

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT Related to Contract/Amendment/Solicitation EDS # 77719

#### **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the EDS:
Motorola Solutions, Inc
Enter d/b/a if applicable:
The Disclosing Party submitting this EDS is:
the Applicant
B. Business address of the Disclosing Party:
224 S. Michigan 7th floor Chicago, IL 60604 United States
C. Telephone:
847-204-3453
Fax:
312-614-4295
D. Name of contact person:
Mr. Matt Weiner
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this FDS pertains:

RADIO EQUIPMENT, PARTS AND SERVICES
Which City agency or department is requesting this EDS?
DEPT OF PROCUREMENT SERVICES
Specification Number
110054
Contract (PO) Number
33939
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:
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?
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. Gregory Q. Brown

**Title:** Chairman and Chief Executive Officer

**Role:** Both

Officer/Director: Mr. Samuel C. Scott III

Title: Director

Role: Director

**Officer/Director:** Mr. General Michael V. Hayden

Title: Director
Role: Director

**Officer/Director:** Ms. Judy C. Lewent

Title: Director
Role: Director

Officer/Director: Mr. Eduardo Conrado

**Title:** Executive Vice President

**Role:** Officer

**Officer/Director:** Mr. Kenneth C. Dahlberg

Title: Director
Role: Director

**Officer/Director:** Mrs. Anne R. Pramaggiore

**Title:** President and Chief Executive Officer, Commonwealth

**Edison Company** 

**Role:** Director

**Officer/Director:** Mr. Bradley E. Singer

Title: Partner, ValueAct Capital

**Role:** Director

**Officer/Director:** Mr. Mark S. Hacker

**Title:** Executive Vice President

**Role:** Officer

**Officer/Director:** Mr. Gino A Bonanotte

**Title:** Executive Vice President & Chief Financial Officer

**Role:** Officer

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**Officer/Director:** Mr. Bruce Brda

**Title:** Executive Vice President

**Role:** Officer

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**Officer/Director:** Mr. Jack Molloy

**Title:** Executive Vice President

**Role:** Officer

**Officer/Director:** Mr. Egon Durban

Title: Managing Partner and Managing Director, Silver Lake

**Role:** Director

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**Officer/Director:** Mr. Gregory Mondre

Title: Managing Partner and Managing Director, Silver Lake

Role: Director

#### 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.

- ValueAct Capital Management, L.P. 11.33%
- Orbis Investment Management, LTD 8.4%
- Capital Research Global Investors 8.88%

#### Owner Details

Name Business Address

Capital Research Global

Investors

333 South Hope Street

Los Angeles, CA 90071

**United States** 

Orbis Investment Management, LTD Orbis House

25 Front St

Hamilton HM11, Bermuda

Bermuda

ValueAct Capital

435 Pacific Avenue

Management, L.P.

4th floor

San Francisco, CA 94133

**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?

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

Name: Chicago Communications

Anticipated/Retained: Anticipated

**Business Address:** 200 Spangler Ave

Elmhurst, IL 60126 United States

**Relationship:** Subcontractor - MWDBE

Fees 6%

(\$\$ or %):

Yes

**Estimated/Paid:** Estimated

Name: Ouantum Crossings

Name: Quantum Crossings
Anticipated/Retained: Anticipated

**Business Address:** 111 E Wacker Dr

Suite 990

Chicago, IL 60601 United States

**Relationship:** Subcontractor - MWDBE

Fees 8%

(\$\$ or %):

**Estimated/Paid:** Estimated

Name: Sierra Public Safety Group

Anticipated/Retained: Anticipated

**Business Address:** 515 W Wrightwood

Chicago, IL 60614 United States

**Relationship:** Subcontractor - MWDBE

Fees 3%

(\$\$ or %):

**Estimated/Paid:** Estimated

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Name: Fullerton Engineering Consultants

Anticipated/Retained: Anticipated

**Business Address:** 9600 Bryn Mawr Ave

Rosement, IL 60018 United States

**Relationship:** Subcontractor - MWDBE

Fees 3%

(\$\$ or %):

Estimated/Paid: Estimated

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

Yes

4. List below the names of all persons who are retained parties.

**Name:** Mr. Timothy Dart

**Anticipated/Retained:** Retained

**Business Address:** 33 N Dearborn

**Suite 2200** 

Chicago, IL 60602 United States

**Relationship:** Lobbyist

**Fees** 5000

(\$\$ or %):

**Estimated/Paid:** Paid

\_\_\_\_\_

#### **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?

No

#### **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 am unable to certify the above to be true

#### Explain:

Please see attachment B

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;
- 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 720 ILCS 5/33E-4; 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> <u>Code</u>, 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?

No

#### 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.

Yes

#### A. CERTIFICATION REGARDING LOBBYING

1.a Are there any persons who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter?

Yes

1.b. List below the names of all persons registered under the federal <u>Lobbying</u> <u>Disclosure Act of 1995</u> who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.

Name:	Mr. Timothy Dart

1.c. Are there any legal entities who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter?

No

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

I certify to the above.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

I certify to the above.

4. The Disclosing Party certifies that either:

- i. it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 or
- ii. it is an organization described in <u>section 501(c)(4) of the Internal Revenue Code of 1986</u> but has not engaged and will not engage in "Lobbying Activities".

I certify to the above.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

I certify to the above.

### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes

### 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, <a href="Chapters 2-156">Chapters 2-156</a> and <a href="2-156">2-164</a> 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 <a href="www.cityofchicago.org/city/en/depts/ethics.html">www.cityofchicago.org/city/en/depts/ethics.html</a>, 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 <a href="Chapter 1-23 of the Municipal Code">Chapter 1-23 of the Municipal Code</a> (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by <a href="Chapter 1-23">Chapter 1-23</a> and <a href="Section 2-154-020">Section 2-154-020</a> 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

### APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

Pursuant to <u>Municipal Code Section 2-154-010</u>, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to <u>Section 2-92-416 of the Municipal Code?</u>

No

If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to <u>Section 2-92-416 of the Municipal Code</u>?

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.

Motorola Solutions (MSI) is a publicly traded entity, and files a 10-K. A copy can be provided upon request.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Attachment B
VaulueAct EDS Form
Orbis EDS Form
Capital Management EDS form

#### **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/ 04/07/2016 Mr. Matt Weiner Senior Account Manager Motorola Solutions, Inc

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.

### Attachment B Section V Certifications

With respect to itself, Motorola Solutions, Inc. ("MSI") certifies on knowledge and belief after due inquiry that the following are true: V.B.2.a through e. MSI, however, provides further clarification below regarding V.B.2b through e. With respect to non-MSI entities listed in Section II.B.1, MSI certifies on knowledge and belief after due inquiry all subsections in Section V to be true.

- B.2.b. MSI is a Fortune 300 company with billions of dollars in annual sales globally, employing thousands of workers worldwide and having tens of thousands of shareholders. As is normal for such companies, MSI and its subsidiaries have been a party to hundreds of civil lawsuits in past years. Those suits have made many different legal and factual claims and have put forward many alleged legal theories seeking damages or other legal relief against MSI. MSI does not maintain a detailed history of such cases or their outcomes, nor does it maintain a listing of all allegations made therein, and therefore cannot provide the same. As a publicly traded company, however, MSI files an annual report Form 10-K with the SEC and describes therein certain litigation that is material for disclosure under SEC rules. A copy of the cover page and of the relevant "Legal Proceedings" section of MSI's most recently filed 10-K will be provided to the City upon request. Since the 10-K contains only such litigation as is material for public disclosure under SEC rules, it may not list all litigation with which MSI or its subsidiaries are presently involved.
- B.2.c. MSI is a Fortune 300 company with billions of dollars in annual sales globally, employing thousands of workers worldwide and having tens of thousands of shareholders. As is normal for such companies, MSI and its subsidiaries have been a party to hundreds of civil lawsuits in past years. Those suits have made many different legal and factual claims and have put forward many alleged legal theories seeking damages or other legal relief against MSI. MSI does not maintain a detailed history of such cases or their outcomes, nor does it maintain a listing of all allegations made therein, and therefore cannot provide the same. As a publicly traded company, however, MSI files an annual report Form 10-K with the SEC and describes therein certain litigation that is material for disclosure under SEC rules. A copy of the cover page and of the relevant "Legal Proceedings" section of MSI's most recently filed 10-K will be provided to the City upon request. Since the 10-K contains only such litigation as is material for public disclosure under SEC rules, it may not list all litigation with which MSI or its subsidiaries are presently involved.
- B.2.d. & e Considering the sales volume of MSI, instances may occur in the ordinary course of business where disputes with customers, including governmental agencies, are raised concerning contract performance. To its best knowledge and belief after due inquiry, MSI is not aware of any termination for cause or default against it by a governmental agency or court of competent jurisdiction within the past five (5) years.
- B.2.e. MSI is a Fortune 300 company with billions of dollars in annual sales globally, employing thousands of workers worldwide and having tens of thousands of shareholders. As is normal for such companies, MSI and its subsidiaries have been a party to hundreds of civil lawsuits in past years. Those suits have made many different legal and factual claims and have put forward many alleged legal theories seeking damages or other legal relief against MSI. MSI does not maintain a detailed history of such cases or their outcomes, nor does it maintain a listing of all allegations made therein, and therefore cannot provide the same. As a publicly traded company, however, MSI files an annual report Form 10-K with the SEC and describes therein certain litigation that is material for disclosure under SEC rules. A copy of the cover page and of the relevant "Legal Proceedings" section of MSI's most recently filed 10-K will be provided to the City upon request. Since the 10-K contains only such litigation as is material for public disclosure under SEC rules, it may not list all litigation with which MSI or its subsidiaries are presently involved.

## MOTOROLA SOLUTIONS, INC. ATTACHMENT TO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT REGARDING VALUEACT CAPITAL MANAGEMENT, L.P.

ValueAct Capital Management, L.P., 1 Letterman Drive, Building D, 4th Floor; San Francisco, CA 94129, a registered investment adviser, as of December 31, 2014, owns more than 7.5%, but less than 22.5%, beneficially for its third party investors.

Pursuant to Rule 2(c) of the Rules Regarding Economic Disclosure Statement and Affidavit ("EDS") promulgated pursuant to Section 2-154-050 of the Municipal Code, ValueAct Capital Management, L.P. may in lieu of an EDS, provide a copy of its most recent Form ADV and its most recent amendment thereto. Accordingly, attached hereto is ValueAct Capital Management, L.P. Form ADV (which was downloaded April 20, 2015 from

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv/sections/iapd\_AdvIdentifyingInfoSections/sections/sections/iapd\_AdvIdentifyingInfoSections/sections

#### **FORM ADV**

#### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

	UNIFORM APPLICATION FO			IN AND REPORT BY	EXEMPT REPORT	
	mary Business Name: VALUEACT CA		<b>9.</b>			CRD Number: 154249
	ner-Than-Annual Amendment - All S	ections				Rev. 10/2012
3/3	31/2015 7:00:35 PM					
	ARNING: Complete this form truthfu prosecution. You must keeperm 1 Identifying Information		*	•	•	gistration, or criminal
	sponses to this Item tell us who you	are, where you are doing h	ousiness and how we	can contact you		
. Ke	·					
Α.	Your full legal name (if you are a so VALUEACT CAPITAL MANAGEMEN		it, and middle names):			
B.	Name under which you primarily co VALUEACT CAPITAL MANAGEMEN	•	ss, if different from Ite	m 1.A.:		
	List on Section 1.B. of Schedule D ar	ny additional names under w	hich you conduct your	advisory business.		
C.	If this filing is reporting a change in name change is of ☐ your legal name or ☐ your prima		.) or primary business	name (Item 1.B.), ente	r the new name and sp	pecify whether the
D.	(1) If you are registered with the S (2) If you report to the SEC as an e		•	er: <b>801-71658</b>		
E.	If you have a number (" <i>CRD</i> Numbe	er") assigned by the <i>FINRA</i> '	's CRD system or by the	e IARD system, your <i>CR</i>	<i>D</i> number: <b>154249</b>	
	If your firm does not have a CRD nui	mber, skip this Item 1.E. Do	not provide the CRD nu	umber of one of your offic	cers, employees, or affil	liates.
F.	Principal Office and Place of Business					
	(1) Address (do not use a P.O. Box Number and Street 1: 1 LETTERMAN DRIVE, BUILDING	D	4TH FLO		710 4/0-4-1 0-4-	
	City: SAN FRANCISCO	State: California	Country: UNITED :		ZIP+4/Postal Code: 94129	
	If this address is a private resid	dence, check this box:				
	List on Section 1.F. of Schedule you are applying for registration which you are applying for regis if you are reporting to the SEC a	n, or are registered, with one tration or with whom you are	e or more state securitie e registered. If you are	es authorities, you must applying for SEC registra	list all of your offices in ation, if you are registere	the state or states to
	(2) Days of week that you normall • Monday - Friday • Other:	y conduct business at your	principal office and plac	ce of business:		
	Normal business hours at this 8:00 AM - 5:00 PM  (3) Telephone number at this located 415-362-3700					
	(4) Facsimile number at this location 415-362-5727	on:				
G.	Mailing address, if different from yo	ur <i>principal office and place</i>	of business address:			
	Number and Street 1:		Number and Street	2:		
	City: State:		Country:	ZIP+4/Postal	Code:	
	If this address is a private residen	ce, check this box:				
Н.	If you are a sole proprietor, state y	our full residence address,	if different from your ,	orincipal office and place	of business address in	Item 1.F.:
	Number and Street 1:		Number and Stree	t 2:		
	City: State:		Country:	ZIP+4/Postal	Code:	

I. Do you have one or more websites?

Yes No

O

	If "yes," list all website addresses on Section 1.1. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.								
J.		ct information of your Chief Compli ompliance Officer, if you have one.	•	exempt reporting adviser, you must provide the conti em 1.K. below.	act				
	Name:		Other titles, if any:						
	Telephone number:		Facsimile number:						
	Number and Street 1:		Number and Street 2:						
	City:	State:	Country:	ZIP+4/Postal Code:					
	City.	State.	Country.	ZIF+4/FOStal Code.					
	Electronic mail (e-mail) add	lress, if Chief Compliance Officer ha	as one:						
K.		act Person: If a person other than that provide that information here.	the Chief Compliance Officer	is authorized to receive information and respond t	o questi	ions			
	Name:		Titles:						
	Telephone number:		Facsimile number:						
	Number and Street 1:		Number and Street 2:						
		Stato		71D - 4/Postal Codo					
	City:	State:	Country:	ZIP+4/Postal Code:					
	Electronic mail (e-mail) add	dress, if contact person has one:			Vos	s No			
	De veu mediataia como en el		manufinad to kaon undar Cast	tion 204 of the Advisors Act or similar state low					
L.	•	principal office and place of busines	· ·	tion 204 of the Advisers Act, or similar state law,	•	0			
	If "yes," complete Section 1	L. of Schedule D.			Yes	s No			
M.		reign financial regulatory authority?				•			
	•	egistered with a foreign financial regularies Complete Section 1.M. of Schedule		have an affiliate that is registered with a foreign finan		s No			
N.	Are you a public reporting c	ompany under Sections 12 or 15(dj	) of the Securities Exchange	Act of 1934?	0	•			
		umber (Central Index Key number	_		~	•			
		•	-	in public reporting company).	Yes	No No			
Ο.	Did you have \$1 billion or m	nore in assets on the last day of yo	ur most recent fiscal year?		0	•			
P.	Provide your <i>Legal Entity Ide</i>	entifier if you have one:							
		nique number that companies use n n development. You may not have	_	financial marketplace. In the first half of 2011, the	legal en	tity			
SEC	TION 1.B. Other Business N	lames							
			No Information Filed						
SEC	TION 1.F. Other Offices								
You	u must complete a separate S	-	cation. If you are applying fo	business, at which you conduct investment advisory or SEC registration, if you are registered only with temployees).					
			••	44-2					
	mber and Street 1:		Number and St SUITE 610	treet 2:					
	CUSTOM HOUSE STREET			715 4/2 4 4 2 4					
Cit	y: STON	State: Massachusetts	Country: UNITED STATES	ZIP+4/Postal Code: S 02110					
	J I OIV	เพลงจอบเบอยเเจ	UNITED STATES	02110					
lf 1	nis address is a private residence, check this box:								

617-531-5430	Facsimile Number: 617-531-5450		
CCTION 1 I Website Addresses			
ECTION 1.I. Website Addresses			
List your website addresses. You must comp	ete a separate Schedule	D Section 1.I. for each website	address.
Website Address: HTTP://WWW.VALUEACT	СОМ		
SECTION 1.L. Location of Books and Records	5		
Complete the following information for each I must complete a separate Schedule D Section		o your books and records, other	than your <i>principal office and place of business</i> . You
Name of entity where books and records are INTERNATIONAL FUND SERVICES (N.A.) LLC	kept:		
Number and Street 1: 1290 AVENUE OF THE AMERICAS		Number and Street 2: 10TH FLOOR	
City: NEW YORK	State: New York	Country: UNITED STATES	ZIP+4/Postal Code: 10104
If this address is a private residence, check t	his box:		
Telephone Number: (212) 339-2782	Facsimile number:		
This is (check one):  one of your branch offices or affiliates.			
o a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept a FINANCIAL AND LIMITED PARTNER RECORDS.	t this location:		
Name of entity where books and records are STATE STREET BANK AND TRUST COMPANY	kept:		
Number and Street 1: ONE LINCOLN STREET		Number and Street 2:	
City: BOSTON	State: Massachusetts	Country: UNITED STATES	ZIP+4/Postal Code: 02111
If this address is a private residence, check t	his box:		
Telephone Number: 617-662-8756	Facsimile number: 212-339-2886		
This is (check one):  O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept a CUSTODIAL RECORDS	t this location:		

m 2 S	EC R	egistration/Reporting							
•		this Item help us (and you) of ion or submitting an annual up	•	-	emplete this Item 2.A. only if you are applying for				
A. To register (or remain registered) with the SEC, you must check <b>at least one</b> of the Items 2.A.(1) through 2.A.(12), below. If you are subnannual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A 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 un	der management of \$10	0 million (in U.S. dollars) or more, or					
		(b) has regulatory assets un amendment and is regist	•	million (in U.S. dollars) or more at the	time of filing its most recent annual updating				
	(2)	are a <b>mid-sized advisory fi</b> (in U.S. dollars) and you are		assets under management of \$25 millio	on (in U.S. dollars) or more but less than \$100 millio				
		(a) not required to be regist of business, or	tered as an adviser with	the state securities authority of the sta	ate where you maintain your principal office and place				
		(b) not subject to examinati	on by the state securitie	s authority of the state where you mair	ntain your principal office and place of business;				
		Click <b>HERE</b> for a list of sta authority.	ates in which an investme	ent adviser, if registered, would not be su	ubject to examination by the state securities				
	(3)	have your <i>principal office and</i>	d place of business <b>in Wy</b>	oming (which does not regulate advise	rs);				
	(4)	have your <i>principal office and</i>	l place of business <b>outsic</b>	e the United States;					
	(5)				the Investment Company Act of 1940;				
	(6)	are an investment adviser	to a company which ha	s elected to be a business developme	nt company pursuant to section 54 of the st \$25 million of regulatory assets under				
	(7)	are a <b>pension consultant</b> wiin rule 203A-2(a);	th respect to assets of	olans having an aggregate value of at	least \$200,000,000 that qualifies for the exemption				
	(8)			trols, is controlled by, or is under commend place of business is the same as the re	on <i>control</i> with, an investment adviser that is egistered adviser;				
		If you check this box, comple	te Section 2.A.(8) of Sche	edule D.					
	(9)	are a <b>newly formed advise</b>	r relying on rule 203A-2	(c) because you expect to be eligible fo	r SEC registration within 120 days;				
		If you check this box, comple	te Section 2.A.(9) of Sche	edule D.					
	(10)	are a <b>multi-state adviser</b> th	nat is required to registe	r in 15 or more states and is relying on	rule 203A-2(d);				
		If you check this box, comple							
	(11)	are an <b>Internet adviser</b> rely							
		_		ne prohibition against registration with	the SEC:				
	(12)				the SEO,				
	(4.0)	If you check this box, comple							
	(13)	are <b>no longer eligible</b> to rer	nain registered with the	SEC.					
ate S	ecuri	ties Authority Notice Filipas	and State Penorting by	J Exempt Reporting Advisers					
Unc file of r to r add the	der st with eport eceiv litiona SEC.	rate laws, SEC-registered adverthe SEC. These are called not as and any amendments they be notice of this and all subsectal state(s), check the box(es)	isers may be required to rice filings. In addition, e. file with the SEC. If this quent filings or reports ynext to the state(s) that	p provide to state securities authorities a empt reporting advisers may be require is an initial application or report, check you submit to the SEC. If this is an ame t you would like to receive notice of thi	a copy of the Form ADV and any amendments they ed to provide state securities authorities with a copy of the box(es) next to the state(s) that you would listendment to direct your notice filings or reports to is and all subsequent filings or reports you submit to state(s) that currently receive them, uncheck the				
	risdic	tions	1	1					
	AL		□ ID	□ мо	□ PA				
	AK			∥ □ мт	□ PR				
	AZ		□ IN	□ NE	□ RI				
	AR		□ IA	□ NV	□ sc				
V	СА		□ KS	□ NH	□ SD				
	СО		□ KY	□ NJ	□ TN				

