.(2) to <i>charges</i> that are currently pending.	ı ma	У
	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	\circ
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	0
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	О	•
	(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	•	0
	(5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	0	0
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	0
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	0	О
	(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	О	O
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	О	•
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	O	•
	(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	О	Ō
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended?	0	Ô
G.	Are you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	O	0
<u>Vie</u>	w Disclosure Reporting Page		
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
	(1) Has any domestic or foreign court:	Yes	No
I	• • • • • • • • • • • • • • • • • • • •		

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(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment- related activity?	0	0
(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	О
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	О	•
(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	О	•
View Disclosure Reporting Page		

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F. (2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	\circ	0
If "	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	О	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	О
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	О	0

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Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

o 🧧

If no, complete the ADV Part 2 filing below.

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Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click here to download.

Brochure Name	Date Submitted	Date Last Confirmed
FMRC FORM ADV PART 2A	03/25/2014	

Schedule A

Direct Owners and Executive Officers

- 1.Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a)each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b)if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
 - Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d)in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e)if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes ONo
- 4.In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5.Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6.Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75% A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7.(a)In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b)In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
FIDELITY MANAGEMENT & RESEARCH COMPANY	DE	SHAREHOLDER	06/1999	E	Υ	N	108281
LYNCH, PETER, SIMON	I	VICE CHAIRMAN, DIRECTOR	06/1999	NA	N	N	1964598
REMONDI, JOHN, J (MI ONLY)	I	DIRECTOR	06/2007	NA	N	N	4348172
GOEBEL, SCOTT, C (MI ONLY)	I	SENIOR VICE PRESIDENT, SECRETARY, GENERAL COUNSEL	06/2008	NA	N	N	4491841
HANLON, JOSEPH, A (MI ONLY)	I	COMPLIANCE OFFICER	03/2009	NA	N	N	4863662
HOGAN, BRIAN, B (MI	I	PRESIDENT	04/2009	NA	Y	N	5663718

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ONLY)							
PEROLD, JACQUES, PIERRE		PRESIDENT, FIDELITY MANAGEMENT & RESEARCH COMPANY	11/2009	NA	Υ	N	4407744
O'HANLEY, RONALD, PHILIP		DIRECTOR, PRESIDENT OF ASSET MANAGEMENT AND CORPORATE SERVICES	07/2010	NA	Υ	N	4331592
JOHNSON, ABIGAIL, P		CHAIRMAN OF THE BOARD, DIRECTOR	02/2011	NA	Y	N	4340399
DAILEY, WILLIAM, E		CHIEF FINANCIAL OFFICER OF ASSET MANAGEMENT, TREASURER	07/2011	NA	Υ	N	5226182
WONDRACK, LINDA, JEAN	I =	CHIEF COMPLIANCE OFFICER	04/2012	NA	Y	N	1589187

Schedule B

Indirect Owners

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	Entity in Which Interest is Owned		Date Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
FMR LLC	FIDELITY MANAGEMENT & RESEARCH	SHAREHOLDER	06/1999	E	Y	N	04-2507163

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	COMPANY			
	CO1117(1V1			İ

Schedule D

List your other busing Section 1.B. for each		ions in which you use them. Y	ou must complete a separate Schedule D
Name: FMR CO., IN	C. D/B/A FIDELITY MANAGEN	MENT & RESEARCH COMPANY	
Jurisdictions			
□ AL	□ID	□мо	□ PA
□ ak	□ IL	□ MT	□ PR
□ AZ	□ IN	□ NE	□ RI
□ AR	□ IA	□NV	□sc
□ CA	□ KS	□NH	□SD
□ со	□ KY	□ NJ	□ TN
□ст	□ LA	□ NM	□ тx
□ DE	☐ ME	□ NY	□ ∪т
□ DC	☐ MD	□ NC	□ VT
☑ FL	□ MA	□ ND	□VI
□ GA	□ MI	□он	□ VA
□ GU	☐ MN	□ок	□ WA
□ні	☐ MS	□ OR	□ w∨
			□ WI
			☐ Other:
		1	1 5

SECTION 1.F. Other Offices

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees). Number and Street 1: Number and Street 2: 701 BRICKELL AVENUE SUITE 2400 City: State: ZIP+4/Postal Code: Country: **MIAMI** 33131 Florida **UNITED STATES** If this address is a private residence, check this box: \Box Telephone Number: Facsimile Number: 617-563-7000

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: Number and Street 2:

875 N MICHIGAN AVENUE, SUITE 3100

ZIP+4/Postal Code: City: State: Country:

CHICAGO 60611

Illinois **UNITED STATES** IAPD - View All Page 18 of 143

If this address is a private resider	nce, check this box: \square		
Telephone Number:	Facsimile Num	nber:	
617-563-7000			
conduct investment advisory busi	iness. You must complet if you are registered on	e a separate Schedule D ly with the SEC, or if you	and place of business, at which you Section 1.F. for each location. If you are an exempt reporting adviser,
Number and Street 1: 1225 17TH STREET, SUITE 1100		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
DENVER	Colorado	UNITED STATES	80202
If this address is a private reside	nce, check this box: \Box		
Telephone Number: 617-563-7000	Facsimile Numb	er:	
List your website addresses. You Website Address: HTTPS://WW	must complete a separa	te Schedule D Section 1.I	f. for each website address.
List your website addresses. You	must complete a separa		i. for each website address.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW	must complete a separa		i. for each website address.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C	OM hich you keep your books	s and records, other than your
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW GECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books	s and records, other than your
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at waters. You must complete	OM hich you keep your books a separate Schedule D S	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w less. You must complete records are kept:	OM hich you keep your books a separate Schedule D So	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW GECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at w vess. You must complete records are kept: State: North Carolina	OM hich you keep your books a separate Schedule D So Number and Street 2 Country:	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM If this address is a private resident Telephone Number:	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C as and Records on for each location at w vess. You must complete records are kept: State: North Carolina	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW Website Address: HTTPS://WW SECTION 1.L. Location of Book Complete the following information principal office and place of busin Name of entity where books and FIDELITY INVESTMENTS Number and Street 1: 7133 LOUIS STEPHENS DRIVE City: DURHAM If this address is a private resident Telephone Number: 617-563-7000	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w less. You must complete records are kept: State: North Carolina nce, check this box:	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.
List your website addresses. You Website Address: HTTPS://WW	must complete a separa W.FIDELITY.COM W.ADVISOR.FIDELITY.C s and Records on for each location at w ress. You must complete records are kept: State: North Carolina nce, check this box: Facsimile number: affiliates.	om hich you keep your books a separate Schedule D So Number and Street 2 Country: UNITED STATES	s and records, other than your ection 1.L. for each location.

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C other.							
Briefly describe the books and rec BOOKS AND RECORDS OF INVEST REGISTRANT'S AFFILIATES AND C	TMENT COMPANIES AND	OTHER CLIENTS ADVISED					
Name of entity where books and r FIDELITY INVESTMENTS	records are kept:						
Number and Street 1: 15 CONGRESS ST.		Number and Street 2:					
City:	State:	Country:	ZIP+4/Postal Code:				
BOSTON	Massachusetts	UNITED STATES	02109				
If this address is a private residence, check this box: \Box							
Telephone Number: 617-563-7000	Facsimile number:						
one of your branch offices or a condition of a third-party unaffiliated record other. Briefly describe the books and records of Investment of the second of	dkeeper. ords kept at this locatio	OTHER CLIENTS ADVISED					
Name of entity where books and records are kept: FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED							
Number and Street 1:		Number and Street 2:					
21/F TWO PACIFIC PLACE City:	State:	88 QUEENSWAY Country: ZIP	+4/Postal Code:				
HONG KONG	State.	·					
		CHINA					
If this address is a private residen	ice, check this box: \Box						
Talanhana Ni		Facsimile number: 852-2509-3433					
	032 2309 .						
852 ⁻ 2629-2800	032 2303 .						
852 ⁻ 2629-2800 This is (check one):							
Telephone Number: 852-2629-2800 This is (check one): One of your branch offices or a one of your branch offices or a one other.	ffiliates.						

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Name of entity where books and records FIDELITY INVESTMENTS	are kept:							
Number and Street 1: 1000 DE LA GAUCHETIERE WEST		Number and Street 2:						
City:	State:	Country:	ZIP+4/Postal Code:					
MONTREAL		QUEBEC, CANAD	H3B 4W5 A					
If this address is a private residence, check this box: $\ \square$								
Telephone Number: 800-817-5448	Facsimile nu	Facsimile number:						
This is (check one):								
one of your branch offices or affiliates	s.							
C a third-party unaffiliated recordkeepe	r.							
C other.								
Briefly describe the books and records kept at this location: BOOKS AND RECORDS OF INVESTMENT COMPANIES AND OTHER CLIENTS ADVISED BY REGISTRANT AND REGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.								
Name of entity where books and records FIDELITY INVESTMENTS	are kept:							
Number and Street 1: EMBASSY GOLF LINKS BUSINESS PARK		Number and Street 2: OFF INTERMEDIATE RING ROAD						
City: BANGALORE	State	Country:	ZIP+4/Postal Code: 560071					
DANIO NEGICE		INDIA	3000/1					
If this address is a private residence, check this box: \Box								
Telephone Number: 0 -6000	Facsir	Facsimile number:						
This is (check one):								
one of your branch offices or affiliates	S.							
C a third-party unaffiliated recordkeepe	r.							
O other.								
Briefly describe the books and records kept at this location: BOOKS AND RECORDS RELATING TO CERTAIN INVESTMENT ADVISORY SERVICES PROVIDED TO REGISTRANT FOR U.S. CLIENTS, RECORDS RELATING TO CODE OF ETHICS COMPLIANCE BY INDIVIDUALS INVOLVED IN PROVIDING SUCH SERVICES, AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.								
Name of entity where books and records are kept: FIDELITY INVESTMENTS								
Number and Street 1: 82 DEVONSHIRE ST.		Number and St	reet 2:					
City: State BOSTON	:	Country:	ZIP+4/Postal Code: 02109					

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N	Massachusetts U	NITED STATES					
If this address is a private residence, check this box: \Box							
Telephone Number: F	acsimile number:						
This is (check one): one of your branch offices or affi a third-party unaffiliated records other. Briefly describe the books and record LEGAL DOCUMENTS	eeper.						
Name of entity where books and rec FIDELITY INVESTMENTS	ords are kept:						
Number and Street 1: 77 CONSTITUTION BLVD.		Number and Street 2:					
City: FRANKLIN	State:	Country:	ZIP+4/Postal Code: 02038				
	Massachusetts	UNITED STATES					
If this address is a private residence, check this box: $\ \square$							
Telephone Number: 800-347-2808	Facsimile number:						
This is (check one): one of your branch offices or affiliates. one of your branch offices or affiliates. other. Briefly describe the books and records kept at this location: BOOKS AND RECORDS OF INVESTMENT COMPANIES AND OTHER CLIENTS ADVISED BY REGISTRANT AND REGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.							
Name of entity where books and records are kept: FIDELITY INVESTMENTS							
Number and Street 1: TWO CONTRA WAY		Number and Street 2:					
City: MERRIMACK	State:	Country:	ZIP+4/Postal Code: 03054				
	New Hampshire	UNITED STATES					
If this address is a private residence	, check this box: $\ \square$						
Telephone Number: 617-563-7000	Facsimile number:						
This is (check one):							

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one of your branch offices or affiliat a third-party unaffiliated recordkeep other.				
Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN' REGISTRANT'S AFFILIATES AND OTHER	T COMPANIES A	AND OTHE		
Name of entity where books and record FIDELITY INVESTMENTS	ds are kept:			
Number and Street 1: 100 SALEM ST.		Nu	mber and Street 2:	
City:	State:	Cor	untry:	ZIP+4/Postal Code:
SMITHFIELD	Rhode Island	UN	ITED STATES	02917
If this address is a private residence, c	heck this box:			
Telephone Number: 617-563-7000	Facsimile numb	ber:		
This is (check one):				
one of your branch offices or affiliat				
a third-party unaffiliated recordkeep other.	er.			
Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN' REGISTRANT'S AFFILIATES AND OTHER	T COMPANIES A	AND OTHE		
Name of entity where books and record FIL INVESTMENTS INTERNATIONAL	ds are kept:			
Number and Street 1:			and Street 2:	
MILLFIELD LANE, BEECHGATE	6		KINGSWOOD	770 4 (0 1 1 0 1
City: TADWORTH	State:	Country	':	ZIP+4/Postal Code: KT20 6RB
		UNITED	KINGDOM	
If this address is a private residence, cl	heck this box:			
Telephone Number: 44-01732-361144	Facsimile nu	umber:		
This is (check one):				
O one of your branch offices or affiliat	es.			
a third-party unaffiliated recordkeep	per.			
other.				
Briefly describe the books and records BOOKS AND RECORDS OF INVESTMEN' REGISTRANT'S AFFILIATES AND OTHER	T COMPANIES A	AND OTHE		

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Name of entity where books and records FIL INVESTMENTS INTERNATIONAL	are kept:		
Number and Street 1: MILLFIELD LANE, WINDMILL COURT City: TADWORTH	State:	Number and Street 2: LOWER KINGSWOOD Country:	ZIP+4/Postal Code: KT20 6RB
If this address is a private residence, che	eck this box: 「	UNITED KINGDOM	
Telephone Number: 44-01732-361144	Facsimile		
This is (check one): One of your branch offices or affiliates a third-party unaffiliated recordkeepe other.	er.		
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records ANACOMP	are kept:		
Number and Street 1: 3675 CONCORDE PARKWAY		Number and Street 2: SUITE 1500	
City: CHANTILLY	State: Virginia	Country: UNITED STATES	ZIP+4/Postal Code: 20151
If this address is a private residence, che	eck this box: [
Telephone Number: 703-234-3900	Facsimile num	ber:	
This is (check one): One of your branch offices or affiliates a third-party unaffiliated recordkeepe other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: 17-19/F NEXXUS BUILDING		Number and Street 2: 41 CONNAUGHT ROAD, CE	ENTRAL

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City: HONG KONG	State:	Coun		ZIP+4/Po	ostal Code:
If this address is a private residence, ch	eck this box:				
Telephone Number: 852-3965-3358	Facsimile	number:			
This is (check one): one of your branch offices or affiliate a third-party unaffiliated recordkeepe other. Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	er. Tept at this local COMPANIES A	AND OTH			
Name of entity where books and records FIDELITY INVESTMENTS	are kept:				
Number and Street 1: ONE SPARTAN WAY			Number and S	treet 2:	
	ate:		Country:		ZIP+4/Postal Code:
MERRIMACK Ne	ew Hampshire		UNITED STATE	S	03054
If this address is a private residence, ch	eck this box:				
Telephone Number: Fa 617-563-7000	acsimile numbe	er:			
This is (check one):					
one of your branch offices or affiliate					
a third-party unaffiliated recordkeepe	er.				
O other. Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES A	AND OTH			
Name of entity where books and records FIL INVESTMENTS INTERNATIONAL	are kept:				
Number and Street 1: 25 CANNON STREET	•	Number	and Street 2:		
City: LONDON	State:	Country:			P+4/Postal Code: C4M 5TA
20112 011		UNITED I	KINGDOM		
If this address is a private residence, ch	eck this box:				
Telephone Number:	Facsimile nur	mber:			

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44-0207-961-4500	44 (0)1732 83	38886	
This is (check one): One of your branch offices or affiliates a third-party unaffiliated recordkeepe other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: 900 SALEM ST.		Number and Street 2:	
City: S SMITHFIELD	tate: hode Island	Country: UNITED STATES	ZIP+4/Postal Code: 02917
If this address is a private residence, che	eck this box: 「		
Telephone Number: F	acsimile numbe	er:	
This is (check one): one of your branch offices or affiliate a third-party unaffiliated recordkeepe other. Briefly describe the books and records keepen books and records	r. ept at this locat COMPANIES AN	ND OTHER CLIENTS ADVISE	
Name of entity where books and records FMR CO., INC.	are kept:		
Number and Street 1: 701 BRICKELL AVE. City: MIAMI	State: Florida	Number and Street 2: SUITE 2400 Country: UNITED STATES	ZIP+4/Postal Code: 33131
If this address is a private residence, che	eck this box: 【		
Telephone Number: 617-563-7000	Facsimile nun	nber:	
This is (check one): one of your branch offices or affiliate a third-party unaffiliated recordkeepe other.			

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Briefly describe the books and record BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	
REGISTION STATEMENT OF	TIER BOOKS AND	NECONDO FIXE DE REFE	AT THIS EGGATION.
Name of entity where books and red IRON MOUNTAIN	cords are kept:		
Number and Street 1: 13425 BRANCHVIEW LANE		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
FARMERS BRANCH	Texas	UNITED STATES	75234
If this address is a private residence	e, check this box:		
Telephone Number: 800-934-3453	Facsimile n	umber:	
This is (check one):			
one of your branch offices or affi	iliates.		
a third-party unaffiliated recordl	keeper.		
C other.			
Briefly describe the books and recor BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	
Name of entity where books and rec FIDELITY INVESTMENTS	cords are kept:		
Number and Street 1:		Number and Street 2:	
6001 WEST CAMPUS CIRCLE City:	State:	LAS COLINAS Country:	ZIP+4/Postal Code:
IRVING	Texas	UNITED STATES	75063
If this address is a private residence	e, check this box:		
Telephone Number: 617-563-7000	Facsimile r	number:	
This is (check one):			
one of your branch offices or aff			
a third-party unaffiliated records	eeper.		
C other.			
Briefly describe the books and record BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES	AND OTHER CLIENTS AD	

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FIDELITY INVESTMENTS			
Number and Street 1: UNI TECHWORLD TOWER D, CYBERP, City: GURGAON	ARK State:	Number and Stre SECTOR 39 Country: INDIA	zIP+4/Postal Code: 122001
If this address is a private residence,	check this box:		
Telephone Number: 91-12-4283-3000	Facsimi	le number:	
This is (check one): one of your branch offices or affill a third-party unaffiliated recordke other. Briefly describe the books and record BOOKS AND RECORDS PERTAINING U.S. CLIENTS, RECORDS RELATING TO SUCH SERVICES, AND OTHER BOOKS	eper. s kept at this location: TO CERTAIN INVESTME TO CODE OF ETHICS CO	MPLIANCE BY INDIVIDUA	ALS INVOLVED IN PROVIDING
Name of entity where books and reco	ords are kept:		
Number and Street 1: WORLD TRADE CENTER City: BOSTON	State: Massachusetts	Number and Street 2: 200 SEAPORT BLVD. Country: UNITED STATES	ZIP+4/Postal Code: 02210
If this address is a private residence,	check this box:		
Telephone Number: 617-563-7000	Facsimile number:		
This is (check one): one of your branch offices or affill a third-party unaffiliated recordke other. Briefly describe the books and record BOOKS AND RECORDS OF INVESTME REGISTRANT'S AFFILIATES AND OTH	eper. s kept at this location: NT COMPANIES AND O		
Name of entity where books and reco	ords are kept:		
Number and Street 1: 300 NEW MILLENNIUM WAY City: DURHAM	State:	Number and Street 2: Country:	ZIP+4/Postal Code:
201411111	North Carolina	UNITED STATES	2,705

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If this address is a private residence, che	ck this box:		
Telephone Number: Fa	csimile numb	er:	
This is (check one): one of your branch offices or affiliates a third-party unaffiliated recordkeepe other. Briefly describe the books and records keepen of the books and the books are the books and the books are the books and the books are the bo	r. ept at this loc COMPANIES A	AND OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: QUEEN MAEVE BUILDING City: GALWAY	State:	Number and Street 2: PARKMORE EAST BUSIN Country: ZIF IRELAND	ESS PARK P+4/Postal Code:
If this address is a private residence, che	ck this box:		
Telephone Number: 353 91 74 7400	Facsimile r	number:	
This is (check one): one of your branch offices or affiliates a third-party unaffiliated recordkeepe other. Briefly describe the books and records keepen of the books and the books are the book	r. ept at this loc COMPANIES /	AND OTHER CLIENTS ADVIS	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: TWO DESTINY WAY		Number and Street 2:	
City: WESTLAKE	State: Texas	Country: UNITED STATES	ZIP+4/Postal Code: 76262
If this address is a private residence, che	ck this box:		
Telephone Number: 617-563-7000	Facsimile nu	umber:	
This is (check one):			

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one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.					
Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT C REGISTRANT'S AFFILIATES AND OTHER BO	OMPANIES .	AND OT			
Name of entity where books and records a FIDELITY INVESTMENTS	are kept:				
Number and Street 1: 65 ST. PAUL'S CHURCHYARD		Numb	er and Street 2:		
	State:	Count	ry:	ZIP+4/Postal Code:	
LONDON		UNITE	D KINGDOM	EC4M 8AB	
If this address is a private residence, chec	k this box:				
Telephone Number: 4402071843500	Facsimile nu	umber:			
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT CREGISTRANT'S AFFILIATES AND OTHER BOOKS AND OTHER	ot at this loc	AND OT			
Name of entity where books and records a FIDELITY INVESTMENTS	are kept:				
Number and Street 1:			Number and Street 2:		
10 PATERNOSTER SQUARE, 4TH FLOOR					
City: LONDON	State:	:	Country:	ZIP+4/Postal Code: EC4M 7LS	
ECHOCK			UNITED KINGDOM	2011723	
If this address is a private residence, chec	k this box:				
Telephone Number: 4402071843500	Facsim	nile nun	nber:		
This is (check one):					
one of your branch offices or affiliates.					
C a third-party unaffiliated recordkeeper.					
C other.					
Briefly describe the books and records kep BOOKS AND RECORDS OF INVESTMENT C REGISTRANT'S AFFILIATES AND OTHER BO	OMPANIES .	AND OT			

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Name of entity where books and records FMR CO., INC.	are kept:		
Number and Street 1: 17TH ST PLAZA		Number and Street 2: 1225 17TH ST STE 1530	1
City:	State:	Country:	ZIP+4/Postal Code:
DENVER	Colorado	UNITED STATES	80202
If this address is a private residence, che	eck this box: 🛚		
Telephone Number: 617-563-7000	Facsimile numbe	er:	
This is (check one): one of your branch offices or affiliate	S.		
a third-party unaffiliated recordkeepe	:r.		
O other.			
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AND	OTHER CLIENTS ADVISI	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: KAMIYACHU PRIME PLACE AT 1-17		Number and Street 2: TORANOMON-4-CHRON	MF. MINATO-KU
City:	State:	Country: ZIF	P+4/Postal Code: 7-6012
Tokto		JAPAN	7 0012
If this address is a private residence, che	eck this box: \Box		
Telephone Number: 81(0)346505800	Facsimile nu	umber:	
This is (check one):			
one of your branch offices or affiliate			
a third-party unaffiliated recordkeepe other.	r.		
Briefly describe the books and records ke BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	COMPANIES AND	OTHER CLIENTS ADVISI	
Name of entity where books and records FIDELITY INVESTMENTS	are kept:		
Number and Street 1: BELL TRINITY SQUARE NORTH/SOUTH T	OWER	Number and Street, 483 BAY STREET,	

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City: TORONTO	State:		Country:	ANADA	ZIP+4/Postal Code: M5G 2N7
If this address is a private residence, check	this box:				
Telephone Number: 800-817-5448	Facsim	nile numt	er:		
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kept BOOKS AND RECORDS OF INVESTMENT CO REGISTRANT'S AFFILIATES AND OTHER BOOKS	MPANIES AN	ND OTHER			
Name of entity where books and records are FIDELITY INVESTMENTS	e kept:				
BANGALORE	State:	MANYAT Country INDIA		:: BUSINESS PA ZIP+4/Postal 560045	
If this address is a private residence, check					
Telephone Number: 6 -5000	Facsimile nur	mber:			
This is (check one): one of your branch offices or affiliates. one at third-party unaffiliated recordkeeper. other. Briefly describe the books and records kept BOOKS AND RECORDS PERTAINING TO CERUS. CLIENTS, RECORDS RELATING TO CORD.	RTAIN INVES DE OF ETHIC	STMENT A	IANCE BY IN	DIVIDUALS IN	/IDED TO REGISTRANT FOR NVOLVED IN PROVIDING
SUCH SERVICES, AND OTHER BOOKS AND	RECORDS MA	AY BE KE	PT AT THIS	LOCATION.	
Name of entity where books and records are FIDELITY INVESTMENTS	e kept:				
Number and Street 1: GKS TECHNOLOGIES PARK City: CHENNAI	State:			: N, MANAPAKK ZIP+4/Postal 600089	
If this address is a private residence, check	this box:				

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Telephone Number: 91-44-6618-7500	Facsimile numb	ber:	
This is (check one):			
one of your branch offices or affiliate	es.		
C a third-party unaffiliated recordkeep			
C other.			
Briefly describe the books and records k BOOKS AND RECORDS PERTAINING TO U.S. CLIENTS, RECORDS RELATING TO SUCH SERVICES, AND OTHER BOOKS A	CERTAIN INVESTI CODE OF ETHICS	MENT ADVISORY SERVICES COMPLIANCE BY INDIVIDU	IALS INVOLVED IN PROVIDING
Name of entity where books and record FIDELITY INVESTMENTS	s are kept:		
Number and Street 1: 350 CALIFORNIA STREET		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
SAN FRANCISCO	California	UNITED STATES	94104
If this address is a private residence, ch	neck this box:		
Telephone Number: 617-563-7000	Facsimile number	r:	
This is (check one):			
one of your branch offices or affiliate	es.		
C a third-party unaffiliated recordkeep	er.		
C other.			
Briefly describe the books and records k BOOKS AND RECORDS OF INVESTMENT REGISTRANT'S AFFILIATES AND OTHER	Γ COMPANIES AND	OTHER CLIENTS ADVISED	
Name of entity where books and record FIDELITY INVESTMENTS	s are kept:		
Number and Street 1: 100 CROSBY PARKWAY		Number and Street 2:	
City: COVINGTON	State:	Country:	ZIP+4/Postal Code: 41015
COVINGTON	Kentucky	UNITED STATES	41013
If this address is a private residence, ch	neck this box:		
Telephone Number: 617-563-7000	Facsimile number	r:	
This is (check one):			
one of your branch offices or affiliate	es.		
C a third-party unaffiliated recordkeep	er.		

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O other.			
Briefly describe the books and record BOOKS AND RECORDS OF INVESTM REGISTRANT'S AFFILIATES AND OT	IENT COMPANIES AND	OTHER CLIENTS ADVISE	
Name of entity where books and rec FIDELITY INVESTMENTS	cords are kept:		
Number and Street 1: 11000 WESTON PARKWAY		Number and Street 2	:
City:	State:	Country:	ZIP+4/Postal Code:
CARY	North Carolina	UNITED STATES	27513
If this address is a private residence	e, check this box: \Box		
Telephone Number: 617-563-7000	Facsimile number:		
This is (check one): one of your branch offices or aff	filiatos		
© a third-party unaffiliated records			
O other.	серет.		
REGISTRANT'S AFFILIATES AND OT Name of entity where books and receptors in the second statements in the second statement in t		ORDS MAY BE KEPT AT T	HIS LOCATION.
Number and Street 1: 1 WATERSIDE, KINGSWOOD AVE		Number and Street CITYWEST BUSINES	
City: DUBLIN	State:	•	ZIP+4/Postal Code:
DOBLIN		IRELAND	24
If this address is a private residence	e, check this box:		
Telephone Number: 353 1 614 5400	Facsimile	number:	
This is (check one):			
one of your branch offices or aff			

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Name of entity where books and records are keepen CO., INC.	ept:						
Number and Street 1: 875 N MICHIGAN AVENUE, SUITE 3100		Number and Street 2:					
City: CHICAGO	State:	Country:	ZIP+4/Postal Code: 60611				
CHICAGO	Illinois	UNITED STATES	00011				
If this address is a private residence, check this	s box:						
Felephone Number: Facsimile number: 517-563-7000							
This is (check one):							
one of your branch offices or affiliates.							
C a third-party unaffiliated recordkeeper.							
C other.							
Briefly describe the books and records kept at this location: BOOKS AND RECORDS OF INVESTMENT COMPANIES AND OTHER CLIENTS ADVISED BY REGISTRANT AND REGISTRANT'S AFFILIATES AND OTHER BOOKS AND RECORDS MAY BE KEPT AT THIS LOCATION.							

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

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If you are applying for registration as an investment adviser with the SEC, you must make both of these
representations:
☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the <i>state securities authorities</i> in those states.
☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities
of those states.
If you are submitting your <i>annual updating amendment</i> , you must make this representation:
\square Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and
have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.
SECTION 2.A.(12) SEC Exemptive <i>Order</i>
If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following
information:
Application Number:
803-
Date of <i>order</i> :
bute of order.
SECTION 4 Successions No Information Filed
No Information Filed
SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies
If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.
SEC File Number
811-00215
SEC File Number
811-00649
SEC File Number
811-00790
SEC File Number 811-01193
SEC File Number
811-01352
SEC File Number

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SEC File Number	
811-01796	
SEC File Number	
811-02105	
SEC File Number	
811-02546	
SEC File Number	
811-02676	
SEC File Number	
811-02737	
SEC File Number	
811-02841	
SEC File Number	
811-03010	
SEC File Number	
811-03114	
SEC File Number	
811-03221	
SEC File Number	
811-03329	
SEC File Number	
811-03466	
SEC File Number	
811-03583	
SEC File Number	
811-03587	
SEC File Number	
811-03759	

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SEC File Number 811-03785
SEC File Number 811-03855
SEC File Number 811-04008
SEC File Number 811-04085
SEC File Number 811-04118
SEC File Number 811-04707
SEC File Number 811-05251
SEC File Number 811-05361
SEC File Number 811-05511
SEC File Number 811-05629
SEC File Number 811-07205
SEC File Number 811-21667
SEC File Number 811-21991

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

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No Information Filed

	CTION 6.B.(2) Description of Primary Business scribe your primary business (not your investment advisory business):
De	scribe your primary business (not your investment advisory business).
If y	ou engage in that business under a different name, provide that name:
SEG	CTION 6.B.(3) Description of Other Products and Services
	scribe other products or services you sell to your <i>client</i> , You may omit products and services that you listed in
Se	ction 6.B.(2) above.
If y	you engage in that business under a different name, provide that name.
SE	CTION 7.A. Financial Industry Affiliations
Со	mplete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.
1.	Legal Name of <i>Related Person</i> :
	FIDELITY INVESTMENTS MONEY MANAGEMENT, INC.
2.	Primary Business Name of <i>Related Person</i> :
	FIDELITY INVESTMENTS MONEY MANAGEMENT, INC.
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
	801 - 34590
	or Other
4.	Related Person's CRD Number (if any):
	108252
5.	Related Person is: (check all that apply)
	(a) Droker-dealer, municipal securities dealer, or government securities broker or dealer
	(b) ✓ other investment adviser (including financial planners)(c) ☐ registered municipal advisor
	(d) registered security-based swap dealer
	(e) ☐ major security-based swap participant
	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
	(g) _ futures commission merchant
	(h) banking or thrift institution
	(i) ☐ trust company(j) ☐ accountant or accounting firm
	(k) accountant or accounting mini
	(I) insurance company or agency
	(m) □ pension consultant
	(n) \square real estate broker or dealer
	(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
	(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No
6.	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?
7.	Are you and the <i>related person</i> under common <i>control</i> ?

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No ©
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	Ô
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	h
		No Information Filed		
11	Do v	you and the related person share any supervised persons?	6	0
	υ,	you and the related person share any supervised persons.	•	О
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
	FIDE	al Name of Related Person: ELITY BROKERAGE SERVICES LLC hary Business Name of Related Person: ELITY BROKERAGE SERVICES LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	8 - 2	23292		
	or Oth	er		
4.	<i>Rela</i>	ated Person's CRD Number (if any):		
5.		eted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	, , ,		
	(c)	·		
	(d)			
	(e)			
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
	(g)			
	(h)	_		
	(i)			
	(j) (k)	_		
	(K) (I)	☐ lawyer or law firm ☐ insurance company or agency		
	(n)			
	`,			

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	(n) (o) (p)		real estate broker or dealer sponsor or syndicator of limited partnership sponsor, general partner, managing membe		-		S	
	(٢)	_	sponsor, general partner, managing member	er (or equival)	5110) 0	r pooled investment vernetes	Yes	s No
6.	Doy	you c	control or are you controlled by the related p	erson?			О	•
7.	Are	you	and the related person under common contro	ol?			0	o
8.	(a)		es the <i>related person</i> act as a qualified custor vices you provide to <i>clients</i> ?	dian for your	clients	s in connection with advisory	0	•
	(b)	If yabo rule	ou are registering or registered with the SEC ve, have you overcome the presumption that 206(4)-(2)(d)(5)) from the <i>related person</i> a mination for your <i>clients</i> ' funds or securities	t you are not and thus are r	opera	itionally independent (pursuant to quired to obtain a surprise	0	0
	(c)		ou have answered "yes" to question 8.(a) ab consible for <i>custody</i> of your <i>clients'</i> assets:	oove, provide	the lo	cation of the <i>related person's</i> office		
		City	nber and Street 1: /: State: his address is a private residence, check this	Number and Country: box:	Stree	et 2: ZIP+4/Postal Code:		
							Yes	No
9.	(a)	If th	ne <i>related person</i> is an investment adviser, is	s it exempt fr	om re	gistration?	О	\circ
	(b)	If th	ne answer is yes, under what exemption?					
10.	(a)	Is t	he <i>related person</i> registered with a <i>foreign fi</i>	inancial regula	atory a	authority ?	0	O
	(b)		ne answer is yes, list the name and country, ch the <i>related person</i> is registered.	in English, of	each	foreign financial regulatory authorit	y wit	th
		VVIII		Information	Filed			
11.	Doy	you a	and the related person share any supervised	persons?			•	0
12.	Doy	you a	and the <i>related person</i> share the same physic	cal location?			0	0
1.	_		me of <i>Related Person</i> : (INVESTMENTS INSTITUTIONAL SERVICES (COMPANY, IN	C.			
2.			Business Name of <i>Related Person</i> : / INVESTMENTS INSTITUTIONAL SERVICES	COMPANY, IN	C.			
3.	Rela	ated I	Person's SEC File Number (if any) (e.g., 801	-, 8-, 866-, 80)2-)			
	8 - 3	3509	7					
	or Oth	er						
4.	Rela 175		Person's CRD Number (if any):					
5.	Relation (a) (b) (c) (d) (e)	 	Person is: (check all that apply) broker-dealer, municipal securities dealer, other investment adviser (including financial registered municipal advisor registered security-based swap dealer major security-based swap participant	_	ıt secı	urities broker or dealer		

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	(g) (h) (i) (j) (k)	 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 		n) No
6.	Do y	you control or are you controlled by the related person?	0	0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	O
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		
		· · · · · · · · · · · · · · · · · · ·	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	О	О
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	O	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	witl	h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
1.		al Name of <i>Related Person</i> : TONAL FINANCIAL SERVICES, LLC		
2.		nary Business Name of <i>Related Person</i> : TONAL FINANCIAL SERVICES, LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 or Othe	- 50706 er		
4.	Rela	ated Person's CRD Number (if any):		

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- 1	- ۲	ш	- 1

5.	Relate	ed Person is: (check all that apply)		
	(a) [broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c) [registered municipal advisor		
	(d) [registered security-based swap dealer		
	(e) [major security-based swap participant		
	(f) [ratior	า)
	(g) [
	(h) [banking or thrift institution		
	(i) [, ,		
	(j) [•		
	(k) [
	(I) [
	(m) [·		
	(n) [
	(o) [(p) [;	
			Yes	No
6.	Do yo	u control or are you controlled by the related person?	\circ	0
7.	Are vo	ou and the <i>related person</i> under common <i>control</i> ?	6	0
	, ,			0
8.		Poes the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory ervices you provide to <i>clients</i> ?	О	0
	a r	f you are registering or registered with the SEC and you have answered "yes," to question 8(a) bove, have you overcome the presumption that you are not operationally independent (pursuant to ule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise xamination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c) I	f you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office esponsible for <i>custody</i> of your <i>clients'</i> assets:		
		lumber and Street 1: Number and Street 2:		
	(City: State: Country: ZIP+4/Postal Code: f this address is a private residence, check this box: \Box		
			Yes	No
9.	(a) I	f the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	•
	(b) I	f the answer is yes, under what exemption?		
10.	(a) I	s the related person registered with a foreign financial regulatory authority?	0	0
		f the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> y which the <i>related person</i> is registered.	∕ with	1
		No Information Filed		
11.	Do yo	u and the related person share any supervised persons?	•	O
12.	Do yo	u and the <i>related person</i> share the same physical location?	0	0
1.	Legal	Name of <i>Related Person</i> :		

FIL INVESTMENT ADVISORS

2. Primary Business Name of Related Person:

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FIL INVESTMENT ADVISORS

3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 21347		
	or			
	Oth	er		
4	Dolo	stad Darson la CDD Number (if anyl)		
4.	111	nted Person's CRD Number (if any): 103		
5.		ted Person is: (check all that apply)		
	(a)			
	(b)	other investment adviser (including financial planners)		
	` '	registered municipal advisor		
	(d)			
	(e)			
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
		futures commission merchant		
	(h)			
		_		
	(J) (k)	•		
		insurance company or agency		
	(n)	. ,		
	(n)			
	(0)		5	
	(p)			
			Yes	No
6.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
			~	
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory	0	•
	<i>(</i> 1.)	services you provide to <i>clients</i> ?		
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to	\circ	\circ
		rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise		
		examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office		
		responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	•
	(h)	If the answer is yes, under what exemption?		
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	ô	_
_0.				0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	'n
		Name of Country/Foreign Financial Regulatory Authority		
		Hong Kong - Securities and Futures Commission		\dashv
		India - Securities and Exchange Board of India		\dashv
		-		