│	∥ LA	∥ <mark>L</mark> NM	<b>™</b> TX				
□ DE	□ ME	∥ □ NY	□ UT				
□ DC	□ MD	□ NC	□ VI				
		□ ND					
	MA MA						
□ GA	□ MI	□ он	□ VA				
□ GU	□ MN	🗖 ок	∥ □ WA				
□ HI	□ MS	□ OR	□ wv				
			□ wı				
			- VV I				
state's notice filing or report filing fee f  SECTION 2.A.(8) Related Adviser  If you are relying on the exemption in rule	for the coming year, your amend	dment must be filed before the end	crently receives them and you do not want to pay that d of the year (December 31).  Control, are controlled by, or are under common control is the same as that of the registered adviser, provide				
Name of Registered Investment Adviser  CRD Number of Registered Investment Ad	viser						
SEC Number of Registered Investment Ad							
801 -							
SECTION 2.A.(9) Newly Formed Adviser							
register with the SEC within 120 days	SEC registration. By checking the checking t	he appropriate boxes, you will be ate securities authority and I hav with the SEC becomes effective.	e deemed to have made the required  ve a reasonable expectation that I will be eligible to				
SECTION 2.A.(10) Multi-State Adviser							
about your eligibility for SEC registration.	By checking the appropriate bo	oxes, you will be deemed to hav					
If you are applying for registration as an in I have reviewed the applicable state a investment adviser with the state secu	nd federal laws and have conc	luded that I am required by the	e representations: laws of 15 or more states to register as an				
☐ I undertake to withdraw from SEC registates to register as an investment ad			nat I would be required by the laws of fewer than 15				
☐ Within 90 days prior to the date of filing	If you are submitting your <i>annual updating amendment</i> , you must make this representation:  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 <i>state securities authorities</i> in those states.						
SECTION 2.A.(12) SEC Exemptive Order							
	•						
If you are relying upon an SEC order exem		on registration, provide the follo	owing information:				
If you are relying upon an SEC <i>order</i> exem  Application Number:  803-		on registration, provide the follo	owing information:				
Application Number:		on registration, provide the follo	owing information:				
Application Number: 803-		on registration, provide the follo	owing information:				
Application Number: 803-		on registration, provide the follo	owing information:				
Application Number: 803-  Date of <i>order</i> :		on registration, provide the follo	owing information:				

	0	Partnership	
	0	Limited Liability Company (LLC)	
		Limited Partnership (LP)	
	•	Other (specify):	
	0	Cities (specify).	
	If yo	ou are changing your response to this Item, see Part 1A Instruction 4.	
B.		hat month does your fiscal year end each year? EMBER	
C.	Sta	er the laws of what state or country are you organized? te Country aware UNITED STATES	
	Dei	aware united states	
	-	ou 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 see of the state or country where you reside.	
	If yo	ou are changing your response to this Item, see Part 1A Instruction 4.	
Iter	m 4 Sı	uccessions	
	<del></del> JI	Yes N	lo
A.	Are	you at the time of this filing, suggested the business of a registered investment advicer?	•
	If "y	res", complete Item 4.B. and Section 4 of Schedule D.	
B.	Date	e of Succession: (MM/DD/YYYY)	
	If yo	ou 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	
SEC	CTION	4 Successions	
SEC	CTION	4 Successions  No Information Filed	
SEC	CTION		
		No Information Filed	
Iter	m 5 Ir	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation	
I ter Res	<b>m 5 Ir</b> sponse ulator	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Les 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.	
I ter Res	<b>m 5 Ir</b> sponse	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Les 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.	
Iter Res reg	m 5 Ir sponse ulator nploye	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Les 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.	eee
Iter Res reg	m 5 Ir sponse ulator nploye you are	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Per 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Per to granized 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 in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5).	eee
Iter Res reg  Em  If y pel	m 5 Ir sponse ulator nploye you are rforms	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Best 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 by policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Best of this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making by policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Best 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 more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Best organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.B.(1), (2), (3), (4), and (5). If an employee more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Best organized as a sole proprietorship, include yourself as an employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5). If an employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Best organized as a sole proprietorship, include yourself as an employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5). If an employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5). Items 5.B.(1), (3), (4), and (5), (4), a	ee
Iter Res reg Em If y pel A.	m 5 Ir sponse ulator nploye /ou are rforms Appi 30	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Bus 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 by policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Business  Business - Employees additional guidance to newly formed advisers for completing this Item 5.  Business - Employees and Employees in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee are more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Business - Employees and Employees are provided and Employees but do not include any clerical workers.  Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?  Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?	eee
Iter Res reg Em If y pel A.	m 5 Ir sponse ulator nploye you are rforms Appi 30 (1)	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  as 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Bees  Be 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 in more than one function, you should count that employee in each of your responses to Items 5.B. (1), (2), (3), (4), and (5).  Toximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.  Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?  14  Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?  0  Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?	eee
Iter Res reg Em If y pel A.	m 5 Ir sponse ulator nploye you are rforms Appr 30 (1)	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Sets 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 y policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Bees  Be 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 more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Froximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.  Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?  14  Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?  0  Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment advisor.	eee
Iter Res reg Em If y pel A.	m 5 Ir sponse ulator nploye /ou are rforms Appr 30 (1) (2) (3)	No Information Filed  Information About Your Advisory Business - Employees, Clients, and Compensation  Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making youlicy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.  Item 5.  Item 5.  Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Items 5.B.(1), (2), (3), (4), and (5).  Instruction, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).  Instruction in the instruction of the employees do you have? Include full- and part-time employees but do not include any clerical workers.  Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?  Instruction of the employees reported in 5.A. are registered representatives of a broker-dealer?  Output Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?  Output Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?	eee

Sole Proprietorship

C Limited Liability Partnership (LLP)

		0								
	In yo your		esponse to Item 5.B.(6), do not count any of your employees <b>and coun</b> t off.	t a firm only	once – do not	count each	of the firm's e	mployee	es that solic	cit on
Clie	ents									
_			nses to Items 5.C. and 5.D. do not include as "clients" the investors in restors.	a private fur	nd you advise,	unless you i	have a separa	te adviso	ory relation	iship
C.	(1)	To a	approximately how many clients did you provide investment advisory	y services du	ring your mos	st recently c	ompleted fisc	al year?	)	
		0	o			O 11-25				
			26-100 O More than 100 If more than 100, how (round to the nearest	•						
	(2)	App 63%	roximately what percentage of your <i>clients</i> are non- <i>United States pe</i>	ersons?						
no pui inv res	not i purs inves	nclua uant stmer onse Wha	ises of this Item 5.D., the category "individuals" includes trusts, estate the businesses organized as sole proprietorships. The category "business to section 54 of the Investment Company Act of 1940. Unless you product company registered under the Investment Company Act of 1940, character to Item 5.D.(2)(d).  The solution of the investment of the investment of the interest of th	s developme ovide advisor heck "None" i	nt companies" y services purs in response to	consists of suant to an Item 5.D.(1	companies tha investment ad )(d) and do no	at have i Ivisory c ot check	made an el ontract to a any of the	ection an boxes ii
				<u>Non</u>	e <u>Up to 10%</u>	11-25%	<u>26-50%</u> <u>5</u>	<u>1-75%</u>	<u>76-99%</u>	<u>100%</u>
		(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 companies	•	0	0	0	0	0	0
		(f)	Pooled investment vehicles (other than investment companies)	0	0	0	0	0	0	•
		(g)	Pension and profit sharing plans (but not the plan participants)	•	0	0	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
		(j)	State or municipal government entities	•	0	0	0	0	0	0
		(k)	Other investment advisers	•	0	0	0	0	0	0
		(l)	Insurance companies	•	0	0	0	0	0	0
		(m)	Other:	•	0	0	0	0	0	0
	(2)		cate the approximate amount of your regulatory assets under mana e of <i>client</i> . If a <i>client</i> fits into more than one category, check all that	•	oorted in Item	n 5.F. below	) attributable	to each	n of the fol	lowing
					<u>None</u> <u>l</u>	Jp to 25%	<u>Up to 50%</u>	<u>Up</u>	to 75%	>75%
		(a)	Individuals (other than high net worth 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
		(f)	Pooled investment vehicles (other than investment companies)		0	0	0		0	⊙
		(g)	Pension and profit sharing plans (but not the plan participants)		•	0	0		0	0
		(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	0		0	0
		(l)	Insurance companies		•	0	0		0	0
		(m)	Other:		•	0	0		0	0

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

Comp	pensatio	n Arrangements			
E. Y	ou are c	compensated for your investn	nent advisory services by (check all that	apply):	
1	<b>v</b> (1)	A percentage of assets und	er your management		
1	(2)	Hourly charges			
	(3)	Subscription fees (for a new	vsletter or periodical)		
	(4)	Fixed fees (other than subs	cription fees)		
	(5)	Commissions			
	<b>(</b> 6)	Performance-based fees			
ı	(7)	Other (specify):			
			Business - Regulatory Assets Under Ma	anagement	
Regu	latory A	ssets Under Management			Yes No
F. (	1) Do yo	ou provide continuous and re	gular supervisory or management servic	es to securities portfolios?	• o
		•	r regulatory assets under management a	·	
`	_, ,	-,	U.S. Dollar Amount	Total Number of Accounts	
	Disc	retionary:	(a) \$ 19,423,437,154	(d) 8	
		-Discretionary:	(b) \$ 0	(e) O	
		-	• •	• •	
	Tota	II:	(c) \$ 19,423,437,154	(f) 8	
		1A Instruction 5.b. explains h pleting this Item.	ow to calculate your regulatory assets und	der management. You must follow these instructions car	refully when
	T 1 6		Description of the same of the state of		
	sory Act		Business - Advisory Activities		
	•		you provide? Check all that apply.		
0.	(1)	Financial planning services	you provide. Once an that apply.		
			ndividuals and/or small businesses		
	$\square$ (3)	_		ess development companies" that have made an elect	tion pursuant to
		section 54 of the Investmen	nt Company Act of 1940)		
	<b>(</b> 4)		ooled investment vehicles (other than in	•	
	(5)			or institutional clients (other than registered investment)	nent companies and
	(6)	other pooled investment ve Pension consulting services	•		
		_	(including <i>private fund</i> managers)		
	(8)	Publication of periodicals o			
	(9)	Security ratings or pricing s			
	[ (10)	Market timing services			
	(11)		shops		
	(12)	Other(specify):			
1	nvestme	ent Company Act of 1940, incl	·	nvestment advisory contract to an investment company i.G.(3), report the 811 or 814 number of the investment D.	•
H. I	f you pro	ovide financial planning servi	ces, to how many <i>clients</i> did you provide	these services during your last fiscal year?	
	0 0				
	0 1-1	10			
	O 11 -	25			
	O 26 -	50			
	O 51 -	100			
	O 101	- 250			
	o 251	- 500			
	o More	e than 500			
	If m	ore than 500, how many?			
	(rou	and to the nearest 500)			
	•	esponses to this Item 5.H., do se investors.	not include as "clients" the investors in a	private fund you advise, unless you have a separate ad	lvisory relationship
, ,	f vou so	irticinato in a uran foo process	m do you (chock all that apply).		
	_	rticipate in a <i>wrap fee prograf</i> sponsor the wrap fee prograr	n, do you (check all that apply):		
		act as a portfolio manager for			
	- (Z)	act as a portiono manager n	or the wrap rec program:		

	If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.1.(2) of Schedule D.						
	f your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered Wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).	d througi <b>Yes</b>					
J.	n 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 nvestments?	0	•				
SEC	ON 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies						
	No Information Filed						
SEC	ON 5.I.(2) Wrap Fee Programs						
	No Information Filed						
Iter	o Other Business Activities						
In t	Item, we request information about your firm's other business activities.						
Α.	ou are actively engaged in business as a (check all that apply):  (1) broker-dealer (registered or unregistered)  (2) registered representative of a broker-dealer						
	<ul> <li>(3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(4) futures commission merchant</li> <li>(5) real estate broker, dealer, or agent</li> <li>(6) insurance broker or agent</li> </ul>						
	<ul> <li>(7) bank (including a separately identifiable department or division of a bank)</li> <li>(8) trust company</li> <li>(9) registered municipal advisor</li> </ul>						
	(10) registered security-based swap dealer (11) major security-based swap participant (12) accountant or accounting firm (13) lawyer or law firm						
	(14) other financial product salesperson (specify):						
	f 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				
B.	1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	0	$\odot$				
	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 engage in this business under a different name, provide that	it name.					
		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 engage in this business under a different name, provide that	it name.					
SEC	ON 6.A. Names of Your Other Businesses						
	No Information Filed						
SEC	ON 6.B.(2) Description of Primary Business						
Des	ibe your primary business (not your investment advisory business):						
lf y	engage in that business under a different name, provide that name:						
SEC	ON 6.B.(3) Description of Other Products and Services						
Des	ibe 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.

1 4	7 Financial Industry Affiliations
	m 7 Financial Industry Affiliations  this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may
	ur between you and your <i>clients</i> .
Α.	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)
	<ul><li>(2) other investment adviser (including financial planners)</li><li>(3) registered municipal advisor</li></ul>
	(3) registered multicipal advisor  (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)
	<ul> <li>(7) futures commission merchant</li> <li>(8) banking or thrift institution</li> </ul>
	<ul> <li>□ (8) banking or thrift institution</li> <li>□ (9) trust company</li> </ul>
	(10) accountant or accounting firm
	(11) lawyer or law firm
	<ul><li>(12) insurance company or agency</li><li>(13) pension consultant</li></ul>
	(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
	anarationally independent under rule 206 (1) 2 of the Advisors Act
	operationally independent under rule 206(4)-2 of the Advisers Act.
SEC.	
SEC	TION 7.A. Financial Industry Affiliations
Cor	TION 7.A. Financial Industry Affiliations
Cor	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.
Соі 1.	TION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC
Соі 1.	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC  Primary Business Name of Related Person:
Соі 1.	TION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC
1.	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC  Primary Business Name of Related Person:
1.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC  Primary Business Name of Related Person:  VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
1.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC
1.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC  Primary Business Name of Related Person:  VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person:  VA PARTNERS I, LLC  Primary Business Name of Related Person:  VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other
1. 2. 3.	ITION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other  Related Person's CRD Number (if any):
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other  Related Person is: (check all that apply)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (If any) (e.g., 801-, 8-, 866-, 802-)  or Other  Related Person is: (check all that apply)  (a)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTINERS I, LLC  Primary Business Name of Related Person: VA PARTINERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (If any) (e.g., 801-, 8-, 866-, 802-)
1. 2. 3.	ETION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTINERS I, LLC  Primary Business Name of Related Person: VA PARTINERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  Implete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other  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 (major security-based swap dealer (major security-based swap participant) (g) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) futures commission merchant
1. 2. 3.	ITION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other  Related Person is: (check all that apply)  (a)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
1. 2. 3.	TION 7.A. Financial Industry Affiliations  mplete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.  Legal Name of Related Person: VA PARTNERS I, LLC  Primary Business Name of Related Person: VA PARTNERS I, LLC  Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)  or Other  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 other investment adviser (including financial planners) (c) registered municipal advisor (d) registered security-based swap dealer (e) major security-based swap bariticipant (f) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) rutures commission merchant (h) banking or thrift institution (g) accountant or accounting firm

	(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			
		Ye	s N	O
6.	Do you control or are you controlled by the related person?	0	•	þ
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0	5
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_	
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	0	~	
	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) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your classical contents.	lients' ass	sets	:
	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: $\square$	Vo	s N	_
9.	(a) If the related person is an investment adviser, is it exempt from registration?		5 IV	
	(b) If the answer is yes, under what exemption?			7
10.	0. (a) Is the related person registered with a foreign financial regulatory authority?	0	0	ð
	(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 re No Information Filed	egistered		
11.	. Do you and the related person share any supervised persons?	•	0	)
10				
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0	)
				-
l ter	em 7 Private Fund Reporting			
		Ye	s N	o
В	Are you an adviser to any private fund?	•	(	5
	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 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 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 alp 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 designation in place of the fund's name.	t, instead phabetical	,	
SEC	CTION 7.B.(1) <i>Private Fund</i> Reporting			
Α	A. PRIVATE FUND			
	reformanting About the Drivete Found			
<u>  Ir</u>	nformation About the <i>Private Fund</i>			
1	1. (a) Name of the <i>private fund</i> :			
	1. (a) Name of the <i>private fund</i> :  VALUEACT CAPITAL MASTER FUND, L.P.			
	(b) Private fund identification number:			
	(include the "805-" prefix also)			
	805-8340114695			
2	2. Under the laws of what state or country is the <i>private fund</i> organized:			
	State: Country:			
	BRITISH VIRGIN 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			
	VA PARTNERS I, LLC			

the name and country, in English, or each <i>foreign imancial regula</i>	atory authority with which the private fund is registered.
No I	Information Filed
	Yes I
s this a "master fund" in a master-feeder arrangement?	•
f yes, what is the name and private fund identification number (	(if any) of the feeder funds investing in this private fund?
ate Fund Name	Private Fund Identification Number
JEACT CAPITAL INTERNATIONAL I, L.P.	805-8468810923
JEACT CAPITAL INTERNATIONAL II, L.P.	805-2266391586
JEACT CAPITAL PARTNERS II, L.P.	805-7202968432 805-8595396043
JEACT CAPITAL PARTNERS, L.P.	805-8595396043
	Yes I
s this a "feeder fund" in a master-feeder arrangement?	O
f 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 <i>Private Fund</i> :	
Private Fund Identification Number:	
(include the "805-" prefix also)	
eeder funds answer the following questions:  itional Feeder Fund Information : 4 Record(s) Filed.	
If you are filing a single Schedule D, Section 7.B.(1) for a master each of the feeder funds answer the following questions:  (a) Name of the <i>private fund</i> :	er-feeder arrangement according to the instructions to this Section 7.B.(1), for
VALUEACT CAPITAL INTERNATIONAL I, L.P.	
(b) Private fund identification number:	
(include the "805-" prefix also)	
805-8468810923	
(c) Under the laws of what state or country is the <i>private fund</i>	d organized:
State: Country: BRITISH VIRGIN ISLANDS	
BRITISH VINGIN ISLANDS	
(d) Name(s) of General Partner, Manager, Trustee, or Directors	s (or persons serving in a similar capacity):
Name of General Partner, Manager, Trustee, or Director	r
VA PARTNERS I, LLC	
<ul> <li>(e) The private fund (check all that apply; you must check at le</li> <li>□ (1) qualifies for the exclusion from the definition of inverse.</li> </ul>	east one): estment company under section 3(c)(1) of the Investment Company Act of
10.10	
1940 (2) qualifies for the exclusion from the definition of inve	estment company under section 2(c)(7) of the Investment Company Act of
	estment company under section 3(c)(7) of the Investment Company Act of

_	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 ch of the feeder funds answer the following questions:
	Name of the <i>private fund</i> :
(a)	VALUEACT CAPITAL INTERNATIONAL II, L.P.
	VALUEACT CAPITAL INTERNATIONAL II, L.P.
(h)	) Private fund identification number:
(0)	(include the "805-" prefix also)
	805-2266391586
	003-2200371300
(c)	
	State: Country:
	BRITISH VIRGIN 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
	VA PARTNERS I, LLC
(0)	The private fund (sheek all that apply, you must sheek at least one).
(e)	The private fund (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 - 115 - 5 - 11 - 1 - 5 - 11 - 1 - 5 - 11 - 1 -
	☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
	1940
(0)	
(f)	
	No Information Filed
7. If v	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
_	ch of the feeder funds answer the following questions:
	Name of the <i>private fund</i> :
( ,	VALUEACT CAPITAL PARTNERS II, L.P.
	WHEELT ON TIME PARTICLES II, E.I.
(b)	) Private fund identification number:
(0)	(include the "805-" prefix also)
	805-7202968432
(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
	VA PARTNERS I, 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 foreign financial regulatory authority with which the private fund is registered.
	No Information Filed
-	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
ead	ch of the feeder funds answer the following questions:

(a) Name of the private fund:

		VALUEACT CAPITAL PARTNERS, L.P.		
	(b)	Private fund identification number: (include the "805-" prefix also)		
		805-8595396043		
	(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		
		VA PARTNERS I, 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	
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act 1940	of	
	(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		
	NOTE: F	or numbers of questions ( and 7 in a master feeder arrangement, one or many funds ("feeder funds") invest all or substantially a	ll of th	
	assets in	or purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a 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 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 th	is <i>private fund</i> a "fund of funds"?	Yes	No ⊙
		s, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?		0
		or purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmer whether or not they are also <i>private funds</i> , or registered investment companies.		~
0	5 .		Yes	
9.		our last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What typ	e of fund is the private fund?		
	• hedge	e fund $^{f C}$ liquidity fund $^{f C}$ private equity fund $^{f C}$ real estate fund $^{f C}$ securitized asset fund $^{f C}$ venture capital fund $^{f C}$ Other <i>priva</i>	ate fun	nd
		or funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 consto Part 1A.	of the	
11.		gross asset value of the <i>private fund</i> : ,895,593		
<u>Ow</u>	nership			
12.	Minimum \$ 10,000	investment commitment required of an investor in the <i>private fund</i> : ,000		
		eport the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in th tional documents of the fund).	е	
13.	Approxim	nate number of the <i>private fund</i> 's beneficial owners:		
14.	What is t	he approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	What is t	he approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

8.

13%

16.	Wha 379	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :			
You	ur Ad	lvisory Services			
			Ye	s ľ	ИO
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0	j i	⊙
	(b)	If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.	/er to		
		No Information Filed			
			Ye	s ľ	ok
18.	(a)	Do any other investment advisers advise the private fund?	0	J	•
	(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 <i>private fund</i> . If the question 18(a) is "no," leave this question blank.	ne ansv	ver	
		No Information Filed			
			Ye	s N	ok
19.	Are	your clients solicited to invest in the private fund?	0	1 1	•
20.	App	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
<u>Pri</u>	vate	Offering			
			Ye	s l	ИO
21.	Doe	es the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•		0
22.		es, provide the <i>private fund</i> 's Form D file number (if any):		_	_
		m D file number			
		1-100109 1-100226			
		1-100220 1-100247			_
		1-100284			
		CE PROVIDERS			
Aud	ditors		Υє	s I	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?	•		o
		If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm, yeomplete 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 <i>private fund</i> uses more than one auditing firm must complete questions (b) through (f) separately for each auditing firm.	, you		
		(b) Name of the auditing firm:			
		PRICEWATERHOUSECOOPERS, LLC			
		(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):			
		City: State: Country: SAN FRANCISCO California UNITED STATES			
			Yes	Nc	)
		(d) Is the auditing firm an independent public accountant?	•	0	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0	

		ndment to your Form ADV to undate your response who	on the report is avail
n you check - keport Not Yet Rece	ervea, you must promptly file an ame	ndment to your Form ADV to update your response whe	en the report is avail
<u>oker</u>			v
Does the <i>private fund</i> use one or	more prime brokers?		Ye
·	•	) below for each prime broker the <i>private fund</i> uses. I	~
more than one prime broker, yo	u must complete questions (b) thro	ugh (e) separately for each prime broker.	
Additional Prime Broker Infor	mation : 2 Record(s) Filed.		
		(e) below for each prime broker the <i>private fund</i> uses b) through (e) separately for each prime broker.	. If the <i>private fund</i>
(b) Name of the prime broker: BNP PARIBAS PRIME BROK			
(c) If the prime broker is regi	stered with the SEC, its registration	number:	
CRD Number (if any): 24962			
(d) Location of prime broker's	office used principally by the private		
City: SAN FRANCISCO	State: California	Country: UNITED STATES	
3,41,114,416,63	Gamorria	omile omile	Yes
uses more than one prime bro	ker, you must complete questions (	(e) below for each prime broker the <i>private fund</i> uses b) through (e) separately for each prime broker.	. If the <i>private fund</i>
	ker, you must complete questions (	,	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is regi	ker, you must complete questions (	b) through (e) separately for each prime broker.	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC	ker, you must complete questions (	b) through (e) separately for each prime broker.	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging 8 - 15074  CRD Number (if any):  2347	ker, you must complete questions (	b) through (e) separately for each prime broker.  number:	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging 8 - 15074  CRD Number (if any):  2347  (d) Location of prime broker's City:	ker, you must complete questions ( stered with the SEC, its registration office used principally by the <i>private</i> State:	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):  Country:	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging 8 - 15074  CRD Number (if any):  2347  (d) Location of prime broker's	ker, you must complete questions ( stered with the SEC, its registration office used principally by the private	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):	. If the <i>private fund</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging 8 - 15074  CRD Number (if any):	ker, you must complete questions (	b) through (e) separately for each prime broker.	. If the <i>priva</i>
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging to the second of the prime broker is reging to the second of the secon	ker, you must complete questions ( stered with the SEC, its registration office used principally by the <i>private</i> State:	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):  Country:  UNITED STATES	
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging to the second of the prime broker is reging to the second of the secon	ker, you must complete questions ( stered with the SEC, its registration  office used principally by the <i>private</i> State:  New York	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):  Country:  UNITED STATES	Yes
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging to 8 - 15074  CRD Number (if any):  2347  (d) Location of prime broker's City:  NEW YORK  (e) Does this prime broker according to the prime broker according to th	stered with the SEC, its registration  office used principally by the private State: New York  t as custodian for some or all of the	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):  Country:  UNITED STATES	Yes
uses more than one prime broker:  (b) Name of the prime broker:  JEFFERIES LLC  (c) If the prime broker is reging to the second of the second	stered with the SEC, its registration  office used principally by the private State: New York  t as custodian for some or all of the	b) through (e) separately for each prime broker.  number:  e fund (city, state and country):	Yes O

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.

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

Yes No

O

Primary business name of custodian:			
BNP PARIBAS PRIME BROKERAGE, INC.			
The location of the custodian's office res	sponsible for <i>custody</i> of the	e private fund's assets (city, state and country):	
City:	State:	Country:	
SANTRANCISCO	Camornia	OMITED STATES	Yes No
Is the custodian a related person of your	firm?		○ ⊙
If the custodian is a broker-dealer, provide 8 - 40490	ide its SEC registration nu	mber (if any)	
CRD Number (if any): 24962			
Legal name of custodian: FIRST REPUBLIC BANK			
Primary business name of custodian: FIRST REPUBLIC BANK			
The location of the custodian's office res	sponsible for <i>custody</i> of the	e private fund's assets (city, state and country):	
City:	State:	Country:	
SANTIVANCISCO	Camornia	OMITED STATES	Yes No
Is the custodian a <i>related person</i> of your	firm?		0 0
If the custodian is a broker-dealer, provi	ide its SEC registration nu	mber (if any)	
- CRD Number (if any):			
re than one custodian, you must complete			the <i>private fund</i> uses
Primary business name of custodian: MORGAN STANLEY & CO. LLC			
3		UNITED STATES	
Is the custodian a <i>related person</i> of your	firm?		Yes No
The second of your	••••		0 0
If the custodian is a broker-dealer, proving 8 - 15869  CRD Number (if any):	ide its SEC registration nu	mber (if any)	
	City: SAN FRANCISCO  Is the custodian a related person of your  If the custodian is a broker-dealer, provi 8 - 40490 CRD Number (if any): 24962  The answer to 25(a) is "yes," respond to come than one custodian; FIRST REPUBLIC BANK  Primary business name of custodian: FIRST REPUBLIC BANK  The location of the custodian's office resective; SAN FRANCISCO  Is the custodian a related person of your  CRD Number (if any):  The answer to 25(a) is "yes," respond to come than one custodian, you must complete than one custodian, you must complete than one custodian; MORGAN STANLEY & CO. LLC  Primary business name of custodian: MORGAN STANLEY & CO. LLC  The location of the custodian's office resective; SINEW YORK  No. 1000  No. 1	City: State: California  Is the custodian a related person of your firm?  If the custodian is a broker-dealer, provide its SEC registration nu 8 - 40490  CRD Number (if any): 24962  The answer to 25(a) is "yes," respond to questions (b) through (f) be re than one custodian; you must complete questions (b) through (f)	SAN FRANCISCO California UNITED STATES  Is the custodian a related person of your firm?  If the custodian is a broker-dealer, provide its SEC registration number (if any) 8 - 40490 CRD Number (if any): 24962  In answer to 25(a) is "yes." respond to questions (b) through (f) below for each custodian the private fund uses. If it is not custodian, you must complete questions (b) through (f) separately for each custodian.  Legal name of custodian: FIRST REPUBLIC BANK  Primary business name of custodian: FIRST REPUBLIC DANK  The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: CRD Number (if any):  If the custodian is a broker-dealer, provide its SEC registration number (if any):  The custodian is a broker-dealer, provide its SEC registration number (if any):  The answer to 25(a) is "yes." respond to questions (b) through (f) below for each custodian the private fund uses. If it is then one custodian, you must complete questions (b) through (f) separately for each custodian.  Legal name of custodian: MORGAN STANLEY & CO. LLC  Primary business name of custodian: MORGAN STANLEY & CO. LLC  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 New York UNITED STATES

(b)	) Legal name of cust	todian:		
	STATE STREET BAN	K AND TRUST COMPANY		
(c)	Primary business n STATE STREET	name of custodian:		
(d)	) The location of the	custodian's office responsible for custod	y of the <i>private fund</i> 's assets (city, state and country):	
	City: BOSTON	State: Massachusetts	Country: UNITED STATES	
				Yes N
(e)	) Is the custodian a	related person of your firm?		0 0
(f)	If the custodian is	a broker-dealer, provide its SEC registrat	ion number (if any)	
	- CRD Number (if any	y):		
istrato	<u>or</u>			
	_			Yes
) Does	s the <i>private fund</i> use	e an administrator other than your firm?		•
			(f) below. If the <i>private fund</i> uses more than one administra	itor, you must
com	plete questions (b) tl	hrough (f) separately for each administra	tor.	
Add	litional Administrato	or Information : 1 Record(s) Filed.		
Add	litional Administrato	or Information : 1 Record(s) Filed.		
lf ·	the answer to 26(a)		h (f) below. If the <i>private fund</i> uses more than one administ rator.	rator, you must
If con	the answer to 26(a) mplete questions (b)	is "yes," respond to questions (b) throug through (f) separately for each administ		rator, you must
If con	the answer to 26(a) mplete questions (b) ) Name of the admir	is "yes," respond to questions (b) throug through (f) separately for each administ		rator, you must
If con	the answer to 26(a) mplete questions (b) ) Name of the admin INTERNATIONAL FU	is "yes," respond to questions (b) througo through (f) separately for each administ nistrator:  JND SERVICES (N.A.) LLC		rator, you must
If con	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of adminis	is "yes," respond to questions (b) through through (f) separately for each administ nistrator:  JND SERVICES (N.A.) LLC  strator (city, state and country):	rator.	rator, you must
If con	the answer to 26(a) mplete questions (b) ) Name of the admin INTERNATIONAL FU	is "yes," respond to questions (b) througo through (f) separately for each administ nistrator:  JND SERVICES (N.A.) LLC		rator, you must
If con	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of adminis City:	is "yes," respond to questions (b) through through (f) separately for each administ histrator:  JND SERVICES (N.A.) LLC strator (city, state and country):  State:	rator.  Country:	
(b)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of adminis City: NEW YORK	is "yes," respond to questions (b) through through (f) separately for each administ histrator:  JND SERVICES (N.A.) LLC strator (city, state and country):  State:	rator.  Country:	Yes No
(b)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of adminis City: NEW YORK  Is the administrato	is "yes," respond to questions (b) through through (f) separately for each administ histrator:  UND SERVICES (N.A.) LLC  strator (city, state and country):  State:  New York  or a related person of your firm?	rator.  Country:	Yes No
(b) (c) (d)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of adminis City: NEW YORK  Is the administrate  Does the administrate	is "yes," respond to questions (b) through through (f) separately for each administ histrator:  JND SERVICES (N.A.) LLC  strator (city, state and country):  State:  New York  or a related person of your firm?	Country: UNITED STATES	Yes No
(b) (c) (d)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of administ City: NEW YORK  Is the administrate  Yes (provided to	is "yes," respond to questions (b) through through (f) separately for each administrator:  JND SERVICES (N.A.) LLC  strator (city, state and country):  State:  New York  or a related person of your firm?  rator prepare and send investor account of all investors)  Some (provided to some of the investor account of the investor)  Some (provided to some of the investor)  Some (provided to some of the investor)  Some (provided to some of the investor)	Country: UNITED STATES  statements to the <i>private fund</i> 's investors?	Yes No
(b) (c) (d) (e)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of administ City: NEW YORK  Is the administrate  Yes (provided to	is "yes," respond to questions (b) through through (f) separately for each administrator:  JND SERVICES (N.A.) LLC  strator (city, state and country):  State:  New York  or a related person of your firm?  rator prepare and send investor account of all investors)  Some (provided to some of the investor account of the investor)  Some (provided to some of the investor)  Some (provided to some of the investor)  Some (provided to some of the investor)	Country: UNITED STATES  statements to the <i>private fund</i> 's investors? e but not all investors) No (provided to no investors)  vestor account statements to the (rest of the) <i>private fund</i> 's	Yes No
(b) (c) (d) (f)	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of administ City: NEW YORK  Is the administrate  Yes (provided to investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are the contract of the account so our last fiscal year, we are to 26 investor account so our last fiscal year, we are the contract of the account so our last fiscal year, we are the contract of the contract	is "yes," respond to questions (b) through through (f) separately for each administrator:  JND SERVICES (N.A.) LLC  Strator (city, state and country):  State:  New York  or a related person of your firm?  rator prepare and send investor account of all investors)  Some (provided to some of the investor are not sent to the (rest of the investor).	Country: UNITED STATES  statements to the <i>private fund</i> 's investors? e but not all investors) No (provided to no investors)  vestor account statements to the (rest of the) <i>private fund</i> 's	Yes No ○ •
(b) (c) (d) (e) (f) uring your relationship to the control of the	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of administ City: NEW YORK  Is the administrate  Yes (provided to investor account serious contexts)	is "yes," respond to questions (b) through through (f) separately for each administrator:  JND SERVICES (N.A.) LLC  Strator (city, state and country):  State:  New York  or a related person of your firm?  rator prepare and send investor account of all investors)  Some (provided to some of the investor are not sent to the (rest of the investor).	Country: UNITED STATES  statements to the <i>private fund</i> 's investors? e but not all investors) No (provided to no investors)  vestor account statements to the (rest of the) <i>private fund</i> 's e) <i>private fund</i> 's investors, respond "not applicable."	Yes No C C
(b) (c) (d) (e) (f) uring your relative.	the answer to 26(a) mplete questions (b)  Name of the admin INTERNATIONAL FL  Location of administ City: NEW YORK  Is the administrate  Yes (provided to investor account so investor account so investor?	is "yes," respond to questions (b) through through (f) separately for each administ histrator:  JND SERVICES (N.A.) LLC  Strator (city, state and country):  State:  New York  or a related person of your firm?  rator prepare and send investor account of all investors) Some (provided to some fatements are not sent to the (rest of the what percentage of the private fund's asset	Country: UNITED STATES  statements to the <i>private fund</i> 's investors? e but not all investors) No (provided to no investors)  vestor account statements to the (rest of the) <i>private fund</i> 's e) <i>private fund</i> 's investors, respond "not applicable."	Yes No C G

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

0

**Marketers** 

	Additio	nal Marketer Information : 1 Record(s) Filed.				
	or sim	ilar person. If the answer to 28(a) is "yes", respond to	questions (b)	onsultant, finder, introducer, municipal advisor or other through (g) below for each such marketer the <i>private</i> questions (b) through (g) separately for each marketer	fund	or,
	(b) Is	the marketer a <i>related person</i> of your firm?			Yes O	No ⊙
		ame of the marketer: FFILIATED MANAGERS GROUP LIMITED				
	(d) If	the marketer is registered with the SEC, its file number	er ( <i>e.g.</i> , 801-, 8	3-, or 866-):		
	ar	nd CRD Number (if any):				
	(e) Lo	ocation of the marketer's office used principally by the	<i>private fund</i> (c	ty, state and country):		
		ty: 'EST PALM BEACH	State: Florida	Country: UNITED STATES	Yes	No
	(f) Do	oes the marketer market the <i>private fund</i> through one	or more webs	ites?	0	•
	(g) If	the answer to 28(f) is "yes", list the website address(	(es):			
			No Informati	on Filed		
4 DE	IVATE ELIND					
A. PK	IVATE FUND					
Infor	mation Abou	ut the <i>Private Fund</i>				
1.		f the <i>private fund</i> :				
		CT CO-INVEST MASTER FUND, L.P.				
	` ,	<i>fund</i> identification number: the "805-" prefix also)				
		07622937				
2.	Under the la State:	lws of what state or country is the <i>private fund</i> organiz Country:	zed:			
	State.	BRITISH VIRGIN ISLANDS				
3.		General Partner, Manager, Trustee, or Directors (or pe	rsons serving	n a similar capacity):		
		eneral Partner, Manager, Trustee, or Director				
	VA PARTNER	KS I, LLC				
4	The private f	fund (shook all that apply, you must shook at least ano	١.			
4.		fund (check all that apply; you must check at least one) ifies for the exclusion from the definition of investment		er section 3(c)(1) of the Investment Company Act of 19	40	
				er section 3(c)(7) of the Investment Company Act of 19		
5.	List the nam	e and country, in English, of each foreign financial regu	llatory authority	with which the private fund is registered.		
		No	o Information I	iled		
					Υ	es No
6.	(a) Is this a	"master fund" in a master-feeder arrangement?				⊙ €
		what is the name and private fund identification number	r (if any) of the	<u> </u>		
	Private Fun			Private Fund I dentification Number		
		CO-INVEST INTERNATIONAL, L.P.		805-9037686531		
	VALUEACT	CO-INVEST PARTNERS, L.P.		805-9495568730		

15 16 1 1 1 11	
<ul><li>If yes, what is the in Name of the <i>Private</i></li></ul>	name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? • Fund:
Private Fund Identif (include the "805-"	
·	ete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.( rrangement or reporting on the funds separately.
	Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each the following questions:
dditional Feeder Fun	d Information : 2 Record(s) Filed.
	single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), fo funds answer the following questions:
(a) Name of the $p$	
VALUEACT CO-	INVEST INTERNATIONAL, L.P.
• •	entification number: 805-" prefix also)
805-9037686!	
(c) Under the law	s of what state or country is the <i>private fund</i> organized:
State:	Country: BRITISH VIRGIN ISLANDS
(d) Name(s) of Ge	eneral Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
Name of Gen	eral Partner, Manager, Trustee, or Director
VA PARTNERS	I, LLC
(a) The projects for	ad (aback all that apply year print aback at least and).
	nd (check all that apply; you must check at least one): es for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of
	es for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of
(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
	single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for funds answer the following questions:
(a) Name of the $p$	
VALUEACT CO-	INVEST PARTNERS, L.P.
• •	entification number: 805-" prefix also)
805-9495568	
(c) Under the law	s of what state or country is the <i>private fund</i> organized:
State: Delaware	Country: UNITED STATES
Delawale	UNITED STATES
	eneral Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
Name of Gen VA PARTNERS	eral Partner, Manager, Trustee, or Director

7.