11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: FIL INVESTMENT ADVISORS (UK) LTD. 2. Primary Business Name of Related Person: FIL INVESTMENT ADVISORS (UK) LTD. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 23620 or Other 4. Related Person's CRD Number (if any): 110970 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) 🗹 other investment adviser (including financial planners) (c) registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) banking or thrift institution (i) trust company (j) \Box accountant or accounting firm (k) □ lawyer or law firm (I) insurance company or agency (m) \Box pension consultant (n) \square real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) \Box sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box Yes No

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9.	(a)	If the related person is an investment adviser, is it exempt from registration?	o 🧧				
	(b)	If the answer is yes, under what exemption?					
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	<u>•</u> с				
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with				
		Name of Country/Foreign Financial Regulatory Authority					
		United Kingdom - Financial Conduct Authority					
11.	Do y	vou and the related person share any supervised persons?	0 0				
12.	Do y	you and the related person share the same physical location?	o 👨				
1.		al Name of <i>Related Person</i> : INVESTMENTS (JAPAN) LIMITED					
2.		nary Business Name of <i>Related Person</i> : INVESTMENTS (JAPAN) LIMITED					
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	801 - 45731 or						
	Othe	er					
4.	<i>Rela</i> 1109	nted Person's CRD Number (if any): 938					
5.	Rela	ted Person is: (check all that apply)					
	(a)						
	(b)						
	(c)	registered municipal advisor					
	(d)	registered security-based swap dealer					
	(e)	major security-based swap participant					
	(f)	\square commodity pool operator or commodity trading advisor (whether registered or exempt from registr	ation)				
	(g)	futures commission merchant					
	(h)	banking or thrift institution					
	(i)	☐ trust company					
		accountant or accounting firm					
	(k)	lawyer or law firm					
		insurance company or agency					
	(m)						
	(n)						
	(o) (p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles					
6.	Do y	you control or are you controlled by the related person?	Yes No				
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	o 🧧				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0 0				

IAPD - View All Page 46 of 143 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: State: ZIP+4/Postal Code: City: Country: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? • (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. Name of Country/Foreign Financial Regulatory Authority Japan - Financial Services Agency 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: FIDELITY INVESTMENTS CANADA ULC 2. Primary Business Name of Related Person: FIDELITY INVESTMENTS CANADA ULC 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) 🔽 other investment adviser (including financial planners) (c) \Box registered municipal advisor registered security-based swap dealer (d) \Box (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) \Box banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) insurance company or agency (m) \square pension consultant (n) \Box real estate broker or dealer

sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles

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	(p)		sponsor	, general partne	er, managing memb	per (or equivalent) of pooled investment vehicles		
6	Do v	,OU 6	ontrol or	are you control	lled by the related p	nercon?		No
0.	D0 }	you c	oner or or	are you control	red by the related p	Jerson:	0	0
7	Δre	VOLL	and the <i>n</i>	elated nerson u	nder common <i>cont</i>	rol?	•	_
<i>,</i> .	711 C	you	and the r	ciacca persori ai	rider common come		•	0
8.	(a)	Doe	s the <i>rela</i>	ated person act	as a qualified custo	odian for your <i>clients</i> in connection with advisory	_	Ô
	()			provide to <i>clien</i>		,	U	_
	(b)	abo rule	ve, have 206(4)-(you overcome t (2)(d)(5)) from	the presumption the the related person	C and you have answered "yes," to question 8(a) at you are not operationally independent (pursuant to and thus are not required to obtain a surprise that are maintained at the <i>related person</i> ?	0	О
	(c)				to question 8.(a) a our <i>clients'</i> assets:	bove, provide the location of the <i>related person's</i> office		
		Nur	nber and	Street 1:		Number and Street 2:		
		City		State:	esidence, check this	Country: ZIP+4/Postal Code:		
		11 (1	iis addres	ss is a private re	esiderice, check this	S DOX.	Yes	No
9.	(a)	If th	ne <i>related</i>	<i>l person</i> is an in	vestment adviser.	is it exempt from registration?	©	0
٠.						io it oxionipt ii oiii rogioti attori		O
	(b)			r is yes, under v IVATE ADVISER	what exemption?			
10.	(a)	Is t	ne <i>related</i>	<i>d person</i> registe	ered with a <i>foreign</i> :	financial regulatory authority ?	Õ	0
	(b)	Tf th	ne answei	r is ves. list the	name and country	, in English, of each <i>foreign financial regulatory authorit</i>	v wit	h
	(5)			lated person is r		, in English, or each revelgh maneral regulatory ductions	,	
		Na	me of Co	untry/Foreigr	n Financial Regul	atory Authority		
		Car			Commission			
			iada - Alb	perta Securities				
		Car			Securities Commiss	ion		
			nada - Bri		Securities Commiss	ion		
		Car	nada - Bri nada - Ma	tish Columbia S nitoba Securitie	Securities Commiss			
		Car Car	nada - Bri nada - Ma nada - Ne	tish Columbia S nitoba Securitie w Brunswick Se	Securities Commission ecurities Commission			
		Car Car	nada - Bri nada - Ma nada - Ne nada - Ne	tish Columbia S nitoba Securitie w Brunswick Se wfoundland and	Securities Commission ecurities Commission durities Commission de Labrador, Financia	on		
		Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor	Securities Commission ecurities Commission durities Commission de Labrador, Financia	on al Services Regulation Division		
		Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - No	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur	Securities Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission	on al Services Regulation Division		
		Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - No nada - Nu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor	Securities Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities	on al Services Regulation Division		
		Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - Nu nada - Nu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities	Securities Commission es Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities Commission	on al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - Ne nada - No nada - Nu nada - On nada - Pri	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla	Securities Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities	on al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Office Commission	al Services Regulation Division egistrar of Securities		
		Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fin	Securities Commission execurities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Office Markets Authority	on al Services Regulation Division egistrar of Securities ce mmission		
11.	Do y	Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fina kon Territories,	Securities Commission es Commission ecurities Commission d Labrador, Financia ries, Office of the R rities Commission r of Securities Commission and, Securities Office Markets Authority ancial Services Cor	egistrar of Securities ce mmission ities	0	ō
11.	Do y	Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - Nu nada - On nada - Pri nada - Qu nada - Sa nada - Yu	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla iebec, Financial skatchewan Fina kon Territories,	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securi	egistrar of Securities ce mmission ities	0	Ö
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - No nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission exercities Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securi	egistrar of Securities ce mmission ities d persons?	0 0	0
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - No nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission es Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securities	egistrar of Securities ce mmission ities d persons?	0 0	
		Car Car Car Car Car Car Car Car	nada - Bri nada - Ma nada - Ne nada - No nada - No nada - No nada - On nada - Pri nada - Qu nada - Sa nada - Yu nd the re	tish Columbia S initoba Securitie w Brunswick Se wfoundland and rthwest Territor va Scotia Secur navut, Registra itario Securities nce Edward Isla lebec, Financial skatchewan Fini kon Territories,	Securities Commission es Commission d Labrador, Financia ries, Office of the R rities Commission or of Securities Commission and, Securities Offic Markets Authority ancial Services Cor Registrar of Securities	egistrar of Securities ce mmission ities d persons?	0 0	

1. Legal Name of Related Person: FIDELITY MANAGEMENT & RESEARCH COMPANY

2. Primary Business Name of Related Person: FIDELITY MANAGEMENT & RESEARCH COMPANY

3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

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	801	- 7884	
	or Othe	er	
4.	Relat	ted Person's CRD Number (if any): 281	
5.	(a) (b) (c) (d) (e)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
6.			Yes No
7.	Are y	you and the related person under common control?	<u>•</u> с
8.	(b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office responsible for <i>custody</i> of your <i>clients</i> ' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	O O
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes No
		If the answer is yes, under what exemption?	_
10.	(b)	Is the related person registered with a foreign financial regulatory authority? If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority which the related person is registered. No Information Filed	o o with
11.	Do y	ou and the related person share any supervised persons?	<u>•</u> с
12.	Do y	ou and the <i>related person</i> share the same physical location?	<u>•</u> с

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1.		al Name of <i>Related Person</i> : LYROCK INVESTMENT ADVISORS LLC		
2.		nary Business Name of <i>Related Person</i> : LYROCK INVESTMENT ADVISORS LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 60583		
	or Othe	er		
4.	<i>Rela</i> 115:	ated Person's CRD Number (if any): 324		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 		
6.	Do y	you control or are you controlled by the related person?	0)
7.	Are	you and the related person under common control?	o c	5
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0)
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0 0	>
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes N	_
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0)
	(b)	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	with	

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	which the <i>related person</i> is registered.	
	No Information Filed	
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	<u>•</u> с
12.	. Do you and the <i>related person</i> share the same physical location?	<u>•</u> с
1.	Legal Name of <i>Related Person</i> : FIDELITY DISTRIBUTORS CORPORATION	
2.	Primary Business Name of Related Person: FIDELITY DISTRIBUTORS CORPORATION	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	8 - 8775	
	or Other	
4.	Related Person's CRD Number (if any): 6848	
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from reg (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	
6.	Do you control or are you controlled by the related person?	C O
7.	Are you and the <i>related person</i> under common <i>control</i> ?	<u>•</u> о
8.	 (a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office. 	
	responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:	

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		If this address is a private residence, check this box: \Box	es No
9.	(a)	If the related person is an investment advicer is it exempt from registration?	0 0
	(b)	If the answer is yes, under what exemption?	
10	(a)	Is the related person registered with a foreign financial regulatory authority?	0 0
	(b)	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	with
		which the <i>related person</i> is registered. No Information Filed	
		_	
11.	. Do y	ou and the related person share any supervised persons?	<u>°</u> с
12	. Do y	you and the <i>related person</i> share the same physical location?	o 🧧
	FIL Prim	al Name of <i>Related Person</i> : INVESTMENTS INTERNATIONAL Hary Business Name of <i>Related Person</i> :	
	FIL	INVESTMENTS INTERNATIONAL	
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Oth	er	
4.	Rela	ted Person's CRD Number (if any):	
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (g) (h) (n) (o) (p)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registral futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	ition)
6		Y	es No
6.	טט י	you control or are you controlled by the related person?	o <u>•</u>
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	o 🧧
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o 🧧

IAPD - View All Page 52 of 143 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: Number and Street 1: Number and Street 2: State: ZIP+4/Postal Code: City: Country: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? O (b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. Name of Country/Foreign Financial Regulatory Authority United Kingdom - Financial Conduct Authority 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: FIL INVESTMENT SERVICES (UK) LIMITED 2. Primary Business Name of *Related Person*: FIL INVESTMENT SERVICES (UK) LIMITED 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) 🔽 other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \square futures commission merchant (h) \Box banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (l) insurance company or agency

(m) \square

(n) \Box

pension consultant

real estate broker or dealer

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	(o) (p)		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Y	es	No
6.	Doy	you c	ontrol or are you controlled by the related person?	0	0
7.	Are	you a	and the <i>related person</i> under common <i>control</i> ?	0	O
8.	(a)		s the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory rices you provide to <i>clients</i> ?	0	0
	(b)	abov rule	ou are registering or registered with the SEC and you have answered "yes," to question 8(a) we, have you overcome the presumption that you are not operationally independent (pursuant to 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise mination for your clients' funds or securities that are maintained at the related person?	0	0
	(c)		ou have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office ponsible for <i>custody</i> of your <i>clients'</i> assets:		
		City	his address is a private residence, check this box: \square		
9.	(a)	If th		es o	C
	(b)		ne answer is yes, under what exemption? EIGN PRIVATE ADVISER		
10	(a)	Is th	ne related person registered with a foreign financial regulatory authority?	Ö	0
	(b)		ne answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> with the <i>related person</i> is registered.	with	1
		_	me of Country/Foreign Financial Regulatory Authority		
		Unit	ted Kingdom - Financial Conduct Authority		
11.	Doy	you a	nd the related person share any supervised persons?	0	0
12.	Doy	you a	nd the <i>related person</i> share the same physical location?	0	0
1.			me of <i>Related Person</i> : STMENT MANAGEMENT (HONG KONG) LIMITED		
2.			Business Name of <i>Related Person</i> : STMENT MANAGEMENT (HONG KONG) LIMITED		
3.	Rela -	ated P	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er			
4.	Rela	ated F	Person's CRD Number (if any):		
5.	(a) (b) (c) (d)	✓	Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant		

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	(f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 		on)
6.	Do y	you control or are you controlled by the related person?		No ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	О	Ō
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	0
	(b)		0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No C
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	o
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	h
		Name of Country/Foreign Financial Regulatory Authority		
11.	Do y	Hong Kong - Securities and Futures Commission you and the related person share any supervised persons?	О	O
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ō
1.		al Name of <i>Related Person</i> : PENSIONS MANAGEMENT		
2.		nary Business Name of <i>Related Person</i> : PENSIONS MANAGEMENT		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		

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4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer		nn)
	(p)			
6.	Do y	ou control or are you controlled by the related person?		No ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory	0	•
	(b)	services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No O
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	:h
		Name of Country/Foreign Financial Regulatory Authority		
	D	United Kingdom - Financial Conduct Authority		
11.	ро у	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ō

1. Legal Name of Related Person:

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PYRAMIS GLOBAL ADVISORS, LLC

2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS, LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 or Othe	- 63658 er		
4.	<i>Rela</i> 133	ated Person's CRD Number (if any): 196		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	 ✓ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant ✓ commodity pool operator or commodity trading advisor (whether registered or exempt from regi □ futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicle 	es	on)
6.	Do y	you control or are you controlled by the related person?	O	O
7.	Are	you and the related person under common control?	Ō	o
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a)	0	0
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	<u> </u>	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No (i)
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory author</i> which the <i>related person</i> is registered.	<i>ty</i> wit	:h

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	Name of Country/Foreign Financial Regulatory Authority			-
		Canada - Ontario Securities Commission		
		Ireland - Central Bank of Ireland		
11.	. Do	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	. Do y	you and the <i>related person</i> share the same physical location?	0	0
1.		al Name of <i>Related Person</i> : LIMITED		
2.		nary Business Name of <i>Related Person</i> : LIMITED		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela	ated Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do	you control or are you controlled by the related person?		©
7.	Are	you and the related person under common control?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2:		

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		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box	
9.	(a)	Yes If the <i>related person</i> is an investment adviser, is it exempt from registration?	No
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER	
10		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> with	0
	(0)	which the related person is registered.	
		Name of Country/Foreign Financial Regulatory Authority	
		Bermuda - Bermuda Monetary Authority	
11.	Do y	you and the related person share any supervised persons?	O
12	Do y	you and the <i>related person</i> share the same physical location?	0
1.		al Name of <i>Related Person</i> : ELITY MANAGEMENT TRUST COMPANY	
2.		nary Business Name of <i>Related Person</i> : ELITY MANAGEMENT TRUST COMPANY	
3.	Rela -	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Oth	er	
4.	Rela	ted Person's CRD Number (if any):	
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registratio futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 	n)
6.	Doγ	Yes you control or are you controlled by the related person?	No ©
٥.	50)	of control of the you controlled by the related person:	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0

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8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a)	О	0
	(b)			
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question $8.(a)$ above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	_	No C
	(b)	If the answer is yes, under what exemption? SECTIONS 202(A)(2) AND (A)(11) OF THE INVESTMENT ADVISERS ACT		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	y wit	:h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
2.	Prim	AMIS GLOBAL ADVISORS TRUST COMPANY nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS TRUST COMPANY		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.		ted Person is: (check all that apply)		
	(a)			
	(b) (c)	✓ other investment adviser (including financial planners)☐ registered municipal advisor		
	(d)			
	(e)			
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regis	tratio	on)
	(g)			
	(h)			
	(i)	trust company		
	(j) (k)	□ accountant or accounting firm □ lawyer or law firm		
	(K) (I)	insurance company or agency		
	(m)	. , , , , , , , , , , , , , , , , , , ,		

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	(n) (o) (p)		real estate broker or dealer sponsor or syndicator of limited partnership sponsor, general partner, managing membe			es	
	(P)		sponsor, general partner, managing member	i (or equivalent	y or pooled investment verneles	Yes	No
6.	Doy	you <i>c</i>	control or are you controlled by the related pe	erson?		0	•
7.	Are	you a	and the related person under common contro	o/?		•	o
8.	(a)		es the <i>related person</i> act as a qualified custoc vices you provide to <i>clients</i> ?	lian for your <i>clie</i>	nts in connection with advisory	0	0
	(b)	If you abourule	ou are registering or registered with the SEC ve, have you overcome the presumption that 206(4)-(2)(d)(5)) from the <i>related person</i> a mination for your <i>clients'</i> funds or securities	you are not opend thus are not	erationally independent (pursuant to required to obtain a surprise	0	О
	(c)	resp	ou have answered "yes" to question 8.(a) aboonsible for <i>custody</i> of your <i>clients'</i> assets:	ove, provide the	location of the <i>related person's</i> office		
		City	nber and Street 1: ': State: nis address is a private residence, check this	Number and Str Country: box: \square	reet 2: ZIP+4/Postal Code:		
9.	(a)	If th	ne <i>related person</i> is an investment adviser, is	it exempt from	registration?	Yes	No C
	(b)		ne answer is yes, under what exemption? CTIONS 202(A)(2) AND (A)(11) OF THE INVES	STMENT ADVISE	ERS ACT		
10.	(a)	Is th	he <i>related person</i> registered with a <i>foreign fii</i>	nancial regulator	ry authority ?	0	0
	(b)	If th	ne answer is yes, list the name and country, i ch the <i>related person</i> is registered.	in English, of ea	ch foreign financial regulatory authori	<i>ty</i> wit	:h
				Information File	ed		
11.	Doy	you a	and the <i>related person</i> share any <i>supervised</i> p	persons?		Ø	\circ
12.	Doy	you a	and the <i>related person</i> share the same physic	al location?		ō	o
1.	_		me of <i>Related Person</i> : ESTMENT MANAGEMENT (UK) LIMITED				
2.			Business Name of <i>Related Person</i> : ESTMENT MANAGEMENT (UK) LIMITED				
3.	Rela	ated F	Person's SEC File Number (if any) (e.g., 801-	, 8-, 866-, 802-)		
	or Oth	er					
4.	Rela	ated F	Person's CRD Number (if any):				
5.	Rela (a) (b) (c)		Person is: (check all that apply) broker-dealer, municipal securities dealer, c		a soviti a a la sala sa a da a la s		

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	(f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	-	No ©
7.	Are	you and the related person under common control?	0	0
8.	(a) (b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	.	N.
9.			O	No C
10.		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. Name of Country/Foreign Financial Regulatory Authority	© with	C h
11.	Do y	United Kingdom - Financial Conduct Authority you and the related person share any supervised persons?	0	Õ
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
	FIDE	al Name of <i>Related Person</i> : ELITY PERSONAL TRUST COMPANY, FSB		
2.		nary Business Name of <i>Related Person</i> : ELITY PERSONAL TRUST COMPANY, FSB		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		

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4.	Rela	ted Person's CRD Number (if any):	
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n) (o)	 ✓ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant ☑ banking or thrift institution ☑ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 	·
	(p)		
6.	Do y	ou control or are you controlled by the related person?	Yes No
7.	Are	you and the related person under common control?	o c
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office	o º
	(-)	responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	
۵	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes No
<i>J</i> .		If the answer is yes, under what exemption? SECTIONS 202(A)(2) AND (A)(11) OF THE INVESTMENT ADVISERS ACT	<u>°</u> С
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0 0
		If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with
11.	Do y	ou and the related person share any supervised persons?	0 🍳
12.	Do y	ou and the <i>related person</i> share the same physical location?	o o

1. Legal Name of Related Person:

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PYRAMIS GLOBAL ADVISORS (CANADA) ULC

2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS (CANADA) ULC		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?		0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ô	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i> 's office	0	С
	,	responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
	. ,	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO PYRAMIS GLOBAL ADVIS LLC		0
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	•	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	wit	h ——

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	Name of Country/Foreign Financial Regulatory Authority		
	Canada - Ontario Securities Commission		
	Canada - Quebec, Financial Markets Authority		
11.	. Do you and the related person share any supervised persons?	O	0
12.	. Do you and the <i>related person</i> share the same physical location?	0	0
1.	Legal Name of <i>Related Person</i> : FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED		
2.	Primary Business Name of <i>Related Person</i> : FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 - 69507		
	or Other		
4.	Related Person's CRD Number (if any): 148045		
5.	Related Person is: (check all that apply) (a)		nn)
6.	Do you control or are you controlled by the related person?	0	0
7.	Are you and the related person under common control?	0	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	ø
	(h) If you are registering or registered with the SEC and you have answered "yes," to question 9(a)	0	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		

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				ZIP+4/Postal Code:
9.	(a)	If the <i>related person</i> is an investment adviser, is	it exempt from reg	Yes No gistration?
	(b)	If the answer is yes, under what exemption?		_
10.	(a)	Is the <i>related person</i> registered with a <i>foreign fin</i>	ancial regulatory a	outhority ?
	(b)	If the answer is yes, list the name and country, in which the <i>related person</i> is registered.	n English, of each i	foreign financial regulatory authority with
		Name of Country/Foreign Financial Regulate	ory Authority	
		Hong Kong - Securities and Futures Commission		
11.	Do y	you and the <i>related person</i> share any <i>supervised p</i>	persons?	o o
12.	Do y	you and the <i>related person</i> share the same physica	al location?	o <u>•</u>
	FIDE	al Name of <i>Related Person</i> : ELITY MANAGEMENT & RESEARCH (JAPAN) INC. hary Business Name of <i>Related Person</i> : ELITY MANAGEMENT & RESEARCH (JAPAN) INC.		
2		nted Person's SEC File Number (if any) (e.g., 801-,	8- 866- 802-)	
	801 or Othe	- 69571 er eted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n)	 ✓ other investment adviser (including financial registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant ✓ commodity pool operator or commodity trad futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency 	l planners) ling advisor (wheth	ner registered or exempt from registration)
6.	Do y	you control or are you controlled by the related per	rson?	0 0

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7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No
9.			0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	/ wit	th
		Name of Country/Foreign Financial Regulatory Authority		
		Japan - Financial Services Agency		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
	PYR/ Prim	al Name of Related Person: AMIS GLOBAL ADVISORS (HONG KONG) LIMITED Hary Business Name of Related Person: AMIS GLOBAL ADVISORS (HONG KONG) LIMITED		
3.	-	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant	ratio	on)
	(k)	lawyer or law firm		

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	(l) (m) (n)	pension consultant		
	(n) (o) (p)	\square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	,	
6.	Do y	you control or are you controlled by the related person?	es C	NO ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ō	c
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	'es	No
9.	(a)		-	0
	(b)	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO PYRAMIS GLOBAL ADVISOLLC	RS,	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	Ö	o
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with	1
		Name of Country/Foreign Financial Regulatory Authority		
		Australia - Australian Securities and Investments Commission		_
		Hong Kong - Securities and Futures Commission		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
1.		al Name of <i>Related Person</i> : INVESTMENT MANAGEMENT (SINGAPORE) LIMITED		
2.		nary Business Name of <i>Related Person</i> : INVESTMENT MANAGEMENT (SINGAPORE) LIMITED		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	Rela	ted Person is: (check all that apply)		

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	(a) (b) (c) (d) (e) (f) (g) (h)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrated futures commission merchant banking or thrift institution 	tion	1)
		☐ trust company ☐ accountant or accounting firm		
	(k)	•		
		insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)			
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
_	_		es l	_
6.	Do y	you control or are you controlled by the related person?	0	0
7.	Are	you and the related person under common control?	0	Ō
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ō
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
			es l	Nο
9.	(a)	The state of the s	_	0
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	Ō	o
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with	
		Name of Country/Foreign Financial Regulatory Authority		
		Singapore - Monetary Authority of Singapore		
11.	Do y	you and the related person share any supervised persons?	0	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	Ō
1.	Lega	al Name of <i>Related Person</i> :		

PYRAMIS DISTRIBUTORS CORPORATION LLC

2. Primary Business Name of *Related Person*: PYRAMIS DISTRIBUTORS CORPORATION LLC

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3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	8 - 6	67821		
	or			
	Othe	er		
4.	Rela	ated Person's CRD Number (if any):		
	146			
_	D . / -	And Brown to Advantage Hills and A		
5.	Kela (a)	nted Person is: (check all that apply) Discription broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)			
	(c)			
	(d)	·		
	(e)	major security-based swap participant		
	` '		ratio	n)
	(g)			
	(h)			
	(i) (j)	·		
	(k)			
	(I)	,		
	(m)	pension consultant		
	(n)			
	(0)		S	
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do v	you control or are you controlled by the related person?		0
٠.	,		О	•
7.	Are	you and the related person under common control?	Ö	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
		If this dudiess is a private residence, theta this box.	Yes	Na
9.	(a)	If the related person is an investment adviser, is it exempt from registration?		0
	(h)	If the answer is yes, under what exemption?	~	_
	(D)	If the answer is yes, under what exemption:		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority, which the related person is registered.	y wit	h
		which the <i>related person</i> is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	\circ	•

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1.		al Name of <i>Related Person</i> : RTHERN NECK INVESTORS LLC				
2.		nary Business Name of <i>Related Person</i> : RTHERN NECK INVESTORS LLC				
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)				
	801	- 56408				
	or					
	Othe	er				
4.	<i>Rela</i> 109	ated Person's CRD Number (if any): 215				
5.	5. Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from re (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment veh (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles					
6.	Do y	you control or are you controlled by the related person?	Yes O	No ©		
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ô	0		
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•		
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	О		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:				
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square				
0	(5)		Yes	No		
9.		If the related person is an investment adviser, is it exempt from registration?	0	0		
	(b)	If the answer is yes, under what exemption?				

IAPD - View All Page 71 of 143 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: CA LLC MANAGEMENT, INC. 2. Primary Business Name of Related Person: CA LLC MANAGEMENT, INC. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) \Box banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) \Box insurance company or agency (m) \square pension consultant (n) \square real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you *control* or are you *controlled* by the *related person*? 0 0 7. Are you and the related person under common control? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office

responsible for custody of your clients' assets:

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		Number and Street City: If this address is a p	and Street 1: Number and Street 2: State: Country: ZIP+4/Postal Code: Idress is a private residence, check this box: □				
9.	(a)	If the <i>related person</i>	<i>n</i> is an investment adviser, i	s it exempt from re	egistration?	Yes	
			, under what exemption?	·			
10.	(a)	Is the related perso	n registered with a <i>foreign f</i>	inancial regulatory	authority ?	_	Õ
	` ,	,		,	foreign financial regulatory authorit	ty with	
		which the related pe	erson is registered.	o Information Filed			
11.	Do y	ou and the related p	person share any supervised			•	0
12.	Do y	ou and the <i>related p</i>	person share the same physi	cal location?		0	•
1.		al Name of <i>Related Pe</i> ELITY CLEARING CAN					
2.		nary Business Name of					
3.	Rela	ted Person's SEC File	e Number (if any) (e.g., 801	-, 8-, 866-, 802-)			
	or Othe	er					
4.	Rela	ted Person's CRD Nu	ımber (if any):				
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)	other investme registered mun registered secu major security- commodity poor futures commis banking or thrift trust company accountant or a lawyer or law fi insurance comp pension consult real estate brok sponsor or sync	municipal securities dealer, ant adviser (including financialicipal advisor arity-based swap dealer abased swap participant of operator or commodity tracts on merchant accounting firm firm pany or agency tant aker or dealer dicator of limited partnershipal partner, managing members and adviser (including firm all partner, managing members).	al planners) ding advisor (whether os (or equivalent), ender (or equivalent) of	urities broker or dealer her registered or exempt from registered or exempt from registered or exempt from registered or exempt from register register register or exempt from register registe		
6.	Do y	ou <i>control</i> or are you	u <i>controlled</i> by the <i>related p</i>	person?		0	0
7.	Are	you and the <i>related</i> ,	person under common contr	-o/?		O	_

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	•					
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	O					
	 (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> offic responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: 								
		If this address is a private residence, check this box: \Box							
			Yes	No					
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	0					
	(b)	If the answer is yes, under what exemption?	~	~					
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	o					
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	y wit	:h					
		Name of Country/Foreign Financial Regulatory Authority							
		Canada - Alberta Securities Commission							
		Canada - British Columbia Securities Commission							
	Canada - Manitoba Securities Commission								
		Canada - New Brunswick Securities Commission							
		Canada - Newfoundland and Labrador, Financial Services Regulation Division							
		Canada - Northwest Territories, Office of the Registrar of Securities							
		Canada - Nova Scotia Securities Commission							
		Canada - Nunavut, Registrar of Securities Canada - Ontario Securities Commission							
		Canada - Oricano Securities Commission Canada - Prince Edward Island, Securities Office		\dashv					
		Canada - Quebec, Financial Markets Authority		-					
		Canada - Saskatchewan Financial Services Commission		-					
		Canada - Yukon Territories, Registrar of Securities		-					
		Other - INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA		-					
	Б.								
11.	ро у	you and the related person share any supervised persons?	О	0					
12.	Do y	you and the related person share the same physical location?	0	0					
1.		al Name of <i>Related Person</i> : AMIS GLOBAL MARKET NEUTRAL GP LLC							
2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL MARKET NEUTRAL GP LLC							
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)							
	or Othe	er							
4.	Rela	ted Person's CRD Number (if any):							
5.	Rela	ted Person is: (check all that apply)							

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	(a) (b) (c) (d) (e) (f) (g) (h) (i) (g) (k) (l) (m) (o) (p)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 	atio	ו)					
6.		Y	es	No ©					
٥.	υ,	you control of the you controlled by the related person.	0	•					
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0					
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0					
	 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: 								
		If this address is a private residence, check this box: \Box	'es	No					
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	O	O					
	(b)	If the answer is yes, under what exemption?							
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0					
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with	1					
11.	Do y	you and the related person share any supervised persons?	0	O					
12.	Do y	you and the <i>related person</i> share the same physical location?	o	•					
1.		al Name of <i>Related Person</i> : ELITY MANAGEMENT & RESEARCH (U.K.) INC.							
2.		Primary Business Name of <i>Related Person</i> : FIDELITY MANAGEMENT & RESEARCH (U.K.) INC.							
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)							

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	801 or	- 28773	
	Othe	er en	
4.	<i>Rela</i>	ted Person's CRD Number (if any): 273	
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regis futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicle	
6.	Do y	you control or are you controlled by the related person?	Yes No
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	• o
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	င္
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)$ - $(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box	0 0
			Yes No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	o 🧧
	(b)	If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	o 0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authorit</i> which the <i>related person</i> is registered.	y with
		Name of Country/Foreign Financial Regulatory Authority	
		Ireland - Central Bank of Ireland	
		United Kingdom - Financial Conduct Authority	
11.	Do y	ou and the related person share any supervised persons?	<u>•</u> О
12.	Do y	ou and the related person share the same physical location?	0 🧧

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1.	egal Name of <i>Related Person</i> : IL INVESTMENT MANAGEMENT GMBH	
2.	rimary Business Name of <i>Related Person</i> : IL INVESTMENT MANAGEMENT GMBH	
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	r ther	
4.	elated Person's CRD Number (if any):	
5.	elated Person is: (check all that apply) a)	ion)
6.	o you control or are you controlled by the related person?	0
7.	re you and the <i>related person</i> under common <i>control</i> ?	•
8.	 Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 	0 0
	above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	
	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	es No
9.	a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	
	o) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER	

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10.	. (a) Is the related person registered with a foreign financial regulatory authority?	o o
	(b) If the answer is yes, list the name and country, in English, of each <i>foreign financial regulator</i> which the <i>related person</i> is registered.	y authority with
	Name of Country/Foreign Financial Regulatory Authority	
	Germany - German Federal Financial Supervisory Agency	
11.	. Do you and the related person share any supervised persons?	o 🧖
12.	2. Do you and the <i>related person</i> share the same physical location?	o 🧖
1.	Legal Name of Related Person: STRATEGIC ADVISERS, INC.	
2.	Primary Business Name of <i>Related Person</i> : STRATEGIC ADVISERS, INC.	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	801 - 13243	
	or Other	
4.	Related Person's CRD Number (if any): 104555	
5.	Related Person is: (check all that apply) (a)	nt vehicles
6.	Do you control or are you controlled by the related person?	0 0
7.	Are you and the related person under common control?	<u> </u>
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisor services you provide to <i>clients</i> ?	ory C 🧿
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8 above, have you overcome the presumption that you are not operationally independent (purs rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	suant to

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	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	
		Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:	
		If this address is a private residence, check this box: \square	s No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	•
	(b)	If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> w which the <i>related person</i> is registered.	ith
		No Information Filed	
11.	Doy	you and the related person share any supervised persons?	0
12.	Doy	you and the <i>related person</i> share the same physical location?	0
1.		al Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS (IRELAND) LIMITED	
2.		nary Business Name of <i>Related Person</i> : AMIS GLOBAL ADVISORS (IRELAND) LIMITED	
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Oth	er er	
4.	Rela	ted Person's CRD Number (if any):	
5.	(a) (b)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	ion)
6.	Doy	you control or are you controlled by the related person?	9 140
7.	Are	you and the related person under common control?	

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8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? 0 0 (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. Name of Country/Foreign Financial Regulatory Authority Ireland - Central Bank of Ireland 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: EMPIRE FIDELITY INVESTMENTS LIFE INSURANCE COMPANY 2. Primary Business Name of Related Person: EMPIRE FIDELITY INVESTMENTS LIFE INSURANCE COMPANY 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) ٥r Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (f) (g) \square futures commission merchant (h) \Box banking or thrift institution trust company (i) (j) accountant or accounting firm (k) □ lawyer or law firm

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	(l)		insurance company or agency				
	(m) (n)		pension consultant real estate broker or dealer				
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles						
						Yes	No
6.	Do y	you c	control or are you controlled by the related pe	erson?		\circ	•
7.	Are	you	and the <i>related person</i> under common <i>contro</i>	p/?		•	\circ
8.	(a)		es the <i>related person</i> act as a qualified custoc vices you provide to <i>clients</i> ?	dian for your <i>clients</i>	s in connection with advisory	О	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?				itionally independent (pursuant to quired to obtain a surprise	0	О
	(c)		ou have answered "yes" to question 8.(a) ab consible for <i>custody</i> of your <i>clients'</i> assets:	ove, provide the lo	cation of the <i>related person's</i> office		
		City	nber and Street 1: /: State: nis address is a private residence, check this	Number and Stree Country:	et 2: ZIP+4/Postal Code:		
		11 (1	is dudiess is a private residence, effect this	box. E		Yes	No
9.	(a)	If th	ne related person is an investment adviser, is	it exempt from re	gistration?	O	0
	(b)	If th	ne answer is yes, under what exemption?				
10.	(a)	Is t	he <i>related person</i> registered with a <i>foreign fi</i>	nancial regulatory a	authority ?	0	•
	(b)		ne answer is yes, list the name and country, ch the <i>related person</i> is registered.	in English, of each	foreign financial regulatory authority	∕ wit	.h
		*****		Information Filed			
11.	Do y	you a	and the <i>related person</i> share any <i>supervised</i> ,	persons?		0	0
12.	Do y	you a	and the <i>related person</i> share the same physic	cal location?		0	•
1.			me of <i>Related Person</i> : / EMPLOYER INSURANCE SERVICES, INC.				
2.			Business Name of <i>Related Person</i> : / EMPLOYER INSURANCE SERVICES, INC.				
3.	Rela -	ated I	Person's SEC File Number (if any) (e.g., 801-	, 8-, 866-, 802-)			
	or Oth	er					
4.	Rela	ated I	Person's CRD Number (if any):				
5.	Relation (a) (b) (c) (d)		Person is: (check all that apply) broker-dealer, municipal securities dealer, of other investment adviser (including financial registered municipal advisor registered security-based swap dealer		urities broker or dealer		

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	(e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)		commodity production futures compared accountant of lawyer or law insurance compension constreal estate by sponsor or significant commodity productions and the sponsor or significant commodity productions are all estates by sponsor or significant commodity productions are all estates and commodity productions are all estates are all	mission merch hrift institutiony or accounting w firm ompany or ag sultant oroker or deal yndicator of l	or commodification firm fency er limited partne	ty tradi	(or equival	ent), e	excluding pool	or exempt fro ed investment tment vehicle	c vehicles	5	
6.	Do y	you d	control or are	you <i>controlle</i>	d by the <i>rela</i>	ited per	rson?					Yes	No
7.	Are	you	and the <i>relate</i>	ed person und	der common	control	?					0	0
8.		ser If y abo	es the related vices you provou are registed by the contract of the contract o	vide to <i>clients</i> ering or regist overcome the d)(5)) from the	s? tered with the e presumptione ne <i>related pe</i>	e SEC a on that orson an	and you hav you are not id thus are	ve ansv copera	wered "yes," t tionally indep quired to obta	o question 8(a endent (pursu in a surprise	a)	0	<u>©</u>
	(c)	If y res Nur City	amination for you have answ ponsible for comber and Strey: his address is	vered "yes" to ustody of you eet 1: State:	question 8.(r <i>clients'</i> ass	(a) abo [,] ets: 	ve, provide Number and Country:	the loo	cation of the <i>r</i>	related person	's office		
_												Yes	No
9.			he <i>related per</i> he answer is y				it exempt fi	rom reg	gistration?			0	0
10.	(a)	Is t	the <i>related per</i>	rson registere	ed with a <i>fore</i>	eign fina	ancial regul	atory a	authority ?			0	Ô
	(b)		he answer is y ich the <i>related</i>						foreign financ	ial regulatory	authority	∕ wit	:h
11.	Doy	you a	and the <i>relate</i>	d person sha	re any <i>super</i>		nformation ersons?	Filed				Ô	o
12.	Doy	you a	and the <i>relate</i>	<i>d person</i> sha	re the same	physica	I location?					0	•
1.			ame of <i>Related</i> Y INSURANCE		С.								
2.		,	Business Nam Y INSURANCE										
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)												
	or Oth	er											
4.	Rela	ited	Person's CRD	Number (if a	ny):								

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1	Log	al Namo of Palated Parcon					
12.	Doy	you and the related person share the same physical location?	0	•			
11.	Doy	you and the related person share any supervised persons?	0	•			
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	wit	h			
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0			
	(b)	If the answer is yes, under what exemption?					
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes O	No C			
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	_				
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question $8(a)$ above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	О			
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0			
7.	7. Are you and the <i>related person</i> under common <i>control</i> ?						
6.	Doy	you control or are you controlled by the related person?	Yes O	No ©			
	(p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles					
	(o)						
	(m) (n)	·					
	(I)	insurance company or agency					
	(j) (k)	□ accountant or accounting firm □ lawyer or law firm					
	(i)	trust company					
	(y) (h)						
	(f) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration futures commission merchant	atio	n)			
	(e)	· · · · · · · · · · · · · · · · · · ·					
	(c) (d)	·					
	(b)	\square other investment adviser (including financial planners)					
5.	<i>кева</i> (a)	nted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer					
5	Rela	ated Person is: (check all that apply)					

1. Legal Name of *Related Person*: FIDELITY INVESTMENTS LIFE INSURANCE COMPANY

2. Primary Business Name of Related Person:

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FIDELITY INVESTMENTS LIFE INSURANCE COMPANY

3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	- or					
	Other					
4.	Related Person's CRD Number (if any):					
5.	Related Person is: (check all that apply)					
	(a) Droker-dealer, municipal securities dealer, or government securities broker or dealer					
	(b) other investment adviser (including financial planners)					
	(c) \square registered municipal advisor					
	(d) \square registered security-based swap dealer					
	(e) major security-based swap participant					
	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	วท)			
	(g) futures commission merchant					
	(h) banking or thrift institution					
	(i) ☐ trust company(j) ☐ accountant or accounting firm					
	(k) lawyer or law firm					
	(I) insurance company or agency					
	(m) pension consultant					
	(n) real estate broker or dealer					
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	3				
	(p) \square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles					
		Yes	No			
6.	Do you control or are you controlled by the related person?	\circ	0			
			_			
7.	Are you and the related person under common control?	•	0			
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0			
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	0	0			
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:					
	Number and Street 1: Number and Street 2:					
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box					
	If this address is a private residence, check this box.	Vac	s No			
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?					
		0	0			
	(b) If the answer is yes, under what exemption?					
10.	. (a) Is the related person registered with a foreign financial regulatory authority?	0	0			
	(b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority	/ wit	ιh			
	which the <i>related person</i> is registered. No Information Filed					
11.	. Do you and the related person share any supervised persons?	0	0			
		\sim				
12.	. Do you and the <i>related person</i> share the same physical location?	0				

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			О
1.	egal Name of <i>Related Person</i> : IDELITY REAL ESTATE GROWTH FUND II CORP.		
2.	Primary Business Name of <i>Related Person</i> : FIDELITY REAL ESTATE GROWTH FUND II CORP.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other		
4.	Related Person's CRD Number (if any):		
5.	Related Person is: (check all that apply) a) broker-dealer, municipal securities dealer, or government securities broker or dealer b) other investment adviser (including financial planners) c) registered municipal advisor d) registered security-based swap dealer e) major security-based swap participant f) commodity pool operator or commodity trading advisor (whether registered or exempt from regist g) futures commission merchant h) banking or thrift institution i) trust company j) accountant or accounting firm k) lawyer or law firm l) insurance company or agency m) pension consultant n) real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles p) verify or equivalent) of pooled investment vehicles	es	on)
6.	Do you control or are you controlled by the related person?	0	O
7.	Are you and the related person under common control?	O	О
8.	 a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>? b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ 	0	C
9.	a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		S No
9.	b) If the answer is yes, under what exemption?	0	О

IAPD - View All Page 85 of 143 10. (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: FIDELITY REAL ESTATE GROWTH FUND III CORP. 2. Primary Business Name of Related Person: FIDELITY REAL ESTATE GROWTH FUND III CORP. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) \Box banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) \Box insurance company or agency (m) \square pension consultant (n) \square real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you *control* or are you *controlled* by the *related person*? 0 0 7. Are you and the related person under common control? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory

services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise

examination for your clients' funds or securities that are maintained at the related person?

0 0

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

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		Number and Street City: If this address is a p	1: State: private residence, check this	Number and Stree Country: box: □	et 2: ZIP+4/Postal Code:		
9.	(a)	If the related person	<i>n</i> is an investment adviser, i	is it exempt from re	egistration?	Yes	
	(b)	If the answer is yes	, under what exemption?				
10.	(a)	Is the related person	n registered with a foreign f	financial regulatory	authority ?	0	Ø
	(b)	If the answer is yes which the <i>related pe</i>		in English, of each	foreign financial regulatory authorit	ty with	h
		Willest the related pe		Information Filed			
11.	Do y	ou and the <i>related p</i>	person share any supervised	persons?		•	O
12.	Do y	ou and the <i>related p</i>	person share the same physi	cal location?		0	О
1.		al Name of <i>Related Pe</i> ELITY REAL ESTATE F					
2.		nary Business Name (ELITY REAL ESTATE F					
3.	Rela	ted Person's SEC File	e Number (if any) (e.g., 801	-, 8-, 866-, 802-)			
	or Othe	er					
4.	Rela	ited Person's CRD Nu	ımber (if any):				
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)	other investme registered mun registered secu major security- commodity poo futures commis banking or thrif trust company accountant or a lawyer or law fi insurance comp pension consult real estate brok sponsor or sync sponsor, gener	municipal securities dealer, ant adviser (including financi incipal advisor urity-based swap dealer based swap participant of operator or commodity transision merchant fit institution accounting firm pany or agency tant ker or dealer dicator of limited partnershipal partner, managing members and was accounted to the content of the con	al planners) ding advisor (whether ps (or equivalent), ever (or equivalent) or	urities broker or dealer her registered or exempt from regis excluding pooled investment vehicle of pooled investment vehicles	es Yes	No
6.	Do y	ou <i>control</i> or are you	u <i>controlled</i> by the <i>related p</i>	person?		О	0
7.	Are	you and the <i>related</i> !	person under common contr	-o/?		0	_

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(b)	services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
		Yes	No
(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	О
(b)	If the answer is yes, under what exemption?		
(a)	Is the related person registered with a foreign financial regulatory authority ?	0	Õ
(b)		wit	:h
	No Information Filed		
Do y	you and the related person share any supervised persons?	0	0
Do y	you and the related person share the same physical location?	0	0
- or			
Othe			
Rela	ted Person's CRD Number (if any):		
(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n)	□ broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer		on)
	(b) (c) (a) (b) (b) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m)	 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(4)(5)) from the related person and thus are not required to obtain a surprise examination for your dients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? (c) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority which the related person is registered. No Information Filed Do you and the related person share any supervised persons? Do you and the related person share the same physical location? Legal Name of Related Person: FIDELITY REAL ESTATE PARTNERS VI LLC Primary Business Name of Related Person: FIDELITY REAL ESTATE PARTNERS VI LLC Related Person's CRD Number (if any): Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered security-based swap dealer (e) □ major security-based swap dealer (e) □ major security-based swap participant (f) □ thurse commission merchant (f) □ banking or thrift institution (f) □ thurse commission merchant (g) □ futures commission merchant (g) □ futures commission consultant (g) □ real estate broker or dealer 	services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4-)(2)(3)(5) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person's Office exponsible for custody of your clients' assets: Number and Street 1: Number and Street 1: Number and Street 2: City: State: If this address is a private residence, check this boxt: If this address is a private residence, check this boxt: If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? (c) If the answer is yes, under what exemption? (d) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority? (e) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed Do you and the related person share any supervised persons? C) O you and the related person share any supervised persons? C) Do you and the related Person share the same physical location? C) Primary Business Name of Related Person: FIDELITY REAL ESTATE PARTNERS VI LLC Related Person's CRD Number (if any): Related Person's CRD Number (if any): Related Person's CRD Number (if any): Related Person's country based swap dealer (e) To broker-dealer, municipal securities dealer, or government securities broker or dealer (b) To the commodity pool operator or commodity trading advisor (whether registered or exempt from registratic full in banking or thrift institution The commodity pool operator or commodity trading advisor (whether registered or exempt from registratic full banking or thrift institution The commodity pool operator or commodity trading advisor (whether registered or ex

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	(p)	~	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	. No
6.	Doy	you <i>c</i>	control or are you controlled by the related person?	0	Ô
7.	Are	you a	and the related person under common control?	0	o
8.	(a)		es the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory vices you provide to <i>clients</i> ?	0	Ô
	(b)	abo rule	you are registering or registered with the SEC and you have answered "yes," to question 8(a) ove, have you overcome the presumption that you are not operationally independent (pursuant to e 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise amination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	resp	you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office sponsible for <i>custody</i> of your <i>clients'</i> assets: Mumber and Street 1: Number and Street 2:		
		City		W	.
9.	(a)	If th	the <i>related person</i> is an investment adviser, is it exempt from registration?		No
٠.				О	0
	(0)	11 (1	the answer is yes, under what exemption?		
10.	(a)	Is th	the related person registered with a foreign financial regulatory authority?	0	0
	(b)		the answer is yes, list the name and country, in English, of each foreign financial regulatory authority ich the related person is registered.	∕ wit	h
11	Do v	vou a	No Information Filed and the <i>related person</i> share any <i>supervised persons</i> ?	6	_
	D 0 ;	you u	and the related person share any supervised persons.	•	О
12.	Doy	you a	and the <i>related person</i> share the same physical location?	Ō	0
1.			ame of <i>Related Person</i> : T LIMITED		
2.			Business Name of <i>Related Person</i> : T LIMITED		
3.	Rela -	ated F	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er			
4.	Rela	ated F	Person's CRD Number (if any):		
5.	(a) (b) (c) (d)		Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer		
	(e) (f) (g) (h)		major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution	ratio	n)

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	(j) (k) (l) (m) (n) (o) (p)	insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Y		No
6.	ро у	ou control or are you controlled by the related person?	0	0
7.	Are	you and the related person under common control?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	Ö
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	С
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			'es	No
9.			О	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	O	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with	1
11.	Do y		0	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	0
1.		I Name of <i>Related Person</i> : EST US LLC		
2.		ary Business Name of <i>Related Person</i> : EST US LLC		
3.	Rela -	red Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.	Rela	red Person's CRD Number (if any):		
5.	<i>Rela</i> (a)	red Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		

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	(c) (d) (e) (f) (g) (h) (i) (j)	g)		on)
	(K) (I)	· · · <u>—</u>		
		m) pension consultant		
	-	n) \square real estate broker or dealer		
	(o)	o) sponsor or syndicator of limited partnerships (or equiv	valent), excluding pooled investment vehicles	
	(p)	p) \Box sponsor, general partner, managing member (or equiv	valent) of pooled investment vehicles	
6.	Do y	Oo you control or are you controlled by the related person?	Ye O	s No ©
7.	Are	are you and the related person under common control?	ō	0
8.	(a)	a) Does the related person act as a qualified custodian for yo services you provide to clients?	ur <i>clients</i> in connection with advisory	O
	(b)	b) If you are registering or registered with the SEC and you habove, have you overcome the presumption that you are rule 206(4)-(2)(d)(5)) from the related person and thus a examination for your clients' funds or securities that are m	not operationally independent (pursuant to re not required to obtain a surprise	0
	(c)	responsible for <i>custody</i> of your <i>clients'</i> assets:	de the location of the <i>related person's</i> office and Street 2: ZIP+4/Postal Code:	
		If this address is a private residence, theck this box.	Ye	s No
9.		a) If the <i>related person</i> is an investment adviser, is it exempt		0
	(b)	b) If the answer is yes, under what exemption?		
10.	-	a) Is the related person registered with a foreign financial reg		
	(b)	If the answer is yes, list the name and country, in English, which the related person is registered.	of each foreign financial regulatory authority wi	ith
		No Information	on Filed	
11.	Do y	Do you and the related person share any supervised persons?	ō	0
12.	Do y	Do you and the <i>related person</i> share the same physical location	n? c	Ō
1.		egal Name of <i>Related Person</i> : YRAMIS GLOBAL HEALTH CARE LONG/SHORT GP LLC		
2.		rimary Business Name of <i>Related Person</i> : YRAMIS GLOBAL HEALTH CARE LONG/SHORT GP LLC		
3.	Rela -	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-	, 802-)	
	or	r		

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Other)tl	ner	
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4.	Rela	ated Person's CRD Number (if any):		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (g) (k) (n) (o) (p)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm □ insurance company or agency □ pension consultant □ real estate broker or dealer □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles 	5	
6.	Doy	you control or are you controlled by the related person?	Yes O	No ©
7.	Are	you and the related person under common control?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	O	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
		If the answer is yes, under what exemption?	О	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	Õ
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	∕ wit	h
11.	Doy	you and the related person share any supervised persons?	0	O
12.	Doy	you and the <i>related person</i> share the same physical location?	o	0

1. Legal Name of Related Person:

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PYRAMIS INDEX FUND GP, LLC

2.	Primary Business Name of <i>Related Person</i> : PYRAMIS INDEX FUND GP, LLC					
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)				
	or Othe	er				
4.	Rela	ated Person's CRD Number (if any):				
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registred futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles				
6.	Do y	you control or are you controlled by the related person?		•		
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	0		
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	0		
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: Number and Street 2: Country: Number and Street 2: Country: Number and Street 2: Country: Count				
			Yes	No		
9.	` ,	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	0		
	(5)	and another to your ander muce oxemption.				
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0		
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	wit	h		

11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: PYRAMIS INSTITUTIONAL FUNDS MANAGER, INC. 2. Primary Business Name of Related Person: PYRAMIS INSTITUTIONAL FUNDS MANAGER, INC. 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) \Box major security-based swap participant (f) 🗹 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \Box futures commission merchant (h) \square banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (I) insurance company or agency (m) \Box pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? • 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: ZIP+4/Postal Code: City: State: Country: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration?

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0 0 (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? 0 (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the *related person* share the same physical location? 1. Legal Name of Related Person: PYRAMIS U.S. LARGE CAP CORE 130/30 GP, LLC 2. Primary Business Name of Related Person: PYRAMIS U.S. LARGE CAP CORE 130/30 GP, LLC 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) \Box registered security-based swap dealer (e) major security-based swap participant (f) V commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) 🗖 futures commission merchant (h) banking or thrift institution (i) trust company (j) accountant or accounting firm (k) lawyer or law firm (l) insurance company or agency (m) \square pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to *clients*? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) 0 0 above, have you overcome the presumption that you are not operationally independent (pursuant to

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6.	Do v	you control or are you controlled by the related person?	Yes No
Σ.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (o)	□ broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer	·
		nted Person's CRD Number (if any): Intel Person is: (check all that apply)	
	or Othe		
	FIDE	ELITY BUSINESS SERVICES INDIA PRIVATE LIMITED ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	FIDE	al Name of Related Person: ELITY BUSINESS SERVICES INDIA PRIVATE LIMITED hary Business Name of Related Person:	
12.	Do y	you and the related person share the same physical location?	o 🧖
11.	Do y	you and the related person share any supervised persons?	<u>•</u> с
	(D)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	/ WILII
10.	` ,	Is the related person registered with a foreign financial regulatory authority?	O O
	(b)	If the answer is yes, under what exemption?	
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0 0
		responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	Yes No
	(c)	examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	
		rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise	

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7.	Are	you and the <i>related person</i> under common <i>control</i> ?	Ó	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? If you are registering or registered with the SEC and you have answered "yes," to question 8(a)	~	0
		above, have you overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-(2)(d)(5)$) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No C
	(b)	If the answer is yes, under what exemption? INVESTMENT ADVISERS ACT SECTION 202(A)(17): ASSOCIATED PERSON TO FIDELITY MANAGEMENT RESEARCH COMPANY	&	
10	(a)	Is the related person registered with a foreign financial regulatory authority?	0	Ö
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	h
		No Information Filed		
11	. Do y	you and the related person share any supervised persons?	О	0
12	. Do y	you and the related person share the same physical location?	О	0
1.		al Name of <i>Related Person</i> : ELITY SELECTCO, LLC		
2.		nary Business Name of <i>Related Person</i> : ELITY SELECTCO, LLC		
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
		- 77635		
	or Oth	er		
4.	Rela 166	nted Person's CRD Number (if any): 782		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h)	 ✓ other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant ✓ commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant 	ratio	on)

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	(j) (k) (l) (m) (n)	□ lawyer or law firm □ insurance company or agency □ pension consultant		
	(o) (p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	7	N I -
6.	Do y	you control or are you controlled by the related person?	es O	No ©
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	0
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	C	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		No
	(b)	If the answer is yes, under what exemption?	~	
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	0
10.		If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i>	ෙ witl	
	` ,	which the <i>related person</i> is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	O	o
12.	Do y	you and the related person share the same physical location?	•	0
1.		al Name of <i>Related Person</i> : STA VENTURES ADVISORS III LIMITED PARTNERSHIP		
2.		nary Business Name of <i>Related Person</i> : STA VENTURES ADVISORS III LIMITED PARTNERSHIP		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any):		
5.	<i>Rela</i> (a) (b)			

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	(c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)	registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from regist futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	3	
6.	Do y	ou control or are you controlled by the related person?	Yes O	No ©
7.	Are	you and the <i>related person</i> under common <i>control?</i>	Ô	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	О	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
_			Yes	No
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(D)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	O	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	∕ wit	h
11.	Do y	rou and the related person share any supervised persons?	0	0
12.	Do y	rou and the <i>related person</i> share the same physical location?	О	O
1.		Il Name of <i>Related Person</i> : LUS VENTURES ADVISORS IV LIMITED PARTNERSHIP		
2.		ary Business Name of <i>Related Person</i> : LUS VENTURES ADVISORS IV LIMITED PARTNERSHIP		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		

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4.	Related Person's CRD Number (if any):		
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from regis) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles	·s	
6.	Do you control or are you controlled by the related person?	Yes	© No
7.	Are you and the related person under common control?	0	0
8.	 (a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>' assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ 		0
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes	0
	(b) If the answer is yes, under what exemption?		
	 (a) Is the related person registered with a foreign financial regulatory authority? (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority which the related person is registered. No Information Filed Do you and the related person share any supervised persons? 	O y wit	ch
12.	Do you and the related person share the same physical location?	О	0

1. Legal Name of *Related Person*:
AGILUS VENTURES ADVISORS IV-E LIMITED PARTNERSHIP

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2.		y Business Name of <i>Related Person</i> : S VENTURES ADVISORS IV-E LIMITED PARTNERSHIP		
3.	-	d Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other			
4.	Relate	d Person's CRD Number (if any):		
5.	Relate (a)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registr futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		n)
6.	Do you	i control or are you controlled by the related person?	Yes C	No ©
7.	Are yo	u and the related person under common control?	0	0
8.		oes the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory ervices you provide to <i>clients</i> ?	0	0
	a rı	you are registering or registered with the SEC and you have answered "yes," to question 8(a) bove, have you overcome the presumption that you are not operationally independent (pursuant to alle 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise camination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	re N C	you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office esponsible for <i>custody</i> of your <i>clients'</i> assets: umber and Street 1: Number and Street 2: ity: State: Country: ZIP+4/Postal Code: this address is a private residence, check this box:		
			Yes	No
9.	(a) If	the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	\circ
	(b) If	the answer is yes, under what exemption?		
10.	(a) Is	the related person registered with a foreign financial regulatory authority?	o	•
		the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> hich the <i>related person</i> is registered. No Information Filed	wit	h
11.	Do you	and the related person share any supervised persons?	0	0

IAPD - View All Page 101 of 143 12. Do you and the related person share the same physical location? 1. Legal Name of Related Person: ALIMONT VENTURES ADVISORS V LIMITED PARTNERSHIP 2. Primary Business Name of Related Person: ALIMONT VENTURES ADVISORS V LIMITED PARTNERSHIP 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other 4. Related Person's CRD Number (if any): 5. Related Person is: (check all that apply) (a) \Box broker-dealer, municipal securities dealer, or government securities broker or dealer (b) \Box other investment adviser (including financial planners) (c) \Box registered municipal advisor (d) registered security-based swap dealer (e) \Box major security-based swap participant (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) 🗖 futures commission merchant (h) \Box banking or thrift institution (i) trust company accountant or accounting firm (j) (k) lawyer or law firm (I) insurance company or agency (m) \square pension consultant (n) \Box real estate broker or dealer (o) \Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? 7. Are you and the *related person* under common *control*? 8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person? (c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for *custody* of your *clients'* assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box Yes No 9. (a) If the related person is an investment adviser, is it exempt from registration? 0 0

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(b) If the answer is yes, under what exemption?

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10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	0
	(b) If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	with	
	No Information Filed		
11.	Do you and the related person share any supervised persons?	0	Ö
12.	Do you and the <i>related person</i> share the same physical location?	0	0
1.	Legal Name of <i>Related Person</i> : BEACON BIOVENTURES ADVISORS LIMITED PARTNERSHIP		
2.	Primary Business Name of <i>Related Person</i> : BEACON BIOVENTURES ADVISORS LIMITED PARTNERSHIP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's CRD Number (if any):		
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) □ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registred) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles) (p) ▼ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do you control or are you controlled by the related person?	0	0
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	Ô
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office		

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			ponsible mber an			f your <i>cli</i>	ents' asse	ets:	Number	and Str	reet	2:				
		City	y:		Stat		ce, check	this	Country			ZIP+4/F	Postal C	ode:		
9.	(a)	If t	he <i>relate</i>	ed perso	on is ar	n investm	nent advis	ser, is	it exem	pt from	reg	istration	າ?			Yes No
							exemption									0.0
10.	(a)	Is t	the <i>relat</i>	ed pers	<i>on</i> regi	stered w	ith a <i>forei</i>	ign fii	nancial r	egulator	ry a	uthority	?			0 0
	(b)							ntry, i	in Englis	h, of eac	ch f	oreign f	inancial	regulat	ory author	rity with
		wn	ich the r	eiatea j	person	is registe	erea.	No	Informa	tion File	ed					
11.	Do y	you a	and the	related	person	share a	ny <i>superv</i>	ised _l	persons	•						0 🍳
12.	Do y	you a	and the	related	person	share th	ne same p	hysic	al locati	on?						o 🍳
1.			ame of <i>R</i> I BIOVEN				ND II LIM	ITED	PARTNE	RSHIP						
2.						ated Pers	son: ND II LIM	ITED	PARTNE	RSHIP						
3.	Rela -	ited	Person's	SEC Fi	le Num	ber (if a	ny) (e.g.,	801-	, 8-, 866	5-, 802-)					
	or Othe	er														
4.	Rela	ited	Person's	<i>CRD</i> N	umber	(if any):										
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)		broker other i register major commo futures bankin trust caccour lawyer insural pensio real es	-dealer, nvestmered muered security podity pos commany or thromany at ant or law nce com n consultate brotate muestate brotate modes.	, municent advantage of the control	viser (included advisor ased swap parator or comerchant itution are agency dealer	urities dea luding fin ap dealer articipant commodite	ancia	l planne	rs) sor (wh	ethe	er regist	ered or	exempi	t from reg	
6.	(p) Do y	⊻ you (naging m			uivalent	:) of	pooled	investn	nent vel	nicles	Yes No
7.	Are	you	and the	related	l persoi	n under o	common <i>c</i>	contro	o/?							<u>•</u> 0

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8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	O	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
			Yes	, No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	\circ
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	O	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	y wit	:h
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	О	0
12.	Do y	you and the <i>related person</i> share the same physical location?	О	Ó
	BEA Prim	al Name of <i>Related Person</i> : CON BIOVENTURES ADVISORS FUND III LIMITED PARTNERSHIP nary Business Name of <i>Related Person</i> : CON BIOVENTURES ADVISORS FUND III LIMITED PARTNERSHIP		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ated Person's CRD Number (if any):		
5.	Rela	ated Person is: (check all that apply)		
	(a)			
	(b)			
	(c)			
	(d) (e)			
		commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratic	nn)
	(ı) (g)		iatit	""
	(b)			
	(i)	trust company		
	(i)	accountant or accounting firm		
	(k)			
	(I)	insurance company or agency		
	(m)			
	(n)			

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	(o) (p)		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
_	_		-		No
6.	Do	you (control or are you controlled by the related person?	0	0
7.	Are	you	and the related person under common control?	Ô	0
8.	(a)		es the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory rvices you provide to <i>clients</i> ?	0	0
	(b)	abo rule	you are registering or registered with the SEC and you have answered "yes," to question 8(a) ove, have you overcome the presumption that you are not operationally independent (pursuant to e 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise amination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)		you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office sponsible for <i>custody</i> of your <i>clients'</i> assets:		
		City	mber and Street 1: Number and Street 2: y: State: Country: ZIP+4/Postal Code: this address is a private residence, check this box:		
		1. 0	·	es	No
9.	(a)	If t	the related person is an investment adviser, is it exempt from registration?	O	O
	(b)	If t	the answer is yes, under what exemption?		
10.	(a)	Is t	the related person registered with a foreign financial regulatory authority?	0	0
	(b)		the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> victories the related person is registered.	with	า า
			No Information Filed		
11.	Do	you a	and the related person share any supervised persons?	0	0
12.	Do	you i	and the <i>related person</i> share the same physical location?	0	Ō
	VOI	_CAP	ame of <i>Related Person</i> : PADVISORS FUND I LIMITED PARTNERSHIP		
2.			Business Name of Related Person: ADVISORS FUND I LIMITED PARTNERSHIP		
3.	Rela -	ated	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er			
4.	Rela	ated	Person's CRD Number (if any):		
5.	Relation (a) (b) (c) (d) (e) (f) (g)		Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registra futures commission merchant	ıtioı	n)

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	(h) (i) (j) (k) (l) (m) (n) (o) (p)		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	es	No
6.	Do y	ou o	control or are you controlled by the related person?)	•
7.	Are	you	and the <i>related person</i> under common <i>control</i> ?)	0
8.		ser If y abo	pes the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory rvices you provide to <i>clients</i> ? you are registering or registered with the SEC and you have answered "yes," to question 8(a) ove, have you overcome the presumption that you are not operationally independent (pursuant to le 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise amination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	res Nur City	this address is a private residence, check this box: \Box		
9.	(a)	īf t	the related person is an investment advisor is it exempt from registration?		Νo
٠.			the answer is yes, under what exemption?	0	0
	(0)	11 (the unswer is yes, under what exemption:		
10.	(a)	Is t	the related person registered with a foreign financial regulatory authority?	5	0
	(b)		the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> w nich the <i>related person</i> is registered. No Information Filed	vith	l
11.	Do y	ou a	and the related person share any supervised persons?	5	0
12.	Do y	ou a	and the <i>related person</i> share the same physical location?	5	O
1.	Lega FIDE	al Na ELIT	ame of <i>Related Person</i> : TY REAL ESTATE PARTNERS VII LLC		
2.			y Business Name of <i>Related Person</i> : TY REAL ESTATE PARTNERS VII LLC		
3.	Rela -	ted	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er			
4.	Rela	ted	Person's CRD Number (if any):		
5.	Rela	ted	Person is: (check all that apply)		

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	(h) (i)	other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registrate futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	ation)
6.	Do y	ou control or are you controlled by the related person?	o 🧧
7.	Are	you and the related person under common control?	о
8.		above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	o
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	
9.	(a)	If the related person is an investment advisor is it exempt from registration?	es No
		If the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	o 🧧
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered. No Information Filed	with
11.	Do y	ou and the related person share any supervised persons?	o 🧧
12.	Do y	ou and the <i>related person</i> share the same physical location?	o o
1.		I Name of <i>Related Person</i> : LESA MANAGEMENT LLC	
2.		ary Business Name of <i>Related Person</i> : ESA MANAGEMENT LLC	
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	

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	801	- 79266		
	or			
	Oth	er		
4.	Rela 168	nted Person's CRD Number (if any): 741		
5.	Rela	ated Person is: (check all that apply)		
	(a)			
	(b)			
	(c)			
	(d)	registered security-based swap dealer		
	(e)			
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from regist	ratio	n)
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(I)	\square insurance company or agency		
	(m)	pension consultant		
	(n)			
	(0)		5	
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Doy	you control or are you controlled by the related person?		o No
7.	Are	you and the related person under common control?	0	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:		
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
		If this address is a private residence, theth this box.	Vac	. No
9.	(2)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	103	6
٦.	(u)	Transfer de relateu person is un investment duviser, is te exempe nom registration:	О	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial regulatory authority</i> which the <i>related person</i> is registered.	∕ wit	:h
	_	No Information Filed		ı
11.	Doy	you and the related person share any supervised persons?	0	0
12.	Do v	you and the related person share the same physical location?	_	6

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SECTION 7.B.(1) Private Fund Reporting

	$\overline{}$	T1 /	^ -	_		NID.
Δ	РΚ	11/	Δ I	- 1	-11	1311

Information About the Private Fund

1. (a) Name of the private fund:

FIDELITY DYNAMIC STRATEGIES CAYMAN LTD.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-9202039430

2. Under the laws of what state or country is the *private fund* organized:

State: Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALASDAIR FOSTER

STEPHANE LACHANCE

- 4. The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- 5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds")
invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund"
investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or
interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?

0 0

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 118,301,849

Ownership

12. Minimum investment commitment required of an investor in the *private fund*:

\$ 0

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

1

- 14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*: 100%
- 15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 100%
- 16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*: 0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

0

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			0
		the name and SEC file number, if any, of the other and is "no," leave this question blank.	advisers
	No I	nformation Filed	
			Yes No
19. Are your <i>clients</i> solicite	ed to invest in the <i>private fund</i>	?	0 🧧
20. Approximately what pe	ercentage of your <i>clients</i> has in	vested in the <i>private fund</i> ?	
Private Offering			
21. Does the <i>private fund</i> Securities Act of 1933	,	istration of its securities under Regulation D of the	Yes No
22. If yes, provide the <i>priv</i>	vate fund's Form D file number	(if any):	
		formation Filed	
B. SERVICE PROVIDERS			
<u>Auditors</u>			
<u>rtaartor s</u>			Yes No
23. (a) (1) Are the <i>private</i>	fund's financial statements sul	bject to an annual audit?	O
(2) Are the financia	al statements prepared in accor	rdance with U.S. GAAP?	© 0
If the answer to 23	R(a)(1) is "ves " respond to que	estions (b) through (f) below. If the <i>private fund</i> use	es more
		ons (b) through (f) separately for each auditing firm	
Additional Audit	or Information: 1 Record(s)) Filed.	
		restions (b) through (f) below. If the <i>private fund</i> use questions (b) through (f) separately for each audit	
(b) Name of the a	uditing firm:		
DELOITTE & T			
(c) The location o country):	f the auditing firm's office resp	onsible for the <i>private fund</i> 's audit (city, state and	
City:	State:	Country:	
BOSTON	Massachusetts	UNITED STATES	
			Yes No
(d) Is the auditing	g firm an <i>independent public ac</i>	ccountant?	O
(e) Is the auditing	g firm registered with the Public	c Company Accounting Oversight Board?	o o
	above, is the auditing firm subversight Board in accordance w	oject to regular inspection by the Public Company ith its rules?	○ ○
		s distributed to the <i>private fund</i> 's investors?	Yes No
(n) Does the report pro	epared by the auditing firm cor	icani an unquannea opinion?	

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O Ye	s O	No	O	Report N	lot Yet	Received
------	-----	----	---	----------	---------	----------

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: State: Country:

NEW YORK

New York

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes	No
0	6

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?



If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

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If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

FIDELITY SERVICE COMPANY, INC.

(c) Location of administrator (city, state and country):

City: State: Country:

BOSTON

Massachusetts UNITED STATES

Yes No

(d) Is the administrator a *related person* of your firm?

(e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?

Over (provided to all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." NOT APPLICABLE

27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

1. Name of the private fund:

ADVSTRA SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-1009573648

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

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Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your clients solicited to invest in this private fund?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2006-1 LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-1145242987

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No

4. Are your *clients* solicited to invest in this *private fund*?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2006-2 LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-2194839925

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

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801 - 60583

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO 2013-1 LTD

2. Private fund identification number: (include the "805-" prefix also)

805-2903801750

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No

4. Are your clients solicited to invest in this private fund?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

BALLYROCK CLO III, LTD.

2. Private fund identification number: (include the "805-" prefix also)

805-7748977526

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

BALLYROCK INVESTMENT ADVISORS LLC

SEC File Number:

801 - 60583

Yes No



4. Are your *clients* solicited to invest in this *private fund*?

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In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

CAPINC SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-7437258134

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

CONT LP HOLDINGS LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-2436298195

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests

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substantially all of its assets in a single master fund.

1. Name of the private fund:

DEST ER HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-9939177731

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

EPI ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-7857641327

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the private fund:

EQTY ER HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-2187843266

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your *clients* solicited to invest in this *private fund*?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

FAIG LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-7944542468

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No



4. Are your clients solicited to invest in this private fund?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FANIF LP HOLDINGS LLC

2. Private fund identification number:

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(include the "805-" prefix also)

805-1231893998

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FBAL LP HOLDINGS LLC

Private fund identification number: (include the "805-" prefix also)

805-8064900215

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

FSASEQ LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-5848267689

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3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

GROWTHCO CW HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-9331319231

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

GROWTHCO TB HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-7176092292

 Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

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FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

MIDCAP ER HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-5696728921

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

MILM ER HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-9100286782

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

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4. Are your clients solicited to invest in this private fund?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

MILM LP HOLDINGS LLC

2. Private fund identification number: (include the "805-" prefix also)

805-1522567680

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?





In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PAIN SC HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-2132032151

3. Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a

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master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PRTN CW HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-1436048133

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your clients solicited to invest in this private fund?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PRTN LP HOLDINGS LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-8829844330

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?

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In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the private fund:

PRTN SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-3007285268

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your *clients* solicited to invest in this *private fund*?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

PRTN TB HOLDINGS, LLC

2. Private fund identification number: (include the "805-" prefix also)

805-4130657875

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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1. Name of the *private fund*:

STRAINC SC HOLDINGS, LLC

2. *Private fund* identification number: (include the "805-" prefix also)

805-8823255315

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

4. Are your *clients* solicited to invest in this *private fund*?

Yes No



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

VIPCONT LP HOLDINGS LLC

Private fund identification number: (include the "805-" prefix also)

805-7860721728

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No



4. Are your *clients* solicited to invest in this *private fund*?

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO 2, INC

2. Private fund identification number:

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(include the "805-" prefix also)

805-9047146688

Name and SEC File number of adviser that provides information about this private fund in Section 7.B.(1) of Schedule D of its Form ADV filing

Name

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO 3, INC

2. *Private fund* identification number: (include the "805-" prefix also)

805-6041593796

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

FIDELITY MANAGEMENT & RESEARCH COMPANY

SEC File Number:

801 - 7884

Yes No

4. Are your clients solicited to invest in this private fund?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the private fund:

WCH HOLDCO, INC

2. Private fund identification number: (include the "805-" prefix also)

805-4495893000

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					(
3.	Schedule D of its Name:	s Form ADV filing GEMENT & RESEARCH CO	·	n about this <i>private fund</i> in Section 7.B.(1)	of
	801 - 7884				
4.		solicited to invest in this	s private fund?		Yes No
	master-feeder ar single fund ("ma question if it issu	rrangement, one or morester fund"). A fund woul	e funds ("feeder funds' ld also be a "feeder fur series) of shares or int	in a master fund. For purposes of this qued i) invest all or substantially all of their asse d" investing in a "master fund" for purpose erests, and each class (or series) invests	ets in a
SEC	TION 9.C. Inde	pendent Public Accour	ntant		
exa	amination, perforr	m an audit of a pooled in	nvestment vehicle that	public accountant engaged to perform a su you manage, or prepare an internal contro dependent public accountant.	
(1)		lependent public account DUSECOOPERS LLP	tant:		
(2)) The location of t	the <i>independent public a</i>	ccountant's office resp	onsible for the services provided:	
	Number and Str 125 HIGH STRE		Number and Stre	et 2:	
	City:	State:	Country:	ZIP+4/Postal Code:	
	BOSTON	Massachusetts	UNITED STATES	02110	
					Yes No
(3)) Is the <i>independe</i>	ent public accountant reg	gistered with the Public	Company Accounting Oversight Board?	<u>•</u> с
(4)		ove, is the <i>independent p</i> inting Oversight Board in		ct to regular inspection by the Public les?	o o
(5)) The <i>independen</i> :	t public accountant is en	igaged to:		
	B. \square perform a s	oled investment vehicle surprise examination of n internal control report	clients' assets		
(6)		prepared by the <i>indepe</i> nal controls contain an ur		t that audited the pooled investment vehic	le or that
	C Yes				
	O No				
	Report Not Y				
	If you check "Rep	ort Not Yet Received", y	∕ou must promptly file	an amendment to your Form ADV to update	e your

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

response when the accountant's report is available.

No Information Filed

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Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

IN RESPONSE TO ITEMS 5.A. AND 5.B., THE NUMBER OF EMPLOYEES REPORTED INCLUDES EMPLOYEES WHO PROVIDE INVESTMENT ADVICE AND/OR RESEARCH SERVICES TO ANOTHER REGISTERED ADVISER PURSUANT TO A PERSONNEL SHARING AGREEMENT. FOR THOSE RELATED PERSONS IDENTIFIED AS RELYING ON THE FOREIGN PRIVATE ADVISER EXEMPTION IN RESPONSE TO SECTION 7.A. QUESTION 9.(B) OF THIS SCHEDULE D, IN NO EVENT CAN THE REGISTRANT'S DISCLOSURE OF THE RELATED PERSON(S) AS RELYING ON THE FOREIGN PRIVATE ADVISER EXEMPTION BE TAKEN AS AGREEMENT BY THE RELATED PERSON(S) THAT THEY CONCEDE TO THE JURISDICTION OF THE SECURITIES AND EXCHANGE COMMISSION, ANY OTHER U.S. GOVERNMENTAL OR REGULATORY AUTHORITY, OR ANY COURT WITHIN THE U.S. THE RELATED PERSONS RESERVE THEIR RIGHT TO CONTEST ANY CLAIM OF JURISDICTION BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER U.S. GOVERNING BODY. IN RESPONSE TO SECTION 7.B. QUESTION 20, 0% REPRESENTS A VALUE GREATER THAN 0% BUT SIGNIFICANTLY LESS THAN 1%. AS A CLARIFICATION TO RESPONSES PROVIDED IN SECTION 7.B. QUESTION 23, THE PRIVATE FUNDS' FINANCIAL STATEMENTS ARE NOT SUBJECT TO A SEPARATE ANNUAL AUDIT, AND THESE QUESTIONS HAVE BEEN ANSWERED WITH RESPECT TO THE ISSUER WITH WHICH THE PRIVATE FUND IS CONSOLIDATED FOR ACCOUNTING PURPOSES.

DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

affirmative responses to Item	11.H. of Part 1A	or Item 2.F. of	Part 1B of Form ADV.		
		Civil Jud	licial		
Check Part 1A item(s) being responded to: \square 11.H(1)(a) \square 11.H(1)(b)		□ 11.H(1)(c)		□ 11.H(2)	
Check Part 1B item(s) being \square 2.F(1) \square 2.	•	□ 2.F(3)	□ 2.F(4)	□ 2.F(5)	

This Disclosure Reporting Page (DRP ADV) is an O INITIAL OR O AMENDED response used to report details for

Use a separate DRP for each event or proceeding. The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only

PΑ

one	DRP to report details re	lated to the same event. Unrelated civil judicial actions must be reported on separate DRP
PAR	T I	
Α.	The person(s) or entity	(ies) for whom this DRP is being filed is (are):
	C You (the advisory fi	rm)
	C You and one or mor	e of your <i>advisory affiliates</i>
	One or more of you	r advisory affiliates
	Last name, First name,	d for an <i>advisory affiliate</i> , give the full name of the <i>advisory affiliate</i> below (for individuals, Middle name). Middle name). has a <i>CRD</i> number, provide that number. If not, indicate "non-registered" by checking the
	ADV DRP - ADVISORY	AFFILIATE
	CRD 108281 Number:	This advisory affiliate is 🖸 a Firm 🧷 an Individual
	Registered: 👩 Yes	○ No

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	Name:	FIDELITY MANAGEMENT & RESEARCH COMPANY
		(For individuals, Last, First, Middle)
	☐ This DRP s	should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with
	☑This DRP s years ago	Thould be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than tenor (2) the adviser is registered or applying for registration with the SEC and the event was resolved in r's or <i>advisory affiliate's</i> favor.
	reported only	gistered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you y in response to Item 11.H.(1)(a), and only if that event occurred more than ten years ago. If you are registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more rs ago.
		should be removed from the ADV record because it was filed in error, such as due to a clerical or data-ake. Explain the circumstances:
В.	a DRP (with	ry affiliate is registered through the IARD system or <i>CRD</i> system, has the advisory affiliate submitted Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information must be provided.
	Yes C	No
	NOTE: The c	ompletion of this form does not relieve the <i>advisory affiliate</i> of its obligation to update its IARD or .
PAR	T II	
1.		initiated by: (Name of regulator, <i>foreign financial regulatory authority, SRO,</i> commodities exchange, , private plaintiff, etc.)
2.	Principal Reli	ef Sought:
	Other Relief	Sought:
3.	Filing Date o	f Court Action (MM/DD/YYYY):
		Explanation provide explanation:
4.	Principal Pro	duct Type:
	Other Produc	tt Types:
5.		n was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County Country, Docket/Case Number):
6.	Advisory Affi	liate Employing Firm when activity occurred which led to the civil judicial action (if applicable):
7.	Describe the	allegations related to this civil action (your response must fit within the space provided):
8.	Current State	us? C Pending C On Appeal C Final
9.	If on appeal,	action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):
10.		ate notice/process was served (MM/DD/YYYY): Explanation

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	If n	ot exact, provide explanation:			
If F	inal	or On Appeal, complete all items b	pelow. For Pending Ad	ctions, complete Item 14 or	nly.
11.	Hov	was matter resolved:			
12.	\circ	olution Date (MM/DD/YYYY): Exact © Explanation ot exact, provide explanation:			
13.	Res	olution Detail:			
	A.	Were any of the following Sanctio ☐ Monetary/Fine Amount: \$ ☐ Revocation/Expulsion/Denial ☐ Censure	ons Ordered or Relief	Granted(check appropriate ☐ Disgorgement/Restitutio ☐ Cease and Desist/Injuno	on
		□ Bar		☐ Suspension	
	В.	Other Sanctions:			
	C.	Sanction detail: if suspended, enj (General Securities Principal, Fina condition of the sanction, provide whether condition has been satisf monetary compensation, provide and if any portion of penalty was	ncial Operations Prir length of time given fied. If disposition res total amount, portion	cipal, etc.). If requalification to requalify/retrain, type continuous in a fine, penalty, res	on by exam/retraining was a of exam required and stitution, disgorgement or
This	s Dis	ATORY ACTION DISCLOSURE RE closure Reporting Page (DRP ADV) ive responses to Items 11.C., 11.D	GENERAL INSTR	RUCTIONS C AMENDED response us	sed to report details for
			Regulatory .	∆ction	
		1) \[\pi 11.E(2)		☐ 11.C(4) ☐ 11.D(4) ☐ 11.E(4)	□ 11.C(5) □ 11.D(5)
pers	son (eparate DRP for each event or <i>proc</i> or entity using one DRP. File with a entity using one than one aff	completed Executio	n Page.	
DRF	o to r	eport details related to the same eoo each action on a separate DRP.			
PAR A.		person(s) or entity(ies) for whom	this DRP is being file	ed is (are):	
	0	You (the advisory firm)			
	0	You and one or more of your <i>advis</i>	ory affiliates		
		One or more of your advisory affili	•		

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If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box. ADV DRP - ADVISORY AFFILIATE CRD This advisory affiliate is a Firm an Individual Number: Registered: C Yes No FMR LLC Name: (For individuals, Last, First, Middle) \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser. \Box This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago. \square This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances: B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. C Yes No NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II 1. Regulatory Action initiated by: OSEC Oother Federal OState OSRO Foreign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SWEDEN'S FINANSINSKEPTIONEN (SFSA) 2. Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

02/24/2014 © Exact Explanation If not exact, provide explanation: DATE FMR, LLC RECEIVED NOTICE

4. Docket/Case Number:

13-5339

- 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
- 6. Principal Product Type:

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		Other Product Types:	
7.	ON SW APF SHA BY NO	Describe the allegations related to this regulatory action (your response ON FEBRUARY 24, 2014, FMR LLC, THE REGISTRANT'S ULTIMATE PAREI SWEDEN'S FINANSINSKEPTIONEN (THE "SFSA") THAT THE SFSA WAS I APPROXIMATELY US\$9,000, AGAINST FMR LLC BASED ON A FINDING T SHAREHOLDINGS IN A SWEDISH CORPORATION, WHICH SHARES WERE BY FMR LLC'S INVESTMENT ADVISORY SUBSIDIARIES, HAD BEEN MADINOTIFICATION WAS A RESULT OF INCORRECT DATA THAT HAD BEEN SA THIRD-PARTY VENDOR. FMR LLC IS APPEALING THE SFSA'S DECISIO	NT COMPANY, RECEIVED NOTICE FROM SSUING A FINE, EQUIVALENT TO HAT A NOTIFICATION OF A CHANGE IN E HELD BY CLIENT ACCOUNTS MANAGED FOUR DAYS LATE. THE LATE CUPPLIED TO FMR LLC'S FILING AGENT BY
8.	Cur	Current Status? C Pending On Appeal C Final	
9.		If on appeal, regulatory action appealed to (SEC, SRO, Federal or State ADMINISTRATIVE COURT, MARCH 13, 2014	Court) and Date Appeal Filed:
If F	inal	inal or On Appeal, complete all items below. For Pending Actions, comple	ete Item 13 only.
10.	Ηον	How was matter resolved:	
	Dec	Decision	
11.	<mark>09</mark> / If n	Resolution Date (MM/DD/YYYY): 09/18/2013 © Exact Explanation If not exact, provide explanation: THOUGH DECIDED ON THIS DATE, FMR LLC DID NOT RECEIVE NOTICE	UNTIL FEBRUARY 24, 2014.
12.		Resolution Detail:	
	A.	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate ☑ Monetary/Fine Amount: \$ 9,000	items)?
			ement/Restitution
			nd Desist/Injunction
	_	☐ Bar ☐ Suspens	ion
	В.	B. Other Sanctions <i>Ordered</i> :	
		Sanction detail: if suspended, <i>enjoined</i> or barred, provide duration (General Securities Principal, Financial Operations Principal, etc.). I condition of the sanction, provide length of time given to requalify/ whether condition has been satisfied. If disposition resulted in a finmonetary compensation, provide total amount, portion levied again and if any portion of penalty was waived: NONE	f requalification by exam/retraining was a retrain, type of exam required and e, penalty, restitution, disgorgement or
13.	con FMI	Provide a brief summary of details related to the action status and (or) conditions and dates (your response must fit within the space provided) FMR LLC SUBMITTED AN APPEAL TO THE ADMINISTRATIVE COURT ON IFURTHER ACTION BY THE COURT.	
		GENERAL INSTRUCTIONS	
		Disclosure Reporting Page (DRP ADV) is an C INITIAL OR AMENDE mative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form A	
Che	ck it	Regulatory Action ck item(s) being responded to:	

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv/Sections/iapd AdvAllPages.as... 4/21/2014

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□ 11.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	□ 11.C(5)
☐ 11.D(1)		□ 11.D(3)	□ 11.D(4)	☐ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

٨	The person(s)	or ontitudios)	for whom this	DDD is being	filed ic (a	۳۵)،
Α.	The person(s)	or entity(les)	for whom this	DKP IS being	i filed is (a	re):

- You (the advisory firm)
- O You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD 1964598 This advisory affiliate is \circ a Firm \circ an Individual

Registered: Yes O No

Name: LYNCH, PETER,

SIMON

(For individuals, Last, First, Middle)

 \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

☐ This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

☐ This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

C Yes O No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

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	© SEC © Other Federal State © SRO © Foreign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) STATE OF NEW HAMPSHIRE BANKING DEPARTMENT			
2.	Principal Sanction:			
	Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY): 09/24/2008 Exact C Explanation If not exact, provide explanation:			
4.	Docket/Case Number: ADJUDICATIVE PROC. CASE NO. 08-378			
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): FIDELITY MANAGEMENT & RESEARCH COMPANY AND FMR CO., INC.			
6.	Principal Product Type:			
	Mutual Fund(s) Other Product Types:			
7.	C. Describe the allegations related to this regulatory action (your response must fit within the space provided): THE CONSENT ORDER ISSUED ON MARCH 12, 2009 BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTAINED AN ALLEGATION, WHICH MR. LYNCH NEITHER ADMITTED NOR DENIED, THAT MR. LYNCH VIOLATED NEW HAMPSHIRE BANKING LAWS, RSA 397-A:10, II, BY FAILING TO PROVIDE AUTHORIZATION TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT TO CONDUCT A BACKGROUND CHECK IN CONNECTION WITH MR. LYNCH'S MINORITY OWNERSHIP IN A PRIVATE COMPANY SUBJECT TO REGULATION BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT.			
8.	Current Status? © Pending © On Appeal			
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:			
If F	final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.			
10.	How was matter resolved:			
	Consent			
11.	Resolution Date (MM/DD/YYYY):			
	03/12/2009 Exact C Explanation If not exact, provide explanation:			
12.	Resolution Detail:			
	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)?			
	✓ Monetary/Fine Amount: \$ 2,500			
	☐ Revocation/Expulsion/Denial☐ Disgorgement/Restitution☐ Cease and Desist/Injunction			
	☐ Bar ☐ Suspension			
	B. Other Sanctions <i>Ordered</i> :			
	Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected			

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(General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

FINE OF \$2,500 PAID BY MR. LYNCH TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT ON MARCH 12, 2009.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

THE CONSENT ORDER ISSUED ON MARCH 12, 2009 BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTAINED AN ALLEGATION, WHICH MR. LYNCH NEITHER ADMITTED NOR DENIED, THAT MR. LYNCH VIOLATED NEW HAMPSHIRE BANKING LAWS, RSA 397-A:10, II, BY FAILING TO PROVIDE AUTHORIZATION TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT TO CONDUCT A BACKGROUND CHECK IN CONNECTION WITH MR. LYNCH'S MINORITY OWNERSHIP IN A PRIVATE COMPANY SUBJECT TO REGULATION BY THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT. MR. LYNCH PAID A FINE OF \$2,500 TO THE STATE OF NEW HAMPSHIRE BANKING DEPARTMENT CONTEMPORANEOUSLY WITH THE EXECUTION OF THE CONSENT ORDER.

GENERAL INSTRUCTIONS

Dogulatom, Action

This Disclosure Reporting Page (DRP ADV) is an O INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

		Regulatory Ac	LIOH	
Check item(s) be	ing responded to:	,		
☑ 11.C(1)		□ 11.C(3)		
□ 11.D(1)	□ 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

Α.	The person(s)	or entity(ies) for whom this	DRP is being	ı filed is ((are	•)
<i>~</i> .		OI CITCILY (ICS	, 101 WIIOIII CIII3		, ilica is i	١,	

- C You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

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(For individuals, Last, First, Middle) \square This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser. \square This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago. \square This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or dataentry mistake. Explain the circumstances: B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. Yes C No NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II 1. Regulatory Action initiated by: OSEC Oother Federal OState OSRO OForeign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) 2. Principal Sanction: Other Sanctions: 3. Date Initiated (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 4. Docket/Case Number: 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): 6. Principal Product Type: Other Product Types: 7. Describe the allegations related to this regulatory action (your response must fit within the space provided): 8. Current Status? Pending On Appeal 9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

10. How was matter resolved:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

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11 Do	solution Date (MM/DD/YYYY):			
	Exact C Explanation not exact, provide explanation:			
12. Re	solution Detail:			
Α.	Were any of the following Sanctions (Ordered (check all	appropriate items)?	
	☐ Monetary/Fine Amount: \$			
	\square Revocation/Expulsion/Denial		☐ Disgorgement/Restitu	tion
	☐ Censure		☐ Cease and Desist/Inju	inction
	☐ Bar		Suspension	
В.	Other Sanctions Ordered:			
	Sanction detail: if suspended, enjoine (General Securities Principal, Financia condition of the sanction, provide lenwhether condition has been satisfied. monetary compensation, provide tota and if any portion of penalty was wait	al Operations Princ gth of time given If disposition res al amount, portion	cipal, etc.). If requalification to requalify/retrain, type of ulted in a fine, penalty, res	on by exam/retraining was a of exam required and stitution, disgorgement or
	ovide a brief summary of details related nditions and dates (your response must			d include relevant terms,
This Di	sclosure Reporting Page (DRP ADV) is a tive responses to Items 11.C., 11.D., 1	GENERAL INSTR an C INITIAL OR 1.E., 11.F. or 11.0	AMENDED response us	sed to report details for
		Regulatory A	ction	
	item(s) being responded to:		_	<u></u>
☐ 11.0	• •	□ 11.C(3) —		✓ 11.C(5)
		□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
□ 11.6 □ 11.6		□ 11.E(3)	□ 11.E(4)	
L 11.r	🗀 11.G.			
	separate DRP for each event or <i>proceed</i> or entity using one DRP. File with a cor			reported for more than one
DRP to	ent may result in more than one affirm report details related to the same even to each action on a separate DRP.			
PART I A. Th	e person(s) or entity(ies) for whom this	s DRP is being file	d is (are):	
	You (the advisory firm)	J	,	
	You and one or more of your <i>advisory</i>	affiliates		
	One or more of your advisory affiliates			
If La If	this DRP is being filed for an <i>advisory ammates</i> st name, First name, Middle name). the <i>advisory affiliate</i> has a <i>CRD</i> number propriate box.	<i>ffiliate</i> , give the fເ		

ADV DRP - ADVISORY AFFILIATE

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	CRD Number: Registered:	1964598 Yes C No	This advisory affiliate is $^{f C}$ a Firm	n 🧿 an Individual
	Name:	LYNCH, PETER, SIMON		
		(For individuals, Last, First, Middle)		
	the advise	r.		visory affiliate(s) is no longer associated with
	years ago	nould be removed from or (2) the adviser is readvisory affiliated	egistered or applying for registrati	e event or <i>proceeding</i> occurred more than ten on with the SEC and the event was resolved in
	reported only	y in response to Item registering with the	11.D(4), and only if that event oc	you may remove a DRP for an event you curred more than ten years ago. If you are ny event listed in Item 11 that occurred more
		hould be removed fro ake. Explain the circu		filed in error, such as due to a clerical or data-
В.	a DRP (with on this DRP r	Form ADV, BD or U-4 must be provided.		D system, has the <i>advisory affiliate</i> submitted ? If the answer is "Yes," no other information
	C Yes	No		
	NOTE: The concept of		n does not relieve the advisory affi	liate of its obligation to update its IARD or
DΛD	RT II			
	Regulatory A	action initiated by:		
	(Full name of		te © SRO © Foreign mancial regulatory authority, federa E COMMISSION	al, state, or <i>SRO</i>)
2.	Principal San	ection:		
	Cease and D	esist		
	Other Sanction PAY DISGOR TREASURY.		68 AND PREJUDGMENT INTEREST	OF \$4,183.83 TO THE UNITED STATES
3.		d (MM/DD/YYYY):		
		Exact © Expla provide explanation:	nation	
4.	Docket/Case ADMINISTRA	Number: TIVE PROC. FILE NO.	3-12980	
5.			when activity occurred which led to RCH COMPANY AND FMR CO., INC.	o the regulatory action (if applicable):
6.	Principal Prod	duct Type:		
	Mutual Fund(Other Produc			
7.	Describe the	allegations related to	this regulatory action (your respo	nse must fit within the space provided):

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THE SEC SETTLEMENT ORDER CONTAINED A FINDING THAT MR. LYNCH CAUSED TWO TRADERS EMPLOYED AT FMR CO., INC. TO ACCEPT COMPENSATION IN THE FORM OF TICKETS THEY OBTAINED FROM BROKERS. MR. LYNCH NEITHER ADMITTED NOR DENIED THIS FINDING.

Use a separate DRP for each event or *proceeding* . The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

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One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

A. The <i>person(s)</i> or entity(ies) for whom this DRP is being filed is (are):			om this DRP is being filed is (are):			
	C You (the	advisory firm)				
	C You and one or more of your advisory affiliates					
	One or n	more of your <i>advisory a</i>	affiliates			
	Last name,	First name, Middle nan ory affiliate has a <i>CRD</i>	visory affiliate, give the full name of the advisory affiliate below (for individuals, ne). number, provide that number. If not, indicate "non-registered" by checking the			
	ADV DRP - A	ADVISORY AFFILIATE				
	CRD Number:	108281	This advisory affiliate is a Firm an Individual			
	Registered:	Yes C No				
	Name:	FIDELITY MANAGEMENT & RESEARCH COMPANY	,			
		(For individuals, Last, First, Middle)				
	the advise This DRP s years ago	er. should be removed fro	m the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with m the ADV record because: (1) the event or <i>proceeding</i> occurred more than tenegistered or applying for registration with the SEC and the event was resolved in the second s			
	reported onl	ly in response to Item r registering with the S	with a <i>state securities authority</i> , you may remove a DRP for an event you 11.D(4), and only if that event occurred more than ten years ago. If you are SEC, you may remove a DRP for any event listed in Item 11 that occurred more			
		should be removed from take. Explain the circur	m the ADV record because it was filed in error, such as due to a clerical or data- mstances:			
В.	a DRP (with on this DRP	Form ADV, BD or U-4) must be provided.	d through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information			
	Yes C	^O No				
	NOTE: The of CRD records		does not relieve the advisory affiliate of its obligation to update its IARD or			
PAR	RT II					
1.	_	Action initiated by:				
		Other Federal State of regulator, <i>foreign fin</i>	e C SRO C Foreign rancial regulatory authority, federal, state, or SRO)			
2.	Principal Sar	nction:				
	Other Sancti	ions:				

IAPD - View All Page 141 of 143 3. Date Initiated (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 4. Docket/Case Number: 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): 6. Principal Product Type: Other Product Types: 7. Describe the allegations related to this regulatory action (your response must fit within the space provided): On Appeal 8. Current Status? Pending C Final 9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only. 10. How was matter resolved: 11. Resolution Date (MM/DD/YYYY): C Exact C Explanation If not exact, provide explanation: 12. Resolution Detail: A. Were any of the following Sanctions Ordered (check all appropriate items)? ☐ Monetary/Fine Amount: \$ □ Revocation/Expulsion/Denial Disgorgement/Restitution Censure Cease and Desist/Injunction ☐ Bar Suspension B. Other Sanctions Ordered: Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived: 13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). Signature Page DOMESTIC INVESTMENT ADVISER EXECUTION PAGE You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments. Appointment of Agent for Service of Process

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By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

LINDA J. WONDRACK

Printed Name:

LINDA J. WONDRACK

Adviser CRD Number:

108617

Date: MM/DD/YYYY

03/25/2014

Title:

CHIEF COMPLIANCE OFFICER

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This

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undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:



FMR CO., INC.

245 Summer Street Boston, MA 02210 617-563-7000 www.fidelity.com

March 25, 2014

This brochure provides information about the qualifications and business practices of FMR Co., Inc. ("FMRC"). Throughout this brochure and related materials, FMRC may refer to itself as a "registered investment adviser" or "being registered." These statements do not in any way imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 617-563-7000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

MATERIAL CHANGES

What follows is a discussion only of the material changes made since the last annual update of this brochure was filed on March 28, 2013.

- In the "Methods of Analysis, Investment Strategies and Risk of Loss" section, updates were made
 to disclose that FMRC and/or its affiliates may limit investment flexibility in a particular country or
 issuers domiciled or traded in a particular country as a result of impractical or undesirable
 regulatory restrictions within that country.
- Throughout this brochure, changes have been made to reflect that FIL Limited and its affiliates will no longer share trading facilities with FMR and its affiliates.
- Updates have been made to the "Other Financial Industry Activities and Affiliations" section to reflect various changes in the status of certain entities, and Impresa Management LLC was added as a new affiliated investment adviser.
- In the "Voting Client Securities" section, updates were made to reflect that a subadviser to FMRC may have different proxy voting guidelines.

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ADVISORY BUSINESS

FMR Co., Inc. ("FMRC"), a wholly-owned subsidiary of Fidelity Management & Research Company ("FMR"), which itself is wholly-owned by FMR LLC, provides investment supervisory services, including sub-advisory services, to institutional accounts, principally investment companies (also referred to as "mutual funds") registered under the Investment Company Act of 1940 (the "1940 Act"). FMRC has been registered with the Securities and Exchange Commission ("SEC") since 1964. FMRC or its affiliates provide all necessary office facilities and personnel for servicing the funds' investments, and pay the salaries and fees of all officers of the funds, of all members of the Boards of Trustees who are "interested persons" of the funds, or FMRC or its affiliates, and of all personnel of the funds, FMRC or its affiliates who perform services relating to research, statistical and investment activities.

As part of its non-discretionary advisory services, FMRC or its affiliates provide investment research services, which include written research notes and ratings. FMRC may provide this research to other affiliates and unaffiliated investment managers and financial institutions, in some instances on a delayed basis. In addition, FMRC or its affiliates, subject to the supervision of the Board of Trustees of each fund in the Fidelity family of mutual funds (the "Fidelity Funds" or the "Fidelity group of funds"), provide the management and administrative services necessary for the operation of the Fidelity group of funds. These services include: providing facilities for maintaining each fund's organization; supervising relations with custodians, transfer and pricing agents, accountants, underwriters and other persons dealing with the funds; at the direction of the funds, preparing all general shareholder communications and conducting shareholder relations; at the direction of the funds, maintaining each fund's records and the registration and notice filing status of each fund's shares under federal and state law; developing management and shareholder services for each fund; and furnishing reports, evaluations and analyses on a variety of subjects to the Board of Trustees of each fund in the Fidelity group of funds. Though FMRC may advise the mutual funds and other institutional accounts it manages regarding certain commodity interests, FMRC is not registered as a commodity pool operator or commodity trading adviser.

FMRC may, to the extent permitted by its advisory contracts, delegate investment discretion over all or a portion of the portfolio to one or more sub-advisers, including FMRC's affiliates and various subsidiaries and affiliates of FIL Limited ("FIL"). If FMRC or its affiliates engages FIL or another unaffiliated entity to sub-advise an FMRC fund or account, or a portion of an FMRC fund or account, the sub-adviser's policies and procedures, including trade allocation and conflicts of interest, may apply to that fund or account, subject to applicable law. FMRC has access to investment research on a substantially delayed basis from various subsidiaries and affiliates of FIL, which are registered investment advisers operating principally in the United Kingdom, Japan and Hong Kong. Certain of FIL's subsidiaries and affiliates, which are companies not registered with the SEC (each, a "Participating Affiliate"), may have access to information (such as through employees who work for both a FIL registered adviser and the unregistered FIL subsidiary or affiliate) concerning securities recommendations for the registered adviser's U.S. clients. FMRC disclaims that it is a related person of FIL.

In the course of FMRC's providing its investment advisory services, a portfolio manager, analyst or other employee of FMRC or its affiliates may, from time to time, express views regarding a particular company, security, industry or market sector. The views expressed by any such person are the views of only that individual as of the time expressed and do not necessarily represent the views of FMRC or its affiliates or any other person in the Fidelity organization. Any such views are subject to change at any time based upon market or other conditions and FMRC disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for an account managed by FMRC or its affiliates are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any such account.

FMRC or its affiliates generally have authority to determine which securities to purchase or sell and the total amount of such purchases and sales. However, with respect to each discretionary account, FMRC's and its affiliates' authority is subject to certain limitations, including the applicable investment objectives, policies and restrictions. These limitations may be based on a variety of factors, including regulatory

constraints and policies formally imposed by a client or its governing body (e.g., Board of Trustees) through, for example, a management agreement. With respect to FMRC's registered investment company clients, many of the applicable investment policies and limitations are set forth in each client's registration statement filed with the SEC.

As of December 31, 2013, FMRC managed \$866,594,831,321 of client assets on a discretionary basis. As of December 31, 2013, FMRC did not manage any client assets on a non-discretionary basis.

FEES AND COMPENSATION

The management fee arrangements with most of FMRC's and its affiliates' mutual fund clients generally consist of one or more of the following elements: a group fee rate, an individual fund fee rate, and a performance adjustment rate. The group fee rate is based on the average net assets of all of the registered investment companies for which FMR serves as manager, and the rate decreases as total assets under management increase. An individual fund fee rate is the portion of a fund's rate that takes into account the relative costs of executing that individual fund's investment strategy. The performance adjustment rate is the rate at which an individual fund's overall fee rate (i.e., the combined group fee rate and individual fund fee rate) adjusts based on whether the fund out- or underperforms its benchmark. Not all of FMRC's mutual fund clients will have group fee rates or performance adjustment rates (e.g., clients that have flat fees or all-inclusive fee arrangements).

A generic fee schedule describing these arrangements is provided below:

Fee Schedule*

Group	Fee +	+	Individual Fund Fee	+/-	Performance Adjustment (if any)	=	Management Fee
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^{*} See individual fund's or account's registration statement or offering document for fee schedules specific to the fund or account

For certain equity funds that have performance adjustments, the performance adjustment rate is calculated monthly by comparing the fund's performance relative to a benchmark over a 36-month performance period. The maximum annualized performance adjustment rate is ±0.20% of the fund's average net assets over the performance period. The performance adjustment rate is divided by twelve and multiplied by the fund's average net assets over the performance period, and the resulting dollar amount is then added to or subtracted from the basic fee.

The fees of bond and money market (also referred to as "fixed income") funds generally are fixed fees based on assets or a combination of a group fee rate and an individual fund fee rate, or fees that vary both with assets and fund income.

The specific rate charged to any particular fund may vary based on the application of the individual fund fee rate, group fee rate, and performance adjustment fee, if any. The fee applicable to any fund, along with its fee schedule, is disclosed in that fund's registration statement or offering document

FMRC or its affiliates generally pay the organizational and promotional expenses of mutual funds comprising the Fidelity group of funds. The majority of FMRC's clients in the Fidelity group of funds pay all of their other operating expenses. However, certain of FMRC's clients have "all-inclusive fee" arrangements or other expense limitation agreements, pursuant to which FMRC or its affiliates pay certain of the mutual fund's operating expenses.

FMRC may provide non-discretionary advisory services, primarily in the form of research services, to other affiliated and unaffiliated investment managers or financial institutions, in some instances on a delayed basis. With respect to such services, fees are negotiable and generally relate to the amount of assets benefiting from the research or other advisory services.

In the case of investment companies registered under the 1940 Act, both the advisory contract with the fund's adviser and the sub-advisory agreement between FMRC and the adviser, if applicable, are subject to approval by the Board of Trustees, including trustees who are not interested persons (as defined in the 1940 Act) ("Independent Trustees"), of each mutual fund. The fees for providing these services are negotiated on an individual basis and may vary significantly among clients. When serving as a sub-adviser to investment companies managed by FMR, FMRC's basic fee schedule for discretionary mutual fund portfolio management generally consists of a percentage of the management fee (typically 50%) payable by each portfolio to FMR.

Compensation to FMRC or its affiliates is deducted from a registered investment company's assets and is payable on a monthly basis in arrears or on such other terms as FMRC and/or its affiliates and the particular client may from time to time agree. When FMRC is serving as a sub-adviser to investment companies managed by FMR, FMR pays FMRC. Any investment advisory agreement concerning a registered investment company will terminate within two years of the effective date of the investment advisory agreement unless renewed by the investment company in a manner permitted by Section 15 of the 1940 Act. Any such agreement shall also terminate upon assignment or upon sixty (60) days' advance written notice by any party to the agreement or by the investment company concerned.

For FMRC clients that are not registered investment companies, compensation to FMRC is deducted from that client's assets in arrears generally on a monthly basis or at such other time as agreed between FMRC and/or its affiliates and the particular client. When FMRC is serving as a sub-adviser to clients that are not registered investment companies, the adviser to those clients may pay FMRC directly. FMRC and/or its affiliates and the particular client may also agree to other terms of compensation from time to time.

FMRC or its affiliates may, from time to time, voluntarily or contractually agree to reimburse certain mutual fund clients for management fees and other expenses above a specified limit. FMRC or its affiliates retain the ability to be repaid by such clients if expenses fall below the specified limit prior to the end of the client fiscal year. Reimbursement arrangements can decrease a fund's expenses and enhance its performance. Voluntary reimbursement arrangements may be discontinued by FMRC or its affiliates at any time.

In addition to any management fee payable to FMRC or its affiliates and the fees payable to the transfer agent and pricing and bookkeeping agent, and any costs associated with securities lending, most funds in the Fidelity group of funds or classes thereof, as applicable, pay all fund expenses that are not assumed by those parties. Most funds pay for the typesetting, printing, and mailing of their proxy materials to shareholders, legal expenses, and the fees of the custodian, auditor, and Independent Trustees. Most funds' management contracts further provide that the fund will pay for typesetting, printing, and mailing prospectuses, statements of additional information, notices, and reports to shareholders; however, under the terms of these funds' transfer agent agreements, the transfer agent bears these costs. Other expenses paid by a fund generally include interest, taxes, brokerage commissions, the fund's proportionate share of insurance premiums and Investment Company Institute dues, and the costs of registering shares under federal securities laws and making necessary filings under state securities laws. A fund is also liable for such non-recurring expenses as may arise, including costs of any litigation to which the fund may be a party, and any obligation it may have to indemnify its officers and Trustees with respect to litigation. For information regarding FMRC's and its affiliates' brokerage arrangements, see "Brokerage Practices" on page 16.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The management of multiple funds and accounts (including proprietary accounts of FMRC or one or more of its affiliates) may give rise to potential conflicts of interest if the funds and accounts have different objectives, benchmarks, time horizons, and fees as the portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. As described in "Fees and Compensation" on

page 5, certain equity funds in the Fidelity group of funds have management fees that include a performance adjustment component. Where a portfolio manager manages such multiple funds and accounts, and some of those funds and accounts include performance-adjusted fees and others do not, the portfolio manager may have an incentive to favor those funds and accounts that include a performance-adjusted component.

Potential conflicts of interest may also arise if the funds' or accounts' orders do not get fully executed due to being aggregated with those of other funds or accounts managed by FMRC or an affiliate. The portfolio manager also may execute transactions for another fund or account that may adversely impact the value of securities held by a fund. For example, the portfolio manager may manage other funds or accounts that engage in short sales, and could sell short a security for a fund or account where other funds or accounts may trade or hold the shorted security. Although FMRC or its affiliates monitor such transactions to attempt to ensure equitable treatment of both the fund or account and a fund or account that engages in short sales, there can be no assurance that the price of a security held by the fund or account would not be impacted as a result. Also, securities selected for a particular fund or account may outperform the securities selected for other funds or accounts managed by the same portfolio manager. Portfolio managers may be permitted to invest in the funds or accounts they manage, even if a fund or account is closed to new investors.

FMRC has adopted policies and procedures and maintains a compliance program designed to help manage such potential conflicts, which include trade allocation policies approved by the Fidelity Funds' Boards of Trustees. These policies and procedures seek to ensure that FMRC is not favoring one fund or account over another, and that trading for all funds and accounts is conducted in a fair and equitable manner. There can be no assurance, however, that all conflicts have been addressed in all situations. For more information regarding conflicts of interests relating to the management of multiple funds and accounts, see "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" on page 15.

TYPES OF CLIENTS

FMRC is wholly-owned by FMR, a registered investment adviser. FMR's clients are generally mutual funds or other institutional accounts. FMRC generally serves as sub-adviser to equity and high income mutual funds and institutional accounts, and equity and high income portions of mutual funds and institutional accounts, managed by FMR. FMRC may also serve as adviser to registered equity and high income funds and may provide investment advisory services to investment companies, mutual funds or other institutional accounts as sub-adviser for affiliated and unaffiliated advisers. FMRC also may serve as an adviser or sub-adviser to various accounts for which FMRC's affiliates or FIL, FIL's subsidiaries or affiliates have contracted to provide investment advisory services. These accounts include, among others, unit and investment trusts, collective investment trusts, and investment companies authorized in jurisdictions outside the United States and Canada. FMRC may provide investment supervisory services on behalf of clients of affiliated or unaffiliated advisers following similar investment strategies that FMRC uses for another client.

FMRC will generally accept only investment company clients or similar foreign mutual funds on a fully discretionary basis (subject to whatever limitations have been set forth by the client's or fund's investment objectives, policies and restrictions, and as may be imposed by law). To the extent other accounts would be considered, an initial amount of \$5,000,000 would generally be required.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

FMRC uses a variety of methods of security analysis in managing client assets, including fundamental analysis, such as each issuer's financial condition and industry position, as well as market and economic conditions, to select investments; quantitative analysis (i.e., mathematical and statistical modeling);

technical analysis (i.e., statistical analysis of market activity); and cyclical analysis (i.e., evaluating companies based in part on their sensitivity to business cycles). FMRC may also use general macroeconomic analysis as a component of its security analysis methods. In addition, FMRC may use extensive corporate visits and interviews with issuer management teams as a source of information.

FMRC uses a wide variety of investment strategies in managing client assets, including, but not limited to, investing in: stocks and other equity securities; stocks with "growth" or "value" characteristics; U.S. and non-U.S. issuers, including issuers in "emerging" or "frontier" markets; companies with small, medium and large market capitalizations; bonds and other debt securities of all types and repurchase agreements for those securities; compliance with industry-standard regulatory requirements for money market funds for the quality, maturity, and diversification of investments; real estate related investments of all types; allocating investments across different asset classes, market sectors, maturities, and countries and regions; FMR's or its affiliates' central funds (specialized investment vehicles used by Fidelity Funds to invest in particular security types or investment disciplines, or for cash management); securities of companies engaged in particular industries or market sectors; and a combination of underlying Fidelity Funds; short sales; margin transactions; and option writing, including covered options, uncovered options or spreading strategies. Margin may be required in connection with certain client futures and options transactions or in connection with short sales. FMRC does not engage in the purchase of securities on margin, except it may do so in connection with clearance and settlement of securities transactions. The extent to which any of these strategies is used on behalf of any one client is based on that client's investment objective, policies and restrictions.

FMRC may engage in swap transactions and swaptions, including interest rate, total return and credit default; written covered call options; futures transactions, currency spot and forward trading and other currency related derivatives. In addition, FMRC may engage in securities lending to parties such as broker-dealers or other institutions. FMRC has established allocation policies for its clients reasonably designed to ensure that lending opportunities are allocated appropriately among participating clients over time. When supply/demand is insufficient to satisfy all eligible clients, lending opportunities are generally allocated among participating clients based on the client's security position size as a percentage of the client's net assets in that particular security.

The strategies presented above pose risks, and many factors affect each fund's or account's performance. Strategies that pursue investments in equities will be subject to stock market volatility, and strategies that pursue fixed-income investments (such as bond or money market funds) will see values fluctuate in response to changes in interest rates. All strategies are ultimately affected by impacts to the individual issuers, such as changes in an issuer's credit quality, or changes in tax, regulatory, market or economic developments. Non-diversified funds and accounts that invest in a smaller number of individual issuers can be more sensitive to these changes. Nearly all funds or accounts are subject to volatility in non-U.S. markets, either through direct exposure or indirect effects on U.S. markets from events abroad. including fluctuations in foreign currency exchange rates and, in the case of less-developed markets, currency illiquidity. Those funds and accounts that are exposed to emerging markets are potentially subject to heightened volatility from greater social, economic, regulatory, and political uncertainties, as the extent of economic development, political stability, market depth, infrastructure, capitalization, and regulatory oversight can be less than in more developed markets. Additionally, funds or accounts that pursue debt investments are subject to risks of prepayment or default, and funds or accounts that pursue strategies that concentrate in particular industries or are otherwise subject to particular segments of the market (e.g., money market funds' exposure to the financial services industry, municipal funds' exposure to the municipal bond market, or international or emerging markets funds' exposure to a particular country or region) may be significantly impacted by events affecting those industries or markets. Strategies that lead funds or accounts to invest in other funds bear all the risks inherent in the underlying funds in which those funds invest, and strategies that pursue leverage risk, including investment in derivatives—such as swaps (interest rate, total return, and credit default) and futures contracts—and forward-settling securities, magnify market exposure and losses. Additionally, funds and accounts may be subject to operational risks, which can include risks of loss arising from failures in internal processes, people or systems, such as routine processing errors or major systems failures, or from external events, such as exchange outages.