	(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	of							
	(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed								
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		d						
3.	(a) Is this <i>private fund</i> a "fund of funds"?	O							
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	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 <i>private funds</i> , or registered investment companies.								
		Yes	No						
€.	During your last fiscal year, did the <i>private fund</i> 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.)?	0	•						
10.	What type of fund is the private fund?								
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	te fun	id						
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 of Instructions to Part 1A.	the							
11.	Current gross asset value of the <i>private fund</i> : \$ 820,068,440								
<u>Dw</u>	nership								
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000								
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).								
13.	Approximate number of the <i>private fund</i> 's beneficial owners:								
	19								
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%								
15.	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 10%								
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 73%								
<u>/o</u> .	ur Advisory Services								
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes							
	<ul><li>(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.</li></ul>	_	٠						
	No Information Filed								
		Yes	No						
18.	<ul><li>(a) Do any other investment advisers advise the <i>private fund</i>?</li><li>(b) If the answer to question 18(a) is "yes," provide the pame and SEC file number, if any of the other advisers to the <i>private fund</i>. If the answer to question 18(a) is "yes," provide the pame and SEC file number, if any of the other advisers to the <i>private fund</i>. If the answer to question 18(a) is "yes," provide the pame and SEC file number, if any of the other advisers to the <i>private fund</i>.</li></ul>	<b>O</b> answe	•r						

to question 18(a) is "no." leave this question blank

	NO Information Filed		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Ye:	s No
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate Offering		
21.	Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye:	s No
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		
	Form D file number		
	021-193360		
	021-193361		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Ye	s 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?	œ.	
	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm,	_	
	complete questions (b) through (f) separately for each auditing firm.	you mus	, t
	Additional Auditor Information : 1 Record(s) Filed.		
	must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS, LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
	City: State: Country:		
	SAN FRANCISCO California UNITED STATES		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Ye	s No
	(g) Are the private fund's audited financial statements distributed to the private fund's investors?	•	0
	(h) Does the report prepared by the auditing firm contain an unqualified opinion?		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avai	lable.
<u>Prir</u>	me Broker		
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	Ye ©	s No
	If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i> more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	Additional Prime Broker Information: 1 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 mor	re than one prime broker, you	u must complete questions (b) throu	gh (e) separately for each prime broker.	
	e of the prime broker: PARIBAS PRIME BROKERAGE,	INC.		
	e prime broker is registered w 0490	vith the SEC, its registration number		
CRD 2496	Number (if any): 52			
(d) Loca	tion of prime broker's office u	sed principally by the <i>private fund</i> (ci	ty, state and country):	
City:	FRANCISCO	State: California	Country: UNITED STATES	
			025 029	Yes No
(e) Does	s this prime broker act as cust	todian for some or all of the <i>private t</i>	und's assets?	© C
<u>dian</u>				Yes N
Does the p	private fund use any custodians	s (including the prime brokers listed	above) to hold some or all of its assets?	<b>©</b> (
		to questions (b) through (f) below fullete questions (b) through (f) sepa	or each custodian the <i>private fund</i> uses. If th rately for each custodian.	e <i>private fund</i> uses
Additiona	l Custodian Information : 4 F	Record(s) Filed.		
		nd to questions (b) through (f) below omplete questions (b) through (f) se	of for each custodian the <i>private fund</i> uses. If parately for each custodian.	the <i>private fund</i> uses
	I name of custodian: PARIBAS PRIME BROKERAGE,	INC.		
	ary business name of custodia PARIBAS PRIME BROKERAGE,			
(d) The I	location of the custodian's off	ice responsible for <i>custody</i> of the <i>pri</i>	vate fund's assets (city, state and country):	
City:	FRANCISCO	State: California	Country: UNITED STATES	
57 11 4	110111000	odinorriid	OIMTES OTTILE	Yes No
(e) Is th	e custodian a <i>related person</i> c	of your firm?		○ ⊙
(f) If the	e custodian is a broker-dealer	, provide its SEC registration numbe	r (if any)	
	0490			
CRD 2496	Number (if any): 52			
		nd to questions (b) through (f) below omplete questions (b) through (f) se	of for each custodian the private fund uses. If carately for each custodian.	the <i>private fund</i> uses
	I name of custodian: T REPUBLIC BANK			
	ary business name of custodia T REPUBLIC BANK	an:		
(d) The I	location of the custodian's off	ice responsible for <i>custody</i> of the <i>pri</i>	vate fund's assets (city, state and country):	
City:		State:	Country:	
SAN	FRANCISCO	California	UNITED STATES	Yes No
(e) Is th	e custodian a <i>related person</i> c	of your firm?		0 0
				~ ~

	CRD Number (if any):			
	•		n (f) below for each custodian the <i>private fund</i> uses. If the <i>pri</i> ugh (f) separately for each custodian.	<i>ivate fund</i> uses
(b)	Legal name of custodian: MORGAN STANLEY & CO.			
(c)	Primary business name of MORGAN STANLEY & CO.			
(d)	The location of the custo	dian'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 N
(e)	Is the custodian a related	d person of your firm?		nes iv
(f)	If the custodian is a brok	er-dealer, provide its SEC registration	on number (if any)	
	8 - 15869			
	CRD Number (if any): 8209			
	re than one custodian, you Legal name of custodian: STATE STREET BANK AND	:	ugh (f) separately for each custodian.	
(c)	Primary business name of STATE STREET BANK AND			
(d)	The location of the custo	dian's office responsible for custody	of the <i>private fund</i> 's assets (city, state and country):	
	City:	State:	Country:	
	BOSTON	Massachusetts	UNITED STATES	Vac N
(e)	Is the custodian a related	d person of your firm?		Yes N
(f)	If the custodian is a brok	cer-dealer, provide its SEC registration	on number (if any)	
	- CRD Number (if any):			
ato				
		dministrator other than your firm?		Yes

# <u>Adminis</u>

26. (a)

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:

INTERNATIONAL FUND SERVICES (N.A.) LLC

	(c	) Location of administrator	r (city, state and country): State:	Country	
		City: NEW YORK	New York	Country: UNITED STATES	
				Yes	No
	(c	) Is the administrator a <i>re</i>	lated person of your firm?	0	•
	(∈	) Does the administrator p	prepare and send investor account st	tatements to the <i>private fund</i> 's investors?	
		Yes (provided to all in	vestors) Some (provided to some	but not all investors) ONo (provided to no investors)	
	(f)			estor account statements to the (rest of the) <i>private fund</i> 's investors? I private fund's investors, respond "not applicable."	f
7		vour last fiscal year, what p ated person?	percentage of the <i>private fund</i> 's assets	s (by value) was valued by a <i>person</i> , such as an administrator, that is	not
r	relevant	•	tion used for purposes of investor sub	on procedure established for that asset, if any, including obtaining any bscriptions, redemptions or distributions, and fee calculations (including	-
<u>Mark</u>	<u>ceters</u>				Yes No
28. (	(a) Doe	s the <i>private fund</i> use the s	services of someone other than you c	or your <i>employees</i> for marketing purposes?	0 0
		•	28(a) is "yes", respond to questions	gent, consultant, finder, introducer, municipal advisor or other solicitor, s (b) through (g) below for each such marketer the <i>private fund</i> uses.	
			No. Ir	nformation Filed	
				normation Filed	
		· · · · · · · · · · · · · · · · · · ·			
ECTIO	N 7.B.(	(2) <i>Private Fund</i> Reportin	9		
			No Inform	nation Filed	
tem 8 I	Particip	ation or Interest in <i>Clien</i> t	<i>t</i> Transactions		
n this I	Item, w		ut your participation and interest in yo	our clients' transactions. This information identifies additional areas in	which
ike Ite	m 7, Ite	em 8 requires you to provic	le information about you and your rel	lated persons, including foreign affiliates.	
Proprie	etary Ir	iterest in <i>Client</i> Transaction	ons		
A. Do	you or	any related person:			Yes No
(1)	) buy s	ecurities for yourself from a	advisory <i>clients</i> , or sell securities you	own to advisory <i>clients</i> (principal transactions)?	0 0
(2)	) buy c	r sell for yourself securities	s (other than shares of mutual funds)	that you also recommend to advisory clients?	⊙ ⊙
(3)			investment products) to advisory <i>clie</i> a those mentioned in Items 8.A.(1) or	ents in which you or any <i>related person</i> has some other proprietary (2))?	• o
Sales I	nterest	in <i>Client</i> Transactions			
	_	any related person:			Yes No
(1)		_	I representative of a broker-dealer, e ought from the brokerage customer (a	execute securities trades for brokerage customers in which advisory agency cross transactions)?	0 0
(2)		nmend purchase of securiti er, or purchaser represent	· · · · · · · · · · · · · · · · · · ·	r any <i>related person</i> serves as underwriter, general or managing	⊙ ೧
(3)		•	securities to advisory <i>clients</i> for which s as a broker or registered representa	th you or any <i>related person</i> has any other sales interest (other than ative of a broker-dealer)?	0 0
nvestr	ment o	Brokerage Discretion			
C. Do	you or	any related person have dis	scretionary authority to determine the	:	Yes No

(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 client's account?	•	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If yo	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•
E.	Do y	you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ?	0	•
F.	If yo	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
H.	Do y	you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> referrals?	0	•
I.	Doy	you or any related person, directly or indirectly, receive compensation from any person for client referrals?	0	•
	fron	esponding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or rece n (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount or errals.		ent
Iten	n 9 C	ustody		
		tem, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>clients</i> that are investment companies registered under the ent Company Act of 1940) assets and about your custodial practices.	;	
A.	(1)	Do you have <i>custody</i> of any advisory <i>clients'</i> :	Yes	No
		(a) cash or bank accounts?	•	0
		(b) securities?	⊙	0
	dire	ou 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 advisor ctly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but recome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.  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 you have custody:	you h	nave
		U.S. Dollar Amount Total Number of <i>Clients</i>		
		(a) \$ 0		
	inclu coni	ou are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' account adde 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 asse- nection 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. Tead, include that information in your response to Item 9.B.(2).	ets in	
B.	(1)	In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your advisory <i>clients'</i> :	Yes	No
		(a) cash or bank accounts?	•	0
		(b) securities?	•	0
	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 <i>client</i> funds and securities and total number of <i>clients</i> for your <i>related persons</i> have <i>custody</i> :	which	١
		U.S. Dollar Amount Total Number of <i>Clients</i> (a) \$ 19,015,964,033		
C	lf v		allovsti	na
C.	_	ou or your <i>related persons</i> have <i>custody</i> of <i>client</i> funds or securities in connection with advisory services you provide to <i>clients</i> , check all the fo apply:		пg
	(1) (2)	A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.  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)	are distributed to the investors in the pools.  An independent public accountant conducts an annual surprise examination of client funds and securities.		
	(4)	An <i>independent public accountant</i> prepares an internal control report with respect to custodial services when you or your <i>related persons</i>		

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 services you provide to clients? Yes No (1) you act as a qualified custodian (2) your related person(s) act as qualified custodian(s) 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*? SECTION 9.C. Independent Public Accountant No Information Filed 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 Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?  $\circ$ If yes, complete Section 10.A. of Schedule D. 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. SECTION 10.A. Control Persons

No Information Filed

# SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

## 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

ord	ers, judgments, or decrees lapsed.		
You	must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.		
		Yes	No
Do	any of the events below involve you or any of your supervised persons?	0	$\odot$
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?	$\circ$	⊙
	(2) been <i>charged</i> with any <i>felony</i> ?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) charges that are currently pending.	to	
B.	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 <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	•
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) charges that are currently pending.	to	
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	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	$\circ$	$\odot$
	(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	•
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•
	(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	•
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?	•	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?	o	•
	(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
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory	0	•
	affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	~	~
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	•
	(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</i> 's activities?	0	•
F.	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	•
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	•
<u>For</u>	"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?	0	•
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	$\odot$
	(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 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
tem 12 Small Businesses	
The CEC is required by the Degulatory Flevibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determ	in a

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:

	<ul> <li>Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of <i>clients</i>. In determining your or another <i>person's</i> 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).</li> <li><i>Control</i> means the power to direct or cause the direction of the management or policies of a <i>person</i>, whether through ownership of securities, contract, or otherwise. Any <i>person</i> that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 2 or more of the profits, of another <i>person</i> is presumed to <i>control</i> the other <i>person</i>.</li> </ul>	, by	cen
		Yes	No
A.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	0	C
If	"yes," you do not need to answer Items 12.B. and 12.C.		
B.	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	C
	(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	С
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	С
	(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	С

# 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 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
  - (c) if you are organized as a partnership, all 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?  $\bullet$  Yes  $\bullet$  No
- 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).
- B 10% but less than 25% D 50% but less than 75% 6. Ownership codes are: NA - less than 5% E - 75% or more
  - A 5% but less than 10% C 25% but less than 50%
- 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 DE/FE/I Status

Name, First Name, Middle Name)			Acquired	Code	Person		Date of Birth, IRS Tax No. or
			MM/YYYY				Employer I D No.
VALUEACT HOLDINGS, L.P.	DE	LIMITED PARTNER	10/2007	E	Υ	N	25-1905427
VALUEACT CAPITAL MANAGEMENT, LLC	DE	GENERAL PARTNER	01/2005	NA	Υ	N	25-1905425
UBBEN, JEFFREY, WILLIAMS	1	CHIEF EXECUTIVE	07/2000	NA	Υ	N	1173701
		OFFICER/CHIEF INVESTMENT					
		OFFICER					
MORFIT, GARRISON, MASON	I	PRESIDENT/PARTNER/RESEARCH	11/2007	NA	Υ	N	3149941
SIU, CHUCK, WING	I	CHIEF FINANCIAL OFFICER	04/2008	NA	Υ	N	5808890
BENNINGTON, ALLISON, ASCHER	1	GENERAL COUNSEL	05/2005	NA	Υ	N	3178788
KENNEDY, DOROTHEA, WALSH	I	CHIEF COMPLIANCE OFFICER	01/2014	NA	Υ	N	6312871
SINGER, BRADLEY, ERIC	I	CHIEF OPERATING OFFICER	01/2014	NA	Υ	N	2931462

#### 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:	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No. and
Last Name, First Name, Middle		Interest is		Acquired	Code	Person		Date of Birth, IRS Tax No. or
Name)		Owned		MM/YYYY				Employer ID No.
VALUEACT HOLDINGS L.P.	DE	VALUEACT	MANAGING MEMBER	11/2007	E	Υ	N	25-1905427
		CAPITAL						
		MANAGEMENT,						
		LLC						
VALUEACT HOLDINGS GP, LLC	DE	VALUEACT	GENERAL PARTNER	11/2007	F	Υ	N	71-1041343
		HOLDINGS, LP						
UBBEN, JEFFREY, WILLIAMS	I	VALUEACT	MEMBER OF THE	11/2007	F	Υ	N	1173701
		HOLDING GP, LLC	MANAGEMENT BOARD					
MORFIT, GARRISON, MASON	I	VALUEACT	ELECTED MEMBER OF	11/2007	F	Υ	N	3149941
		HOLDING GP, LLC	THE MANAGEMENT					
			BOARD					
SINGER, BRADLEY, ERIC	I	VALUEACT	ELECTED MEMBER OF	01/2014	F	Υ	N	2931462
		HOLDING GP, LLC	THE MANAGEMENT					
			BOARD					

### Schedule D - Miscellaneous

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

CRIN	MINAL DISCLOS	SURE REPORTING PAGE (ADV)						
No Ir	nformation Filed							
REGI	ULATORY ACTION	ON DISCLOSURE REPORTING F	PAGE (ADV)					
			GENERAL INSTRUC					
			NITIAL OR 6 AMENDED respons	se used to report details for aff	rmative responses to Items 11.C., 11.D.,			
11.E	E., 11.F. or 11.G.	of Form ADV.						
			Regulatory Act	ion				
Che	ck item(s) being	responded to:	3					
<u> </u>	11.C(1)	□ 11.C(2)	□ 11.C(3)	■ 11.C(4)	□ 11.C(5)			
1	11.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)			
	11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)				
<b>[</b> ] 1	11.F.	□ 11.G.						
with One	a completed Ex	xecution Page.	nswer to Items 11.C., 11.D., 11	.E., 11.F. or 11.G. Use only one	e <i>person</i> or entity using one DRP. File  e DRP to report details related to the ate DRP.			
PAR	ТΙ							
Α.	The <i>person(s)</i> or entity(ies) for whom this DRP is being filed is (are):  O You (the advisory firm)							
	C You and one	e or more of your advisory affiliat	es					
	• 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:		his advisory affiliate is 🌀 a Firm	o C an Individual				
	Registered:	O yes 🧿 No						
		VALUEACT CAPITAL PARTNERS,						
		P. (For individuals, Last, First,						
		Middle)						
	☐ This DRP sh	or applying for registration with t	ecord because: (1) the event or the SEC and the event was reso	proceeding occurred more than lved in the adviser's or advisor	ten years ago or (2) the adviser is y affiliate's favor.			
	11.D(4), and c	9	han ten years ago. If you are re	•	reported only in response to Item e SEC, you may remove a DRP for any			
	☐ This DRP sh	nould be removed from the ADV r ces:	ecord because it was filed in err	or, such as due to a clerical or	data-entry mistake. Explain the			
B.	•	affiliate is registered through the RD for the event? If the answer is		•	d a DRP (with Form ADV, BD or U-4) to			
	O Yes O	No						
	NOTE: The com	npletion of this form does not reli	eve the <i>advisory affiliate</i> of its ob	oligation to update its IARD or (	CRD records.			
PAR <sup>-</sup>	TII							
1.	0	ion initiated by: ner Federal OState O <i>SRO</i> (	o Foreign					

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*) U.S. DEPARTMENT OF JUSTICE ON BEHALF OF THE FEDERAL TRADE COMMISSION.

2.	Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:
3.	Date Initiated (MM/DD/YYYY):
	12/19/2007 © Exact C Explanation  If not exact, provide explanation:
4.	Docket/Case Number: 1:07-CV-02267
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): VALUEACT CAPITAL PARTNERS, L.P.
6.	Principal Product Type: Equity Listed (Common & Preferred Stock) Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided): FAILING TO COMPLY WITH THE PREMERGER REPORTING REQUIREMENTS OF THE HART-SCOTT-RODINO ANTITRUST IMPROVEMENTS ACT OF 1976.
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	Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10.	. How was matter resolved: Order
11.	. Resolution Date (MM/DD/YYYY):
	01/11/2008 © 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: \$ 1,100,000.00
	Revocation/Expulsion/Denial Disgorgement/Restitution
	☐ Censure ☐ Cease and Desist/Injunction
	<ul><li>□ Bar</li><li>□ Suspension</li><li>B. Other Sanctions Ordered:</li></ul>
	Sanction detail: if suspended, <i>enjoined</i> 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 <i>advisory affiliate</i> date paid and if any portion of penalty was waived:  VALUEACT CAPITAL PARTNERS, L.P. PAID A CIVIL PENALTY IN THE AMOUNT OF \$1.1 MILLION ON JANUARY 18, 2008.
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).
	ON DECEMBER 19, 2007, THE FEDERAL TRADE COMMISSION FILED AND ACCEPTED A SETTLEMENT ENTERED INTO WITH VALUEACT CAPITAL PARTNERS L.P. ("VCP"), SETTLING CHARGES THAT VCP HAD FAILED TO TIMELY COMPLY WITH THE REPORTING AND WAITING PERIOD REQUIREMENTS OF THE HAP SCOTT-RODINO ACT. IN SETTLEMENT OF THE ALLEGATIONS, VCP PAID A CIVIL PENALTY, WHICH, ALONG WITH ALL LEGAL EXPENSES ADVANCED BY VIIN CONNECTION WITH SUCH INVESTIGATION, WAS REIMBURSED ENTIRELY BY A THIRD PARTY. VCP HAD NO FINANCIAL EXPOSURE ARISING FROM THE FTC INVESTIGATION. THE SETTLEMENT AND FTC'S INVESTIGATION DID NOT PLACE VCP UNDER ANY LIMITATIONS IN ITS PRESENT OR FUTURE INVESTMENT ACTIVITIES.

# CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

#### Part 2

#### 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?

○ ⊙

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

	Brochure ID	Brochure Name	Brochure Type(s)
	94082	VAC PART 2A	Private funds or pools
Ш			

#### **Execution Pages**

#### 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:

DOROTHEA W. KENNEDY

Printed Name:

DOROTHEA W. KENNEDY

Adviser CRD Number:

154249

Date: MM/DD/YYYY 03/31/2015

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 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:

154249

# MOTOROLA SOLUTIONS, INC. ATTACHMENT TO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT REGARDING ORBIS INVESTMENT MANAGEMENT LIMITED

Orbis Investment Management Limited, Orbis House, 25 Front Street, Hamilton Bermuda HM11, a registered investment adviser, as of December 31, 2014, owns more than 7.5%, but less than 22.5%, beneficially for its third party investors.