Ultimately, a fund's or account's share price changes daily based on changes in market conditions, foreign currency exchange rates and interest rates, and in response to other economic, political, or financial developments. A fund's or account's reaction to these events will be affected by the types of securities in which the fund or account invests, the financial condition, industry and economic sector, and geographic location of an issuer; and the fund's or account's level of investment in the securities of that issuer. A fund's or account's investment in such securities involves risk of loss that clients of the fund or account would, and should, be prepared to bear. When a shareholder sells shares in the fund or account, the shares may be worth more or less than what the shareholder paid for them, which means that the shareholder could lose money by investing in the fund or account.

From time to time, FMRC and/or its affiliates may determine that, as a result of regulatory requirements that may apply to FMRC and/or its affiliates due to investments in a particular country, investments in the securities of issuers domiciled or listed on trading markets in that country above certain thresholds (which may apply at the account level or in the aggregate across all accounts managed by FMRC and its affiliates) may be impractical or undesirable. In such instances, FMRC may limit or exclude clients' investment in a particular issuer, which may include investment in related derivative instruments, and investment flexibility may be restricted. In addition, to the extent that client accounts already own securities that directly or indirectly contribute to such an ownership threshold being exceeded, FMRC may sell securities held in such accounts in order to bring account-level and/or aggregate ownership below the relevant threshold. In the event that any such sales result in realized losses for client accounts, those client accounts may bear such losses depending on the particular circumstances.

With respect to FMRC's mutual fund and other institutional account clients, more detailed information relating to the methods and strategies and their associated risks are set forth in that fund's or account's prospectus and registration statement filed with the SEC or other applicable offering document.

DISCIPLINARY INFORMATION

On March 5, 2008 the SEC issued a settlement order which contained the following findings, which FMRC and an advisory affiliate ("Fidelity") neither admitted nor denied: (1) Fidelity failed to reasonably supervise its employees' receipt of travel, entertainment and gifts from brokers; (2) Fidelity failed to seek best execution for its clients' securities transactions; (3) Fidelity failed to disclose the material conflict of interest arising from the receipt by certain employees of travel, entertainment and gifts from brokers; (4) Fidelity made materially false and misleading statements and omissions about its selection of brokers; and (5) Fidelity failed to keep certain communications with brokers concerning the placing or execution of orders to purchase or sell securities. Pursuant to the settlement order, Fidelity agreed to (1) cease and desist from certain conduct, (2) a censure, (3) payment of an \$8,000,000 fine by Fidelity to the United States Treasury, and (4) compliance with various undertakings relating to the engagement of an independent compliance consultant.

A March 5, 2008 SEC settlement order contained a finding that Mr. Peter Lynch, a Director and Vice Chairman of FMR, caused two traders employed at FMRC to accept compensation in the form of tickets they obtained from brokers. Mr. Lynch neither admitted nor denied this finding. Pursuant to the settlement order, Mr. Lynch agreed to cease and desist from certain conduct and pay disgorgement of \$15,948.68 and prejudgment interest of \$4,183.83 to the United States Treasury.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealers

FMRC has relationships or arrangements with the following broker-dealers:

Fidelity Distributors Corporation ("FDC"), a wholly-owned subsidiary of FMR LLC, acts as principal underwriter and general distribution agent of the registered investment companies advised by FMR. FDC is a registered broker-dealer under the Securities Exchange Act of 1934 ("Exchange Act").

Fidelity Brokerage Services LLC ("FBS"), a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., is a registered broker-dealer under the Exchange Act, and provides brokerage products and services including the sale of shares of investment companies advised by FMR to individuals and institutions including retirement plans administered by affiliates. Pursuant to referral agreements and for compensation, representatives of FBS may refer customers to various services offered by FBS's related persons. In addition, FBS is the distributor of insurance products, including variable annuities, which are issued by FMRC's related persons, Fidelity Investments Life Insurance Company ("FILI") and Empire Fidelity Investments Life Insurance Company ("EFILI"). FBS may provide shareholder services to certain of FMRC's or FMRC's affiliates' clients.

Fidelity Global Brokerage Group, Inc., a wholly-owned subsidiary of FMR LLC, wholly-owns three broker-dealers: Fidelity Brokerage Services LLC, National Financial Services LLC, and Fidelity Clearing Canada ULC, and also has an equity interest in eBX LLC ("eBX"), a holding company and a registered broker-dealer under the Exchange Act, which was formed for the purpose of developing, owning and operating an alternative trading system, the "Level ATS." Transactions for clients of FMRC or other entities for which FMRC serves as adviser or sub-adviser or provides discretionary trading services, as well as clients of FMRC's affiliates, may be executed through the Level ATS. FMRC disclaims that it is a related person of eBX.

Fidelity Clearing Canada ULC ("FCC") is engaged in the institutional brokerage business and provides clearing and execution services for other brokers. FCC is a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., a holding company that provides administrative services to FCC.

National Financial Services LLC ("NFS") is engaged in the institutional brokerage business and provides clearing and execution services for other brokers. NFS is a wholly-owned subsidiary of Fidelity Global Brokerage Group, Inc., a holding company that provides administrative services to NFS. Fidelity Capital Markets ("FCM"), a division of NFS, may execute transactions for FMRC's or FMRC's affiliates' investment company and other clients. Additionally, NFS operates CrossStream, an alternative trading system that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. NFS charges a commission to both sides of each trade executed in CrossStream. CrossStream may be used to execute transactions for FMRC's or FMRC's affiliates' investment company and other advisory clients. NFS is a registered broker-dealer under the Exchange Act and NFS is also registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"). NFS may serve as a clearing agent for client transactions that FMRC places with certain broker-dealers. NFS may provide transfer agent or sub-transfer agent services to certain of FMRC's or FMRC's affiliates' clients.

FMRC is authorized to place portfolio transactions with FCM and use CrossStream, an alternative trading system operated by NFS, if it reasonably believes the quality of the transaction is comparable to what it would be with other qualified broker-dealers. In addition, FMRC may place client trades with broker-dealers that use NFS as a clearing agent.

In all cases, transactions executed by affiliated brokers on behalf of investment company clients are effected in accordance with Rule 17e-1 under the 1940 Act, and procedures approved by the Trustees of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds. The Board of Trustees of each fund in the Fidelity group of funds has approved FCM effecting fund portfolio transactions and retaining compensation in connection with such transactions pursuant to Section 11(a) of the Exchange Act.

FCM may cross transactions on an agency basis between clients of FMRC or its affiliates, including investment company clients, non-investment company clients, and other non-advisory clients (agency cross transactions). Such transactions will be executed, to the extent required by law, in accordance with (i) Rule 206(3)-2 under the Advisers Act, requiring written consent, confirmations of transactions and

annual reporting, and (ii) procedures adopted by the Board of Trustees of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds pursuant to Rule 17e-1 under the 1940 Act.

Fidelity Investments Institutional Services Company, Inc. ("FIISC") primarily markets Fidelity mutual funds and other products advised by FMR or an affiliate thereof to third party financial intermediaries and certain institutional investors. FIISC is a registered broker-dealer under the Exchange Act and a registered municipal adviser.

Pyramis Distributors Corporation LLC ("PDC"), a wholly-owned subsidiary of Pyramis Global Advisors Holdings Corp., acts as a placement agent for privately offered investment funds advised by Pyramis Global Advisors, LLC, Pyramis Global Advisors Trust Company, and their affiliates in the United States. PDC is a registered broker-dealer under the Exchange Act. Certain employees of FMR and its affiliates may be registered representatives of PDC.

The potential conflicts of interest that may arise from dealings with affiliated brokers are governed by various policies adopted by the Fidelity Funds Boards of Trustees. For example, Section 10(f) of the 1940 Act is intended to prevent affiliated underwriters from "dumping" undesirable securities on funds or otherwise using fund purchases to benefit the underwriting syndicate. In accordance with Rule 10f-3, the Fidelity Funds Boards of Trustees have adopted procedures by which the funds may purchase securities in offerings for which FCM acts as a principal underwriter, provided that certain conditions are satisfied. FMRC or its affiliates report quarterly to the Board any purchases by the funds in such offerings. Additionally, Section 17(a) prevents affiliated brokers on their own behalf from selling securities to or buying securities from the funds, except to the extent allowed by law, in order to prevent those affiliated brokers from taking advantage of the funds. The Fidelity Funds Boards of Trustees have adopted policies and procedures preventing affiliated brokers from engaging in such transactions, except to the extent allowed by law. Furthermore, Section 17(e) prevents affiliated brokers from charging excessive fees for transactions on behalf of the funds. Under Rule 17e-1, affiliated brokers may receive a "usual and customary brokerage commission" in connection with transactions effected on a securities exchange, and the Rule 17e-1 procedures adopted by the Fidelity Funds Boards of Trustees ensure that the fees do not exceed the usual and customary requirements.

Investment Companies

FMRC provides portfolio management services for a number of investment companies, including investment companies in the Fidelity group of funds. FMRC disclaims that it is a related person of the investment companies for which it provides investment management services.

Other Investment Advisers

FMRC has relationships or arrangements with the following investment advisers:

Fidelity Management & Research Company ("FMR"), the parent company of FMRC, is a wholly-owned subsidiary of FMR LLC and is a registered investment adviser under the Advisers Act. FMR principally provides portfolio management services as an adviser or a sub-adviser to registered investment companies. FMR may also provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity Investments Money Management, Inc. ("FIMM") is a wholly-owned subsidiary of FMR LLC and a registered investment adviser under the Advisers Act. FIMM provides portfolio management services as an adviser or sub-adviser to certain of FMR's clients and Fidelity Funds. FIMM may also provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity Management & Research (U.K.) Inc. ("FMR (U.K.)"), a wholly-owned subsidiary of FMR, is registered as an investment adviser under the Advisers Act and has been authorized by the U.K. Financial Conduct Authority to provide investment advisory and asset management services. FMR (U.K.)

provides investment advisory and portfolio management services as a sub-adviser to certain of FMR's clients, including investment companies in the Fidelity group of funds, and may also provide trading services to FMR and its affiliates. FMR (U.K.) may provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers. FMR (U.K.) is also registered with the Central Bank of Ireland.

Fidelity Management & Research (Japan) Inc. ("FMR (Japan)"), a wholly-owned subsidiary of FMR, is a registered investment adviser under the Advisers Act, and has been authorized by the Japan Financial Services Agency (Kanto Local Finance Bureau) to provide investment advisory and discretionary investment management services. FMR (Japan) may supply investment research and investment advisory information and may provide discretionary investment management services to certain clients of FMR, including investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers.

Fidelity Management & Research (Hong Kong) Limited ("FMR (Hong Kong)"), a wholly-owned subsidiary of FMR, is a registered investment adviser under the Advisers Act, and has been authorized by the Hong Kong Securities and Futures Commission to advise on securities and provide asset management services. FMR (Hong Kong) may provide investment advisory or portfolio management services as a sub-adviser with respect to certain clients of FMR, including investment companies in the Fidelity group of funds, and may also provide trading services to FMR and its affiliates. FMR (Hong Kong) may provide portfolio management services as an adviser or sub-adviser to clients of other affiliated and unaffiliated advisers.

Fidelity SelectCo, LLC ("SelectCo") is a wholly-owned subsidiary of FMR LLC and a registered investment adviser under the Advisers Act. SelectCo may provide portfolio management services as an adviser to certain of FMR's clients and Fidelity Funds.

Strategic Advisers, Inc. ("SAI") is a wholly-owned subsidiary of FMR LLC and is a registered investment adviser under the Advisers Act. SAI provides discretionary and non-discretionary investment management services and acts as the investment manager to registered investment companies.

Pyramis Global Advisors, LLC ("PGALLC") is a wholly-owned subsidiary of Pyramis Global Advisors Holding Corp., which in turn is wholly-owned by FMR LLC, and provides investment supervisory services, including sub-advisory services to FMR or its affiliates. PGALLC is a registered investment adviser under the Advisers Act. PGALLC is also registered with the Ontario Securities Commission and the Central Bank of Ireland.

FMR Investment Management (UK) Limited ("FMRIM(UK)"), an indirect, wholly-owned subsidiary of FMR LLC is authorized by the U.K. Financial Conduct Authority to provide investment advisory and portfolio management services. FMRIM(UK) provides research services to PGALLC, its affiliates, FMR and its affiliates and, on a substantially delayed basis, FIL. FMRIM(UK) may provide research services with respect to issuers located outside of the United States. Certain employees of FMRIM(UK) may from time to time provide certain research services for PGALLC, which PGALLC may use for its clients. Furthermore, FMRIM(UK) may provide discretionary investment management services to, and on behalf of, FMR (U.K.). FMRIM(UK) has been deemed to be a "Participating Affiliate" of PGALLC and FMR (U.K.) as described below.

Pyramis Global Advisors (Canada) ULC ("PC"), an unlimited liability corporation incorporated in Alberta, Canada, is registered as an adviser in the categories of investment counsel and portfolio manager and as an adviser in the category of commodity trading manager with the Ontario Securities Commission. PC also maintains a branch office in Montreal, Quebec that is registered with the Autorité des Marchés Financiers as an unrestricted practice adviser. Certain employees of PC may from time to time provide certain research services for PGALLC, which PGALLC may also provide to its clients. PC has been deemed to be a "Participating Affiliate" of PGALLC as described below.

Pyramis Global Advisors (Hong Kong) Limited ("PGAHK"), a company limited by shares, incorporated in Hong Kong and registered under the Business Registration Ordinance of Hong Kong, is authorized by the Hong Kong Securities and Futures Commission to advise on securities and manage assets. Certain employees of PGAHK may from time to time provide certain research services for PGALLC, which PGALLC may also provide to its clients. PGAHK has been deemed to be a "Participating Affiliate" of PGALLC as described below.

Ballyrock Investment Advisors LLC ("Ballyrock") is a wholly-owned subsidiary of FMR LLC, and is registered as an investment adviser under the Advisers Act. Ballyrock provides investment advisory services to various types of institutional accounts, with a focus on investments in high yield debt securities, including bank loans. FMRC may provide portfolio management services as a sub-adviser to clients of Ballyrock.

Northern Neck Investors LLC ("Northern Neck") is controlled by various shareholders and employees of FMR LLC, and is a registered investment adviser under the Advisers Act. Northern Neck serves as investment adviser and general partner to or manager of employee securities companies and related investment entities owned by FMR's related persons. Northern Neck may place orders in public securities with FMR's affiliates' trading personnel for execution.

Impresa Management LLC ("Impresa") is owned by trusts, the trustees of which are individuals, certain of whom are employees of FMR LLC. Impresa is a registered investment adviser under the Advisers Act and may serve as investment adviser and general partner to or manager of, employee securities companies and related investment entities owned by FMR's related persons. Impresa may place orders in public securities with FMR's affiliates' trading personnel for execution.

Fidelity Investments Canada ULC ("FIC") is an indirect, wholly-owned subsidiary of FMR LLC. FIC, a registered portfolio manager and mutual fund dealer in all provinces and territories of Canada, provides management and administrative services to Canadian mutual funds, pooled funds and institutional accounts. FMRC or its affiliates may serve as adviser and/or sub-adviser for accounts managed or distributed by FIC or its affiliates.

FIL Limited ("FIL"), a Bermuda company, was incorporated in 1969 and serves as investment manager and adviser to non-U.S. funds and institutional accounts. FMRC disclaims that it is a related person of FIL.

FIL Investments (Japan) Limited ("FIJ") is an indirect wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIJ may provide research, investment advisory and discretionary investment management services to FMR's or its affiliates' clients with respect to Japan and other Asian countries and issuers, and may serve as sub-adviser (generally through a delegation from FIL Investment Advisors ("FIA")) for certain of FMR's clients. FIJ may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIJ.

FIL Investment Advisors ("FIA") is a wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIA may provide research, investment advisory and discretionary investment management services to FMR's or its affiliates' clients with respect to companies outside the United States, and may serve as sub-adviser for certain of FMR's or its affiliates' clients. FIA may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIA.

FIL Investment Advisors (UK) Limited ("FIA (UK)") is an indirect, wholly-owned subsidiary of FIL and is registered as an investment adviser under the Advisers Act. FIA (UK) may provide research, investment advisory and discretionary investment management services to certain of FMR's or its affiliates' clients with respect to companies outside the United States and serves as sub-adviser (generally through a delegation from FIA) for certain of FMR's or its affiliates' clients. FIA (UK) may recommend to its clients,

or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FIA (UK).

FIL Investment Management (Singapore) Limited ("FI(S)L") is an indirect wholly-owned subsidiary of FIL and is a "Participating Affiliate" of FIA. FI(S)L may, under the supervision and review of FIA and in accordance with FIA's applicable investment guidelines and compliance policies, determine the securities to be purchased and sold for a limited number of FIA's clients. FI(S)L may recommend to its clients, or invest in on behalf of its clients, securities that are the subject of recommendations to, or discretionary trading on behalf of, FMR's or its affiliates' clients. FMRC disclaims that it is a related person of FI(S)L.

Banking or Thrift Institutions

FMRC has relationships or arrangements with the following banking and trust institutions:

Fidelity Management Trust Company ("FMTC"), a trust company organized and operating under the laws of The Commonwealth of Massachusetts, provides discretionary investment management and other fiduciary services to IRAs, employee benefit plans and institutional clients which may be invested in mutual funds or other clients for which FMRC or its affiliates are the sub-adviser. FMTC is a whollyowned subsidiary of FMR LLC. FMRC or its affiliates provide certain administrative services to FMTC, including, but not limited to, securities execution, investment compliance and proxy voting.

Fidelity Personal Trust Company, FSB ("FPTC") is a federal savings bank limited to trust powers. FPTC is an indirect, wholly-owned subsidiary of FMR LLC.

Pyramis Global Advisors Trust Company ("PGATC"), a non-depository trust company organized under the laws of the State of New Hampshire, provides investment management services for employee benefit plans, institutional clients and investment companies exempt from registration under the 1940 Act. PGATC is a wholly-owned subsidiary of Pyramis Global Advisors Holdings Corp., which in turn is wholly-owned by FMR LLC. FMR or its affiliates provide certain administrative services to PGATC, including, but not limited to, trade execution, investment compliance and proxy voting.

Insurance Companies or Agencies

FMRC has relationships or arrangements with the following insurance companies and agency:

Fidelity Investments Life Insurance Company ("FILI"), a wholly-owned subsidiary of FMR LLC, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of investment companies managed by FMR or its affiliates.

Empire Fidelity Investments Life Insurance Company ("EFILI"), a wholly-owned subsidiary of FILI, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of investment companies managed by FMR or its affiliates to residents of New York.

Fidelity Insurance Agency, Inc., a wholly-owned subsidiary of FMR LLC, is engaged in the business of selling life insurance and annuity products of affiliated and unaffiliated insurance companies.

Participating Affiliates

Fidelity Business Services India Private Limited ("FBS India"), with its registered office in Bangalore, is incorporated under the laws of India and is ultimately owned by FMR LLC through certain of its respective direct or indirect subsidiaries. Certain employees of FBS India (FBS India Associated Employees) may from time to time provide certain research services for FMR and its affiliates, which FMR and its affiliates may use for their U.S. clients.

... ...

None of FMRIM(UK), PC, PGAHK or FBS India is registered as an investment adviser under the Advisers Act and each is deemed to be a "Participating Affiliate" (as this term has been used by the SEC's Division of Investment Management in various no-action letters granting relief from the Advisers Act's registration requirements for certain affiliates of registered investment advisers). FMRIM(UK), PC, and PGAHK are Participating Affiliates of PGALLC. FMRIM(UK) is also a Participating Affiliate of FMR (U.K.). FBS India is a Participating Affiliate of FMR. Each of PGALLC, FMR (U.K.) and FMR deem each of their respective Participating Affiliates and certain of their employees as associated persons within the meaning of Section 202(a)(17) of the Advisers Act, because each of FMRIM(UK), PC, PGAHK, and FBS India may, through such employees, contribute to the research process of the advisers who have deemed them to be Participating Affiliates, and may have access to information concerning which securities are being recommended to those advisers' U.S. clients prior to the effective dissemination of such recommendations. Furthermore, FMRIM(UK) may provide discretionary investment management services to, and on behalf of, FMR (U.K.). Each of FMRIM(UK), PC and PGAHK may also provide certain affiliates of PGALLC, including FMR and its affiliates, with certain research relating to securities that are the subject of research it also provides to PGALLC, and FBS India may also provide certain affiliates of FMR with certain research relating to securities that are the subject of research it provides to FMR. As Participating Affiliates of the respective advisers, each of FMRIM(UK), PC, PGAHK and FBS India has agreed to submit itself to the jurisdiction of United States courts for actions arising under U.S. securities laws in connection with investment advisory activities conducted for the advisers' U.S. clients. PGALLC, FMR (U.K.) and FMR each maintain a list of the employees of their respective Participating Affiliates whom it has deemed associated persons, which it will make available to current and prospective U.S. clients upon request.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

FMRC may purchase or sell for the accounts of clients securities in which FMRC's or its affiliates' inhouse accounts (including institutional accounts), affiliates, directors, officers or employees have a position. This situation results, in part, from the breadth of securities purchased by FMRC's or its affiliates' varied clients and FMRC's and its affiliates' personnel being permitted to invest in securities for their personal accounts. The potential conflicts of interest involved in such transactions are governed by FMRC's Code of Ethics for Personal Investing ("Code"), which has been adopted and approved by the Board of Trustees of FMRC's or its affiliates' mutual fund clients in the Fidelity group of funds in accordance with Rule 17j-1 under the 1940 Act, and which incorporates the Adviser's Code of Ethics ("Adviser's Code") adopted in accordance with Rule 204A-1 under the Advisers Act.

The Code applies to all officers, directors, and employees of FMRC and requires that they place the interests of FMRC's clients above their own. The Code establishes securities transactions requirements for all covered employees and their covered persons, including their spouses. More specifically, the Code: (i) requires employees and their covered persons to move their covered accounts to Fidelity Brokerage Services LLC unless an exception has been granted; (ii) requires pre-clearance of transactions in covered securities; (iii) requires reporting of transactions in covered securities on a quarterly basis; (iv) requires reporting of accounts and holdings of covered securities on an annual basis; (v) generally prohibits purchases or sales by portfolio managers of securities which are traded in client accounts within seven days before or after the trade; (vi) prohibits purchases of securities in initial public offerings unless an exception has been approved: (vii) prohibits investments in limited offerings without prior approval; and (viii) requires disgorgement of profits from short-term transactions unless an exception has been approved. Violation of the Code's requirements may also result in the imposition of remedial action.

The Adviser's Code, which is applicable to all employees of FMRC: (1) describes the fiduciary duty employees have to FMRC's clients; (2) requires employees of FMRC to comply with federal securities laws; (3) requires employees of FMRC to report, and for FMRC to review, employees' and their covered persons' mutual fund share transactions and holdings periodically (money market funds excepted) for funds advised by FMRC or an affiliate and certain other funds specified in the Adviser's Code; (4)

requires employees of FMRC to report any violations of the Adviser's Code to FMR's Ethics Office; and (5) requires FMRC to provide each employee with a copy of the Adviser's Code and any amendments, and requires employees to acknowledge their receipt of the Adviser's Code.

FMRC will provide a copy of its Adviser's Code, as integrated into the Code, to any client or prospective client upon request.

The purchase or sale of securities for the accounts of clients in which FMRC's or its affiliates' in-house accounts, affiliates, directors, officers or employees have a position also may arise in public offerings of securities where an affiliate of FMRC is a selling shareholder. Any such activity is evaluated in accordance with Regulation M under the Exchange Act and the 1940 Act. FCM, a division of NFS, an affiliated broker-dealer of FMRC, may be a selling agent or principal underwriter in underwritings of municipal, equity or other securities which FMRC recommends to clients. The Trustees of FMRC's or its affiliates' mutual fund clients in the Fidelity group of funds evaluate any such activity by FMRC in accordance with Rule 10f-3 under the 1940 Act and procedures adopted pursuant to Rule 10f-3.

Conflicts of interest may arise if the funds' orders do not get fully executed due to being aggregated with those of other accounts managed by FMRC or an affiliate, including FMRC's or its affiliates' in-house accounts. FMRC has adopted policies and procedures (for example, trade allocation procedures) and maintains a compliance program designed to help manage these actual and potential conflicts. There can be no assurance, however, that all conflicts have been addressed in all situations. Trading in personal accounts, which may give rise to potential conflicts of interest, is restricted by a fund's Code.

From time to time, in connection with its business, FMRC may obtain material non-public information that is usually not available to other investors or the general public. In compliance with applicable laws, FMRC has adopted a comprehensive set of policies and procedures that prohibit the use of material non-public information by investment professionals or any other employees. FMRC also has procedures addressing the use of third party paid research consultants.

In addition, FMRC has implemented a policy on Business Entertainment and Workplace Gifts intended to set standards for business entertainment and gifts and help employees make sound decisions with respect to these activities and ensure that the interests of FMRC's clients come first. Similarly, to ensure compliance with applicable "pay to play" laws, FMRC has adopted a Political Contributions and Activity policy which requires all employees to pre-clear any political contributions and activity.

BROKERAGE PRACTICES

Selection of Brokers and Dealers to Effect Client Transactions

FMRC or its affiliates generally have authority to select brokers (whether acting as a broker or a dealer) to place or execute clients' portfolio transactions. FMRC or its affiliates may be responsible for the placement of portfolio transactions for certain client accounts for which an affiliate or related person has investment discretion. In selecting a broker or dealer for a specific securities transaction, FMRC or its affiliates evaluate a variety of criteria and use good faith judgment in seeking to obtain execution of portfolio securities transactions at commissions or costs that are reasonable in relation to the brokerage and research services provided.

In selecting securities brokers, including affiliates of FMRC, to execute client portfolio securities transactions, FMRC or its affiliates consider the factors they deem relevant in the context of a particular trade and in regard to FMRC's or its affiliates' overall responsibilities with respect to the fund and other investment accounts including any instructions from the client's portfolio manager, which may emphasize, for example, speed of execution over other factors. Based on the factors considered, FMRC or its affiliates may choose to execute an order using electronic communications networks (ECNs), including algorithmic trading, crossing networks, direct market access and program trading, or by actively working an order. Other possibly relevant factors may include, but are not limited to, the following: price; the size

and type of the securities transaction; the reasonableness of compensation to be paid, including spreads and commission rates; the speed and certainty of trade executions, including broker willingness to commit capital; the nature and characteristics of the markets for the security to be purchased or sold, including the degree of specialization of the broker in such markets or securities; the availability of liquidity in the security, including the liquidity and depth afforded by a market center or market-maker; the reliability of a market center or broker; the broker's overall trading relationship with FMRC or its affiliates; the trader's assessment of whether and how closely the broker likely will follow the trader's instructions to the broker; the degree of anonymity that a particular broker or market can provide; the potential for avoiding or lessening market impact; the execution services rendered on a continuing basis; the execution efficiency, settlement capability, and financial condition of the broker or dealer; arrangements for payment of fund expenses, if applicable; and the provision of additional brokerage and research products and services, if applicable.

The trading desks through which FMRC or its affiliates may execute trades are instructed to execute portfolio transactions on behalf of clients based on the quality of execution without any consideration of Research and Brokerage Services (as defined below) the broker or dealer may provide. The administration of Research and Brokerage Services is managed separately from the trading desks, which means that traders have no responsibility for administering soft dollar activities.

In seeking best qualitative execution for portfolio securities transactions, FMRC or its affiliates may select a broker that uses a trading method, including algorithmic trading, for which the broker may charge a higher commission than its lowest available commission rate. FMRC or its affiliates also may select a broker that charges more than the lowest available commission rate available from another broker. FMRC or its affiliates may execute an entire securities transaction with a broker and allocate all or a portion of the transaction and/or related commissions to a second broker where a client does not permit trading with an affiliate of FMRC or in other limited situations. In those situations, the commission rate paid to the second broker may be higher than the commission rate paid to the executing broker. For futures transactions, the selection of a futures commission merchant is generally based on the overall quality of execution and other services provided by the futures commission merchant. FMRC or its affiliates may choose to execute futures transactions electronically.

If FMRC grants investment management authority to a sub-adviser, that sub-adviser will be authorized to provide the services described in the sub-advisory agreement. Furthermore, the sub-adviser's trading and associated policies, which may differ from FMRC's policies, may apply to that fund or account, subject to applicable law.

Investment Research Products and Brokerage Services Furnished by Research Providers and Brokers

FMRC or its affiliates may execute portfolio transactions with brokers that provide products and services that assist them in fulfilling their investment management responsibilities ("Research and Brokerage Services") in accordance with applicable law. Research and Brokerage Services that FMRC or its affiliates may have received during the last fiscal year include, when permissible by applicable law: economic, industry, company, municipal, sovereign (U.S. and non-U.S.), legal, or political research reports; market color; company meeting facilitation; compilation of securities prices, earnings, dividends and similar data; quotation services, data, information and other services; analytical computer software and services; and investment recommendations. In addition to receiving these Research and Brokerage Services via written reports and computer-delivered services, such reports may also be provided by telephone and in-person meetings with securities analysts, corporate and industry spokespersons, economists, academicians and government representatives and others with relevant professional expertise. FMRC or its affiliates may request that a broker provide a specific proprietary or third-party product or service. Some of these Research and Brokerage Services supplement FMRC's or its affiliates' own research activities in providing investment advice to their clients.

In addition, Research and Brokerage Services may include, when permissible by applicable law, those that assist in the execution, clearing and settlement of securities transactions as well as other incidental functions (including, but not limited to, communication services related to trade execution, order routing and algorithmic trading, post-trade matching, exchange of messages among brokers or dealers, custodians and institutions, and the use of electronic confirmation and affirmation of institutional trades).

Although FMRC or its affiliates do not use client commissions to pay for products or services that do not qualify as Research and Brokerage Services, they may use commission dollars to obtain certain products or services that are not used exclusively in FMRC's or its affiliates' investment decision-making process ("mixed-use products or services"). In those circumstances, FMRC or its affiliates will make a good faith judgment to evaluate the various benefits and uses to which they intend to put the mixed-use product or service, and will pay for that portion of the mixed-use product or service that does not qualify as Research and Brokerage Services with their own resources (referred to as "hard dollars").

To the extent permitted by applicable law, brokers who execute client transactions may receive compensation in recognition of their Research and Brokerage Services that is in excess of the amount of compensation that other brokers might have charged. In connection with the allocation of client brokerage, FMRC or its affiliates make a good faith determination that the compensation paid to brokers and dealers is reasonable in relation to the value of the Research and Brokerage Services provided to FMRC or its affiliates, viewed in terms of the particular transaction for the client or FMRC's or its affiliates' overall responsibilities to that client or other clients for which FMRC or its affiliates have investment discretion; however, each Research and Brokerage Service received in connection with a client's brokerage may not benefit the client. While FMRC or its affiliates may take into account the Research and Brokerage Services provided by a broker or dealer in determining whether compensation paid is reasonable, neither FMRC, its affiliates, nor their respective clients incur an obligation to any broker, dealer, or third-party to pay any Research and Brokerage Services (or portion thereof) by generating a specific amount of compensation or otherwise. Typically, these Research and Brokerage Services assist FMRC or its affiliates in terms of their overall investment responsibilities to a client or any other client accounts for which FMRC or its affiliates have investment discretion. Certain client accounts may use brokerage commissions to acquire Research and Brokerage Services that may also benefit other client accounts managed by FMRC or its affiliates.

FMRC's or its affiliates' expenses likely would be increased if they attempted to generate these additional Research and Brokerage Services through their own efforts or if they paid for these Research and Brokerage Services with their own resources. To minimize the potential for conflicts of interest, the trading desks through which FMRC or its affiliates may execute trades are instructed to execute portfolio transactions on behalf of clients based on the quality of execution without any consideration of Research and Brokerage Services the broker or dealer may provide. The administration of Research and Brokerage Services is managed separately from the trading desks, which means that traders have no responsibility for administering soft dollar activities. Furthermore, certain of the Research and Brokerage Services that FMRC or its affiliates receive are furnished by brokers on their own initiative, either in connection with a particular transaction or as part of their overall services. Some of these Research and Brokerage Services may be provided at no additional cost to FMRC or its affiliates or have no explicit cost associated with them. In addition, FMRC or its affiliates may request that a broker provide a specific proprietary or third-party product or service, certain of which third-party products or services may be provided by a broker that is not a party to a particular transaction and is not connected with the transacting broker's overall services.

FMRC or its affiliates have arrangements with certain third-party research providers and brokers through whom FMRC or its affiliates effect client trades, whereby FMRC or its affiliates may pay with fund commissions or hard dollars for all or a portion of the cost of research products and services purchased from such research providers or brokers. If hard dollar payments are used, FMRC or its affiliates may still cause the client to pay more for execution than the lowest commission rate available from the broker providing research products and services to FMRC or its affiliates, or that may be available from another broker. FMRC or its affiliates view hard dollar payments for research products and services as likely to reduce the client's total commission costs even though it is expected that in such hard dollar

arrangements the commissions available for recapture and used to pay client expenses, as described below, will decrease. FMRC's or its affiliates' potential determination to pay for research products and services separately, rather than bundled with client account commissions, is wholly voluntary on FMRC's or its affiliates' part and may be extended to additional brokers or discontinued with any broker participating in this arrangement.

Other Considerations and Brokerage Arrangements

Commission Recapture

FMRC or its affiliates may allocate brokerage transactions to brokers (who are not affiliates of FMRC) who have entered into arrangements with FMRC or its affiliates under which the broker, using a predetermined methodology, rebates a portion of the compensation paid by a client account to offset that client account's expenses ("commission recapture"). Not all brokers with whom the client account trades have been asked to participate in brokerage commission recapture.

FMRC or its affiliates recommend that clients do not request them to direct client portfolio transactions to specific brokers. Clients may nonetheless make such requests, subject to FMRC's or its affiliates' attempts to seek quality execution and provided that the broker is an approved counterparty of FMRC or its affiliates. Clients should be aware that if they require FMR or its affiliates to direct portfolio transactions to specific brokers, (a) FMR or its affiliates may be unable to achieve most favorable execution of such directed transactions; (b) the client may pay higher brokerage commissions on such directed transactions with other orders; (c) the client may receive less favorable prices on such directed transactions; and (d) if eligible, a client may not simultaneously participate in commission recapture as well as a directed brokerage program established or subscribed to by the client.

Transactions with Certain Brokers

FMRC or its affiliates may place trades with certain brokers including NFS, with whom they are under common control, provided FMRC or its affiliates determine that these affiliates' trade execution abilities and costs are comparable to those of non-affiliated, qualified brokerage firms, and that such transactions be executed in accordance with applicable rules under the 1940 Act and procedures adopted by the Board of Trustees or Directors (as applicable) of FMRC's clients in the Fidelity group of funds.

In addition, FMRC or its affiliates may place client trades with brokers that use NFS as a clearing agent.

Transactions Among Clients

FMRC or its affiliates may execute transactions between mutual funds and other accounts they manage (either on an advisory or sub-advisory basis), as well as with certain other clients managed by their affiliates. Such transactions for clients in the Fidelity group of funds will be executed in accordance with applicable rules under the 1940 Act, the Advisers Act and procedures adopted by the Board of Trustees or Directors (as applicable) of FMRC's or FMRC's affiliates' clients in the Fidelity group of funds.

Non-U.S. Securities Transactions

To facilitate trade settlement and related activities in non-U.S. securities transactions, FMR or its affiliates may effect spot foreign currency transactions with foreign currency dealers.

Trade Allocation Policies

Bunched Trades

It is generally FMRC's or its affiliates' practice, when appropriate, to combine or "bunch" orders of various accounts, including those of its clients, its affiliates' clients, and proprietary accounts for order entry and execution. Bunched orders may be executed through one or more brokers. The allotment of trades among brokers is based on a variety of factors, which may include price, order size, the time of order, the security and market activity. A bunched trade executed with a particular broker is generally allocated prorata among the accounts that are participating in the bunched trade until any account has been filled. After any account has been filled, the trade is allocated pro-rata among any remaining accounts. Each broker's execution of a bunched order may be at a price different than another broker's bunched order execution price for the same security.

Allocation of Trades

FMRC and its affiliates have established allocation policies for their various accounts (including proprietary accounts) and securities types (e.g., equity, fixed income and high income) to ensure allocations are appropriate given clients' differing investment objectives and other considerations. These policies also apply to initial public and secondary offerings. When, in FMRC's or its affiliates' opinion, the supply/demand is insufficient under the circumstances to satisfy all outstanding trade orders, the amount executed generally is distributed among participating accounts (which may include proprietary accounts) based on account asset size (for purchases), and security position size (for sales), or otherwise according to the allocation policies. Trades are executed by traders based on orders or indications of interest for clients, which are established prior to or at the time of a transaction. With limited exceptions, the trading systems contain rules that allocate trades on an automated basis, in accordance with these policies. Generally, any exceptions to FMRC's and its affiliates' policies (i.e., special allocations) must be approved by senior trading and compliance personnel and documented.

FMRC's and its affiliates' trade allocation policies identify circumstances under which it is appropriate to deviate from the general allocation criteria and describe the alternative procedures. The trade allocation policies generally provide for minimum allocations based on market-defined minimum denominations, and the equity trade allocation policies provide for a minimum allocation for securities in offerings and secondary market trades. Certain specialized funds or accounts, such as international, real estate investment, convertible securities, or other funds or accounts may receive an increased allocation where the securities match the investment objective or focus of the account. In addition, if a standard allocation would result in a client receiving a very small allocation (e.g., because of its small asset size), the client may receive an increased allocation to achieve a more meaningful allocation, or the client may receive no allocation. FMRC's and its affiliates' policies also provide for the execution of program trades and short sales notwithstanding the existence of active orders for individual securities on the trading desk, provided that consideration is given to whether the program trade or short sale might have a material effect on such other active orders.

The fixed income trade allocation policy provides that clients specializing in a particular type of security, such as single-state municipal bond funds, may receive an increased allocation of obligations that are tax-exempt within their state. The fixed income trade allocation policy also provides for certain alternative procedures for money market funds when they are purchasing money market instruments. The high income and fixed income allocation policies define the applicable net assets to be used in the allocation process generally by reference to each fund's assets managed by the high income or fixed income divisions, respectively, and by reference to certain security and portfolio types.

Trade allocations may also be impacted by various regulatory requirements depending on where the trade is executed and what types of accounts are included in the trade. In such circumstances, some accounts may need to be prioritized over others when supply/demand is insufficient (e.g., client accounts receive priority of allocation over proprietary accounts).

REVIEW OF ACCOUNTS

Portfolio management assignments are made based on several factors, including the experience and seniority of the managers, the complexity of the funds' mandate and structure, and similarities among funds assigned to a manager. Each portfolio manager regularly reviews the holdings in the funds or accounts for which he or she is responsible.

Portfolio managers may draw on a large research and trading staff of FMRC or its affiliates for support. FMRC's and its affiliates' investment activities are organized on a group basis, with account managers of similar accounts forming these groups. There are various groups directly related to portfolio management and other groups comprising FMRC's or its affiliates' fundamental research departments, each of which has a group Chief Investment Officer or Managing Director of Research. Each group Chief Investment Officer and Managing Director of Research regularly receives detailed analysis of the funds in their oversight groups, and conducts periodic fund reviews with each manager. In addition, FMR's Asset Management Compliance group monitors the funds' and accounts' trading activity for compliance with applicable regulations.

The Trustees of each investment company client review at least annually the activities of FMRC's responsible portfolio managers, and review on a regular basis the performance of the Fidelity Funds. FMR's Treasurer's Office continuously monitors the operations of the Fidelity Funds. FMRC may also provide investment advisory services on a discretionary or non-discretionary basis to other entities, or clients of other entities, related or unrelated to FMRC. These entities, or their clients, may similarly review the activities of FMRC's portfolio managers and other investment professionals.

Certain members of the Board of Trustees of each of FMRC's or its affiliates' investment company clients in the Fidelity group of funds are supplied quarterly reports providing, among other items, comparative performance data, sales and redemptions of shares information, and certain brokerage commission reports.

FMRC generally supplies similar data in its capacity as a sub-adviser. Reports to other non-investment company clients may be prepared as requested by such clients.

CLIENT REFERRALS AND OTHER COMPENSATION

FMRC does not have client referral arrangements.

CUSTODY

FMTC, an affiliate of FMRC, has custody of certain assets managed by FMRC, including those of the collective investment trusts. Clients of FMRC for which FMTC has custody will receive account statements from FMTC. Clients who receive these statements should review them carefully.

INVESTMENT DISCRETION

FMRC's discretionary authority to manage accounts on behalf of its clients and any limitations that may be imposed on such authority are described in "Advisory Business" on page 4.

FMRC and its affiliates exercise discretionary authority on behalf of their mutual fund clients pursuant to management contracts and sub-advisory agreements (together, the "Advisory Contracts"). The Advisory Contracts are entered into in accordance with Section 15 of the 1940 Act, and approved and renewed by each fund's Board of Trustees, including the Independent Trustees. In approving the Advisory Contracts, the Board of Trustees authorizes by resolution FMRC's and its affiliates' ability to exercise discretionary

authority, and the Advisory Contracts contain the terms and limitations, if any, with regard to the authority granted.

In considering whether to approve or renew the Advisory Contracts for a fund, the Board of Trustees considers all factors it believes relevant, including (i) the nature, extent, and quality of the services to be provided to the fund and its shareholders (including the investment performance of the fund); (ii) the competitiveness of the fund's management fee and total expenses; (iii) the total costs of the services to be provided by and the profits to be realized by FMRC or its affiliates from its relationship with the fund; (iv) "fallout benefits," if any, FMR or its affiliates receive as a result of their relationship with the fund; and (v) the extent to which economies of scale would be realized as the fund grows and whether fee levels reflect these economies of scale, if any, for the benefit of fund shareholders.

With respect to FMRC's or its affiliates non-fund clients, FMRC or its affiliates provide advisory services pursuant to management or sub-advisory agreements, the terms of which are negotiated with such clients. As with FMRC's or its affiliates' mutual fund clients, the management and/or sub-advisory agreements contain the terms and limitations, if any, with regard to the authority granted.

VOTING CLIENT SECURITIES

When authorized by clients, FMRC or its affiliates generally cast votes on behalf of client accounts by proxy at shareholder meetings of issuers in which FMRC or its affiliates invest client assets. The Boards of Trustees of the Fidelity Funds have established formal written proxy voting guidelines (the "Guidelines") that are designed to ensure that proxies on behalf of the Fidelity Funds are voted in a manner consistent with the best interests of shareholders. FMR has also adopted these Guidelines as part of its proxy voting policies and procedures in accordance with Rule 206(4)-6 under the Advisers Act.

FMRC or its affiliates vote on behalf of the Fidelity Funds in accordance with the Guidelines that have been approved by the Boards of Trustees of the Fidelity Funds. The power to vote or direct the voting of shares owned directly by the Fidelity Funds resides with each Fund's Board of Trustees, who have delegated to FMRC's or its affiliates' Investment Proxy Research Group ("IPR") the authority to carry out the voting of shares owned by the Fidelity Funds in accordance with the Guidelines. Generally, FMR retains the authority granted by the Board of Trustees of the Fidelity Funds to vote proxies under these Guidelines when acting on behalf of the Fidelity Funds; however, where FMRC or its affiliates are granted authority to vote such proxies when acting as advisers or sub-advisers to the Fidelity Funds, they do so in accordance with the Guidelines and FMR's proxy voting policies and procedures.

Except as set forth in the Guidelines, FMRC or its affiliates will generally vote in favor of routine management proposals and will evaluate shareholder proposals by their likelihood to enhance the economic returns or profitability of the portfolio company or to maximize shareholder value.

Non-routine proposals not covered by the Guidelines or involving other special circumstances are evaluated on a case-by-case basis with input from the appropriate FMRC or its affiliates' analyst or portfolio manager, as applicable, subject to review by an attorney within FMR's General Counsel's office and a member of senior management within IPR. A significant pattern of such proposals or other special circumstances will be referred to the appropriate Fidelity Fund Board Committee or its designee.

Proposals Relating to Director Elections

FMRC or its affiliates will generally withhold authority for the election of all directors or directors on responsible committees if: a poison pill or other anti-takeover provision was adopted or extended without shareholder approval; options were repriced without shareholder approval; the board is not composed of a majority of independent directors; the director attended less than 75% of the aggregate number of board or committee meetings during the company's prior fiscal year; or executive compensation appears misaligned with shareholder interests or otherwise problematic, taking into account those factors

identified in "Proposals Relating to Executive Compensation" below. FMRC and its affiliates will generally support proposals calling for directors to be elected by a majority of votes cast, provided that the proposal allows for plurality voting standard in the case of contested elections. FMRC and its affiliates may consider voting against such shareholder proposals where a company has adopted an alternative measure, such as a director resignation policy, that provides a meaningful alternative to the majority voting standard and appropriately addresses situations where an incumbent director fails to receive the support of a majority of the votes cast in an uncontested election.

Proposals Relating to Executive Compensation

FMRC or its affiliates will generally vote for proposals to ratify executive compensation unless such compensation appears misaligned with shareholder interests or is otherwise problematic, taking into account certain factors, which include, but are not limited to: (i) whether the company has an independent compensation committee; (ii) whether the compensation committee engaged independent compensation consultants; and (iii) whether, in the case of stock awards, the restriction period was less than three years for non-performance-based awards, and less than one year for performance-based awards; (iv) whether the compensation committee has lapsed or waived equity vesting restrictions; and (v) whether the company has adopted or extended a golden parachute without shareholder approval. FMRC and its affiliates will generally support an annual frequency for advisory votes on executive compensation.

Proposals Relating to Equity-Based Compensation Plans

The Guidelines generally oppose plans or amendments to plans that: have option exercise prices less than 100% of fair market value on the date of grant; include an evergreen provision; provide for the acceleration of vesting of equity awards even though an actual change in control may not occur; give the ability to reprice outstanding stock options without shareholder approval; or cause excessive dilution to shareholders by considering the average three-year burn rate, based on the company's market capitalization. Large-capitalization companies are those included in the Russell 1000® Index or the Russell Global ex-U.S. Large Cap Index; small-capitalization companies are those not included in the Russell 1000® Index or the Russell Global ex-U.S. Large Cap Index that are not micro-capitalization companies; and micro-capitalization companies are those with a market capitalization under US \$300 million.

Proposals Relating to Changes in Corporate Control

The Guidelines generally oppose measures that are designed to prevent or obstruct corporate takeovers. Such measures include: fair price amendments, classified boards, "blank check" preferred stock, executive "golden parachutes," shareholders rights plans ("poison pills"), supermajority provisions, restricting shareholders' right to call special meetings or to set board size, and any other provision that eliminates or limits shareholder rights.

Proposals Relating to Shareholder Rights

The Guidelines generally: (i) support simple majority voting, (ii) oppose cumulative voting, (iii) support confidential voting, and (iv) oppose new classes of stock with differential voting rights.

Conflicts of Interest

The Guidelines have been designed so that proxies are voted in the best interests of FMRC's and its affiliates' clients, and to resolve potential conflicts of interest. Potential conflicts generally may arise in connection with business arrangements of FMRC or its affiliates. For example, FMRC's affiliates may manage or administer employee benefit plans, or provide brokerage, underwriting, insurance, or banking services to a company whose management is soliciting proxies. FMRC or its affiliates may also have business or personal relationships with participants in proxy contests, corporate directors or candidates

for directorships. FMRC or its affiliates vote shares in a manner consistent with the Guidelines and without regard to any other relationship, business or otherwise, that FMRC or its affiliates may have with companies in which FMRC or its affiliates invest client assets.

IPR, which is part of FMRC's or its affiliates' Investment Services department, is charged with administering the Guidelines as agent to facilitate the voting of proxies relating to portfolio securities held by the Fidelity Funds. IPR votes proxies without regard to any other Fidelity companies' relationship, business or otherwise, with that portfolio company. Like other Fidelity employees, IPR employees have a fiduciary duty to never place their own personal interest ahead of the interests of fund shareholders, and are instructed to avoid actual and apparent conflicts of interest. In the event of a conflict of interest, IPR employees, like other Fidelity employees, will escalate to their managers or the Ethics Office, as appropriate, in accordance with Fidelity's corporate policy on conflicts of interest.

A complete set of the Guidelines, as well as information on how the Fidelity Funds' proxies were voted, may be obtained on www.fidelity.com.

If FMRC has engaged a sub-adviser, that sub-adviser may vote proxies according to its own proxy voting guidelines and policies, which may differ from the Guidelines, for those Fidelity Funds (or portions thereof) for which the sub-adviser has been granted such authority.

FINANCIAL INFORMATION

FMRC does not solicit prepayment of client fees. Furthermore, there are no financial conditions that are reasonably likely to impair FMRC's ability to meet any of its contractual commitments to its clients.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

FMRC is not registered with any state securities authority.

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FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: JANA PARTNERS LLC IARD/CRD Number: 151318

Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): **JANA PARTNERS LLC**
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.: JANA PARTNERS LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of \square your legal name or \square your primary business name:
- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-70627**
 - (2) If you report to the SEC as an exempt reporting adviser, your SEC file number:
- E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: **151318**

If your firm does not have a *CRD* number, skip this Item 1.E. Do not provide the *CRD* number of one of your officers, *employees*, or affiliates.

- F. Principal Office and Place of Business
 - (1)Address (do not use a P.O. Box):

Number and Street 1: Number and Street 2:

767 FIFTH AVENUE 8TH FLOOR

City: State: Country: ZIP+4/Postal Code:

NEW YORK 10153

New York UNITED STATES

If this address is a private residence, check this box: \Box

List on Section 1.F. of Schedule D any office, other than your *principal office and place of business*, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom

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	the SEC, or if		e SEC as an <i>exer</i>	ation, if you are registered only with anpt reporting adviser, list the largest
	business: Monday - F Normal busine 9 A.M. TO 5 P. (3)Telephone nur 212-455-0900	Friday COther: ess hours at this location .M. mber at this location: output ber at this location:	·	our principal office and place of
G.	Mailing address, i	if different from your <i>pr</i>	incipal office and	f place of business address:
	Number and Stre	eet 1:	Number and St	reet 2:
	City:	State:	Country:	ZIP+4/Postal Code:
	If this address is	a private residence, ch	eck this box: \Box	
Н.		proprietor, state your fu of business address in It		ress, if different from your <i>principal</i>
	Number and Stre	eet 1:	Number and St	reet 2:
	City:	State:	Country:	ZIP+4/Postal Code:
I.	Do you have one	or more websites?		Yes No
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	Number and Stre	et 1:	Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	Electronic mail (e	e-mail) address, if conta	act person has c	one:	
L.	Section 204 of the			ou are required to keep under mewhere other than your	Yes No
	If "yes," complete	e Section 1.L. of Schedu	ule D.		
Μ.	Are you registered	d with a <i>foreign financi</i> d	al regulatory au	thority?	Yes No
	have an affiliate t			ncial regulatory authority, even al regulatory authority. If "yes,	
					Yes No
N.	Are you a public r Exchange Act of 1		er Sections 12 o	r 15(d) of the Securities	o 🤦
	If "yes," provide y		ral Index Key nu	umber that the SEC assigns to	each
Ο.		. ,,	s on the last day	of your most recent fiscal	Yes No
Р.	Provide your <i>Lega</i>	al Entity Identifier if you	u have one:		
	financial marketp		2011, the <i>legal</i>	ies use to identify each other in entity identifier standard was	

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual* updating amendment to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A. (1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a large advisory firm that either:
 - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is

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			registered with the SEC;
		(2)	are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
			(a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> , or
			(b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ;
			Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the <i>state securities authority</i> .
		(3)	have your <i>principal office and place of business</i> in Wyoming (which does not regulate advisers);
		(4)	have your principal office and place of business outside the United States;
	✓	(5)	are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;
		(6)	are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
		(7)	are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
		(8)	are a related adviser under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
			If you check this box, complete Section 2.A.(8) of Schedule D.
		(9)	are a newly formed adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
			If you check this box, complete Section 2.A.(9) of Schedule D.
		(10)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
			If you check this box, complete Section 2.A.(10) of Schedule D.
		(11)	are an Internet adviser relying on rule 203A-2(e);
		(12)	have received an SEC order exempting you from the prohibition against registration with the SEC;
			If you check this box, complete Section 2.A.(12) of Schedule D.
		(13)	are no longer eligible to remain registered with the SEC.
	te Se		es Authority Notice Filings and State Reporting by Exempt Reporting
<i>Αα</i> ι C.			e laws, SEC-registered advisers may be required to provide to state securities
	auth	orities	a copy of the Form ADV and any amendments they file with the SEC. These are ce filings. In addition, exempt reporting advisers may be required to provide state

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securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions			
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If you are amending your registration to stop your *notice filings* or reports from going to a state that currently receives them and you do not want to pay that state's *notice filing* or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Ite	m 3 Form of Organization
A.	How are you organized? Corporation
	C Sole Proprietorship
	C Limited Liability Partnership (LLP)
	C Partnership
	c Limited Liability Company (LLC)
	C Limited Partnership (LP)
	Other (specify):
	If you are changing your response to this Item, see Part 1A Instruction 4.
B	In what month does your fiscal year end each year?

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DECEMBER

C. Under the laws of what state or country are you organized? State Country

Delaware UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment 🦰 🧿 adviser?



If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an *employee* performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

49

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

(2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?

		0								
	(3)	Approximately how ma more state securities a 0							h one	or
	(4)	Approximately how ma more <i>state securities a</i> adviser other than you	uthorities as investr							
	(5)	Approximately how mainsurance company or		s report	ted in 5.	A. are	license	d agen	ts of a	n
	(6)	Approximately how ma	nny firms or other <i>pe</i>	ersons s	solicit ac	lvisory	clients	on you	ır beha	ılf?
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Clic	ents									
		responses to Items 5.C. se, unless you have a s							orivate	fund
C.	(1)	To approximately how your most recently cor		u provi	de inves	tment	advisor	y servi	ces du	ring
		O 0	C 1-10			•	11-25			
		C 26-100	C More tha If more than		ow mar	ıy?				
			(round to the	e neare	st 100)					
	(2)	Approximately what pe	ercentage of your <i>cli</i>	ents ar	e non- <i>U</i>	nited S	tates p	ersons	?	
D.	plan orga com of 19 inve	purposes of this Item 5.s and IRAs of individual inized as sole proprietor panies that have made 940. Unless you provide stment company register onse to Item 5.D.(1)(d)	s and their family meships. The category an election pursuant advisory services pered under the Investered to the services pered under the services pered under the services pered under the services pered under the services and the services are services pered under the services are services	embers "busing t to secure ursuan stment	s, but do ess deve tion 54 t to an i Compar	pes not elopme of the nvestm	include nt comp Investnent add of 1940	e busin panies' nent Co visory o , check	esses ' consisompant contract ' "None	sts of y Act ct to a e" in
	(1)	What types of <i>clients</i> of <i>client</i> comprises of you check all that apply.								
				None	<u>Up to</u>	<u>11-</u>	<u>26-</u>	<u>51-</u>	<u>76-</u>	1000/
		(a) Individuals (other individuals)	than high net worth	None T	10% C	25% C	50% C	75% C	99% C	100% C
		(b) High net worth ind	dividuals	•	0	0	0	0	0	0

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	(c) Banking or thrift institutions	•	0	0	0	0 0	0
	(d) Investment companies	0	•	0	0	0 0	0
	(e) Business development companies	•	0	0	0	0 0	0
	(f) Pooled investment vehicles (other than investment companies)	0	0	0	•	0 0	О
	(g) Pension and profit sharing plans (but not the plan participants)	0	0	o	0	0 0	0
	(h) Charitable organizations	•	0	0	0	0 0	0
	(i) Corporations or other businesses not listed above	0	0	0	0	0 0	0
	(j) State or municipal government entities	0	•	0	О	0 0	0
	(k) Other investment advisers	•	\circ	0	0	\circ \circ	0
	(I) Insurance companies	•	0	0	0	0 0	0
	(m) Other: PRIVATE INVESTMENT FUNDS	О	О	•	О	0 0	О
	in Item 5.F. below) attributable to each of more than one category, check all that app		None	Up to 25%	<u>Up to 50%</u>	o <u>Up to</u>	>75%
	(a) Individuals (other than high net worth individuals)	1	0	0	0	О	0
	(b) High net worth individuals		•	0	0	0	0
	(c) Banking or thrift institutions		Ö	0	0	0	0
	(d) Investment companies		0	Ö	0	0	0
	(e) Business development companies		Ö	0	0	0	0
	(f) Pooled investment vehicles (other that investment companies)	n	0	О	0	0	•
	(g) Pension and profit sharing plans (but in plan participants)	not the	O	0	0	O	0
	(h) Charitable organizations		Ö	0	0	0	0
	(i) Corporations or other businesses not I above	isted	О	Ö	0	O	O
	(j) State or municipal government entities	S	0	•	0	0	0
	(k) Other investment advisers		•	0	0	0	0
	(I) Insurance companies		•	0	0	0	0
	(m) Other: PRIVATE INVESTMENT FUNDS	3	0	•	0	0	0
nner	nsation Arrangements						

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E.	You are	compensated for your investment advisory services by (check all that apply):
Е.	 ✓ (1) ☐ (2) ☐ (3) ☐ (4) ☐ (5) 	A percentage of assets under your management Hourly charges Subscription fees (for a newsletter or periodical) Fixed fees (other than subscription fees) Commissions Performance-based fees
	(7)	Other (specify):

Re	gulatory Assets Under Ma	anagement		
				Yes No
F.	(1) Do you provide continu securities portfolios?	ious and regular supervisory or	management services to	o o
	(2) If yes, what is the amo accounts?	unt of your regulatory assets ur	nder management and total	number of
		U.S. Dollar Amount	Total Number of Aco	counts
	Discretionary:	(a) \$ 11,370,028,394	(d) <mark>17</mark>	
	Non-Discretionary:	(b) \$ 0	(e) <mark>0</mark>	
	Total:	(c) \$ 11,370,028,394	(f) 17	
		o. explains how to calculate your st follow these instructions caref	•	em.

Item 5 Information About Your Advisory Business - Advisory Activities **Advisory Activities** G. What type(s) of advisory services do you provide? Check all that apply. (1) Financial planning services (2) Portfolio management for individuals and/or small businesses ☑ (3) Portfolio management for investment companies (as well as "business development") companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940) (4) Portfolio management for pooled investment vehicles (other than investment (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles) (6) Pension consulting services (7) Selection of other advisers (including *private fund* managers) (8) Publication of periodicals or newsletters (9) Security ratings or pricing services (10) Market timing services (11) Educational seminars/workshops (12) Other(specify): PORTFOLIO MANAGEMENT FOR PRIVATE INVESTMENT FUNDS Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the

investment company or investment companies to which you provide advice in Section 5.G.(3) of

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	Schedule D.
Н.	If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year?
	C 0
	C 1 - 10
	C 11 - 25
	C 26 - 50
	C 51 - 100
	C 101 - 250
	C 251 - 500 C More than 500
	More than 500 If more than 500, how many?
	(round to the nearest 500)
	In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.
I.	If you participate in a wrap fee program, do you (check all that apply):
	(1) sponsor the wrap fee program?
	\square (2) act as a portfolio manager for the <i>wrap fee program</i> ?
	If you are a newfolio manager for a year for a recovery list the name of the presume and their
	If you are a portfolio manager for a <i>wrap fee program</i> , list the names of the programs and their <i>sponsors</i> in Section 5.I.(2) of Schedule D.
	If your involvement in a <i>wrap fee program</i> is limited to recommending <i>wrap fee programs</i> to your <i>clients</i> , or you advise a mutual fund that is offered through a <i>wrap fee program</i> , do not check either Item 5.I.(1) or 5.I.(2).
	Yes No
J.	In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide
	investment advice only with respect to limited types of investments?

In this Item, we request information about your firm's other business activities. A. You are actively engaged in business as a (check all that apply): (1) broker-dealer (registered or unregistered) (2) registered representative of a broker-dealer (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (4) futures commission merchant (5) real estate broker, dealer, or agent (6) insurance broker or agent (7) bank (including a separately identifiable department or division of a bank) (8) trust company (9) registered municipal advisor (10) registered security-based swap dealer (11) major security-based swap participant

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	□ (12) accountant or accounting firm 13) lawyer or law firm 14) other financial product salesperson (specify):	
	-	ou engage in other business using a name that is different from the names reported in or 1.B, complete Section 6.A. of Schedule D.	in Items
			Yes No
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	0 🧖
	(2)	If yes, is this other business your primary business?	0 0
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you e in this business under a different name, provide that name.	ngage
			Yes No
	(3)	Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	0 🤦
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you e in this business under a different name, provide that name.	ngage

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

11111	offilation identifies areas in which conflicts of interest may occur between you and your chefits.
A.	This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you.
	You have a related person that is a (check all that apply):
	(1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
	(1) other investment adviser (including financial planners)
	(3) registered municipal advisor
	(4) registered security-based swap dealer
	☐ (5) major security-based swap participant
	\square (6) commodity pool operator or commodity trading advisor (whether registered or exempt
	from registration)
	[(7) futures commission merchant
	[(8) banking or thrift institution
	(9) trust company
	[(10) accountant or accounting firm
	[(11) lawyer or law firm
	[(12) insurance company or agency
	(13) pension consultant
	(14) real estate broker or dealer
	(15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
	(16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
	For each <i>related person</i> , including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

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You do not need to complete Section 7.A. of Schedule D for any *related person* if: (1) you have no business dealings with the *related person* in connection with advisory services you provide to your *clients*; (2) you do not conduct shared operations with the *related person*; (3) you do not refer *clients* or business to the *related person*, and the *related person* does not refer prospective *clients* or business to you; (4) you do not share supervised persons or premises with the *related person*; and (5) you have no reason to believe that your relationship with the *related person* otherwise creates a conflict of interest with your *clients*.

You must complete Section 7.A. of Schedule D for each *related person* acting as qualified custodian in connection with advisory services you provide to your *clients* (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the *related person* to be operationally independent under rule 206(4)-2 of the Advisers Act.

Yes No

B. Are you an adviser to any *private fund*?



If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such *private fund* in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that *private fund*. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a *private fund* client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the *private fund* in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in Client Transactions

A. Do you or any *related person*:

Yes No

 \circ

- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- O
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?
- o 🧧

Sales Interest in Client Transactions

B. Do you or any *related person*:

Yes No

- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?
- ೦ 🧧
- (2) recommend purchase of securities to advisory clients for which you or any related

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		person serves as underwriter, general or managing partner, or purchaser representative?		
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	Ö
Ιnν	esti	ment or Brokerage Discretion		
C.			es ©	No C
	(2)	amount of securities to be bought or sold for a client's account?	•	0
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	•	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•
E.	Do	you or any related person recommend brokers or dealers to clients?	•	0
F.	If y	ou answer "yes" to E above, are any of the brokers or dealers related persons?	0	•
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	•	0
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	•	0
Н.		you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> errals?	0	0
I.		you or any <i>related person</i> , directly or indirectly, receive compensation from any son for client referrals?	0	•
	rela per:	responding to Items 8.H and 8.I., consider all cash and non-cash compensation that your person gave to (in answering Item 8.H) or received from (in answering Item 8.I) a son in exchange for client referrals, including any bonus that is based, at least in part, and or amount of client referrals.	any	
Tto	n 9	Custody		
		Item, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>cli</i>	iont:	
111		nem, we ask you whether you or a reared Delson Has Custouy of Cient (OHIEL Hall (I	-,,,,	٦.

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have <i>custody</i> of any advisory <i>c</i> a	lients':	:
--	----------	---

Yes No

(a) cash or bank accounts?

-	

(b) securities?

3	0

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you

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have *custody* solely because (i) you deduct your advisory fees directly from your *clients'* accounts, or (ii) a *related person* has custody of *client* assets in connection with advisory

	ope		but you have overcome the presumption that you are no uant to Advisers Act rule 206(4)-(2)(d)(5)) from the <i>rela</i>	
	(2)		n 9.A.(1)(a) or (b), what is the approximate amount of a cal number of <i>clients</i> for which you have <i>custody</i> :	client
		U.S. Dollar Amount (a) \$ 0	Total Number of <i>Clients</i> (b) 0	
		(a) \$ 0		
	ded thos pers do i	luct your advisory fees direct se assets and the number of son has custody of <i>client</i> ass not include the amount of the	red with the SEC and you have custody solely because yely from your <i>clients'</i> accounts, do not include the amoun those <i>clients</i> in your response to Item 9.A.(2). If your rests in connection with advisory services you provide to cose assets and number of those <i>clients</i> in your response nation in your response to Item 9.B.(2).	it of elated clients,
В.	(1)	persons have custody of an		Yes No
		(a) cash or bank accounts?		O
		(b) securities?		<u>•</u> с
	You	are required to answer this	item regardless of how you answered Item 9.A.(1)(a) or	(b).
	(2)		n 9.B.(1)(a) or (b), what is the approximate amount of cal number of <i>clients</i> for which your <i>related persons</i> have	
		U.S. Dollar Amount	Total Number of <i>Clients</i>	
		(a) \$ 8,865,257,873	(b) 7	
C.	•		ave <i>custody</i> of <i>client</i> funds or securities in connection with a clients, check all the following that apply:	th
	(1)		ds account statements at least quarterly to the stment vehicle(s) you manage.	
	(2)		untant audits annually the pooled investment vehicle(s) udited financial statements are distributed to the	✓
	(3)	An <i>independent public according</i> funds and securities.	untant conducts an annual surprise examination of client	- 🗆
	(4)		untant prepares an internal control report with respect you or your related persons are qualified custodians for	
			(3) or C.(4), list in Section 9.C. of Schedule D the account audit or examination or prepare an internal control rep	

you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the *private funds* you advise in Section 7.B.(1) of Schedule D).

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D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Yes No

(1) you act as a qualified custodian

n (6

(2) your *related person(s)* act as qualified custodian(s)

n (6

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

 5

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly

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controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final *order*, judgment, or decree was entered, or the date any rights of appeal from preliminary *orders*, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Чu	estions in this item 11.		
		Yes	No
Do	any of the events below involve you or any of your <i>supervised persons</i> ?	\circ	•
<u>For</u>	"yes" answers to the following questions, complete a Criminal Action DRP:		
Α.	In the past ten years, have you or any advisory affiliate:	Yes	No
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	О	0
	(2) been charged with any felony?	0	0
	If you are registered or registering with the SEC, or if you are reporting as an exempt re adviser, you may limit your response to Item 11.A.(2) to <i>charges</i> that are currently pend		
В.	 In the past ten years, have you or any advisory affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? 	0	Ô
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	O	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt re adviser, you may limit your response to Item 11.B.(2) to <i>charges</i> that are currently pend		
For	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	O	Ô
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	0
	(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	O	•
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	•

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D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?	O	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	O	•
	(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	O	•
	(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	0	Ö
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	0
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?	0	Ö
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended?	0	0
G.	Are you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	0
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
н.	(1) Has any domestic or foreign court:	Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	О	•
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	•
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	0	•
	(2) Are you or any <i>advisory affiliate</i> now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•

Item 12 Small Businesses

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The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No
A.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	0	O
If "	yes," you do not need to answer Items 12.B. and 12.C.		
В.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	O
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	О

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

5 🔘

If no, complete the ADV Part 2 filing below.

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Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click <u>here</u> to download.

Brochure Name	Date Submitted	Date Last Confirmed
JANA PARTNERS LLC FORM ADV PART 2A	03/31/2014	

Schedule A

Direct Owners and Executive Officers

- 1.Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2.Direct Owners and Executive Officers. List below the names of:
 - (a)each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer(Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b)if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
 - Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d)in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e)if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes
- 4.In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 7.(a)In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b)In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

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NAME (Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
ROSENSTEIN, BARRY	I	MANAGING PARTNER AND CO- PORTFOLIO MANAGER	04/2001	С	Y	N	1148016
CLAAR, GARY	I	NON-MANAGING MEMBER	01/2013	В	N	N	1386725
PENNER, CHARLES	I	CHIEF LEGAL OFFICER AND PARTNER	04/2005	А	Υ	N	5705189
VARRIALLE, DOMINIC	I	CHIEF FINANCIAL OFFICER	05/2010	NA	Υ	N	5787950
YOUNG, JAY	Ι	CHIEF ADMINISTRATIVE OFFICER	09/2011	NA	Υ	N	5987700
DIDOMENICO, DAVID	Ι	PARTNER AND CO- PORTFOLIO MANAGER	04/2011	В	Υ	N	4585635
MITTAL, NIKHIL	I	PARTNER	01/2012	А	Υ	N	3112269
OSTFELD, SCOTT	I	PARTNER AND CO- PORTFOLIO MANAGER, JANA STRATEGIC INVESTMENTS	12/2009	А	Y	N	4573741
MARTIN, LORELEI, B	I	CHIEF COMPLIANCE OFFICER	06/2012	NA	Υ	N	2697689

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and

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- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes

C - 25% but less than

E - 75% or more

are:

50%

D - 50% but less than

F - Other (general partner, trustee, or elected

75%

manager)

- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: HTTPS://WWW.JANAPARTNERS.COM

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept: ADMIRAL ADMINISTRATION, LTD.

Number and Street 1: Number and Street 2:

ADMIRAL FINANCIAL CENTER, 5TH FLOOR

90 FORT STREET, P.O. BOX 32021

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City: GEORGETOWN, GRAND CAYMA		ate:	Country: CAYMAN ISLAND	ZIP+4/Postal Code: KYI 1208				
If this address is a private resi	If this address is a private residence, check this box: \square							
Telephone Number: 345-949-0704		Facsimile number: 345-949-0705						
· ·	one of your branch offices or affiliates. a third-party unaffiliated recordkeeper.							
Briefly describe the books and VARIOUS BOOKS AND RECORE								
Name of entity where books an CITCO FUND SERVICES (SAN I								
Number and Street 1: 560 MISSION STREET			per and Street 2: FLOOR					
City: SAN FRANCISCO	State:	Coun	try:	ZIP+4/Postal Code: 94105				
SAN TRANSCO	California	UNIT	ED STATES	31103				
If this address is a private resi	dence, check t	his box	: 🗆					
Telephone Number: 4152280390	Facsimile nur	nber:						
This is (check one):								
one of your branch offices of								
a third-party unaffiliated re	ecordkeeper.							
Briefly describe the books and records kept at this location: VARIOUS BOOKS AND RECORDS, AS REQUIRED BY LAW.								
Name of entity where books and records are kept: IRON MOUNTAIN								
Number and Street 1: P.O. BOX 477			per and Street 2: E 9W SOUTH					

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City: PORT EWEN	State:	Country:	ZIP+4/Postal Code:			
PORT EWEN	New York	UNITED STATES	12466			
If this address is a private resi	dence, check th	nis box:				
Telephone Number: 845-338-2131	Facsimile num	nber:				
This is (check one): one of your branch offices of a third-party unaffiliated reconstruction other.						
Briefly describe the books and VARIOUS BOOKS AND RECORE						
Name of entity where books ar GRM INFORMATION MANAGEM		•				
Number and Street 1: 215 COLES STREET		Number and Street 2:				
City: JERSEY CITY	State:	Country:	ZIP+4/Postal Code: 07310			
JERSET CITT	New Jersey	UNITED STATES	0/310			
If this address is a private resi	dence, check th	nis box:				
Telephone Number: 201-798-7100	Facsimile num	ber:				
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.						
Briefly describe the books and records kept at this location: BACKUP DATA TAPES.						
Name of entity where books ar CITCO FUND SERVICES (CAYM						
Number and Street 1: 89 NEXUS WAY, 2ND FLOOR		mber and Street 2: MANA BAY, P.O. BOX 31	106			

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City: GRAND CAYMAN	State:	Country: CAYMAN ISLANDS	ZIP+4/Postal Code: KY1-1205			
If this address is a private resid	ence, che	ck this box:				
Telephone Number: 1 345 949 3977	Facsimile	e number:				
This is (check one): one of your branch offices of a third-party unaffiliated reconstruction of their.						
Briefly describe the books and r VARIOUS BOOKS AND RECORD						
Name of entity where books and INTERTRUST GROUP	d records a	are kept:				
Number and Street 1: VERTIGO NAOS BUILDING City: LUXEMBOURG	State:	Number and Street 2: 6, RUE EUGENE RUPPE Country: LUXEMBOURG	ERT ZIP+4/Postal Code: L-2453			
If this address is a private resid	ence, che	ck this box:				
Telephone Number: 352 26 449 323		ile number: 38 35 07				
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.						
Briefly describe the books and r VARIOUS BOOKS AND RECORD						
Name of entity where books and CITCO (CANADA) INC.	d records a	are kept:				
Number and Street 1: 2 BLOOR STREET		Number and Stree SUITE 2700	t 2:			

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City: TORONTO, ONTARIO	State	:	Country:	ZIP+4/Postal Code: M4W-1A8		
If this address is a private reside	nce, check	this	box:			
Telephone Number: 416-969-3634	Facsir	mile n	umber:			
This is (check one): one of your branch offices or a third-party unaffiliated recoods other.						
Briefly describe the books and re VARIOUS BOOKS AND RECORDS						
Name of entity where books and EVAULT	records ar	e kep	t:			
Number and Street 1: CENTER 7			ber and Street 2 SOUTH 670 WES			
	State:	Coun		ZIP+4/Postal Code:		
	Utah	UNIT	ED STATES	0.10.12		
If this address is a private reside	nce, check	this	box: 🗆			
Telephone Number: (801) 758-1030	Facsimile (801) 758					
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.						
Briefly describe the books and records kept at this location: CLOUD BACKUP.						
Name of entity where books and ADMIRAL ADMINISTRATION (US)		e kep	t:			
Number and Street 1: 62 BROAD STREET ROAD		Nun	nber and Street 2	2:		

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City: MANAKIN SABOT	State: Virginia	Country: UNITED STATES	ZIP+4/Postal Code: 23103				
If this address is a private resid							
Telephone Number: (804) 578-4540	Facsimile n (804) 784-						
This is (check one): one of your branch offices o a third-party unaffiliated reconstruction other.							
Briefly describe the books and I VARIOUS BOOKS AND RECORD							
Name of entity where books an SMARSH	d records are	e kept:					
Number and Street 1: 75 BROAD STREET		Number and Street 2: SUITE 306					
City:	State:	Country:	ZIP+4/Postal Code:				
NEW YORK	New York	UNITED STATES	10004				
If this address is a private resid	lence, check	this box:					
Telephone Number: 866-762-7741	Facsimile nu 971-998-99						
This is (check one): one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. other.							
Briefly describe the books and records kept at this location: E-MAIL ARCHIVES.							
Name of entity where books an CERVALIS	d records are	e kept:					
Number and Street 1: 50 MADISON ROAD		Number and Street 2	:				

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SECTION 1.M. Registration with Foreign Financial Regulatory Authorities							
Briefly describe the books and records kept at this location: DISASTER RECOVERY ENVIRONMENT UTILIZED TO REPLICATE SERVERS.							
a third-party unaffiliated recordkeeper. outlier.							
one of your branch offices a third-party unaffiliated re							
This is (check one):							
Telephone Number: 9735877612	Facsimile number	er:					
If this address is a private resi	dence, check this	s box:					
TOTOWA		UNITED STATES	07512				
City:	State:	Country:	ZIP+4/Postal Code:				

List the name and country, in English, of each foreign financial regulatory authority with which you are registered. You must complete a separate Schedule D Section 1.M. for each foreign financial regulatory authority with whom you are registered.