Pursuant to Rule 2(c) of the Rules Regarding Economic Disclosure Statement and Affidavit ("EDS") promulgated pursuant to Section 2-154-050 of the Municipal Code, Orbis Investment Management Limited may in lieu of an EDS, provide a copy of its most recent Form ADV and its most recent amendment thereto. Accordingly, attached hereto is Orbis Investment Management Limited Form ADV (which was downloaded April 20, 2015 from

 $\frac{\text{http://www.adviserinfo.sec.gov/iapd/content/viewform/adv/sections/iapd\_AdvIdentifyingInfoSection.as}{\text{px?ORG\_PK=154249&RGLTR\_PK=50000&STATE\_CD=&FLNG\_PK=01622B3000080172004853A0}}{04C69579056C8CC0})$ 

# **FORM ADV**

# UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Prin	nary Business Name: ORBIS II	NVESTMENT MANAGEMEN	IT LIMITED	CRD Number: 157!	571
	ual Amendment - All Sections			Rev. 10/20	)12
3/2	0/2015 4:05:55 PM				
WA	•	•	or omissions may result in denial of by filing periodic amendments. See F	your application, revocation of your registration, or criminators ADV General Instruction 4.	ıl
Iter	m 1 Identifying Information				
Res	ponses to this Item tell us who	you are, where you are d	loing business, and how we can cor	ntact you.	
A.	Your full legal name (if you are ORBIS INVESTMENT MANAG		st, first, and middle names):		
B.	Name under which you primar ORBIS INVESTMENT MANAG	, ,	business, if different from Item 1.A.:		
	List on Section 1.B. of Schedule	e D any additional names ur	nder which you conduct your advisory	v business.	
C.	If this filing is reporting a chan name change is of gour legal name or your page.		m 1.A.) or primary business name (	Item 1.B.), enter the new name and specify whether the	
D.			adviser, your SEC file number: ser, your SEC file number: <b>802-748</b>	61	
E.	If you have a number ("CRD N	umber") assigned by the <i>I</i>	FINRA's CRD system or by the IARD	system, your <i>CRD</i> number: <b>157571</b>	
	If your firm does not have a CR	D number, skip this Item 1.	.E. Do not provide the CRD number o	f one of your officers, employees, or affiliates.	
F.	List on Section 1.F. of Sche you are applying for regist which you are applying for if you are reporting to the s	State:  State:  e residence, check this boxedule D any office, other that ration, or are registered, wiregistration or with whom your second and exempt reporting rmally conduct business are: this location:	an your principal office and place of bu th one or more state securities autho		
G.	Mailing address, if different from Number and Street 1: P.O. BOX HM571	om your <i>principal office and</i>	Number and Street 2:		
	City: HAMILTON	State:	Country: BERMUDA	ZIP+4/Postal Code: HM CX	
	If this address is a private res	sidence, check this box:			
Н.	If you are a sole proprietor, st	ate your full residence add	dress, if different from your <i>principa</i>	office and place of business address in Item 1.F.:	
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	

1.	Do you have one or more	websites?			<ul><li>O</li></ul>
	published on the web, you		resses for all of the other infor	a portal through which to access other information you mation. Some advisers may need to list more than one	
J.		tact information of your Chief Compli Compliance Officer, if you have one.		xempt reporting adviser, you must provide the contactors.	ct
	Name:		Other titles, if any:		
	Telephone number:		Facsimile number:		
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	Electronic mail (e-mail) ad	ddress, if Chief Compliance Officer ha	as one:		
K.		ntact Person: If a person other than t may provide that information here.	he Chief Compliance Officer	is authorized to receive information and respond to	questions
	Name:		Titles:		
	Telephone number:		Facsimile number:		
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	Electronic mail (e-mail) ad	ddress, if contact person has one:			
L.	•	all of the books and records you are our <i>principal office and place of busines</i>	· ·	on 204 of the Advisers Act, or similar state law,	Yes No ○ •
	If "yes," complete Section	1.L. of Schedule D.			Yes No
M.	Are you registered with a	foreign financial regulatory authority?			© O
	· ·	registered with a foreign financial regu s," complete Section 1.M. of Schedule		nave an affiliate that is registered with a foreign financia	
N.	Are you a public reporting	company under Sections 12 or 15(d)	) of the Securities Exchange /	Act of 1934?	Yes No
	If "yes," provide your CIK	number (Central Index Key number	that the SEC assigns to each	public reporting company):	
0					Yes No
Ο.	Did you have \$1 billion or	more in assets on the last day of you	ur most recent fiscal year?		0 0
Ρ.	Provide your <i>Legal Entity I</i> 5493004ZJNK90H02D265	•			
		unique number that companies use t Il in development. You may not have	_	inancial marketplace. In the first half of 2011, the <i>le</i>	egal entity
SEC	TION 1.B. Other Business	Names			
			No Information Filed		
SEC	TION 1.F. Other Offices				
			No Information Filed		
SEC	TION 1.I. Website Address	sses			
Lis	t your website addresses. Y	You must complete a separate Sched	dule D Section 1.I. for each w	vebsite address.	

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

Yes No

Website Address: HTTPS://WWW.ORBIS.COM	
SECTION 1.L. Location of Books and Records	
No Information Filed	
SECTION 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:  Bermuda - Bermuda Monetary Authority	
Other:	
Item 2 SEC Registration/Reporting	
SEC Reporting by Exempt Reporting Advisers	
B. Complete this Item 2.B. only if you are reporting to the SEC as an exempt reporting adviser. Check all that apply. You:	
(1) qualify for the exemption from registration as an adviser solely to one or more venture capital funds;	
(2) qualify for the exemption from registration because you act solely as an adviser to private funds and have assets under management in the United States of less than \$150 million;	
act solely as an adviser to <i>private funds</i> but you are no longer eligible to check box 2.B.(2) because you have assets under management in the United States of \$150 million or more.	
If you check boxes (2) or (3), complete Section 2.B. of Schedule D.	
SECTION 2.B. <i>Private Fund</i> Assets  If you check Item 2.B.(2) or (3), what is the amount of the <i>private fund</i> assets that you manage?	
If you check Item 2.B.(2) or (3), what is the amount of the <i>private fund</i> assets that you manage? \$ (	
NOTE: "Private fund assets" has the same meaning here as it has under rule 203(m)-1. If you are an investment adviser with its principal office and place of business outside of the United States only include private fund assets that you manage at a place of business in the United States.	
Item 3 Form of Organization	
A. How are you organized?	
Corporation	
O Sole Proprietorship	
C Limited Liability Partnership (LLP)	
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?  DECEMBER	
C. Under the laws of what state or country are you organized?  State Country  BERMUDA	

If you are changing your response to this Item, see Part 1A Instruction 4.					
te Section 6.A. of Schedule D.  Yes No ()?					
C C r a different name, provide that name.					
Yes No ○ •					
r a different name, provide that name.					
ion 6.B.(2) above.					
areas in which conflicts of interest may					
iates. Your <i>related persons</i> are all of your					
nregistered)					
on)					

	(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 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 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.	o th	ne
	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 you 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.		
SEC	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> :  ORBIS ASSET MANAGEMENT LIMITED		
2.	Primary Business Name of <i>Related Person</i> :  ORBIS ASSET MANAGEMENT LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 802 - 75244 or Other		
4.	Related Person's CRD Number (if any): 157567		
5.	Related Person is: (check all that apply)  (a)	es	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
8.	(1) If you are resistant and r		⊙ ○
	(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> as Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:	sse	ts:

			162	INC
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
	(D)	FOREIGN PRIVATE ADVISER 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> with which the <i>related person</i> is registed.  No Information Filed	red.	
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	you and the related person share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : IS INVESTMENT MANAGEMENT (B.V.I.) LIMITED		
2.		ary Business Name of <i>Related Person</i> : IS INVESTMENT MANAGEMENT (B.V.I.) 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 (a)	ted Person is: (check all that apply)  I 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 registration)		
	` '	futures commission merchant		
	.0.	banking or thrift institution		
	(i)	☐ trust company		
	•	accountant or accounting firm		
		lawyer or law firm		
	(l) (m)	<ul><li>☐ insurance company or agency</li><li>☐ pension consultant</li></ul>		
		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		
	_		Yes	
6.	Do y	you control or are you controlled by the related person?	$\circ$	⊙
7.	Are :	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> .  Number and Street 1:  Number 2:	asse	ets:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
_			Yes	
9.		If the related person is an investment adviser, is it exempt from registration?	•	0
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 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 register	red.	
		Name of Country/Foreign Financial Regulatory Authority		
		Bermuda - Bermuda Monetary Authority		

	British Virgin Islands - British Virgin Islands Financial Services Commission		
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	С
12.	. Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : ALLAN GRAY AUSTRALIA PTY LIMITED		
2.	Primary Business Name of <i>Related Person</i> : ALLAN GRAY AUSTRALIA PTY 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)	Yes	No
6.	Do you control or are you controlled by the related person?	Yes O	
7.	Are you and the related person under common control?	•	С
8.	<ul> <li>(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>?</li> <li>(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>?</li> <li>(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>.</li> <li>Number and Street 2:</li> <li>City: State: Country: ZIP+4/Postal Code:</li> <li>If this address is a private residence, check this box: □</li> </ul>	O O lients' asse	О
9.		Yes ©	
10.	<ul> <li>(a) Is the related person registered with a foreign financial regulatory authority?</li> <li>(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 replaced by Name of Country/Foreign Financial Regulatory Authority</li> <li>Australia - Australian Securities and Investments Commission</li> </ul>	<b>⊙</b> egistered.	С
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	С
12.	. Do you and the <i>related person</i> share the same physical location?	0	œ

1.	Legal Name of <i>Related Person</i> :  ORBIS GESTION S.A.		
2.	Primary Business Name of <i>Related Person</i> : ORBIS GESTION S.A.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or		
	Other		
1	Polated Parson's CDD Number (if any)		
4.	Related Person's CRD Number (if any):		
5.	<ul> <li>Related Person is: (check all that apply)</li> <li>(a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>(b) ☑ other investment adviser (including financial planners)</li> </ul>		
	(c) registered municipal advisor		
	(d) registered security-based swap dealer		
	<ul><li>(e) □ major security-based swap participant</li><li>(f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li></ul>		
	(g)  utures commission merchant		
	<ul><li>(h) □ banking or thrift institution</li><li>(i) □ trust company</li></ul>		
	<ul><li>(i) □ trust company</li><li>(j) □ accountant or accounting firm</li></ul>		
	(k) lawyer or law firm		
	<ul><li>(I) □ insurance company or agency</li><li>(m) □ pension consultant</li></ul>		
	(n)  real estate broker or dealer		
	(o) 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?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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	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>client</i> Number and Street 1:  Number 2:	!s' ass€	∍ts:
	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?	•	C
	(b) If the answer is yes, under what exemption?		
	FOREIGN PRIVATE ADVISER 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 regis	tered.	
11	No Information Filed  Do you and the <i>related person</i> share any <i>supervised persons</i> ?		_
	The year and the related person shall ally supervised persons.	•	
12.	Do you and the <i>related person</i> share the same physical location?	0	•
1	Legal Name of <i>Related Person</i> :		
1.	ORBIS PORTFOLIO MANAGEMENT (EUROPE) LLP		
	Drive any Dysin and Name of Delated Devan		
2.	Primary Business Name of <i>Related Person</i> :  ORBIS PORTFOLIO MANAGEMENT (EUROPE) LLP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	Or .		

	Othe			
4.	Rela	ted Person's CRD Number (if any):		
5.		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 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	Ma a	No
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> ?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:	ass∈	ets:
		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?	•	
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 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 registe	red.	
		Name of Country/Foreign Financial Regulatory Authority		
	_	United Kingdom - Financial Conduct Authority		
		ou and the related person share any supervised persons?	•	0
12.	ро у	ou and the <i>related person</i> share the same physical location?	0	•
1.	_	Il Name of <i>Related Person</i> : IS INVESTMENT MANAGEMENT (U.S.), LLC		
2.		ary Business Name of <i>Related Person</i> : IS INVESTMENT MANAGEMENT (U.S.), LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 74860		
4.	<i>Rela</i> 158!	ted Person's CRD Number (if any): 511		
5.	(a)	ted Person is: (check all that apply)  broker-dealer, municipal securities dealer, or government securities broker or dealer  other investment adviser (including financial planners)		

	<ul> <li>(c)</li></ul>	
	(m) pension consultant	
	<ul> <li>(n) □ real estate broker or dealer</li> <li>(o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>	
	(p)	Yes No
6.	Do you control or are you controlled by the related person?	O O
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
	(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>clic</i> Number and Street 1:  Number 2:	ents' assets:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	
	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?	⊙ ⊙
	(b) If the answer is yes, under what exemption? PRIVATE FUND ADVISER 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> with which the <i>related person</i> is re  No Information Filed	gistered.
11.	Do you and the related person share any supervised persons?	⊙ ○
12.	Do you and the <i>related person</i> share the same physical location?	○ ⊙
2.	Legal Name of <i>Related Person</i> :  ORBIS INVESTMENT ADVISORY (HONG KONG) LIMITED  Primary Business Name of <i>Related Person</i> :	
,	ORBIS INVESTMENT ADVISORY (HONG KONG) 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):	
	Related Person is: (check all that apply)  (a)	

	(1)	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		
	., ,		Yes	No
6.	Do ۱	you control or are you controlled by the related person?	0	
			0	•
7	Δro	you and the related person under common control?	_	_
, .	AIC	you and the related person under common controls	⊙	0
0	(-)			
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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>	2000	+6.
	(c)	Number and Street 1:  Number and Street 2:	255E	ιs.
		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
	(b)	If the answer is yes, under what exemption?		
		FOREIGN PRIVATE ADVISER EXEMPTION		
10	( )			
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 registe	ed.	_
		Name of Country/Foreign Financial Regulatory Authority		
		Hong Kong - Securities and Futures Commission		
11.	. Do y	you and the related person share any supervised persons?	•	0
			_	
12.	. Do v	you and the related person share the same physical location?	0	
	,		0	٠
1	Lea:	al Name of <i>Related Person</i> :		
١.	_	BIS INVESTMENT ADVISORY LIMITED		
	OND	THE THE TIME TO TH		
2	Prim	nary Business Name of <i>Related Person</i> :		
۷.		BIS INVESTMENT ADVISORY LIMITED		
	0.12			
3	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
Ο.	-	ated resolves 220 the Namber (in diff) (e.g., 601 , 6 , 602 )		
	or			
	Othe	er		
	0			
4	Rela	ated Person's CRD Number (if any):		
т.	Reid	ated resolts end Natiber (ii dify).		
5.	Rela	ated Person is: (check all that apply)		
٥.		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		
	(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)			
	(n)	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		
	(h)		Yes	Ma
6	Do.	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?		
6.	υU )	you control of all you controlled by the related person:	0	( <b>•</b> )

7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	$\odot$	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:	asse	ets:
		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
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 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 register.	red.	
		Name of Country/Foreign Financial Regulatory Authority  United Kingdom - Financial Conduct Authority		
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?	0	•
1.	_	al Name of <i>Related Person</i> :		
2.		IS INVESTMENT ADVISORY (CANADA) LIMITED  vary Business Name of <i>Related Person</i> :		
		IS INVESTMENT ADVISORY (CANADA) LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.	Rela	ted Person's CRD Number (if any):		
5.	(a)	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		
	` ,	registered security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(3)	futures commission merchant		
	` '	<ul><li>□ banking or thrift institution</li><li>□ trust company</li></ul>		
	( )	accountant or accounting firm		
		lawyer or law firm		
	(l) (m)	<ul><li>☐ insurance company or agency</li><li>☐ pension consultant</li></ul>		
	(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	Yes	No
6.	Do y	ou 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.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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 related person's office responsible for custody of your clients'	ass€	∍ts:

		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	( )		Yes	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	$\circ$
	(b)	If the answer is yes, under what exemption?		
10.		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 foreign financial regulatory authority with which the related person is registe	ed.	
		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 - Nova Scotia Securities Commission		
		Canada - Ontario Securities Commission		
		Canada - Prince Edward Island, Securities Office		
		Canada - Quebec, Financial Markets Authority		
		Canada - Saskatchewan Financial Services Commission		
11.	Do y	ou and the related person share any supervised persons?	•	0
	3			
12	Do v	ou and the <i>related person</i> share the same physical location?	_	~
12.	D0 y	od dna the related person share the same physical location.	0	⊙
1.	Lega	I Name of <i>Related Person</i> :		
	ORBI	S INVESTMENT ADVISORY PTY LIMITED		
2.	Prima	ary Business Name of <i>Related Person</i> :		
	ORBI	S INVESTMENT ADVISORY PTY LIMITED		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Othe	r		
4	D-1-4	trad Damanula CDD Alverskan (16 ann.)		
4.	Relat	ted Person's CRD Number (if any):		
5.	Relat	ted Person is: (check all that apply)		
Ο.		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 registration)		
	• •	futures commission merchant		
	107	banking or thrift institution		
	• ,	□ trust company		
	• •	accountant or accounting firm		
	0,	□ lawyer or law firm		
		insurance company or agency		
	(n) (m)			
		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		
	(٢)		Yes	Nο
6	Do 14	ou control or are you controlled by the related person?		
U.	DO y	od control of dre you controlled by the related person:	0	⊚
7	٥			
1.	Are y	you and the related person under common contro?	⊙	$\circ$
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
		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	0	0

	(c)	required to obtain a surprise examination for your <i>clients'</i> funds of If you have answered "yes" to question 8.(a) above, provide the Number and Street 1:	e location of the <i>related p</i>	,	ients' asset	s:
			Number and Street 2: 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 r	registration?		Yes N	
	(b)	If the answer is yes, under what exemption?	3			
		FOREIGN PRIVATE ADVISER 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	•	tory authority with which the related person is re		
		Name of Country/Foreign Financial Regulatory Authority				
	_	Australia - Australian Securities and Investments Commission				
11.	ро у	ou and the related person share any supervised persons?			<b>©</b>	0
12.	Do y	ou and the related person share the same physical location?			0	•
						=
1.	_	Il Name of <i>Related Person</i> : IN GRAY PROPRIETARY LIMITED				
2.		ary Business Name of <i>Related Person</i> : N GRAY PROPRIETARY LIMITED				
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)				
	- or					
	Othe	:r				
4.	Rela	ted Person's CRD Number (if any):				
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n)	broker-dealer, municipal securities dealer, or government securities dealer, or government securities of the 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 (who 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)  sponsor, general partner, managing member (or equivalent)	ether registered or exemple ether registered ether re	pt from registration) tment vehicles	Yes N	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>clier</i>	nts in connection with adv	visory services you provide to <i>clients</i> ?	0	<u>@</u>
	(b)	If you are registering or registered with the SEC and you have a presumption that you are not operationally independent (pursua required to obtain a surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your <i>clients'</i> funds of the second surprise examination for your clients.	ant to rule 206(4)-(2)(d)(	5)) from the related person and thus are not	Ö	
	(c)		e location of the <i>related p</i> Number and Street 2: Country:	person's office responsible for custody of your classification.  ZIP+4/Postal Code:	ients' assets	S:
		If this address is a private residence, check this box: $\Box$	<del> y</del> .			
0	(-)	If the valeted names is an investor in the last of the	no alotrotic = 2		Yes N	
9.	(a)	If the answer is yes, under what exemption?	registration?		•	0
	(D)	If the answer is ves. under what exemption?				

		FOREIGN PRIVATE ADVISER 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 register.	-	
		Name of Country/Foreign Financial Regulatory Authority		
11	Do v	South Africa - Financial Services Board  you and the related person share any supervised persons?	_	_
	. DO 3	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	•
1.	_	al Name of <i>Related Person</i> : AN GRAY UNIT TRUST MANAGEMENT (RF) PROPRIETARY LIMITED		
2.		nary Business Name of <i>Related Person</i> : AN GRAY UNIT TRUST MANAGEMENT (RF) PROPRIETARY LIMITED		
3.	Rela -	nted 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 (a) (b) (c)	<ul> <li>broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>other investment adviser (including financial planners)</li> <li>registered municipal advisor</li> </ul>		
	(d) (e) (f) (g) (h)	□ 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		
	(i) (j) (k) (l)	accountant or accounting firm lawyer or law firm insurance company or agency		
	(m) (n)	pension consultant real estate broker or dealer		
	(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		
	(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?	$\circ$	$\odot$
7.	Are	you and the related person under common control?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	asse	ets:
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes •	
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER EXEMPTION	٠	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> with which the <i>related person</i> is registed.  Name of Country/Foreign Financial Regulatory Authority	ered.	
		South Africa - Financial Services Board		
11	. Do y	you and the related person share any supervised persons?	0	•

12.	Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of <i>Related Person</i> : ALLAN GRAY INTERNATIONAL PROPRIETARY LIMITED		
2.	Primary Business Name of <i>Related Person</i> : ALLAN GRAY INTERNATIONAL PROPRIETARY 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)   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  (real estate broker or dealer  (so)   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	Nc
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 related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	<ul> <li>(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?</li> <li>(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.</li> </ul>		c ets:
	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	Nc
9.	(a) If the related person is an investment adviser, is it exempt from registration?		0
	(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 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> with which the <i>related person</i> is regis Name of Country/Foreign Financial Regulatory Authority	stered.	
	South Africa - Financial Services Board		
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the related person share the same physical location?	0	0
1	Logal Namo of Polated Porson		

ALLAN GRAY GROUP PROPRIETARY LIMITED

∠.	ALLAN GRAY GROUP PROPRIETARY 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)	Yes	No
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> ?	•	0
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	<ul> <li>(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?</li> <li>(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. Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:</li> </ul>	<b>O</b> ents' asse	
	(a) If the related paragraph on investment advisor is it evenent from registration?	Yes	
9.	<ul><li>(a) If the related person is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER EXEMPTION</li></ul>	•	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 foreign financial regulatory authority with which the related person is reg	jistered.	
	Name of Country/Foreign Financial Regulatory Authority  South Africa - Financial Services Board		
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
	Do you and the <i>related person</i> share the same physical location?		0
1.	Legal Name of <i>Related Person</i> : ALLAN GRAY SOUTH AFRICA (PROPRIETARY) LIMITED		
2.	Primary Business Name of <i>Related Person</i> : ALLAN GRAY SOUTH AFRICA (PROPRIETARY) 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)  broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) $\square$ 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 registration)		
	(g)  futures commission merchant		
	<ul><li>(h) □ banking or thrift institution</li><li>(i) □ trust company</li></ul>		
	<ul><li>(i) □ trust company</li><li>(j) □ accountant or accounting firm</li></ul>		
	(k)  lawyer or law firm		
	(I) $\square$ 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) $\square$ 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	⊙
7	Are you and the related narrow under common control?		_
1.	Are you and the related person under common control?	⊙	0
8.	(a) Does the related person set as a qualified suctedian for your clients in connection with advicery convices you provide to clients?	_	_
Ο.	<ul><li>(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>?</li><li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the</li></ul>	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>	'ass∈	ets:
	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: $\square$	\/	NI -
9.	(a) If the related person is an investment adviser, is it exempt from registration?		No O
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	_	_
10.	(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 register.	ered	0
	Name of Country/Foreign Financial Regulatory Authority	Ji Cu.	
	South Africa - Financial Services Board		$\Box$
11.	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:		
	ORBIS INVESTMENT MANAGEMENT (LUXEMBOURG) S.A.		
2	Primary Business Name of <i>Related Person</i> :		
۷.	ORBIS INVESTMENT MANAGEMENT (LUXEMBOURG) S.A.		
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)		
J.	(a) ☑ broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) vother investment adviser (including financial planners)		
	(c) $\square$ registered municipal advisor		
	(d) $\square$ registered security-based swap dealer		
	(e) $\square$ major security-based swap participant		

	(g) (h) (i) (j) (k) (l) (m) (n)			
		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	ou control or are you controlled by the related person?	Yes	. No ⊙
7.	Are y	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	•
		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>client</i> Number and Street 1:  Output  Number and Street 2:  City:  State:  Country:  ZIP+4/Postal Code:		o ets:
		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 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 regis	ered.	
		Name of Country/Foreign Financial Regulatory Authority  Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the related person share the same physical location?	0	•
1.	_	Il Name of <i>Related Person</i> : IS ACCESS (UK) LIMITED		
2.		ary Business Name of <i>Related Person</i> : IS ACCESS (UK) LIMITED		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.	Rela	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	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 registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency		

	<ul> <li>(n) □ real estate broker or dealer</li> <li>(o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>		
	(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		Yes	s 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
8.	<ul> <li>(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>?</li> <li>(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</li> </ul>		© 0
	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>clie</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:		ets:
9.	(a) If the related person 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 foreign financial regulatory authority with which the related person is reg	istered.	
	Name of Country/Foreign Financial Regulatory Authority  United Kingdom - Financial Conduct Authority		
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of <i>Related Person</i> : ALLAN GRAY LIFE LIMITED		
2.	Primary Business Name of <i>Related Person</i> : ALLAN GRAY LIFE 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.	(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		
6.	<ul><li>(p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li><li>Do you control or are you controlled by the related person?</li></ul>		s No ⊙
7.	Are you and the related person under common control?	•	0

Ο.	(a)	boes the related person act as a qualified custodian for your chemis in conflection with advisory services you provide to chemis:	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> .  Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	ass∈	∍ts:
			Yes	No
9.	(a)	If the related person 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?	_	_
		If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registed	<b>⊙</b> red.	0
	` ,	Name of Country/Foreign Financial Regulatory Authority		
		South Africa - Financial Services Board		
11.	Do y	ou and the related person share any supervised persons?	$\circ$	$\odot$
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : UN GRAY NAMIBIA (PROPRIETARY) LIMITED		
2.		ary Business Name of <i>Related Person</i> : IN GRAY NAMIBIA (PROPRIETARY) LIMITED		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Relat	ted Person's CRD Number (if any):		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (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 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	Yes	: <b>N</b> o
6.	Do y	ou control or are you controlled by the related person?		•
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
	(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> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:	ass∈	∍ts:
		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
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER EXEMPTION		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
10.		If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is regis		0
	(6)	Name of Country/Foreign Financial Regulatory Authority	tor ou.	
		Other - NAMIBIA FINANCIAL INSTITUTIONS SUPERVISORY 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	•
	_	al Name of <i>Related Person</i> : AN GRAY UNIT TRUST MANAGEMENT NAMIBIA LIMITED		
2.		nary Business Name of <i>Related Person</i> : AN GRAY UNIT TRUST MANAGEMENT NAMIBIA LIMITED		
3.	Rela:	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er er		
4.	Rela	ted Person's CRD Number (if any):		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	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	
6.	Do y	you 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.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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>client</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	ts' ass∈	ets:
			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?  FOREIGN PRIVATE ADVISER EXEMPTION	•	0
10.	(a) (b)	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 which the <i>related person</i> is regis.  Name of Country/Foreign Financial Regulatory Authority	<b>⊙</b> stered.	0

		Other - NAMIBIA FINANCIAL INSTITUTIONS SUPERVISORY AUTHORITY		
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	•
	_	al Name of <i>Related Person</i> : AN GRAY (BOTSWANA) (PROPRIETARY) LIMITED		
		nary Business Name of <i>Related Person</i> : AN GRAY (BOTSWANA) (PROPRIETARY) LIMITED		
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	nted Person is: (check all that apply)		
	(a)			
		other investment adviser (including financial planners)		
		registered municipal advisor registered security-based swap dealer		
	` '	major security-based swap dealer  major security-based swap participant		
		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 □ lawyer or law firm		
		insurance company or agency		
	(m)			
	(n)			
	(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
5.	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
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	_
	` ,	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the	0	_
	()	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 custody of your clients'	asse	ts:
		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	Nο
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	<b>⊙</b>	
	(b)	If the answer is yes, under what exemption? FOREIGN PRIVATE ADVISER 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 registe	ed.	
		Name of Country/Foreign Financial Regulatory Authority		
	_	Other - BOTSWANA NON-BANK FINANCIAL INSTITUTIONS REGULATORY AUTHORITY		
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	•

		AN GRAY SWAZILAND (PROPRIETARY) LIMITED		
		nary Business Name of <i>Related Person</i> : AN GRAY SWAZILAND (PROPRIETARY) LIMITED		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	er er		
4.	Rela	ated Person's CRD Number (if any):		
<u>5</u> .	Pola	ated 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) (f)	<ul><li>major security-based swap participant</li><li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li></ul>		
	(i) (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) (n)	pension consultant 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
5.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	0
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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	0	0
	(c)	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> .	:' asse	215.
	(6)	Number and Street 1:  Number and Street 2:	asse	
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$		
_			Yes	No
	(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 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 regist	-	~
		Name of Country/Foreign Financial Regulatory Authority		
		Other - SWAZILAND FINANCIAL SERVICES REGULATORY AUTHORITY		
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	•
tem	1 7 <i>P</i>	Private Fund Reporting		
			Yes	No
3. Δ	re v	ou an adviser to any <i>private fund</i> ?	•	0
. , ,	- y\	and the second process and the second	•	0
11	f "ye:	s," 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.

A. P	RIVATE FUND	
Info	ormation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund: ORBIS INSTITUTIONAL FUNDS LIMITED ORBIS INSTITUTIONAL GLOBAL EQUITY FUND</li> <li>(b) Private fund identification number: (include the "805-" prefix also) 805-8277770077</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  BERMUDA	
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  ORBIS INVESTMENT MANAGEMENT LIMITED	
4.	The <i>private fund</i> (check all that apply; you must check at least one):  [1] (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1  [2] (2) (3) (3) (4) (5) (4) (5) (5) (6) (7) (6) (7) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	
5.	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  Name of Country/English Name of Foreign Financial Regulatory Authority	740
5.		740
<ol> <li>5.</li> <li>6.</li> </ol>	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  Bermuda - Bermuda Monetary Authority  (a) Is this a "master fund" in a master-feeder arrangement?	Yes N
	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  Bermuda - Bermuda Monetary Authority  (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?	Yes N
	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  Bermuda - Bermuda Monetary Authority  (a) Is this a "master fund" in a master-feeder arrangement?	Yes N
	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  Bermuda - Bermuda Monetary Authority  (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?	Yes N
	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  Bermuda - Bermuda Monetary Authority  (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  (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?	Yes N
	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  Bermuda - Bermuda Monetary Authority  (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  (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:	Yes N O (
	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  Bermuda - Bermuda Monetary Authority  (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  (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)	Yes N O Yes N O ction 7.B.(1).

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 <i>private fund</i> a "fund of funds"?	0	$\odot$
	(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 <i>private funds</i> , or registered investment companies.		
0		Yes	
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private equity	te fun	d
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 or Instructions to Part 1A.	f the	
11.	Current gross asset value of the <i>private fund</i> : \$ 3,699,271,000		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund</i> 's beneficial owners: 63		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 90%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17(a) is "no," leave this question blank.</li></ul>	to	•
	No Information Filed		
		Yes	No
18.	(a) Do any other investment advisers advise the private fund?	0	•
	(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 <i>private fund</i> . If the a to question 18(a) is "no," leave this question blank.	nswe	:r
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate 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?	0	©
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		

B. SERVICE PROVIDERS
<u>Auditors</u>
23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit?

Auditors	<u>s</u>	Υ	es No
23. (a)	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?	(	⊙ ○
	(2) Are the financial statements prepared in accordance with U.S. GAAP?		○ ⊙
	If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm, y complete questions (b) through (f) separately for each auditing firm.	ou mu	ıst
	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 <i>private fund</i> uses more than one auditing firm, must complete questions (b) through (f) separately for each auditing firm.	, you	
	(b) Name of the auditing firm: ERNST & YOUNG LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
	City: State: Country:		
	TORONTO	Ve:	s No
	(d) Is the auditing firm an independent public accountant?	• • • • • • • • • • • • • • • • • • •	0
		~	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	0	0
		Y	es No
(g)	Are the private fund's audited financial statements distributed to the private fund's investors?	(	• 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 ava	ıilable.
Prime B	<u>3roker</u>	V	
24. (a)	Does the <i>private fund</i> use one or more prime brokers?		es No
۷۳. (۵)	If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i>		O O uses
	more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
Custodi	<u>ian</u>		
25 (-)		Y	es No
25. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the <i>private fund</i> more than one custodian, you must complete questions (b) through (f) separately for each custodian.		<b>⊙</b> ○
	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 <i>private fund</i> uses. If the <i>private f</i> more than one custodian, you must complete questions (b) through (f) separately for each custodian.	fund us	ses
	(b) Legal name of custodian:		

(c) Primary business name of custodian:

CITIBANK CANADA

City: TORONTO	State:	Country: CANADA	
(a) la the event "	room of your firm-2		`
(e) Is the custodian a related per	ison of your firm?		•
(f) If the custodian is a broker-o	lealer, provide its SEC registration nu	umber (if any)	
CRD Number (if any):			
<u>trator</u>			
Does the <i>private fund</i> use an admir	histrator other than your firm?		
·	pond to questions (b) through (f) be	low. If the <i>private fund</i> uses more than one	administrator, you m
Additional Administrator Informa	ation : 3 Record(s) Filed.		
	espond to questions (b) through (f) I	below. If the <i>private fund</i> uses more than on	e administrator, you
	i) separately for each administrator.		
(b) Name of the administrator:  CITI FUND SERVICES (BERMU	DA), LTD.		
(c) Location of administrator (cit	y, state and country):		
City:	State:	Country:	
HAMILTON		BERMUDA	Ye
(d) Is the administrator a related	d person of your firm?		0
		ments to the <i>private fund</i> 's investors? not all investors) <b>o</b> No (provided to no inve	stors)
investor account statements	are not sent to the (rest of the) private	account statements to the (rest of the) <i>private fund</i> 's investors, respond "not applicable DVISORY (CANADA) LIMITED, AND ORBIS INV	e."
	espond to questions (b) through (f) I	below. If the <i>private fund</i> uses more than on	e administrator, you
(b) Name of the administrator:			
CITIGROUP FUND SERVICES	CANADA, INC.		
(c) Location of administrator (cit			
City: MISSISSAUGA	State:	Country: CANADA	
			Ye
(d) Is the administrator a related	a person ot your firm'?		0
(e) Does the administrator prep	are and send investor account state	ments to the <i>private fund</i> 's investors?	
C Yes (provided to all invest	ors) Some (provided to some but	not all investors) ${f C}$ No (provided to no inve	stors)

			respond to questions (b) through (f) separately for each admin	•	If the <i>private fund</i> uses more	e than one administrator	, you mus	st
	(b)	Name of the administrator ORBIS INVESTMENT ADVIS						
	(c)	Location of administrator (City:	city, state and country): State:		Country:			
		BURNABY	- 10-12		CANADA			
	(d)	Is the administrator a rela	ted person of your firm?				Yes No	
	(۵)	Does the administrator nr	epare and send investor accour	nt statements	to the private fund's investor	·s?		
		•	estors) Some (provided to so		•			
	(f)	investor account statemer	no" or "some," who sends the its are not sent to the (rest of t S CANADA, INC. AND ORBIS INV	the) <i>private fu</i>	nd's investors, respond "not a	· ·	stors? If	
yc 10 In re	ur <i>rela</i> 0% clude d levant	nly those assets where (i) s	such person carried out the value on used for purposes of investor nined by such person.	uation proced	ure established for that asset	, if any, including obtain	ning any	it
<u>Marke</u>	<u>ters</u>						Ye	s No
28. (a	You r	must answer "yes" whether ar person. If the answer to 2	rvices of someone other than y the person acts as a placemen 28(a) is "yes", respond to quest marketer you must complete q	nt agent, consi tions (b) throu	ultant, finder, introducer, mu ugh (g) below for each such r	nicipal advisor or other s marketer the <i>private func</i>		r
	Add	itional Marketer Informati	on : 3 Record(s) Filed.					
	or	similar person. If the answe	er the person acts as a placemer to 28(a) is "yes", respond to o nore than one marketer you mu	questions (b)	through (g) below for each s	uch marketer the <i>private</i>	e fund	
							Yes No	0
	(b)	Is the marketer a related p	person of your firm?				⊙ C	)
	(c)	Name of the marketer: ALLAN GRAY SOUTH AFRIC.	A (PROPRIETARY) LIMITED					
	(d)	If the marketer is registered.	ed with the SEC, its file number	( <i>e.g.</i> , 801-, 8-	-, or 866-):			
		and CRD Number (if any):						
	(e)	Location of the marketer's City: CAPE TOWN	office used principally by the <i>pi</i> State:	rivate fund (cit	cy, state and country):  Country:  SOUTH AFRICA			
	(f)	Does the marketer market	the private fund through one o	or more websit	tes?		Yes No	o D
	(g)	If the answer to 28(f) is "	yes", list the website address(e	es): No Informatio	n Filed			

			Yes N
) Is the marketer a <i>related pers</i> i	on of your firm?		• (es i
,			
Name of the marketer: ORBIS INVESTMENT ADVISORY	(CANADA) LIMITED		
ONDIG HAVESTIMENT ABATOGAL	(On the left) Elimites		
) If the marketer is registered w	vith the SEC, its file number (e.g., 8	801-, 8-, or 866-):	
and CRD Number (if any):			
Location of the marketer's offi	ce used principally by the private f	und (city, state and country):	
City: BURNABY	State:	Country: CANADA	
DOMNADI		CANADA	Yes N
Does the marketer market the	e <i>private fund</i> through one or more	websites?	•
) If the answer to 28(f) is "yes"	, list the website address(es):		
Website Address			
similar person. If the answer to	28(a) is "yes", respond to question	ent, consultant, finder, introducer, municipal ns (b) through (g) below for each such mark	keter the <i>private fund</i>
ou must answer "yes" whether to similar person. If the answer to	28(a) is "yes", respond to question		keter the <i>private fund</i>
ou must answer "yes" whether to similar person. If the answer to ses. If the <i>private fund</i> uses more	28(a) is "yes", respond to questice than one marketer you must com	ns (b) through (g) below for each such mark	keter the <i>private fund</i>
ou must answer "yes" whether to	28(a) is "yes", respond to questice than one marketer you must com	ns (b) through (g) below for each such mark	keter the <i>private fund</i> or each marketer.
ou must answer "yes" whether to similar person. If the answer to ses. If the <i>private fund</i> uses more.  Is the marketer a <i>related perso</i>	28(a) is "yes", respond to questice than one marketer you must com	ns (b) through (g) below for each such mark	keter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to es. If the <i>private fund</i> uses more of the marketer a <i>related perso</i>	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?	ns (b) through (g) below for each such mark	keter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to ses. If the <i>private fund</i> uses more.  Is the marketer a <i>related perso</i> .  Name of the marketer:  ORBIS INVESTMENT ADVISORY	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?	ns (b) through (g) below for each such mark plete questions (b) through (g) separately fo	keter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to ses. If the <i>private fund</i> uses more.  Is the marketer a <i>related perso</i> .  Name of the marketer:  ORBIS INVESTMENT ADVISORY.	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?  On PTY LIMITED	ns (b) through (g) below for each such mark plete questions (b) through (g) separately fo	keter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to ses. If the <i>private fund</i> uses more  ) Is the marketer a <i>related perso</i> ) Name of the marketer:  ORBIS INVESTMENT ADVISORY	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?  On PTY LIMITED	ns (b) through (g) below for each such mark plete questions (b) through (g) separately fo	keter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to ses. If the private fund uses more.  Is the marketer a related person.  Name of the marketer:  ORBIS INVESTMENT ADVISORY  If the marketer is registered we and CRD Number (if any):	28(a) is "yes", respond to questice than one marketer you must come on of your firm?  On of your firm?  Very LIMITED  With the SEC, its file number (e.g., 8)	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for a separately for	keter the <i>private fund</i> or each marketer.  Yes N
u must answer "yes" whether to similar person. If the answer to es. If the private fund uses more.  Is the marketer a related person.  Name of the marketer:  ORBIS INVESTMENT ADVISORY  If the marketer is registered we and CRD Number (if any):	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?  On PTY LIMITED	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for a separately for	keter the <i>private fund</i> or each marketer.  Yes N
u must answer "yes" whether to similar person. If the answer to es. If the private fund uses more.  Is the marketer a related person.  Name of the marketer:  ORBIS INVESTMENT ADVISORY  If the marketer is registered word.  and CRD Number (if any):	28(a) is "yes", respond to questice than one marketer you must come on of your firm?  PTY LIMITED  with the SEC, its file number (e.g., 8)	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for each such mark golden and country and (city, state and country):	eter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to es. If the private fund uses more.  Is the marketer a related person.  Name of the marketer: ORBIS INVESTMENT ADVISORY  If the marketer is registered we and CRD Number (if any):  Location of the marketer's officity: SYDNEY	28(a) is "yes", respond to questice than one marketer you must come than one marketer you must come on of your firm?  On of your firm?	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for some some such mark golden, 8-, or 866-):  and (city, state and country):  Country:  AUSTRALIA	Yes N
ou must answer "yes" whether to similar person. If the answer to es. If the private fund uses more.  Is the marketer a related person.  Name of the marketer: ORBIS INVESTMENT ADVISORY  If the marketer is registered we and CRD Number (if any):  Location of the marketer's officity: SYDNEY	28(a) is "yes", respond to questice than one marketer you must come on of your firm?  PTY LIMITED  with the SEC, its file number (e.g., 8)	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for some some such mark golden, 8-, or 866-):  and (city, state and country):  Country:  AUSTRALIA	eter the <i>private fund</i> or each marketer.  Yes N
ou must answer "yes" whether to similar person. If the answer to es. If the private fund uses more of the marketer a related person.  Name of the marketer: ORBIS INVESTMENT ADVISORY  If the marketer is registered we and CRD Number (if any):  Location of the marketer's officity: SYDNEY	28(a) is "yes", respond to questice than one marketer you must come on of your firm?  On of your firm?  On the SEC, its file number (e.g., 8)  The second principally by the private for the state:	ns (b) through (g) below for each such mark plete questions (b) through (g) separately for some some such mark golden, 8-, or 866-):  and (city, state and country):  Country:  AUSTRALIA	Yes N

## SECTION 7.B.(2) Private Fund Reporting

 Name of the private fund: ORBIS INTERNATIONAL EQUITY L.P.

SEC1	TION 10.A. Control Persons		
B.	If any <i>person</i> 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 Se Exchange Act of 1934, please complete Section 10.B. of Schedule D.	curities	
	If yes, complete Section 10.A. of Schedule D.		
Α.	Does any <i>person</i> not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, <i>control</i> your management or policies?	o (	
and	ou are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you releither Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.		
	nis Item, we ask you to identify every <i>person</i> that, directly or indirectly, <i>controls</i> you.		
	n 10 Control Persons		
			_
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement 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.	d"	
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	Yes No	
	SEC File Number:		
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:  ORBIS ASSET MANAGEMENT LIMITED		
	(include the "805-" prefix also) 805-1142561137		
2.	Private fund identification number:		
1.	Name of the <i>private fund</i> :  ORBIS OPTIMAL GLOBAL FUND, L.P.		
	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.	es)	
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement 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"	d"	
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	Yes No	
	SEC File Number:		
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:  ORBIS ASSET MANAGEMENT LIMITED		
2.	Private fund identification number: (include the "805-" prefix also) 805-6014788996		

#### 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

disc calc ord	owing 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 you closure 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 purpose the standard 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 prefers, judgments, or decrees lapsed.	poses	
You	u must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.		
_		Yes	No
	any of the events below involve you or any of your supervised persons?	0	⊙
	r "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?	$\circ$	⊙
	(2) been <i>charged</i> with any <i>felony</i> ?	0	⊙
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) charges that are currently pending.	to	
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 <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	•
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) charges that are currently pending.	to	
For	r "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?	$\circ$	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	$\odot$
	(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	•
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•
	(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	•
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	•

denied, suspended, revoked, or restricted?