Name of Country/Foreign Financial Regulatory Authority:

Ireland - Central Bank of Ireland

Other:

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

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IAPD - View All Page 28 of 61 If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations: \square I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective. \square I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC. SECTION 2.A.(10) Multi-State Adviser If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. If you are applying for registration as an investment adviser with the SEC, you must make both of these representations: \square I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states. \square I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states. If you are submitting your annual updating amendment, you must make this representation: \square Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states. SECTION 2.A.(12) SEC Exemptive Order If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information: Application Number: 803-Date of order: **SECTION 4 Successions** No Information Filed

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business **Development Companies**

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the

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registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G. (3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number 811-22701

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

- 1. Legal Name of *Related Person*: JANA CAPITAL LLC
- 2. Primary Business Name of *Related Person*: JANA CAPITAL LLC
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
 or

Other

- 4. Related Person's CRD Number (if any):
- 5. Related Person is: (check all that apply)
 - (a) D broker-dealer, municipal securities dealer, or government securities broker or dealer
 - (b) ✓ other investment adviser (including financial planners)

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	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or from registration)	exer	npt
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(1)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)	$\hfill\Box$ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	nent	
6.	Do y	you control or are you controlled by the related person?	Yes	No ©
			~	
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	o	Ô
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	С	С
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>relaperson's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets:	ated	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box	Voc	N.a
0	(2)	If the related person is an investment advisor is it exempt from registration?	Yes	INO
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the related person share the same physical location?	0	0

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1.	Legal Name of <i>Related Person</i> : JANA NIRVANA CAPITAL LLC	
2.	Primary Business Name of <i>Related Person</i> : JANA NIRVANA CAPITAL LLC	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Other	
4.	Related Person's CRD Number (if any):	
5.	Related Person is: (check all that apply) (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer (b) ☑ other investment adviser (including financial planners) (c) □ registered municipal advisor (d) □ registered security-based swap dealer (e) □ major security-based swap participant (f) □ commodity pool operator or commodity trading advisor (whether registered or exemptor registration) (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ insurance company or agency (m) □ pension consultant (n) □ real estate broker or dealer (o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	pt
6.		Ö
7.	Are you and the <i>related person</i> under common <i>control</i> ?	0
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	Ö
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the related	0

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		person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>relate</i> person's office responsible for <i>custody</i> of your <i>clients</i> ' assets:	ed	
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \Box		
		Y	es	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	Ö	O
12.	Do y	you and the <i>related person</i> share the same physical location?	Ö	0
SEC	TIO	N 7.B.(1) Private Fund Reporting		
A.	PRIV	ATE FUND		
Tní	form	ation About the <i>Private Fund</i>		
<u>Inf</u>	<u>form</u>	nation About the Private Fund		
		Name of the <i>private fund</i> :		
	(a)			
	(a)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number:		
	(a)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD.		
1.	(a) (b)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also)		
1.	(a) (b)	Name of the private fund: JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222		
1.	(a) (b)	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized:		
1.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Country:	ar	
2.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Country: CAYMAN ISLANDS me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar	ar	
2.	(a) (b) Und	Name of the <i>private fund</i> : JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the <i>private fund</i> organized: State: Cayman Islands me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar pacity):		
 2. 3. 	(a) (b) Und Nar cap Na BA	Name of the private fund: JANA MASTER FUND, LTD. Private fund identification number: (include the "805-" prefix also) 805-4672174222 der the laws of what state or country is the private fund organized: State: Country: CAYMAN ISLANDS me(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar pacity): me of General Partner, Manager, Trustee, or Director		

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(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority Other - CIMA, CAYMAN ISLANDS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?





(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
JANA OFFSHORE PARTNERS, LTD.	805-6394558630
JANA PARTNERS QUALIFIED, L.P.	805-4831592997
JANA PARTNERS, L.P.	805-5933782463

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this *private fund* invests? Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 3 Record(s) Filed.

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*:

JANA OFFSHORE PARTNERS, LTD.

(b) Private fund identification number: (include the "805-" prefix also)

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(c)	Under the I	aws of	what s	state or	country	is the	private f	und	organized:
			_						

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BARRY ROSENSTEIN, JAY YOUNG, DON SEYMOUR, DAVID BREE AND CLIFFORD BRANDEIS

- (e) The private fund (check all that apply; you must check at least one):
 - \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*:

JANA PARTNERS QUALIFIED, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-4831592997

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

Delaware UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

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1	la	
	Name of General Partner, Mar	nager, Trustee, or Director
	JANA CAPITAL LLC	
(e)	(1) qualifies for the exclusion section 3(c)(1) of the Investment	from the definition of investment company under
(f)	with which the <i>private fund</i> is reg	lish, of each <i>foreign financial regulatory authority</i> istered. No Information Filed
acc the		Section 7.B.(1) for a master-feeder arrangement Section 7.B.(1), for each of the feeder funds answer
(b)) <i>Private fund</i> identification number (include the "805-" prefix also) 805-5933782463	7:
(c)	•	ountry is the <i>private fund</i> organized:
	Delaware UN	NITED STATES
(d)) Name(s) of General Partner, Manasimilar capacity):	ager, Trustee, or Directors (or persons serving in a
	Name of General Partner, Mar	nager, Trustee, or Director
	JANA CAPITAL LLC	
(e)	✓ (1) qualifies for the exclusion section 3(c)(1) of the Investment	from the definition of investment company under
(f)) List the name and country, in Eng with which the <i>private fund</i> is reg	llish, of each foreign financial regulatory authority istered.

No Information Filed

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NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests
substantially all of its assets in a single master fund. Yes No

8. (a) Is this *private fund* a "fund of funds"?



(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

0 0

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the *private fund*?

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*:

\$ 3,848,909,859

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

497

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

16%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

IAPD - View All Page 37 of 61 31% 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 47% **Your Advisory Services** Yes No 17. (a) Are you a subadviser to this *private fund*? (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank. No Information Filed Yes No 18. (a) Do any other investment advisers advise the *private fund*? • (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. No Information Filed Yes No 19. Are your *clients* solicited to invest in the *private fund*? 0 0 20. Approximately what percentage of your clients has invested in the private fund? 10% **Private Offering** Yes No 21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 22. If yes, provide the *private fund*'s Form D file number (if any): Form D file number 021-128898 021-129056 021-129158 **B. SERVICE PROVIDERS Auditors** Yes No 23. (a) (1) Are the private fund's financial statements subject to an annual audit? 0 (2) Are the financial statements prepared in accordance with U.S. GAAP? 0 \circ

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If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: **ERNST & YOUNG LLP** (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: **NEW YORK** New York **UNITED STATES** Yes No (d) Is the auditing firm an *independent public accountant*? (e) Is the auditing firm registered with the Public Company Accounting Oversight 👩 Board? (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the lacksquare \circ

Yes No

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?

Public Company Accounting Oversight Board in accordance with its rules?

- 6 🧿 O
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

© (

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 4 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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(b) Name of the prime broker:
CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



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If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

GOLDMAN, SACHS & CO.

(c) If the prime broker is registered with the SEC, its registration number:

8 - 129

CRD Number (if any):

361

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

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If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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(b) Name of the prime broker:

J.P. MORGAN SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 35008

CRD Number (if any):

79

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?





If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

UBS SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 22651

CRD Number (if any):

7654

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?





Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?





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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 5 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: CREDIT SUISSE SECURITIES (USA) LLC

(c) Primary business name of custodian: CREDIT SUISSE SECURITIES (USA) LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 422

CRD Number (if any):

816

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

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(e) Is the custodian a related person of your firm?
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
8 - 129
CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

J.P. MORGAN SECURITIES LLC

(c) Primary business name of custodian:

J.P. MORGAN SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

o 👨

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 35008

CRD Number (if any):

79

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

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(d)	 d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): 				
	City: NEW YORK	State:	Country:		
		New York	UNITED STATES		
				Yes	No
(e) Is the custodian a <i>related person</i> of your firm?					0
(f)	f) If the custodian is a broker-dealer, provide its SEC registration number (if any)				
	CRD Number (if any):				

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

UBS SECURITIES LLC

(c) Primary business name of custodian:

UBS SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 22651

CRD Number (if any):

7654

Administrator

Yes No

26. (a) Does the *private fund* use an administrator other than your firm?

• c

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private* fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

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Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED

(c) Location of administrator (city, state and country):

City: State: Country:

GRAND CAYMAN

CAYMAN ISLANDS

Yes No

(d) Is the administrator a related person of your firm?



- (e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?
 - Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)
- (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the *private fund*'s assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

 100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Additional Marketer Information: 1 Record(s) Filed.

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You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Yes No

(b) Is the marketer a *related person* of your firm?



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(c) Name of the marketer:

J.P. MORGAN SECURITIES LLC

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

801 - 3702

and CRD Number (if any):

79

(e) Location of the marketer's office used principally by the private fund (city, state and country):

Citv: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

- (f) Does the marketer market the *private fund* through one or more websites?
- 0

(g) If the answer to 28(f) is "yes", list the website address(es):

No Information Filed

A. PRIVATE FUND

Information About the *Private Fund*

1. (a) Name of the *private fund*:

JANA NIRVANA MASTER FUND, L.P.

(b) Private fund identification number: (include the "805-" prefix also)

805-1079409489

2. Under the laws of what state or country is the *private fund* organized:

State: Country:

CAYMAN ISLANDS

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3.	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar
	capacity):

Name of General Partner, Manager, Trustee, or Director
JANA NIRVANA CAPITAL LLC

4. The *private fund* (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

Private Fund Name	Private Fund Identification Number
JANA NIRVANA FUND, L.P.	805-4293350464
JANA NIRVANA OFFSHORE FUND, LTD.	805-8382234603

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement

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according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the *private fund*:

JANA NIRVANA FUND, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-4293350464

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

Delaware UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

JANA NIRVANA CAPITAL LLC

- (e) The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*:

JANA NIRVANA OFFSHORE FUND, LTD.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-8382234603

(c) Under the laws of what state or country is the *private fund* organized:

State: Country:

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CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BARRY ROSENSTEIN, JAY YOUNG, DON SEYMOUR, DAVID BREE AND CLIFFORD
BRANDEIS

- (e) The *private fund* (check all that apply; you must check at least one):
 - \square (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CIMA, CAYMAN ISLANDS

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

0 0

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

ဝ 🧧

10. What type of fund is the *private fund*?

hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

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11. Current gross asset value of the *private fund*:

\$ 5,016,348,014

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the *private fund*'s beneficial owners:

209

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

11%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

38%

16. What is the approximate percentage of the *private fund* beneficially owned by non-*United States persons*:

61%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this *private fund*?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?



20. Approximately what percentage of your *clients* has invested in the *private fund*? 4%

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Private Offering			Waa Na		
21. Does the <i>private fund</i> rely on a Regulation D of the Securities		registration of its securities under	Yes No		
22. If yes, provide the <i>private fund</i>	d's Form D file num	ber (if any):			
Form D file number					
021-128719					
B. SERVICE PROVIDERS					
<u>Auditors</u>					
23. (a) (1) Are the <i>private fund</i> 's fi	inancial statements	s subject to an annual audit?	Yes No		
(2) Are the financial statem	nents prepared in a	ccordance with U.S. GAAP?	6 0		
	n one auditing firm	questions (b) through (f) below. If the square of the square (b) the square for t			
Additional Auditor Infor	mation: 1 Recor	d(s) Filed.			
	an one auditing fir	o questions (b) through (f) below. If m, you must complete questions (b)	the		
(b) Name of the auditing f	firm:				
(c) The location of the aud	_	responsible for the <i>private fund</i> 's aud	it		
City: NEW YORK	State:	Country:			
NEW TORK	New York	UNITED STATES			
(d) Is the auditing firm an	(d) Is the auditing firm an <i>independent public accountant</i> ? Yes No				
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?					
		subject to regular inspection by the pard in accordance with its rules?	<u>•</u> с		
investors?		nents distributed to the <i>private fund</i> 's contain an unqualified opinion?	Yes No		

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0	Yes	О	No	О	Report	Not	Yet	Receive	ed
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If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

<u>Prime Broker</u>

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 4 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker: CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

- (b) Name of the prime broker: GOLDMAN, SACHS & CO.
- (c) If the prime broker is registered with the SEC, its registration number:

8 - 129

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CRD Number (if any):

361

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the *private fund*'s assets?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime

broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

J.P. MORGAN SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 35008

CRD Number (if any):

79

(d) Location of prime broker's office used principally by the *private fund* (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



 \circ

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

UBS SECURITIES LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 22651

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CRD Number (if any):

7654

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

0

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 5 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

CREDIT SUISSE SECURITIES (USA) LLC

(c) Primary business name of custodian:

CREDIT SUISSE SECURITIES (USA) LLC

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Citv: State: Country:

NEW YORK

New York **UNITED STATES**

Yes No

(e) Is the custodian a related person of your firm?





(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 422

CRD Number (if any):

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

GOLDMAN, SACHS & CO.

(c) Primary business name of custodian:

GOLDMAN, SACHS & CO.

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 129

CRD Number (if any):

361

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

J.P. MORGAN SECURITIES LLC

(c) Primary business name of custodian:

J.P. MORGAN SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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8 - 35008

CRD Number (if any):

79

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON

(c) Primary business name of custodian:

THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?





(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

_

CRD Number (if any):

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

UBS SECURITIES LLC

(c) Primary business name of custodian:

UBS SECURITIES LLC

(d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City: State: Country:

NEW YORK

New York UNITED STATES

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(e) Is the custodian a <i>related person</i> of your firm?	Yes O	No ©
(f) If the custodian is a broker-dealer, provide its SEC registration number (if ar	ıy)	
8 - 22651 CRD Number (if any): 7654		

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

0 0

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private* fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED

(c) Location of administrator (city, state and country):

City: State: Country:

GRAND CAYMAN

CAYMAN ISLANDS

(d) Is the administrator a related person of your firm?

Yes No

0

- (e) Does the administrator prepare and send investor account statements to the *private fund*'s investors?
 - Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)
- (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) *private fund*'s investors? If investor account statements are not sent to the (rest of the) *private fund*'s investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the private fund's assets (by value) was

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valued by a *person*, such as an administrator, that is not your *related person*? 100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

1. Name of the *private fund*:

JANA INVESTMENTS FUND I

2. *Private fund* identification number: (include the "805-" prefix also)

805-9094142088

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

LYXOR ASSET MANAGEMENT

SEC File Number:

802 - 75094

Yes No

4. Are your *clients* solicited to invest in this *private fund*?



In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of

its assets in a single master fund.

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SECTION 9.C. Independent Public Accountant

You must complete the following information for each <i>independent public accountant</i> engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each <i>independent public accountant</i> .
(1) Name of the independent public accountant: ERNST & YOUNG LLP

(2) The location of the *independent public accountant's* office responsible for the services provided:

Number and Street 1: Number and Street 2:

5 TIMES SQUARE

City: State: Country: ZIP+4/Postal Code:

NEW YORK 10036

New York UNITED STATES

Yes No

(3) Is the *independent public accountant* registered with the Public Company Accounting Oversight Board?



(4) If yes to (3) above, is the *independent public accountant* subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

,	Č
	_

- (5) The independent public accountant is engaged to:
 - A. ✓ audit a pooled investment vehicle
 - B. \square perform a surprise examination of *clients'* assets
 - C. \square prepare an internal control report
- (6) Does any report prepared by the *independent public accountant* that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?
 - Yes
 - O No
 - C Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

ITEM 7.B.1 THE ASSETS LISTED FOR EACH MASTER FUND INCLUDE INVESTMENTS MADE BY FEEDER FUNDS INTO THE RESPECTIVE MASTER FUND. ITEM 7.B.2 CERTAIN INFORMATION REGARDING THE NAMES OF FUNDS, GENERAL PARTNERS, MANAGERS, DIRECTORS, TRUSTEES AND/OR ADVISERS HAS BEEN CODED TO PRESERVE THE PRIVACY OF OUR CLIENTS. SCHEDULE A INCLUDES INTERESTS HELD DIRECTLY AND INDIRECTLY.

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DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Signature Page

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

LORELEI MARTIN 03/31/2014

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Printed Name: LORELEI MARTIN

CHIEF COMPLIANCE OFFICER

Title:

Adviser CRD Number:

151318

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

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I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:

151318

JANA Partners LLC

767 Fifth Avenue, 8th Floor New York, New York 10153 (212) 455-0900

www.janapartners.com

March 31, 2014

This brochure, called Part 2A of Form ADV, provides information about the qualifications and business practices of JANA Partners LLC ("JANA," "Adviser," "we," "us," or "our").

If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.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 us is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

Our most recent update to Form ADV Part 2A was made on March 28, 2013. We are now updating this brochure to reflect the following material changes:

- Item 4 update to reflect assets under management as of December 31, 2013.
- **Item 5** update to reflect additional fees and expenses.
- **Item 7** update to reflect the revised minimum initial subscription and updated suitability requirements.
- Item 8 update to reflect additional risk factors and changes to certain existing risk factors.
- **Item 10** update to reflect an additional Client Account.
- **Item 14** update to reflect the addition of a placement agent for certain Client Accounts.

We will deliver to you a summary of any material changes to this brochure and subsequent brochures within 120 days of the close of our fiscal year. We will also continue to provide ongoing disclosure about material changes as such changes may arise.

Our brochure may be requested, free of charge, by contacting our Client Advisory Group at (212) 455-0920 or IR@janapartners.com.

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ITEM 4 ADVISORY BUSINESS

A. General Description of Advisory Firm

JANA is a Delaware limited liability company that has been in business since April 2001. We provide Investment Advisory Services (as defined below) to (i) pooled investment vehicles that have been privately placed and that have not been registered under the Investment Company Act of 1940 (the "Investment Company Act") (each, a "Fund"), and (ii) separate accounts, coinvestment vehicles, and a pooled investment vehicle that is registered under the Investment Company Act (each, a "Managed Account" and, together with the Funds, each, a "Client" or a "Client Account" and collectively, the "Clients" and/or the "Client Accounts").

Client assets are managed on a discretionary basis according to the stated investment objectives and policies of each Client. We have the authority and responsibility to formulate the investment strategy on behalf of our Clients, including deciding which securities to buy and sell, when to buy and sell, and in what amounts. Our principal owner is Barry Rosenstein.

B. Description of Advisory Services

As an investment adviser, we source potential investments, conduct research and due diligence on potential investments, structure investments, and monitor investments on behalf of our Clients. We also provide certain administrative services to Clients or arrange for such services to be provided by a third party. We refer to all of these services as "Investment Advisory Services." We generate all of our advisory fees from Investment Advisory Services.

We do not limit the types of Investment Advisory Services we offer and there are no material limitations on the types of securities in which we may invest on behalf of our Clients. We may invest in any security and any sector of the market to carry out the overall objectives of our Clients. We have flexibility to create or organize (alone or in conjunction with others), or otherwise utilize special purpose subsidiaries or other special purpose investment vehicles, swaps or other derivatives or structured products. The foregoing is subject to the provisions of the relevant investment management agreement or similar agreement ("IMA"), offering memorandum, or organizational documents (together with the IMA and the offering memorandum, the "Offering Documents").

C. Availability of Customized Services for Individual Clients

JANA's Offering Documents provide detailed descriptions of each Client's investment objectives and may contain investment guidelines, policies or restrictions. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes of ownership interests may be established with terms that differ from those described in the relevant Offering Documents, and we may manage other Client Accounts with the same investment program as a Client Account under terms that differ from the terms described in the relevant Offering Documents. Such differing terms may be more favorable than the terms provided to other Clients (or underlying investors) and may include, but are not limited to, terms relating to the ability to withdraw or redeem capital, access to information, management and performance fees and allocations, and special rights to make future investments in the relevant Client

Account. Among other variables, such modifications may be based upon the size of an investor's commitment, an agreement by an investor to maintain such commitment for a specified period of time, a transfer from another Client Account managed by us, or other commitments by an investor at the discretion of the Adviser.

D. Wrap Fee Programs

We do not participate in any wrap fee programs.

E. Assets Under Management

As of December 31, 2013, we had approximately \$11.4 billion in discretionary regulatory assets under management.

ITEM 5 FEES AND COMPENSATION

A. Advisory Services and Fees

JANA, either directly or indirectly through an affiliated entity, receives management and performance-based incentive fees and allocations (each, a "Fee" and collectively, "Fees") for the Investment Advisory Services we provide to our Clients.

The standard fee schedule for Clients is comprised of a 2% base management fee and a 20% incentive fee or allocation based on the Client's investment performance, although such fees may vary. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes of ownership interests may be established with terms that differ from those described in the relevant Offering Documents, and we may manage other Client Accounts with the same investment program as a Client Account under terms that differ from the terms described in the relevant Offering Documents. Such differing terms may be more favorable than the terms provided to other Clients (or underlying investors) and may include, but are not limited to, terms relating to ability to withdraw or redeem capital, access to information, management and performance fees and allocations, and special rights to make future investments in the relevant Client Account. Such modifications may in some cases be based upon, among other things, the size of an investor's investment, an agreement by an investor to maintain such investment for a specified period of time, a transfer from another Client Account managed by us, or other commitments by an investor. Additionally, our officers and employees invest on terms that differ from those of the Clients.

We structure any Fee arrangement in accordance with Section 205(a)(1) of the Advisers Act and the rules and regulations thereunder, including the exemption set forth in Rule 205-3 permitting performance fee or allocation arrangements with "qualified clients."

B. Payment of Fees

The applicable Offering Documents govern the terms of compensation and the manner in which we are compensated by each Client. Subject to the terms of such documents, Clients may elect to be billed directly for Fees or may arrange to have such Fees debited directly from the Client's account. Our base management fees are paid quarterly or monthly, in advance or arrears, depending on the Client, based on net assets at the beginning or end of the applicable period. Incentive fees or allocations are typically paid annually in arrears. Fees are prorated for partial periods.

C. Additional Expenses and Fees

Our Fees are exclusive of other charges, fees, and expenses associated with the provision of Investment Advisory Services that are paid by Clients. Such charges, fees, and expenses are listed in our Offering Documents and may include, as applicable, among other items, regulatory, legal, audit and accounting expenses; the Clients' pro rata share of all investment expenses such as commissions, interest on margin accounts and other indebtedness, expenses related to short sales, clearing and settlement charges and interest expenses, and borrowing charges on securities

sold short; expenses related to the offer and sale of shares or interests; board of directors' fees for the directors of a Client and expenses relating to obtaining insurance for the directors of a Client; corporate licensing fees; administrator's fees; custodial fees; bank service fees; fees or expenses associated with insuring a Client's assets; indemnification expenses; fidelity bonds for purposes of 412 of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), as required; entity-level taxes; research fees such as consultants', investment bankers' and other experts' fees, board nominee fees, proxy-related expenses, and investment-related travel expenses (which are travel expenses incurred by us related to the purchase or sale of, or due diligence regarding, a Client's investments, whether or not such investments are consummated); and any other reasonable expenses related to the purchase, sale or transmittal of a Client's assets. Exchange-traded funds in which we invest also charge internal management fees, which are disclosed in the prospectus of the relevant fund.

We do not receive any portion of these charges, fees, and expenses and shall not receive a brokerage commission or other compensation attributable to the sale of a security or other investment product. For an in-depth discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of commissions and compensation for such broker-dealers, please see Item 12, "Brokerage Practices -- Selection of Broker-Dealers and Reasonableness of Compensation," below.

D. Prepayment of Fees

In certain cases, Clients pre-pay management fees in advance. In the case of a Managed Account, the Offering Documents typically provide that either we or the Client may terminate the agreement at any time upon 60-90 days' written notice, and if such Client pre-pays a management fee and then terminates its Offering Document before the end of the billing period, such Client may obtain a refund of the unearned portion of the management fee (prorated for the partial period) by contacting us, or the refund will automatically be credited as specified in the relevant Offering Document. In the case of a Fund investor, the investor may withdraw or redeem its ownership interest quarterly or annually (depending on the class of Fund investor) upon 60 days' written notice without penalty; and at other times, the Fund investor may be subject to a penalty payable to the Fund. The Fund investor will automatically be credited with a refund of the unearned portion of the management fee (prorated for the partial period) as specified in the relevant Offering Document. In each case, the Client or Fund investor will pay the Fees to us prorated to the date of liquidation or transfer of assets.

E. Additional Compensation and Conflicts of Interest

We do not receive a brokerage commission or any other compensation attributable to the sale of securities or investment products and our personnel do not receive such compensation.

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

While the specific terms may vary by Client, we typically receive Fees from our Clients in consideration of our provision of Investment Advisory Services. We do not charge Clients any other type of fee, such as an hourly or flat fee. For a more detailed discussion of our performance-based incentive fees and allocations, please see Item 5, "Fees and Compensation," above.

The performance-based incentive fee or allocation made to us directly or through our affiliates may create an incentive for us to make investments that are riskier or more speculative than we would otherwise make. In addition, the performance-based incentive fee or allocation may not be the product of an arm's length negotiation with any third party, and because the incentive fee or allocation is calculated on a basis which includes unrealized appreciation of a Client's net assets. These conflicts are disclosed in our Offering Documents and are believed to be understood by our investors.

These conflicts are addressed through rigorous attention given to the management of our Client Accounts and a strict adherence to our internal procedures for the valuation of Client Accounts.

Conflicts of Interest. We are subject to a number of actual and potential conflicts of interest. We serve as the investment manager to several Client Accounts, some of which may have similar investment programs. Each Client Account may be subject to Fees, liquidity terms and other terms which differ from those of another Client Account.

We or our affiliates may also give advice and recommend securities to one or more Client Accounts which may differ from advice given to, or securities recommended or bought for, another Client Account, even though their investment programs may be the same or similar.

From time to time, we may execute cross transactions between two or more Clients. The use of cross transactions often increases the probability of completing a transaction at a better price by possibly avoiding an unfavorable price movement that may be created through entrance into the market with a purchase or sell order. We may have a potentially conflicting division of responsibilities to both parties of a cross transaction.

We and our officers and employees will devote as much of our time to the Client Accounts as we deem necessary and appropriate. Except as may be provided in an Offering Document, we and our affiliates are not restricted from forming additional investment funds, from entering into other investment advisory relationships, or from engaging in other business activities including, but not limited to, subletting or providing office space or services, even though such activities may be in competition with the Client Accounts and/or may involve substantial time and resources. These activities could be viewed as creating a conflict of interest in that the time and effort of us and our officers and employees may not be devoted exclusively to the business of any particular Client Account, but may be allocated between the business of the Client Accounts, the management of money for other advisees, and other business activities.

Our officers and employees may acquire or sell securities for their personal accounts (including, but not limited to, investments in private funds or third party advisers), or the accounts of other individuals including other officers and employees. Such securities may be the same or different as those traded or held by the Client Accounts. We have established policies and procedures governing such trading. Additionally, our officers and employees invest, directly or indirectly, in the Funds on terms that differ from those of the Clients.

While we select our prime brokers, counterparties and service providers in accordance with our fiduciary obligations to our Clients, from time to time, such parties may also invest in a Client Account managed by us.

Placement agents that may solicit investors for a Client Account are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. All payments made to placement agents for Client or investor referrals will be made in accordance with the provisions of Rule 206(4)-3 under the Advisers Act and any other applicable laws.

Our portfolio managers are responsible for making investment decisions. Trade orders are implemented by one or more traders, who review the participating Client Accounts and generate orders in accordance with their respective investment restrictions, guidelines and strategies. Generally, orders are generated based on predetermined groupings and target weightings. In determining the allocation amounts, consideration may be given to each participating Client Account's size, diversification, cash availability, investment objectives, and any other relevant factors. If there are insufficient securities to satisfy an order, the partial amount executed normally will be allocated among participating Client Accounts in accordance with the principles set forth above. In certain limited situations, we may determine that it is fair and equitable to give designated Client Accounts with special investment objectives and policies some degree of priority over other types of Client Accounts.

For a further discussion of how we address actual and potential conflicts of interest, please see Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

ITEM 7 TYPES OF CLIENTS

We currently provide Investment Advisory Services to domestic and offshore Funds and Managed Accounts that are offered to high net worth, financially sophisticated individuals and institutional investors. Additionally, we have entered into a sub-advisory agreement with a pooled investment vehicle that is registered under the Investment Company Act of 1940.

The Funds to which we offer investment advisory services typically require a \$5,000,000 initial minimum investment. Depending upon which exclusion from the definition of "Investment Company" under the Investment Company Act that the Client Account relies, investors in the Funds generally must be "Accredited Investors," and may also need to be "Qualified Clients" or may need to be both an "Accredited Investor" and a "Qualified Purchaser" (as those terms are defined under Federal securities laws). Depending on individual circumstances (including the size, strategy, and level of portfolio servicing), we may impose a different minimum, in our discretion.

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

A. Methods of Analysis and Investment Strategies

While our methods of analysis and investment strategy may vary to some extent for each Client Account, we primarily employ a long/short "value + catalyst" strategy to identify attractive investment opportunities over the full cycle of market and economic conditions. We primarily seek investments that can be made at discounts to our estimates of intrinsic value as determined by fundamental analysis and where there are one or more identifiable catalysts for recognition of that value within a defined investment timeframe. Such catalysts may include, among other events, a material corporate event (such as a sale of the company, restructuring or recapitalization), a significant change in the business model or a change in management, competitive position, or market recognition. Our short strategy typically represents the inverse of our long strategy. Also, in some cases, we effect short sales of securities for portfolio balance.

Investments span a broad spectrum of industries and geographies, generally focusing on companies with large market capitalizations. Investments include, but are not limited to, equity and debt securities of companies, options and other derivatives, and private investments. In certain situations, we may seek to bring about change at companies in which we have invested by either working with management to effect change or, where management is unwilling to do so, pursuing a shareholder activist strategy. In addition, in some cases, we may seek to capitalize on research efforts that do not lead to suitable "value + catalyst" investments, by structuring pair trades, going long and short different securities in the same industry, engaging in opportunistic trading or employing other strategies to identify attractive investment opportunities.

Our investment team conducts fundamental market research and draws on diverse sources of information such as company reports, research from third parties, press releases, prospectuses, SEC filings, financial and trade newspapers and magazines, government and trade association data, scholarly journals, on-line quotation services and databases compiled by government agencies and others, and meetings with management, suppliers, competitors and industry consultants.

B. Risk of Loss

Investing with us involves significant risks and is suitable only for those investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance that Clients will achieve their investment objective. An investment with us carries with it the inherent risks associated with investments in equity securities, corporate debt, and other instruments.

Risk Factors

Subject to the applicable Offering Documents, prospective investors should carefully consider the risks involved in an investment with us, including, but not limited to, those discussed below. Prospective investors should consult their own legal, tax, and financial advisers as to all of these risks and as to an investment with us generally.

Limited Operating History. JANA and our Client Accounts have a relatively limited operating history. The past investment performance of us, our partners, principals or employees or other entities with which we may have been affiliated is not an indication of the future results of any Client Account. A Client's investment program should be evaluated on the basis that there can be no assurance that our assessments of the short-term or long-term prospects of investments will prove accurate or that a Client's investment program will prove successful.

More Concentrated. A Client Account will tend to have higher position concentrations than many other investment funds. A Client's overall return may depend in part on the success of certain concentrated positions from time to time. Certain Client Accounts invest in the securities or other instruments of or relating to a smaller number of portfolio companies; such Client Accounts will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of such portfolio companies than a less concentrated portfolio.

Risks of Special Situation Investing. Special situation investing requires the investor to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. For example, the adoption of new business strategies or completion of asset dispositions or debt reduction programs by a company may not be valued as highly by the market as we had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value and fail to implement it, resulting in losses to investors. In liquidations and other forms of corporate reorganization, the risk exists that the reorganization either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Client of the security in respect of which such distribution was made.

Distressed Securities. A Client's investments in distressed securities will be investments in business enterprises involved in workouts, liquidations, reorganizations, bankruptcies, and similar situations. Since there is substantial uncertainty concerning the outcome of transactions involving such business enterprises, there is a high degree of risk of loss by a Client of its entire investment in such companies. In addition, distressed securities can often be expected to consist of financial instruments or obligations for which no market exists and which are restricted as to their transferability under Federal or state securities laws. The sale of such investments may be possible only at substantial discounts.

Short-Swing Liability and Other Limitations. From time to time, a Client, acting alone or as part of a group, may acquire beneficial ownership of more than 10% of a certain class of securities of a public company, or may place a director on the board of directors of such a company. As a result, under Section 16 of the Securities Exchange Act of 1934, as amended, a Client may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. In addition, in such circumstances the Client will be prohibited from entering into a short position in such issuer's securities, and therefore limited in its ability to hedge such investments. Other jurisdictions in which a Client trades may have similar laws that may be triggered at different levels of holdings.

Inside Information. From time to time, we or our affiliates, or members of a group of investors or managers with which we are acting, may work with the management team of a company in which a Client has invested or proposes to invest in order to design an alternate strategic plan and assist them in its execution, and may secure the appointment of persons selected by us or other members of the group to the company's management team or board of directors. In the course of such activities, we may come into possession of material, non-public information concerning such company, and the possession of such information may limit our ability to cause a Client to buy or sell the securities issued by such company. Therefore, a Client may be required to refrain from buying or selling such securities at times when we might otherwise wish to cause the Client to buy or sell such securities.

Leverage. A Client may leverage its securities positions by borrowing funds from securities broker-dealers, banks or others. This leverage increases both the possibilities for profit and the risk of loss on any securities position so leveraged. The amount of borrowings which a Client may have outstanding at any time may be large in relation to its capital. The amount of a Client's borrowings and the interest rates on those borrowings, which may fluctuate from time to time, will have a marked effect on the Client's results of operations.

"Master-Feeder" Structure. Our Funds are typically "feeder funds." A feeder fund ("Feeder Fund") generally will invest substantially all of its capital in the corresponding master fund ("Master Fund"). The "master-feeder" fund structure, in particular the existence of multiple Feeder Funds investing in a Master Fund, presents certain risks. Smaller Feeder Funds may be materially affected by the actions of larger Feeder Funds.

While we generally will not consider tax issues applicable to any particular investors, we generally will take into account the tax positions of a Feeder Fund that invests in a Master Fund. However, the use of a "master-feeder" structure may create a conflict of interest in that different tax considerations for other Feeder Funds may cause or result in the corresponding Master Fund structuring or disposing of an investment in a manner or at a time that is more advantageous (or disadvantageous) for tax purposes to one Feeder Fund or its investors.

Effect of Withdrawal or Redemption of Investment in a Client Account. Investors may have a sizeable investment in a Client Account. A withdrawal or redemption by an investor of a significant portion of their investment, at any time when their investment represents a substantial portion of the total assets of a Client Account, could have a material adverse impact on such Client Account. We may manage Client Accounts or other funds with substantially the same investment program as other Client Accounts, and a withdrawal or redemption of investments in such other Client Accounts may have a similar impact.

Illiquidity. Because of the limitations on withdrawal or redemption rights and the fact that shares or interests are not tradable, an investment in a Client Account is a relatively illiquid investment and involves a high degree of risk. A subscription for shares or interests in a Client Account should be considered only by persons financially able to maintain their investment and who can afford the loss of all or a substantial part of such investment. Furthermore, a Client Account may hold investments of an illiquid nature which may be difficult to sell except at substantially discounted prices in the event the Client Account has need to monetize such investments to meet investor withdrawals or redemptions.

Different Rights. Certain investors may invest on terms that differ from the terms generally applicable to other investors, other classes or series of interest may be established with terms that differ, and JANA may manage Client Accounts with the same investment program as another Client Account under terms that differ. Such waivers, modifications or grants of special or more favorable rights of interest may be effected by a Fund, or in some cases by us, through agreements without notice to, or consent of, other investors. Such differing terms may be more favorable and may include, but are not limited to, terms relating to the ability to withdraw capital, access to information, management and performance-based incentive fees, and special rights to make future investments in a Client Account. Such modifications may in some cases be based upon, among other things, the size of an investor's investment, an agreement by an investor to maintain such investment for a specified period of time, a transfer from a Client Account, or other commitments by an investor. Although certain investors may invest with different material terms, we generally will only offer terms if we believe other investors will not be materially disadvantaged. Partners and employees of JANA also invest on terms that differ from those of investors.

Importance of the Adviser. The authority to make decisions and to exercise business discretion on behalf of a Client is delegated to us. The success of a Client Account is therefore expected to significantly depend on the expertise of Barry Rosenstein and certain other of our key personnel. Therefore, the death, incapacity or withdrawal of Mr. Rosenstein or such other personnel could materially adversely affect a Client Account, including by triggering a material number of investor withdrawals or redemptions. In such event, we may in our sole discretion take certain actions to ensure the orderly administration of such requests, which may include, if we determine following such event that it has become unreasonable or impracticable to dispose of investments sufficient to meet such withdrawal or redemption requests, suspending all withdrawals or redemptions for a reasonable period, which we expect would not exceed two quarters from the next withdrawal or redemption date following such event, and in no event shall exceed four quarters from the next withdrawal or redemption date except upon the occurrence of an unrelated event under which we may otherwise suspend withdrawals or redemptions.

No Limitations on Investments. Subject to the applicable Offering Documents, we may employ such trading methods as we, in our sole discretion, determine and may alter a Client's portfolio at any time and from time to time, without approval or notice. The Offering Documents do not normally contain any limitations with respect to the size of or types of positions that may be taken or the percentage of a Client Account's assets that may be employed for different types of investment or trading activities. Certain Client Accounts, however, will not invest in any additional third-party funds or pooled investment vehicles where additional asset-based or performance-based fees would be borne by the Client Account and paid to us, except to the extent that such fees would not be material to such Client Account, for example, in the case of a money market mutual fund that such Client Account may directly or indirectly hold from time to time.

Transaction Costs. The conduct of a Client's investment activities may involve a high level of trading, and the turnover of its securities portfolio in the aggregate may generate substantial transaction costs. These costs must be borne by the Client regardless of the profitability of the Client's investment activities.

Performance-Based Incentive Fee or Allocation. The performance-based incentive fee or allocation made to us or our affiliates may create an incentive for us to make investments that are riskier or more speculative than we would otherwise make. In addition, the performance-based incentive fee or allocation was not the product of an arm's length negotiation with any third party, and because the performance-based incentive fee or allocation is calculated on a basis which includes unrealized appreciation of a Client's net assets, it may be greater than if such compensation were based solely on realized gains.

Absence of Regulatory Oversight. Typically, our Client Accounts are not registered under the Investment Company Act (in reliance upon an exemption available to privately offered investment companies and other applicable exemptions), and, accordingly, the provisions of the Investment Company Act (which, among other matters, require investment companies to have a majority of disinterested directors, require securities held in custody to at all times be individually segregated from the securities of any other person and marked to clearly identify such securities as the property of such investment company and regulate the relationship between the adviser and the investment company) will not be applicable. We are currently registered as an investment adviser under the Advisers Act.

Significant Percentage of Less-Liquid Securities. Client Accounts may hold less-liquid securities, which are securities that do not allow ease of exit under normal trading conditions. Although we expect that the enhanced return potential of such positions will justify the sacrifice of liquidity, such positions may be difficult to accumulate and to liquidate at prevailing market prices.

Special Situation Sub-Accounts. The terms of our Funds may provide that when a Fund invests in securities or instruments which, in our discretion, are illiquid and lack a readily assessable market value, such investments may be held in special situation sub-accounts. Only investors with capital in a Fund at the time the investment is made will participate in the special situation sub-account holding such investment. Investors who are admitted to a Fund subsequent to the creation of a special situation sub-account will not participate in such account and, thus, returns among Fund investors may differ. Notwithstanding the fact that price quotations may be difficult to obtain, certain securities and instruments may be held outside of special situation sub-accounts. We have the authority to value such illiquid investments.

Hedging Transactions. A Client may on occasion, as permitted under its Offering Documents, utilize financial instruments such as forward contracts, options and interest rate swaps, caps and floors to seek to hedge against declines in the values of its portfolio positions as a result of changes in currency exchange rates, certain changes in the equity markets and market interest rates. Hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus offsetting the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the hedged portfolio positions should increase. Moreover, it may not be possible for a Client to hedge against a change at a price sufficient to protect the Client's assets from the decline in value of the portfolio positions anticipated as a result of such change. In addition, it may not be possible to hedge against certain risks at all. We are not obligated to establish hedges for portfolio positions and may decline to do so. Moreover, for a

variety of reasons, we may not seek to hedge certain portfolio holdings or establish a perfect correlation between hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a Client from achieving the intended hedge or expose a Client to additional risk of loss.

Short Selling. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling creates the risk of an unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. The securities necessary to cover a short position may be unavailable for purchase except at much higher prices.

Possibility of Taxation of Income without Corresponding Distribution. A Client Account may derive income from its investments that is not matched by corresponding distributions of cash. As a result, a Client Account's income tax liabilities with respect to its income in a particular tax year could exceed the cash distributions to such Client Account for such year.

Long-Biased, Not Market-Neutral. Except as noted in the applicable Offering Documents, a Client will not be compelled to maintain a continual level of short exposure. A Client's largest positions will tend to be long positions. As a result, the portfolio's correlation to the overall market and exposure to adverse markets may be higher than for other alternative strategies.

Counterparty Default. The stability and liquidity of repurchase agreements, swap transactions, forward transactions, and other over-the-counter derivative transactions depend in large part on the creditworthiness of the parties to the transactions. We monitor the creditworthiness of firms with which we enter into repurchase agreements, interest rate swaps, caps or other over-the-counter derivatives. If there is a default by the counterparty to such a transaction, we will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of a Client being less than if the Client had not entered into the transaction. If one or more of a Client's counterparties were to become insolvent or the subject of liquidation proceedings in the United States (either under the Securities Investor Protection Act or the United States Bankruptcy Code) or elsewhere, there exists the risk that the recovery of the Client's securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, a Client may use counterparties located in jurisdictions outside the United States. Such local counterparties are subject to the laws and regulations in foreign jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to a Client's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of any counterparty, it is impossible to generalize about the effect of their insolvency on a Client and its assets. Investors should assume that the insolvency of any counterparty would result in a loss to the investor, which could be material.

Business and Regulatory Risks of Hedge Funds. The legal, tax and regulatory environment worldwide for private investment funds and their managers is evolving, and changes in the regulation of private investment funds, their managers and their trading and investing activities may have a material adverse effect on our ability to pursue our investment program and the value of investments held by us. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict our ability to pursue our investment program or employ brokers and other counterparties could have a material adverse impact on a Client's portfolio. In addition, subject to restrictions set forth under any applicable Offering Documents, we may, in our sole discretion, cause a Client to be subject to certain laws and regulations if we believe that an investment or business activity is in the Client's interest, even if such laws and regulations may have a detrimental effect on one or more Clients.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted in July 2010. The Dodd-Frank Act has resulted in extensive rulemaking and regulatory changes that affect private fund managers, the funds they manage and the financial industry as a whole. Under the Dodd-Frank Act the SEC has mandated new recordkeeping and reporting requirements for investment advisers, which add costs to the legal, operational and compliance obligations of us and our Clients and increase the amount of time that we spend on non-investment related activities. The Dodd-Frank Act affects a broad range of market participants with whom we will interact or may interact, including banks, broker-dealers, non-bank financial institutions and rating agencies and may change the way in which we conduct business with our counterparties. It may take years to understand the impact of the Dodd-Frank Act on the financial industry as a whole, and, therefore, the continued uncertainty may make markets more volatile and make it difficult for us to execute our investment program.

Increased Regulatory Oversight. The financial services industry generally, and the activities of hedge funds and their managers in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase our exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight can also impose administrative burdens on us, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert our time, attention and resources from portfolio management activities.

In addition, it is anticipated that, in the normal course of business, our officers and employees will have contact with governmental authorities, and/or be subjected to responding to questionnaires or examinations. A Client may also be subject to regulatory inquiries concerning its positions and trading.

Current Economic Conditions in European Countries. Certain European countries are currently experiencing varying degrees of financial distress. Risks from the debt crisis in Europe could result in a disruption of the financial markets, which could have a detrimental impact on global economic conditions. There remains considerable uncertainty as to future developments in the European debt crisis and the impact on global financial markets. A significant deterioration of the European debt crisis could result in material reductions in the value of sovereign debt and other asset classes, disruptions in capital markets, widening of credit spreads, loss of investor confidence in the financial services industry, a slowdown in global economic

activity, and other adverse developments that could negatively affect the performance of Client Accounts.

Alternative Investment Fund Managers Directive. The Alternative Investment Fund Managers Directive (the "AIFM Directive") of the European Union ("EU") took effect across the EU on July 22, 2013. The AIFM Directive regulates (i) alternative investment fund managers ("AIFM") based in the EU, (ii) the management of any alternative investment fund ("AIF") established in the EU (irrespective of where an AIF's AIFM is based), and (iii) the marketing in the EU of the securities of any AIF, such as our Client Accounts, whether conducted by an EU AIFM, a non-EU AIFM or a third party. As an AIFM authorized to market its Client Accounts in the EU, we are required to comply with numerous obligations in relation to our own operations and in relation to the AIFs that we manage, which may create significant compliance costs and burdens.

Pursuant to the AIFM Directive, we, as a non-EU AIFM marketing non-EU AIF (i.e., our Client Accounts) to persons within the EU, are required to, among other things: (i) confirm that U.S. regulatory authorities have entered into a cooperation-and-information-sharing agreement with the regulator of each EU country into which our Client Accounts are to be marketed; (ii) confirm that the Cayman Islands is not listed as a non-cooperative country for the purposes of the Financial Action Task Force; and (iii) provide EU investors and the regulators of such investors' EU countries with each Client Account's annual financial report and certain other additional information.

In addition, our Client Accounts, as non-EU AIFs managed by a non-EU AIFM, may only be marketed to investors in the EU in accordance with applicable national private placement rules. Each EU country has discretion over its own national private placement rules and has the authority to remove these rules or enact new rules that may require AIFs to become registered with the local regulator before securities can be offered in that country. "Reverse solicitation", where an EU investor approaches a non-EU AIFM regarding shares in a non-EU AIF, is outside the scope of the AIFM Directive and remains permissible in EU jurisdictions as it is at present. Although the AIFM Directive should have been implemented in the national law of each EU country on July 22, 2013, several EU countries have failed to pass new implementing legislation and certain other EU countries have effected a one-year transitional period so that those non-EU AIFMs that had marketed their AIFs in the particular country before July 22, 2013 may continue to market those AIFs in the relevant EU country until end of day on July 21, 2014 without the AIFM Directive having any effect. As a result, it is not currently possible to ascertain the precise impact that the AIFM Directive will have on us or our Client Accounts. We or our Client Accounts may be required to take significant measures to comply with national rules implementing the AIFM Directive in those countries of the EU where the Client Accounts are to be marketed.

Compliance with the requirements of the AIFM Directive and marketing rules in the EU may be costly (e.g., if numerous EU registrations are required) or could require significant amendments to be made to the structure of the applicable Client Accounts.

Any regulatory changes arising from implementation of the AIFM Directive may increase our expenses or the expense of Client Accounts related to compliance therewith and may impair the

ability of us to market shares in the EU in the future. As a result, such regulatory changes may have a material adverse effect on such Client Account's ability to achieve its investment objective.

Systemic Risk. Credit risk may arise through a default by or because of one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by or because of one institution may cause a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which we interact. A systemic failure could have material adverse consequences on us and on the markets for the securities in which we seek to invest.

Systems and Operational Risks. We develop and implement appropriate systems for our Clients' activities. We rely heavily and on a daily basis on financial, accounting and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor our portfolios and capital, and to generate risk management and other reports that are critical to oversight of our activities. Certain of our activities will be dependent upon systems operated by third parties, including prime brokers, administrators, market counterparties and other service providers, and we may not be in a position to verify the risks or reliability of such third-party systems. Failures in the systems employed by us, prime brokers, administrators, counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. Disruptions in our operations may cause a Client to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on our Clients.

Dependence on Service Providers. Our Client Accounts are dependent on certain counterparties and third-party service providers described in the applicable Offering Documents. Errors are inherent in the business and operations of any business, and although we have adopted measures to prevent and detect errors by, and misconduct of, counterparties and third-party service providers, and transact with counterparties and third-party service providers we believe to be reliable, such measures may not be effective in all cases. Errors or misconduct could have a material adverse effect on the effected Client Accounts.

Fair Value Measurements and Disclosures; Potential GAAP vs. Valuation Policy Reporting Difference. Our Clients' assets and liabilities are valued in accordance with our valuation policies and procedures, as may be amended from time to time (the "Valuation Policy"). Specifically, for purposes of GAAP-compliant financial reporting, we are required to follow a specific framework for measuring the fair value of our Clients' assets and liabilities, and are required to provide certain additional disclosures regarding the use of fair value measurements in our audited financial statements. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, formerly known as FAS 157 ("ASC 820"), defines and establishes a framework for measuring fair value under GAAP and expands financial statement disclosure requirements relating to fair value measurements. Other valuation-related

requirements are contained in other provisions of GAAP, and sections of the codification. Additional FASB ASCs and updates and additional provisions of GAAP that may be adopted in the future may also impose additional, or different, specific requirements as to the valuation of assets and liabilities for purposes of GAAP-compliant financial reporting. Generally, accounting rules (including ASC 820) applicable to investment funds and various assets in which they invest are evolving. Such changes may adversely affect the Clients. For example, the evolution of rules governing the determination of the fair market value of assets to the extent such rules become more stringent would tend to increase the cost and/or reduce the availability of third-party determinations of fair market value.

Accounting Changes; Effect on Net Asset Value. Pursuant to FASB ASC 740, formerly known as FIN 48 ("ASC 740"), which provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements, we are required to determine whether a tax position, based on its technical merits, meets a more-likely-than-not recognition threshold that the position will be sustained upon examination. As a result of such a determination, we may be required to recognize a contingent tax liability in our net asset value calculation if the related tax position meets the recognition criterion in ASC 740 and, conversely, may be required to unrecognize a contingent tax liability in its net asset value calculation if the related tax position does not meet the recognition criterion in ASC 740. In addition, the net asset value may be adjusted if an uncertain tax position is settled. Since the adoption of ASC 740, we may be required to recognize in our financial statements contingent liabilities that under prior custom and practice in the industry would not have been recognized. Such contingent liabilities may also relate to time periods that predate a Client's investment with us. Recognition and measurement of each tax position, including any tax position for which there is a lack of authority and audit experience, should be based on the facts and circumstances known at the time. There can be no assurance that any such determination will not change over time. Adjustments made to the net asset value in connection with the recognition or unrecognition of contingent tax liabilities may have a material positive or negative effect on certain Clients, depending on the circumstances.

De Minimis Commodity Interest Trading. Certain Client Accounts will operate subject to U.S. Commodity Futures Trading Commission ("*CFTC*") Rule 4.13(a)(3), which, among other things, generally requires certain Client Accounts to have de minimis commodity interest trading. Accordingly, certain Client Accounts will operate with significant restrictions upon its trading of the instruments that are restricted under CFTC Rule 4.13(a)(3), such as commodity futures, security futures options thereon and certain swaps. As a substitute for such instruments, certain Client Accounts may trade other instruments that are not restricted under CFTC Rule 4.13(a)(3). Certain Client Accounts may incur higher transaction costs or effect a less optimal hedge than it would otherwise be able to if it were not operated subject to CFTC Rule 4.13(a)(3). In the event that the exemption under CFTC Rule 4.13(a)(3) is modified or rescinded, absent an applicable exemption, JANA, with respect to certain of its Client Accounts, may elect or be required to register with the CFTC as a commodity pool operator.

Identity of Beneficial Ownership and Withholding on Certain Payments. In order to avoid a U.S. withholding tax of 30% on certain payments (including payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, certain of our Client Accounts generally will be required to register with the U.S. Internal Revenue Service (the "Service") by

June 30, 2014, and agree to identify certain direct and indirect U.S. account holders (including debt holders and equity holders). A non-U.S. investor in a Client Account will generally be required to provide information which identifies its direct and indirect U.S. ownership. Any such information provided will be shared with the Service. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the U.S. Internal Revenue Code of 1986, as amended (the "IRC"), will also generally be required to register with the Service by June 30, 2014, and agree to identify certain of its own direct and indirect U.S. account holders (including debt holders and equity holders). A non-U.S. investor who fails to provide such information, or register and agree to identify such account holders, may be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments, and certain action may be taken to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or comply with such requirements gave rise to the withholding. Investors should consult their own tax advisors regarding the possible implications of these rules on their investments.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in a Client Account.

C. Recommendation of a Particular Type of Security

We do not recommend any particular type of security. There are no material limitations on the types of securities in which we may invest on behalf of our Clients (subject to any limitations or restrictions set forth in the relevant Offering Documents).

ITEM 9 DISCIPLINARY INFORMATION

To the best of our knowledge, there are no legal or disciplinary events that are material to our Clients' evaluation of our advisory business or the integrity of our management.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. <u>Broker-Dealer Registration</u>

Neither we nor our management personnel (i) are registered as broker-dealers or (ii) have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. <u>Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration</u>

Neither we nor our management personnel (i) are registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing; or (ii) have any application pending to register with respect to any of the foregoing.

C. <u>Material Relationships and Conflicts of Interests with Industry Participants</u>

Our relationships and arrangements with our various Clients and other industry participants are material to our advisory business and may raise actual or potential conflicts of interest. Please see Item 6, "Performance-Based Fees and Allocations and Side-By-Side Management – Conflicts of Interest," above. Prospective investors should carefully consider the risks involved in an investment with us, including, but not limited to, those discussed below. Prospective investors should consult their own legal, tax and financial advisers as to all of these risks and as to an investment with us generally.

<u>Multiple Client Accounts.</u> We provide Investment Advisory Services, directly or through our affiliates, to multiple Client Accounts, including but not limited to JANA Partners, L.P., JANA Partners Qualified, L.P., JANA Offshore Partners, Ltd., JANA Nirvana Fund, L.P., JANA Nirvana Offshore Fund, Ltd., JANA Strategic Investment Fund I, L.P. and JANA Strategic Investment Fund II, L.P., as well as several Managed Accounts. In addition, we provide subadvised management to a pooled investment vehicle that is registered under the Investment Company Act of 1940.

We expect to act as the investment manager to other investment vehicles and accounts in the future. There is no limit on the number of vehicles or accounts that we may manage or advise. Further, we and our personnel may have investments in certain of our Client Accounts. As a result of the foregoing, we may have conflicts of interest in (i) allocating the time and resources of our personnel between and among Client Accounts, (ii) allocating investment opportunities between and among Clients Accounts, and (iii) effecting transactions between Client Accounts, including Clients in which we or our personnel may have different financial interests.

Please see Item 6, "Performance-Based Fees and Side-By-Side Management," above.

<u>Broker-Dealers and Other Service Providers.</u> While we select our prime brokers, counterparties and service providers in accordance with our fiduciary obligations to our Clients, from time to time, such parties may invest in Funds or Managed Accounts managed by us.

<u>Placement Agents.</u> Placement agents that we may engage to solicit investors for a Client Account are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. For a more detailed discussion of our engagement of placement agents, please see Item 14, "Client Referrals and Other Compensation," below.

<u>Other Investment Activities.</u> Our officers and employees may also passively invest in other private funds managed by third party advisers and in some cases may obtain economic interests in such third party advisers.

How We Address Potential Conflicts of Interest. To address potential conflicts of interests in our material relationships, we have adopted certain policies and procedures, including a Code of Ethics. For a more detailed discussion of our Code of Ethics, please see Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading," below.

Each officer's or employee's obligation to conduct our business in an honest and ethical manner includes the ethical handling of actual, apparent, and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest.

As a fiduciary, we have an affirmative duty of care, loyalty, honesty, and good faith to act in the best interest of our Clients. Compliance with this duty can be achieved by avoiding conflicts of interest or, when impracticable to do so, by fully disclosing all material facts concerning any conflict that does arise with respect to any Client and following appropriate procedures designed to minimize any such conflict. Our officers and employees must try to avoid situations that have even the appearance of conflict or impropriety.

Our officers and employees are prohibited from trading, either personally or on behalf of others, while in possession of material, nonpublic information where it would be unlawful to do so. Our officers and employees are required to comply with the provisions of our Insider Trading Policy.

As a fiduciary, we have an obligation to execute and allocate Client trade orders in a timely and efficient manner, *i.e.*, to: (i) seek best execution for all trades; (ii) trade securities in a manner that is fair and equitable to all Clients; and (iii) exercise diligence and care throughout the trading process. For an in-depth discussion of the factors that we consider in selecting or recommending broker-dealers for Client transactions, please see Item 12, "Brokerage Practices - "Selection of Broker-Dealers and Reasonableness of Compensation," below.

D. Material Conflicts of Interest Relating to Other Investment Advisers

Except as disclosed in Item 10, "Other Financial Industry Activities and Affiliations," we do not recommend or select other investment advisers for our Clients.

ITEM 11

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our goal is not just to comply with the laws and regulations that apply to our business; we also strive to abide by the highest standards of business conduct. In recognition of this, we have adopted a written Code of Ethics (the "Code of Ethics"), pursuant to Rule 204A-1 under the Advisers Act, designed to reinforce and enhance our ethical way of doing business and, in particular, to ensure compliance with the Advisers Act.

The Code of Ethics sets forth the standards of business conduct that reflect our fiduciary obligations to our Clients. The Code of Ethics requires that our officers and employees act with honesty and integrity, adhere to the highest ethical standards and comply with applicable laws and regulations. The Code of Ethics is based on the principle that we and our officers and employees owe a fiduciary duty to Clients to ensure that officers and employees conduct their personal securities transactions in a manner that does not interfere with Client transactions or otherwise take unfair advantage of our relationship with our Clients.

Officers and employees are required to report any violations of the Code of Ethics or of applicable Federal securities laws to the Chief Compliance Officer, and they are encouraged to consult the Chief Compliance Officer with respect to any transaction that may violate the Code of Ethics. A copy of our Code of Ethics is available to Clients and prospective Clients by (i) writing to JANA Partners LLC, 767 Fifth Avenue, 8th Floor, New York, New York 10153, Attention: Chief Compliance Officer, or (ii) contacting our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.com.

Conflicts of interest may occur when we, our affiliates, officers or employees (or their immediate family members), invest in the same securities, trade in the same securities at or about the same time, or have a material financial interest in the same securities that we recommend to our Clients. For example, we or our officers or employees may invest in the Funds, and, therefore, such persons may hold an indirect interest in the same securities as other investors in the Funds. In addition, certain of our officers or employees may own securities in their personal accounts that we also have recommended to our Clients. Our Code of Ethics has been designed to limit conflicts of interest in cases where we or any of our officers or employees, buy, sell or otherwise have an interest in, securities we have recommended to our Clients.

We or our affiliates may give advice and recommend securities to certain Client Accounts which may differ from advice given to, or securities recommended or bought for, other Client Accounts, even though their investment programs may be the same or similar.

As discussed in Item 6, "Performance-Based Fees and Side-By-Side Management – Conflicts of Interest," above, we may cross securities and/or cash between Client Accounts when such transaction is advantageous for each participant (for example, as part of a rebalancing of Client portfolios). We also may engage in principal transactions, where we or an affiliate purchases a security from or sells a security to a Client. In such cases, we would obtain the Client's separate consent to each principal transaction (i.e., on a transaction-by-transaction basis).

We have adopted an Insider Trading Policy which states that no person to whom the Policy applies may trade, either personally or on behalf of others (including our Clients), while in possession of material nonpublic information where it would be unlawful to do so, nor may any of our personnel communicate material nonpublic information to others in violation of the law.

Our personal trading policies are part of our Code of Ethics. For a description of our Code of Ethics, please see the foregoing discussion in this Item 11. The fiduciary principles that govern our personal investment activities reflect, at a minimum, the following: (1) the duty at all times to place the interests of the Clients first; (2) the requirement that all personal securities transactions be conducted consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; (3) the fundamental standard that investment personnel should not take inappropriate advantage of their positions; and (4) the requirement that investment personnel comply with applicable Federal securities laws. Generally, the Code of Ethics requires that, prior to effecting any personal securities transactions, our officers or employees and other applicable persons must receive written approval.

We maintain a "Restricted List" of companies about which a determination has been made that it is prudent to restrict trading activity. Generally, trades will not be allowed for our Clients, or for the personal accounts of our officers or employees, in the securities of a company appearing on the Restricted List, except with prior approval.

In addition, our officers or employees and other applicable persons must provide our Chief Compliance Officer with (i) their personal securities holdings at the commencement of employment and annually thereafter, (ii) monthly or quarterly personal brokerage statements, and (iii) quarterly reports of any personal securities transactions.

ITEM 12 BROKERAGE PRACTICES

Pursuant to the relevant Offering Documents, we are generally authorized to select the broker or dealer to effect transactions on behalf of our Clients; however, our selection of the broker or dealer may be tailored to a particular Client's investment guidelines or restrictions, where appropriate. Accordingly, portfolio transactions will be allocated to brokers based on best execution and in consideration of such broker's provision or payment of the costs of research and other services.

A. Selection of Broker-Dealers and Reasonableness of Compensation

Consistent with our fiduciary duty to Clients, we have an obligation to seek the best price and execution of Client securities transactions when we are in a position to direct brokerage transactions. While not defined by statute or regulation, "best execution" generally means the execution of Client trades at the best net price considering all relevant circumstances.

We will place trades for execution only with approved brokers or dealers. The factors we consider in selecting and approving brokers-dealers that may be used to execute trades include, but are not limited to:

- Quality of execution accurate and timely execution, clearance and error/dispute resolution
- Reputation, financial strength, and stability
- Block trading and block positioning capabilities
- Willingness to execute difficult transactions
- Willingness and ability to commit capital
- Access to underwritten offerings and secondary markets
- Ongoing reliability
- Overall costs of a trade (*i.e.*, net price paid or received) including commissions, markups, mark-downs or spreads in the context of our knowledge of negotiated commission rates currently available and other current transaction costs
- Nature of the security and the available market makers
- Desired timing of the transaction and size of trade
- Confidentiality of trading activity
- Market intelligence regarding trading activity
- The receipt of brokerage or research services

Before we begin trading with a broker-dealer for the first time, our traders, the Chief Financial Officer, the Chief Administrative Officer and the Chief Compliance Officer will review, as applicable, the broker-dealer's operational, financial, and regulatory status. They also will perform periodic reviews of broker-dealers, which will vary in frequency and scope based on the perceived counterparty exposure.

As part of their usual and customary job responsibilities, our traders will consider the execution quality of each trade. Any unexpected deviations in price, commission rate, market impact, execution speed, or other aspects of execution quality will promptly be reported to the Head of Trading & Syndicate, who in turn will notify the Chief Compliance Officer.

We maintain a Best Execution Committee which meets regularly to consider various trading matters.

1. Research and Other Soft Dollar Arrangements

We may use "soft" or commission dollars when we make a good faith determination that the commissions are reasonable in relation to the value of brokerage and research services provided, viewed in terms of either a particular transaction or our overall responsibilities to all Client Accounts. We will use "soft" dollars in accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended ("Section 28(e)"). Section 28(e) provides a "safe harbor" to investment managers that use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the investment manager in performing investment decision-making responsibilities. Conduct outside of the safe harbor afforded by Section 28(e) is subject to the traditional standards of fiduciary duty under state and Federal law.

Research products or services provided to us may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, and other products and services providing lawful and appropriate assistance to us in the performance of our investment decision-making responsibilities. This research may include both proprietary research or research created or developed by a third party.

We are not obligated to seek the lowest transaction charge, except to the extent that it contributes to the overall goal of obtaining the best execution for Clients. A higher transaction charge on exchange and over-the-counter trades may be determined reasonable in light of the value of the brokerage execution and research products and services provided to us for the benefit of our Clients.

Consistent with the requirements of best execution, we may from time to time enter into formal or informal arrangements with certain brokers ("Soft Dollar Brokers") whereby the provision of research or brokerage execution services is explicitly dependent on the level of commissions and underwriting concessions generated by the Client Accounts. In selecting Soft Dollar Brokers to initiate soft dollar transactions, we will consider the capabilities of the Soft Dollar Broker to provide best execution.

Research services received from Soft Dollar Brokers will be used to supplement and augment our own research capabilities, and will directly assist us in our investment decision-making process. Soft Dollar Brokers also may provide execution-related products and services, including trade execution and electronic access to broker networks, in exchange for commission business.

We may also engage in "commission sharing arrangements" ("CSAs"), which is a practice where JANA pays a broker-dealer for trade execution and requests that the broker-dealer allocate a portion of the commissions to third-party providers of research or other products and services. While JANA could execute the transactions with these broker-dealers directly, consistent with its duty to seek best execution, we may decide to pay them through CSAs.

All products and services that are paid for with Client transaction charges will be of the type described in Section 28(e). All products and services that are paid for with soft dollars are reviewed and approved to ensure that the product or service provides lawful and appropriate assistance in the performance of our investment decision-making activities. In addition, a determination is made as to whether the amount of the commissions paid is reasonable in light of the value of the products or services provided. Such products and services may be used for any or all of our Client Accounts.

Also, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by one or more Client Accounts may be used by us to service one or more other Client Accounts. We do not seek (and are not required) to allocate soft dollar benefits to Client Accounts proportionately to the soft dollar credits such Client Accounts generate. Accordingly, the Client Accounts that provide the brokerage transaction charges for which such products and services are provided or that engage in the securities transactions generating such charges do not necessarily receive the direct benefit of specific services. Instead, we may receive a benefit because we do not have to produce or pay for the research, products or services. Therefore, we may have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our Clients' interest in receiving most favorable execution. Written restrictions or limitations on the use of soft dollars for particular Clients are treated in the same manner and monitored as all other Client-imposed restrictions and guidelines.

Our Best Execution Committee approves a soft dollar budget on a periodic basis, and one or more of its members negotiates, approves, and implements all soft dollar arrangements. The soft dollar budget is updated to reflect the termination of any existing soft dollar arrangement, as well as the implementation of any new soft dollar arrangement after the approval process for that new arrangement has been completed.

We will require that Soft Dollar Brokers provide us with monthly statements of all activity and balances. We review and reconcile these statements on a monthly basis. At the end of each calendar quarter, our Chief Administrative Officer will review the status of any outstanding balances to Soft Dollar Brokers. If as a result of his review, the Chief Administrative Officer believes that commission credits during the next 90 days will be insufficient to cover expenses, he will consult with our Best Execution Committee to decide whether to undertake to make cash payments for services purchased to the extent necessary to become current.

2. Brokerage for Client Referrals

In selecting or recommending broker-dealers, we do not consider whether we, or any of our affiliates, receive client or investor referrals from a broker-dealer or other third party.

3. <u>Directed Brokerage</u>

A Client may direct us to effect all (or a specified percentage of) securities transactions in the Client's Account through a specific broker-dealer. With respect to such directed brokerage arrangements, the Client is responsible for negotiating terms for their account directly with the broker-dealer. We will only direct brokerage pursuant to specific written instructions that have been signed and dated by the Client.

We may place trades on behalf of Client Accounts subject to directed brokerage arrangements separately from those on behalf of other Client Accounts, or we may aggregate such trades with those of other Client Accounts, to the extent practicable. Before accepting such directed brokerage arrangements, the Client Advisory Group will inform such Client Account that we may not obtain best execution for such Client Account; such Clients may pay materially disparate commissions, greater spreads, or other transaction costs, or receive less favorable net prices on transactions than would otherwise be the case.

Before initiating management of a Client Account that is subject to a directed brokerage arrangement, we will review the financial solvency and execution capabilities of the designated broker-dealer. All directed brokerage arrangements are reviewed by the Head of Trading & Syndicate. Upon completion of the review, we will either approve the arrangement or ask the Client to reconsider the direction.

In order to meet directed brokerage mandates and trade in an efficient manner, we may ask Clients that direct brokerage to permit the use of "step out" trades. A step-out trade occurs when we aggregate Client-directed orders with non-directed orders and request that the executing broker allocate a portion of the transaction to the Client's directed broker. Our traders document any step-out trades on the relevant trade ticket and in our order management system.

B. Aggregating Orders for Various Client Accounts

Consistent with our duty to seek the best possible execution for Clients, and to the extent practicable, our traders may seek to aggregate (or "bunch" or "block") orders that are placed or received concurrently for more than one Client Account. Aggregated orders include: (i) an order placed by a portfolio manager on behalf of more than one Client Account; and (ii) orders placed on behalf of more than one Client Account by multiple portfolio managers. Typically, all trades in the same security are aggregated and sent to the market simultaneously, except where Client-specific issues require trades to be sent to the market at a different time. All Client Accounts participating in a bunched trade will receive the same execution price, with all transaction costs (for example, commissions) being shared on a pro rata basis.

ITEM 13 REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

Our portfolio managers, with the assistance of other investment staff as appropriate, regularly review the current investment strategy and holdings in each Client Account. The portfolio managers may differ from Client Account to Client Account. Issues such as turnover, security weighting, and sector weighting are all reviewed to ensure compliance with the Clients' investment guidelines. Topics such as model changes and priority of purchases or sales are also frequently discussed between members of the investment team and the portfolio managers.

B. Additional Review of Client Accounts

Relevant personnel assist in risk assessment and review of Client Accounts by monitoring risks arising from factors including: (i) security concentration; (ii) regional exposure; (iii) sector exposure; (iv) liquidity; (v) Client or investor-imposed investment restrictions; (vi) beta; (vii) value at risk; (viii) leverage; (ix) counterparty risk; and (x) risks related to operations and systems.

C. Contents and Frequency of Account Reports to Clients

Investors in our Funds typically receive: (i) annually, an audited financial report and tax information necessary for completion of their tax returns; (ii) unaudited monthly reports regarding Client performance and net asset value; and (iii) quarterly letters.

Upon request, certain investors may receive additional information and reporting (written or verbal) which other investors may not receive, and such information may affect an investor's decision to request a withdrawal or redemption from its capital account. Such reports and information may include, among other things, documentation associated with the calculation of net asset value, performance tracking and/or portfolio holdings reconciliation.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

We may directly or indirectly compensate persons who are not supervised persons, including placement agents, for Client referrals. Our Chief Compliance Officer or her designee will determine whether such arrangements: (i) are subject to Rule 206(4)-3 under the Advisers Act (the "Cash Solicitation Rule") and, if so, whether the arrangements comply with that rule; and (ii) comply with other applicable laws, rules and regulations, including laws and regulations requiring the registration of broker-dealers. Such compensation to third parties for referrals may be based, among other things, on a percentage of the assets initially invested with us or remaining invested with us over time.

Placement agents that may solicit or refer potential Clients or investors on our behalf are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. J.P. Morgan Securities LLC has been retained as a placement agent for introducing potential investors to certain Client Accounts. J.P. Morgan Securities LLC receives a portion of the management fees otherwise paid to us in connection with investors introduced to the relevant Fund by J.P. Morgan Securities LLC. We may enter into arrangements with other placement agents for introducing potential investors to our Client Accounts.

ITEM 15 CUSTODY

In certain cases, pursuant to Rule 206(4)-2 under the Advisers Act, JANA may be deemed to have custody of Client assets. We meet our custody reporting requirements through the audit method by having each of the Funds audited by an independent, PCAOB-registered accounting firm. JANA subsequently distributes the results of the audited financials to the underlying investors in each of the Funds. Certain Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains Client assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide you.

ITEM 16 INVESTMENT DISCRETION

In general, our Clients have provided us with discretion to trade their account without obtaining their consent to each particular transaction. We exercise this discretion subject to the investment policies, limitations, and restrictions, if any, imposed by a Client in the relevant Offering Documents. In these agreements, our Clients may place limitations on our investment authority, including, without limitation, designating types of permitted investments, percentage of permitted investments, or prohibiting certain types of investments.

Our Clients must specify our authority, discretionary or non-discretionary (for example, through a power of attorney), and provide us with any investment guidelines and restrictions in writing, typically as part of the relevant Offering Documents. For a complete discussion of our advisory business and the services we provide to our clients, please see Item 4, "Advisory Business," above.

ITEM 17 VOTING CLIENT SECURITIES

We have, and in the future will continue to accept, the authority to vote our Clients' securities. In light of this, we have adopted policies and corresponding procedures to comply with Rule 206(4)-6 under the Advisers Act and with our fiduciary obligations (the "*Proxy Voting Policies*"). The Proxy Voting Policies are designed to ensure that in cases where we vote proxies with respect to Client securities or other instruments, such proxies are voted in the best interests of our Clients.

Our proxy voting process is the same for all of our Client Accounts where the Client has given us proxy voting authority. Our general policy is to vote proxy proposals, amendments, consents, resolutions or corporate actions relating to securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of our Clients, as determined by us in our discretion, taking into account relevant factors, including, but not limited to:

- the impact on the value of the securities;
- the anticipated costs and benefits associated with the proposal;
- the effect on liquidity; and
- customary industry and business practices.

In evaluating proxy issues, we have engaged an outside vendor (the "Proxy Adviser") to identify and flag factual issues of relevance and importance. We also will use information gathered as a result of the in-depth research and ongoing company analyses performed by our investment team in making buy, sell and hold decisions for our Client portfolios. This process includes periodic meetings with senior management of portfolio companies. We may also consider information from other sources, including the management of a company presenting a proposal, shareholder groups, and other independent proxy research services. Unless a particular proposal or the particular circumstances of a company suggests otherwise, proposals regarding routine matters (such as the election or re-election of board members, changes in capitalization, and the approval of auditors) generally shall be voted in accordance with written voting guidelines that have been formulated by the Proxy Adviser. Non-routine matters may be reviewed and voted by us on a case-by-case basis. In addition, certain Clients have retained the right to direct votes with respect to particular securities held by them.

We subscribe to a proxy monitoring and voting agent service offered by the Proxy Adviser. In accordance with this service, the Proxy Adviser provides proxy analysis with research and a vote recommendation for each shareholder meeting of the companies in our Client portfolios. They also transmit votes, record them, and generate a voting activity report for our Clients. We retain responsibility for instructing the Proxy Adviser how to vote, and we will apply our own proxy voting guidelines when we deem it appropriate to do so. Proxies for securities on loan through securities lending programs will generally not be voted, unless we can obtain these securities in advance of the relevant record date.

In cases where a conflict of interest has been determined to exist, we generally will have no discretion to vote any portion of the proxy, but will defer to the recommendations of the Proxy Adviser in connection therewith and will vote strictly according to those recommendations.

Clients may obtain a copy of our current written Proxy Voting Policies and/or a copy of the voting activity report generated by the Proxy Adviser for their Client Account, by (i) writing to JANA Partners LLC, 767 Fifth Avenue, 8th Floor, New York, New York 10153, Attention: Chief Compliance Officer, or (ii) contacting our Chief Compliance Officer, Lorelei Martin, or our General Counsel, Jennifer Fanjiang, at (212) 455-0900 or compliance@janapartners.com.

ITEM 18 FINANCIAL INFORMATION

A. Balance Sheet

We are not required to attach a balance sheet because we do not require or solicit the payment of fees six months or more in advance.

B. <u>Contractual Commitments to Our Clients</u>

We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients.

C. Bankruptcy Petitions

We have never been the subject of a bankruptcy petition.