- Has any *self-regulatory organization* or commodities exchange ever: (1) found you or any advisory affiliate to have made a false statement or omission?
  - (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 0

 $\odot$ 

**③** 

**(** 

 $\circ$ 

- violation" under a plan approved by the SEC)?
- found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied,

(3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business

(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory

(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?

affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?

	(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?	0	•
F.	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	•
G.	Are you or any advisory affiliate 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:		
H.	(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?	0	$\odot$
	(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 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	•

#### Schedule A

#### **Direct Owners and Executive Officers**

suspended, revoked, or restricted?

- 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 No
- 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	DE/FE/I	Status	Date Status Acquired	Ownership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or
Name)			MM/YYYY				Employer I D No.
CUTLER, ALEXANDER, CHARLES	I	DIRECTOR	01/2005	NA	Υ	N	2681036
GRAY, WILLIAM, BUCHANAN	I	DIRECTOR, CHIEF INVESTMENT OFFICER, AND PRESIDENT	01/2000	NA	Υ	N	2658584
KARR, ADAM, RAY	I	DIRECTOR	01/2005	NA	Υ	N	2404825
DORR, JAMES, JEREMY	I	DIRECTOR, VICE PRESIDENT, SECRETARY, AND GENERAL COUNSEL	04/2002	NA	Υ	N	6022988
GRAY, ALLAN, WILLIAM BUCHANAN	I	DIRECTOR AND CHAIRMAN	01/2000	NA	Υ	N	6022990
ORBIS HOLDINGS LIMITED	FE	SHAREHOLDER	12/1989	E	Υ	N	FOREIGN
GILLESPIE, HUGH, EDWIN	I	CHIEF COMPLIANCE OFFICER AND ASSISTANT SECRETARY	03/2008	NA	Υ	N	6023024

#### 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	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No.
Name, First Name, Middle Name)		Interest is Owned		Acquired	Code	Person		and Date of Birth, IRS Tax
				MM/YYYY				No. or Employer ID No.
ORBIS WORLD LIMITED	FE	ORBIS HOLDINGS LIMITED	SHAREHOLDER	09/1997	D	Υ	N	FOREIGN
ORBIS HOLDINGS TRUST	FE	ORBIS WORLD LIMITED	SHAREHOLDER	06/1997	E	Υ	N	FOREIGN
RHONE TRUSTEES (BAHAMAS) LIMITED	FE	ORBIS HOLDINGS TRUST	TRUSTEE	12/1989	F	Υ	N	FOREIGN
RHONE TRUSTEES (SWITZERLAND) SA	FE	ORBIS HOLDINGS TRUST	TRUSTEE	12/2010	F	Υ	N	FOREIGN
RHONE TRUST AND FIDUCIARY SERVICES SA	FE	RHONE TRUSTEES (SWITZERLAND) SA	SHAREHOLDER	01/2010	E	Υ	N	FOREIGN
SOPAFIN SA	FE	RHONE TRUST AND FIDUCIARY SERVICES SA	SHAREHOLDER	06/2009	E	Y	N	FOREIGN
SOPAFIN (LUXEMBOURG) SA	FE	SOPAFIN SA	SHAREHOLDER	07/2006	E	Υ	N	FOREIGN
RHONE TRUST AND FIDUCIARY SERVICES SA	FE	RHONE TRUSTEES (BAHAMAS) LIMITED	SHAREHOLDER	01/2011	E	Υ	N	FOREIGN

#### Schedule D - Miscellaneous

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

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 PERSONS AS RELYING ON THE FOREIGN PRIVATE ADVISER EXEMPTION BE TAKEN AS AGREEMENT BY THE RELATED PERSONS 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.

#### DRP Pages

#### CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

#### REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed			
CIVIL JUDICIAL ACTION DI	SCLOSURE REPORTING PAGE (ADV)		
CIVIL JUDICIAL ACTION DI	SCLOSURE REPORTING PAGE (ADV)		

## Execution Pages

No Information Filed

## 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

Printed Name: Title:

Adviser CRD Number:

157571

## 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.

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: HUGH GILLESPIE Printed Name:

HUGH GILLESPIE

Adviser *CRD* Number:

157571

Date: MM/DD/YYYY 03/20/2015

Title:

ASSISTANT SECRETARY

# MOTOROLA SOLUTIONS, INC. ATTACHMENT TO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT REGARDING CAPITAL RESEARCH AND MANAGEMENT COMPANY

Capital Research and Management Company, 333 S. Hope Street, 55th Floor; Los Angeles, CA 90071, a registered investment adviser, as of October 6, 2015, owns more than 7.5%, but less than 22.5%, beneficially for its third party investors.

Pursuant to Rule 2(c) of the Rules Regarding Economic Disclosure Statement and Affidavit ("EDS") promulgated pursuant to Section 2-154-050 of the Municipal Code, Capital Research and Management Company may in lieu of an EDS, provide a copy of its most recent Form ADV and its most recent amendment thereto. Accordingly, attached hereto is Capital Research and Management Company, L.P. Form ADV (which was downloaded December 16, 2015 from

http://www.adviserinfo.sec.gov/IAPD/Content/ViewForm/crd\_iapd\_stream\_pdf.aspx?ORG\_PK=110885&RGLTR\_PK=50000&STATE\_CD=&FLNG\_PK=009EC80C0008018005BF67B005AA329D056C8CC0&Print=Y

# FORM ADV

## UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Prin	nary Business Name: CAPIT	TAL RESEARCH AND MANAGE	MENT COMPANY		CRD Number: 110885
Oth	er-Than-Annual Amendmen	t - All Sections			Rev. 10/2012
10/	6/2015 7:16:29 PM				
WA	· ·	-	•	l of your application, revocation of your ree Form ADV General Instruction 4.	registration, or criminal
l ter	n 1 Identifying Information				
Res	ponses to this Item tell us w	vho you are, where you are do	ing business, and how we can	contact you.	
A.	Your full legal name (if you CAPITAL RESEARCH AND	are a sole proprietor, your last MANAGEMENT COMPANY	t, first, and middle names):		
B.	Name under which you prin		usiness, if different from Item 1.	A.:	
	List on Section 1.B. of Scheo	dule D any additional names und	der which you conduct your advi	sory business.	
C.	If this filing is reporting a change change is of ☐ your legal name or ☐ you		n 1.A.) or primary business nam	e (Item 1.B.), enter the new name and	specify whether the
D.		th the SEC as an investment a	dviser, your SEC file number: <b>&amp;</b> er, your SEC file number:	01-8055	
E.	If you have a number ("CRL	O Number") assigned by the <i>FI</i>	NRA's CRD system or by the IAI	RD system, your <i>CRD</i> number: <b>110885</b>	
	If your firm does not have a	CRD number, skip this Item 1.E	E. Do not provide the CRD numbe	er of one of your officers, employees, or af	filiates.
F.	Principal Office and Place of	Business			
	(1) Address (do not use a Number and Street 1: 333 S HOPE STREET		Number and Street 2: 55TH FLOOR		
	City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071	
	If this address is a priv	rate residence, check this box:			
	you are applying for reg which you are applying	gistration, or are registered, with for registration or with whom yo	n one or more state securities au ou are registered. If you are appl	of business, at which you conduct investment thorities, you must list all of your offices in ying for SEC registration, if you are registe ses in terms of numbers of employees.	in the state or states to
	(2) Days of week that you   Monday - Friday O	•	your <i>principal office and place of</i>	business:	
	Normal business hours 9:00 A.M 5:00 P.M.	at this location:			
	(3) Telephone number at t 213-486-9200				
	(4) Facsimile number at th	is location:			
G.	Mailing address, if different	from your principal office and p	place of business address:		
	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: $\Box$			
Н.	If you are a sole proprietor	, state your full residence add	ress, if different from your <i>princ</i>	ipal office and place of business address ir	n Item 1.F.:
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	

I. Do you have one or more websites?

Yes No

O

		the portal without listing address	ses for all of the othe	er information. Some a	th which to access other information dvisers may need to list more than c	_	
J.	Provide the name and contact info		•		adviser, you must provide the cont	act	
	Name:	•	Other titles, if any:				
	Telephone number:		Facsimile number:				
	•						
	Number and Street 1:		Number and Street				
	City: State	2.	Country:	ZIP+4/Posta	Il Code:		
	Electronic mail (e-mail) address,	if Chief Compliance Officer has o	one:				
K.	Additional Regulatory Contact Per about this Form ADV, you may pro	•	Chief Compliance C	Officer is authorized to	receive information and respond t	to questi	ons
	Name:		Titles:				
	Telephone number:		Facsimile number:				
	·		Number and Street	. 0.			
	Number and Street 1:						
	City: State	:: 	Country:	ZIP+4/Posta	Il Code:		
		16					
	Electronic mail (e-mail) address,	if contact person has one:					
						Yes	No
L.	Do you maintain some or all of th somewhere other than your <i>princ</i>	-	quired to keep unde	er Section 204 of the A	Advisers Act, or similar state law,	•	0
	If "yes," complete Section 1.L. of S	chedule D.					
						Yes	No
M.	Are you registered with a foreign	financial regulatory authority?				0	•
	Answer "no" if you are not register regulatory authority. If "yes," comp		ory authority, even	if you have an affiliate	that is registered with a foreign finar		
N.	Are you a public reporting compar	ny under Sections 12 or 15(d) of	the Securities Eych	nange Act of 1934?		_	No
						0	•
	If "yes," provide your CIK number	· (Central Index Key number tha	at the SEC assigns t	o each public reportin	g company):	Voo	No
Ο.	Did you have \$1 billion or more in	assets on the last day of your r	most recent fiscal y	ear?			0
Р.	Provide your <i>Legal Entity Identifier</i>	if you have one:					
	M02M7XSKLMK96MWKNF95						
	A legal entity identifier is a unique identifier standard was still in deve	•	•		tplace. In the first half of 2011, the	legal en	tity
SEC	CTION 1.B. Other Business Names						
		N	lo Information Filed				
SE	CTION 1.F. Other Offices						
Yo	omplete the following information for must complete a separate Scheduyou are an exempt reporting adviser,	le D Section 1.F. for each locati	ion. If you are apply	ying for SEC registrati	-		
	umber and Street 1: 1100 SANTA MONICA BOULEVARD		Number a 15TH FLO	and Street 2:			
					71D . 4/D+-1 O. 1		
	ty: OS ANGELES	State: California	Country: United St	ates	ZIP+4/Postal Code: 90025-3384		
		Gamornia	omica St	2.00	,3020 3001		
lf	this address is a private residence,	check this box:					
T	elenhone Number	Facsimile Numbe	۵r،				

(310) 996-6000	(310)996-6200			
	D Section 1.F. for each local	tion. If you are applying for SE	ess, at which you conduct investment advisor cregistration, if you are registered only with yees).	-
Number and Street 1: ONE MARKET, STEUART TOWER		Number and Street 2: SUITE 2000		
City: SAN FRANCISCO	State: California	Country: United States	ZIP+4/Postal Code: 94105-1409	
If this address is a private residence, ch	eck this box:			
Telephone Number: (415) 421-9360	Facsimile Numbe (415) 393-7115	r:		
	D Section 1.F. for each local	tion. If you are applying for SE	ess, at which you conduct investment advisor cregistration, if you are registered only with yees).	-
Number and Street 1: 6455 IRVINE CENTER DRIVE		Number and Street 2:		
City: IRVINE	State: California	Country: United States	ZIP+4/Postal Code: 92618-4518	
If this address is a private residence, ch	eck this box:			
Telephone Number: 949-975-5000	Facsimile Numbe	r:		
	D Section 1.F. for each local	tion. If you are applying for SE	ess, at which you conduct investment advisor cregistration, if you are registered only with yees).	•
Number and Street 1: 5300 ROBIN HOOD ROAD		Number and Street 2:		
City: NORFOLK	State: Virginia	Country: United States	ZIP+4/Postal Code: 23513-2430	
If this address is a private residence, ch	eck this box:			
Telephone Number: (757) 670-4900	Facsimile Numb (757) 670-4773			
You must complete a separate Schedule	D Section 1.F. for each local	tion. If you are applying for SE	ess, at which you conduct investment advisor C registration, if you are registered only with	•
if you are an exempt reporting adviser, lis	st only the largest five office	,	yees).	
Number and Street 1: 400 S HOPE STREET		Number and Street 2: 22ND FLOOR		
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071-2801	
If this address is a private residence, ch	eck this box:			
Telephone Number: 213-486-1358	Facsimile Numbe	r:		

SECTION 1.I. Website Addresses			
List your website addresses. You must complete a	separate Schedule D	Section 1.I. for each website add	dress.
Website Address: HTTP://WWW.THECAPITALGRO	UP.COM		
Website Address: HTTPS://WWW.AMERICANFUND	OS.COM/		
SECTION 1.L. Location of Books and Records			
Complete the following information for each location must complete a separate Schedule D Section 1.L.		your books and records, other tha	an your <i>principal office and place of business</i> . You
Name of entity where books and records are kept: CAPITAL RESEARCH AND MANAGEMENT COMPANY			
Number and Street 1: 6455 IRVINE CENTER DRIVE		Number and Street 2:	
City: IRVINE	State: California	Country: United States	ZIP+4/Postal Code: 92618
If this address is a private residence, check this box	x: 🗖		
Telephone Number: 949-975-5000	Facsimile number:		
This is (check one):  o one of your branch offices or affiliates.			
o a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this IN ADDITION TO THE PRINCIPAL PLACE OF BUSINES TRANSACTION SETTLEMENT RECORDS ARE MAINTAI	S LISTED IN RESPON		
Name of entity where books and records are kept: CAPITAL RESEARCH AND MANAGEMENT COMPANY			
Number and Street 1: 5300 ROBIN HOOD ROAD		Number and Street 2:	
City: NORFOLK	State: Virginia	Country: United States	ZIP+4/Postal Code: 23513
If this address is a private residence, check this box	x: 🗖		
Telephone Number: (757) 670-4900	Facsimile number:		
This is (check one):  one of your branch offices or affiliates.			
o a third-party unaffiliated recordkeeper.			
o other.			
Briefly describe the books and records kept at this IN ADDITION TO THE PRINCIPAL PLACE OF BUSINES TRANSACTION SETTLEMENT RECORDS ARE MAINTAI	S LISTED IN RESPON		

		-	where books and records are kept: RCH AND MANAGEMENT COMPANY				
			reet 1: BLVD.		Number and Street 2:		
City: SAN A	NTON	VIO		State: Texas	Country: United States	ZIP+4/Postal Code: 78251-4321	
If this	addr	ess	is a private residence, check this bo	x: 🗖			
Telepl 210-4			nber:	Facsimile nui	mber:		
This is	•		ne): branch offices or affiliates.				
o a t	third-	part	y unaffiliated recordkeeper.				
o ot	her.						
			e the books and records kept at this CORDS	location:			
ECTIO	ON 1.	M. F	Registration with Foreign Financial	Regulatory Au	thorities		
					No Information Filed		
A. To <i>ai</i> pr	regi: nnual ovide	ster upda es in	•	, you must chec ration and you a	ck <b>at least one</b> of the Items 2. are no longer eligible to regist	A.(1) through 2.A.(12), below. If you are submitting an er with the SEC, check Item 2.A.(13). Part 1A Instruction of these items.	
V	(1)	) a	re a large advisory firm that either	:			
		(8	a) has regulatory assets under mana	gement of \$100	O million (in U.S. dollars) or m	ore, or	
		(k	o) has regulatory assets under mana amendment and is registered with	-	million (in U.S. dollars) or mo	re at the time of filing its most recent annual updating	
	(2)	•	re a <b>mid-sized advisory firm</b> that h n U.S. dollars) and you are either:	as regulatory a	issets under management of S	225 million (in U.S. dollars) or more but less than \$100 r	nillion
		(8	a) not required to be registered as a of business, or	an adviser with	the state securities authority of	of the state where you maintain your principal office and	' place
		(k	o) not subject to examination by the	e state securities	s authority of the state where	you maintain your principal office and place of business;	
			Click <b>HERE</b> for a list of states in what authority.	nich an investme	ent adviser, if registered, would	not be subject to examination by the state securities	
	(3)	) h	ave your <i>principal office and place of</i>	business <b>in Wyc</b>	oming (which does not regula	re advisers);	
	(4)	) h	ave your principal office and place of	business <b>outsid</b>	e the United States;		
	(5)	) a	re an investment adviser (or sub-a	idviser) to an i	nvestment company register	ed under the Investment Company Act of 1940;	
	(6)	Ir	-	•		velopment company pursuant to section 54 of the ve at least \$25 million of regulatory assets under	
	(7)		re a <b>pension consultant</b> with respect rule 203A-2(a);	ct to assets of p	olans having an aggregate val	ue of at least \$200,000,000 that qualifies for the exem	ption
	(8)		re a <b>related adviser</b> under rule 203, egistered with the SEC, and your <i>pri</i>			er common <i>control</i> with, an investment adviser that is as the registered adviser;	
		It	you check this box, complete Section	2.A.(8) of Sche	dule D.		
	(9)	) a	re a <b>newly formed adviser</b> relying o	on rule 203A-2(	(c) because you expect to be e	ligible for SEC registration within 120 days;	
		11	you check this box, complete Section	2.A.(9) of Sche	dule D.		

(10) are a <b>multi-state adviser</b> th	at 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);							
		ion against registration with the SEC.					
(,	(12) have <b>received an SEC order</b> exempting you from the prohibition against registration with the SEC;						
If you check this box, complet	te Section 2.A. (12) of Schedule D.						
(13) are <b>no longer eligible</b> to ren	nain registered with the SEC.						
file with the SEC. These are called <i>not</i> of reports and any amendments they for to receive notice of this and all subsect additional state(s), check the box(es)	isers may be required to provide t tice filings. In addition, exempt repo file with the SEC. If this is an initia quent filings or reports you submit next to the state(s) that you wou	Reporting Advisers to state securities authorities a copy of the orting advisers may be required to provide all application or report, check the box(es) to the SEC. If this is an amendment to did like to receive notice of this and all subserfillings or reports from going to state(s) to MO	state securities authorities with a copy next to the state(s) that you would like irect your notice filings or reports to esequent filings or reports you submit to				
□ AK		□ MT	□ PR				
□ AZ	□ IN	□ NE	□ RI				
□ AR	□ IA	□ NV	□ sc				
□ CA	□ KS	□ NH	□ SD				
□ co		□ NJ	□ TN				
	II						
Ст	□ LA	□ NM	□ тх				
□ DE	□ ME	□ NY	□ ∪т				
DC DC	□ MD	□ NC	□ VT				
□ FL	□ MA	□ ND	□ VI				
□ GA	□ MI	□ он	□ VA				
□ GU	□ MN	П ОК	□ WA				
□ ні	□ MS	□ OR	□ wv				
			□ wi				
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).  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  SEC Number of Registered Investment Adviser  SEC Number of Registered Investment Adviser							
SECTION 2.A.(9) Newly Formed Adviser							
If you are relying on rule 203A-2(c), the ne representations about your eligibility for S representations. You must make both of the	SEC registration. By checking the aphese representations:	ppropriate boxes, you will be deemed to h	nave made the required				
I am not registered or required to be re register with the SEC within 120 days a	after the date my registration with	the SEC becomes effective.					
☐ I undertake to withdraw from SEC regis 203A(a) of the Advisers Act from registe	•	my registration with the SEC becomes effor	ective, I would be prohibited by Section				
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

abo	but your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.	
	ou 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 state securities authorities 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.	
lf v	ou are submitting your annual updating amendment, you must make this representation:	
	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.	
SEC	TION 2.A.(12) SEC Exemptive <i>Order</i>	
If y	ou are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:	
Apr	blication Number:	
803		
<b>.</b>		
Dat	e of <i>order</i> :	
	n 3 Form of Organization	
A.	How are you organized?	
	© Corporation	
	Sole Proprietorship	
	C Limited Liability Partnership (LLP)	
	O 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? JUNE	
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.	
lten	n 4 Successions	
Α.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser?  C 6	
	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.	
SEC	TION 4 Successions	

ten	n 5 In	nformation About Your Advisory Business -	Employees, Clients, and Compensat	ion						
	•	es to this Item help us understand your busi y policy. Part 1A Instruction 5.a. provides ad			•		rith data	we use w	/hen ma	king
Em	ploye	ees								
_		e organized as a sole proprietorship, include yo more than one function, you should count tha						4), and (5,	). If an e	employee
Α.	Appr	oximately how many <i>employees</i> do you have	e? Include full- and part-time <i>employee</i>	es but do not in	clude any	clerical w	vorkers.			
B.	(1)	Approximately how many of the <i>employees</i> 243		· ·			rch)?			
	(2)	Approximately how many of the <i>employees</i> 6	reported in 5.A. are registered repres	sentatives of a	broker-de	aler?				
	(3)	Approximately how many of the <i>employees</i> representatives?	reported in 5.A. are registered with o	ne or more <i>stat</i>	te securiti	es authori	ities as i	nvestmen	t advisei	_
	(4)	Approximately how many of the <i>employees</i> representatives for an investment adviser of		ne or more <i>stai</i>	te securiti	es authori	ities as i	nvestmen	t adviser	-
	(5)	Approximately how many of the <i>employees</i> 0	reported in 5.A. are licensed agents of	f an insurance	company	or agency	y?			
	(6)	Approximately how many firms or other <i>per</i> 0	rsons solicit advisory <i>clients</i> on your be	ehalf?						
	•	our response to Item 5.B.(6), do not count any behalf.	y of your employees <b>and count a firm o</b> r	nly once – do no	t count ea	ach of the	<b>firm's</b> er	nployees t	that solid	cit on
	_									
Clie	ents									
_		esponses to Items 5.C. and 5.D. do not include se investors.	e as "clients" the investors in a private	fund you advise	e, unless y	ou have a	separat	e advisory	relation	ıship
C.	(1)	To approximately how many <i>clients</i> did you	provide investment advisory services	during your mo	ost recent	ly comple	eted fisca	al year?		
		O 0	O 1-10		O 11-	25				
		O 26-100	<ul> <li>More than 100</li> <li>If more than 100, how many?</li> <li>(round to the nearest 100)</li> <li>200</li> </ul>							
	(2)	Approximately what percentage of your <i>clie</i> 4%								
D.	not i purs inves	ourposes of this Item 5.D., the category "indivinclude businesses organized as sole proprieto, uant to section 54 of the Investment Companistment company registered under the Investmonse to Item 5.D.(2)(d).	rships. The category "business developi y Act of 1940. Unless you provide advis	ment companies sory services pu	s" consists Irsuant to	of compa an investi	nies tha ment adv	t have ma ⁄isory con	ide an el tract to a	lection an
	(1)	What types of <i>clients</i> do you have? Indicate <i>client</i> fits into more than one category, check		ich type of <i>clier</i>	nt compris	es of you	r total n	umber of	clients. I	f a
				<u>None</u>	<u>Up to</u> 10%	<u>11-</u> 25%	<u>26-</u> 50%	<u>51-75%</u>	76-99%	<u>6</u> 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 companies  (f) Pacied investment vehicles (other than	n investment companies)	•	0	0	0	0	0	0
		(f) Pooled investment vehicles (other tha	n mvestment companies)	0	•	0	0	0	0	0

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 $\circ$ 

(g) Pension and profit sharing plans (but not the plan participants)

	(h	Charitable organizations		•	0	0	0	0 0	0
	(i)	Corporations or other businesses not li	sted above	•	0	0	0	0 0	0
	(j)	State or municipal government entities		•	0	0	0	0 0	0 0
	(k	Other investment advisers		•	0	0	0	0 0	
	(1)	Insurance companies		•	0	0	0	0 0	
	(m		ELY MANAGED ACCOUNT PROGRAM	Ö	•	0	0	0 0	
		licate the approximate amount of your reque of client. If a client fits into more than or		(reported in It		·			O .
	(a	Individuals (other than <i>high net worth ir</i>	ndividuals)			Jp to 25%			
	(b	· · · · ·	an viduals)		•	0	0	0	0
		-			0	•	0	0	0
	(C)	•			0	•	0	0	0
	(d				0	0	0	0	⊙
	(e				•	0	0	0	0
	(f)	Pooled investment vehicles (other than	, ,		0	•	0	0	0
	(g	Pension and profit sharing plans (but no	ot the plan participants)		•	0	0	0	0
	(h	Charitable organizations			•	0	0	0	0
	(i)	Corporations or other businesses not li	sted above		•	0	0	0	0
	(j)	State or municipal government entities			•	0	0	0	0
	(k)	Other investment advisers			•	0	0	0	0
	(1)	Insurance companies			•	0	0	0	0
	(m	) Other: WRAP FEE AND OTHER SEPARAT	ELY MANAGED ACCOUNT PROGRAM (	CLIENTS	0	•	0	0	0
Com	pensati	on Arrangements							
E.	You are	compensated for your investment advisory	y services by (check all that apply):						
	(1) (2) (3) (4) (5) (6) (7)	A percentage of assets under your man Hourly charges Subscription fees (for a newsletter or perfect fixed fees (other than subscription fees Commissions  Performance-based fees Other (specify): GROSS INVESTMENT IN	eriodical) )						
Item	5 Infor	mation About Your Advisory Business - F	Regulatory Assets Under Managemo	ent					
Reg	ulatory <i>i</i>	Assets Under Management							
									Yes No
F.	(1) Do y	ou provide continuous and regular superv	risory or management services to se	curities portfo	lios?				⊙ ○
	(2) If ye	s, what is the amount of your regulatory	assets under management and total	I number of ac	counts?				
			U.S. Dollar Amount		Total N	lumber of A	ccounts		
	Dis	cretionary:	a) \$ 1,440,717,591,249	(0	d) 138				
	Nor	-Discretionary:	b) \$ 696,593,282	(6	e) 13				
	Tot	al: (	c) \$ 1,441,414,184,531	(f	) 151				
		t 1A Instruction 5.b. explains how to calcula apleting this Item.	te your regulatory assets under mana	agement. You r	must follov	/ these insti	uctions ca	refully wher	7
Item	5 Infor	mation About Your Advisory Business - <i>I</i>	Advisory Activities						
	isory Ac								
G.	What ty	pe(s) of advisory services do you provide?	Check all that apply.						
	[ (1)	Financial planning services							
	(2) <b>(</b> 3)	Portfolio management for individuals ar							
	<b>(</b> 3)	Portfolio management for investment c section 54 of the Investment Company	•	elopment comp	panies" th	at have ma	de an elec	tion pursua	ant to
	<b>(</b> 4)	Portfolio management for pooled invest	•	nt companies)					
	(5)	Portfolio management for businesses (of other pooled investment vehicles)			s (other th	an register	ed investn	nent compa	inies and
	(6)	Pension consulting services	divide found in						
	<u> </u>	Selection of other advisers (including pr	ivate tuna managers)						

	(8) Publication of periodicals or newsletters
	☐ (9) Security ratings or pricing services ☐ (10) Market timing services
	<ul> <li>(10) Market timing services</li> <li>(11) Educational seminars/workshops</li> </ul>
	(12) Other(specify): PORTFOLIO MANAGEMENT FOR SMA AND WRAP FEE PROGRAMS
	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 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?
	1 10
	O 1 - 10
	O 11 - 25
	O 26 - 50 O 51 - 100
	104 050
	O 101 - 250 O 251 - 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.
1.	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?
	If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.1.(2) of Schedule D.
	If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a
	wrap fee program, 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?
SEC	CTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies
cor	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 impanies 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 vestment company and business development company to which you act as an adviser.
	EC File Number 811-00032
SE	
SE	
	EC File Number 811-00066
	C File Number 811-00066
SE	EC File Number 811-00066 EC File Number 811-00116
SE	
SE(	
SE(	EC File Number 811-00116
SE(	EC File Number 811-00116
SE(	EC File Number 811-00116 EC File Number 811-00572
SE(	EC File Number 811-00116 EC File Number 811-00572
SE(	EC File Number 811-00116 EC File Number 811-00572 EC File Number 811-00604
SE(	EC File Number 811-00116 EC File Number 811-00572 EC File Number 811-00604

SEC File Number 811-01880
SEC File Number 811-02333
SEC File Number 811-02421
SEC File Number 811-02444
SEC File Number 811-03734
SEC File Number 811-03735
SEC File Number 811-03857
SEC File Number 811-04318
SEC File Number 811-04653
SEC File Number 811-04694
SEC File Number 811-05085
SEC File Number 811-05104
SEC File Number 811-05364
SEC File Number 811-05446
SEC File Number 811-05750
CEC File Number 011 05000
SEC File Number 811-05888
SEC File Number 811-07338
SECTIVE NUMBER 611-07336
SEC File Number 811-07888
SEC File Number 811-08576
SEC File Number 811-09105
SEC File Number 811-21928

SEC File Number 811-21981
SEC File Number 811-22215
SEC File Number 811-22277
SEC File Number 811-22448
SECTIONAL MATIBEL CTT 22 TTO
SEC File Number 811-22449
SEC File Number 811-22496
SEC File Number 811-22656
SEC File Number 811-22692
SEC File Number 811-22744
SECTILE NUTIDE 611-22744
SEC File Number 811-22745
SEC File Number 811-22746
SEC File Number 811-22881
SEC File Number 811-23053
SECTION 5.1.(2) Wrap Fee Programs
If you are a portfalia manager for one or more unage for programs list the name of each programs and its angrees. You must complete a concrete Cabadula D
If you are a portfolio manager for one or more <i>wrap fee programs</i> , list the name of each program and its <i>sponsor</i> . You must complete a separate Schedule D Section 5.1.(2) for each <i>wrap fee program</i> for which you are a portfolio manager.
Section 5.1.(2) for each wap ree program for which you are a portrollo manager.
Name of Wrap Fee Program
ACCOUNT PROGRAM
Name of Sponsor
STIFEL, NICOLAUS & COMPANY, INCORPORATED
Name of Wrap Fee Program
ASSETMARK PLATFORM
Name of Sponsor
ASSETMARK INC.
Name of Wrap Fee Program
ENVESTNET SUB-MANAGER PROGRAM
Name of Sponsor

ENVESTNET ASSET MANAGEMENT, INC.
Name of Wrap Fee Program ENVESTNET THIRD PARTY MODELS PROGRAM
Name of <i>Sponsor</i> ENVESTNET ASSET MANAGEMENT, INC.
Name of Wrap Fee Program  JP MORGAN PORTFOLIO MANAGER PROGRAM
Name of Sponsor  J.P. MORGAN SECURITIES LLC
Name of Wrap Fee Program  JP MORGAN STRATIS
Name of <i>Sponsor</i> J.P. MORGAN SECURITIES LLC
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> EDWARD D. JONES & CO., L.P.
Name of Wrap Fee Program  MANAGED ACCOUNT SOLUTIONS
Name of <i>Sponsor</i> ENVESTNET ASSET MANAGEMENT, INC.
Name of Wrap Fee Program  MANAGER ACCESS SELECT PROGRAM
Name of <i>Sponsor</i> LPL
Name of Wrap Fee Program MASTER MANAGER PROGRAM
Name of Sponsor LOCKWOOD ADVISORS, INC.
Name of Wrap Fee Program MERRILL LYNCH CONSULTS
Name of <i>Sponsor</i> MANAGED ACCOUNT ADVISORS LLC

Name of Wrap Fee Program  MERRILL LYNCH INVESTMENT ADVISORY PROGRAM & UNIFIED MANAGED ACCOUNT PROGRAM	
Name of <i>Sponsor</i> MANAGED ACCOUNT ADVISORS LLC	
Name of <i>Wrap Fee Program</i> MORGAN STANLEY SMITH BARNEY FIDUCIARY SERVICES PROGRAM	
Name of <i>Sponsor</i> MORGAN STANLEY SMITH BARNEY LLC	
Name of Wrap Fee Program SUMMIT PROGRAM	
Name of <i>Sponsor</i> SCOTIA CAPITAL INC	
Name of Wrap Fee Program  UBS ACCESS AND STRATEGIC WEALTH PORTFOLIO PROGRAMS	
Name of Sponsor  UBS FINANCIAL SERVICES INC.	
Name of Wrap Fee Program  WELLS FARGO MASTERS & DIVERSIFIED MANAGED ALLOCATIONS (DMA) PROGRAM  Name of Sponsor  WELLS FARGO ADVISORS, LLC	
WELLS FARGO ADVISORS, LLC	
Item 6 Other Business Activities	
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   (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 in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.	/ <del></del>
B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	/es No
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	o o ne.

If "ves." 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.

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

Yes No

⊙ ⊙

SECTION 6.A. Names of Your Other Businesses
No Information Filed
SECTION ( D (2) Description of Drive on Duckey
SECTION 6.B.(2) Description of Primary Business  Describe your primary business (not your investment advisory 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 <i>client</i> , You may omit products and services that you listed in Section 6.B.(2) above.
CRMC FURNISHES MUTUAL FUND SERVICES, INCLUDING COMPENSATION, TRAVEL COSTS, AND OTHER ADMINISTRATIVE SERVICES.
If you engage in that business under a different name, provide that name.
Item 7 Financial Industry Affiliations
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 <i>clients</i> .
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 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 swap dealer
(1) registered seeding based swap dediction [1] (5) major security-based swap participant
(6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
<ul> <li>(7) futures commission merchant</li> <li>(8) banking or thrift institution</li> </ul>
<ul> <li>✓ (8) banking or thrift institution</li> <li>✓ (9) trust company</li> </ul>
(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.
Constant 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.
eporationally independent disdes rate 200(1) 2 of the havisars ret.
SECTION 7.A. Financial Industry Affiliations
Section 7.A. Financial industry Arimations
Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.
1. Legal Name of <i>Related Person</i> :
CAPITAL INTERNATIONAL, INC.
2. Primary Business Name of Related Person:
CAPITAL INTERNATIONAL, INC.
3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
801 - 32104

	Othe			
4.	Relat	ted Person's CRD Number (if any): 582		
5.	Relat	ted Person is: (check all that apply)		
		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)		
		futures commission merchant		
	_	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		
			Yes	No
6.	Do y	ou control or are you controlled by the related person?	•	C
			~	~
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the	Ö	
		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 custody of your clients'	ass∈	ets:
	` ,	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?	$\circ$	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	С
	(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 register	red.	
		Name of Country/Foreign Financial Regulatory Authority		
		Guam - Department of Revenue and Taxation		
		Hong Kong - Securities and Futures Commission		
		Singapore - Monetary Authority of Singapore		
		South Korea - Financial Supervisory Commission / Financial Supervisory Service		
11	Do v	ou and the related person share any supervised persons?	_	_
11.	ро у	ou and the related person share any supervised persons?	⊙	С
12.	Do y	ou and the related person share the same physical location?	•	_
				_
1.	Lega	l Name of <i>Related Person</i> :		
	CAPI	TAL RESEARCH COMPANY		
2.		ary Business Name of <i>Related Person</i> :		
	CAPI	TAL RESEARCH COMPANY		
2	Dolos	tod Parsan's SEC File Number (if any) (e.g. 901 9 944 902)		
ა.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 54942		
	or			
	Othe	er		
4.	Relat	ted Person's CRD Number (if any): 584		

5.	Relat	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 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)		
	10,	futures commission merchant		
		banking or thrift institution		
	.,	trust company		
	•	accountant or accounting firm		
	` ,	lawyer or law firm		
		insurance company or agency		
	(m)			
		real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	` '	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) or pooled investment vehicles	Yes	Nic
6	Do v	ou control or are you controlled by the related person?		
Ο.	БО у	ou control of are you controlled by the related person:	•	0
7	Arox	you and the <i>related person</i> under common <i>control</i> ?	_	_
1.	Ares	you and the related person under common controls	⊚	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	⊙
		If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the	0	0
		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>clien</i>	tc'acc	ste.
	(0)	Number and Street 1: Number 2:	13 0330	;13.
		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	•
	(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 regis	stered.	
		Name of Country/Foreign Financial Regulatory Authority		
		United Kingdom - Financial Conduct Authority		
11.	Do y	ou and the related person share any supervised persons?	•	0
	,		•	•
12.	Do y	ou and the related person share the same physical location?		0
	,			•
1.	Lega	l Name of <i>Related Person</i> :		
	CAPI	TAL INTERNATIONAL ASSET MANAGEMENT (CANADA), INC.		
2.		ary Business Name of <i>Related Person</i> :		
	CAPI	TAL INTERNATIONAL ASSET MANAGEMENT (CANADA), INC.		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe			
	Otric			
4.	Relai	ted Person's CRD Number (if any):		
	7.074.			
5.	Relat	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 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		
	•	accountant or accounting firm		
	. ,	lawyer or law firm		
	• •	insurance company or agency		
	(m)			
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(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?		•
<b>-</b>	4			
1.	Are y	you and the related person under common control?	⊙	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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 related person's office responsible for custody of your clients	'asse	ets:
		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: $\square$	V	. NI-
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	Yes	
9.	(a)		⊚	0
	(b)	If the answer is yes, under what exemption? SECTION 203(B)(3) 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 foreign financial regulatory authority with which the related person is regist	ered.	
		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		
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	•
1.	_	al Name of <i>Related Person</i> : ITAL INTERNATIONAL SÀRL		
2.		nary Business Name of <i>Related Person</i> : ITAL INTERNATIONAL SÀRL		
3.		ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 75723		
	or Othe	er		
4.	<i>Rela</i> 1626	ated Person's CRD Number (if any): 640		
5.		nted Person is: (check all that apply)  Durch 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)		
		futures commission merchant		
	` ,	banking or thrift institution		
		trust company		
	•	accountant or accounting firm		
		lawyer or law firm		
	.,	insurance company or agency		
	(m)			
	` ,	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		
			Yes	No
6.	Do y	ou control or are you controlled by the related person?	$\odot$	0
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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		0
	( )	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 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 clien	ts' asse	ets:
		Number and Street 1: Number and Street 2:		
		City: 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
	(b)	If the answer is yes, under what exemption?		
		SECTION 203(B)(3) 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 foreign financial regulatory authority with which the related person is regis	stered.	
		Name of Country/Foreign Financial Regulatory Authority		
		Switzerland - Swiss Financial Market Supervisory Authority		
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the related person share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> :		
	CAPI	TAL INTERNATIONAL LIMITED		
2.		ary Business Name of <i>Related Person</i> :		
	CAPI	TAL INTERNATIONAL LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	or Othe			
	Otric			
4	Rela	ted Person's CRD Number (if any):		
т.	Rela			
_				
5.	Rela			
5.		ted Person is: (check all that apply)		
5.	(a)	ted Person is: (check all that apply)  broker-dealer, municipal securities dealer, or government securities broker or dealer		
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)		
5.	(a) (b) (c)	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		
5.	(a) (b) (c) (d)	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  registered security-based swap dealer		
5.	<ul><li>(a)</li><li>(b)</li><li>(c)</li><li>(d)</li><li>(e)</li></ul>	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  registered security-based swap dealer  major security-based swap participant		
5.	<ul><li>(a)</li><li>(b)</li><li>(c)</li><li>(d)</li><li>(e)</li><li>(f)</li></ul>	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  registered security-based swap dealer  major security-based swap participant  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
5.	<ul><li>(a)</li><li>(b)</li><li>(c)</li><li>(d)</li><li>(e)</li><li>(f)</li><li>(g)</li></ul>	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  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		
5.	<ul><li>(a)</li><li>(b)</li><li>(c)</li><li>(d)</li><li>(e)</li><li>(f)</li></ul>	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  registered security-based swap dealer  major security-based swap participant  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		

	(k) (l) (m) (n) (o)	<ul> <li>□ accountant or accounting firm</li> <li>□ lawyer or law firm</li> <li>□ insurance company or agency</li> <li>□ pension consultant</li> <li>□ real estate broker or dealer</li> <li>□ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>□ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
6.	Do y	you control or are you controlled by the related person?		No O
7	Δro	you and the <i>related person</i> under common <i>control</i> ?		
<i>,</i> .	7110	you and the related person under common controls	⊙	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> ' and the related person's office responsible for <i>custody</i> of your <i>clients</i> ' and the related person's office responsible for <i>custody</i> of your <i>clients</i> ' and the related person's office responsible for <i>custody</i> of your <i>clients</i> '.	0	© C
	(0)	Number and Street 1: Number and Street 2:	.550	
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
			es/	No
9.		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? SECTION 203(M) - 1 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> with which the <i>related person</i> is register  Name of Country/Foreign Financial Regulatory Authority	ed.	
		Germany - German Federal Financial Supervisory Agency		
		Italy - National Stock Exchange Commission		
		Netherlands - The Netherlands Authority for the Financial Markets		
		South Africa - Financial Services Board		
		Spain - National Commission of Securities Markets		
		United Kingdom - Financial Conduct Authority		
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?		•
1.	_	al Name of <i>Related Person</i> : ITAL INTERNATIONAL K.K.		
2.		ary Business Name of <i>Related Person</i> : TAL INTERNATIONAL K.K.		
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)	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 registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm		

	(1)	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		
			⁄es	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
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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	_	0
	(-)	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 custody of your clients's	asse	ts:
		Number and Street 1: Number and Street 2:		
		City: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: 🗖		
		·	<b>′</b> es	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	$\odot$	0
	(b)	If the answer is yes, under what exemption? SECTION 203(B)(3) OF THE INVESTMENT ADVISERS ACT		
10	(-)			
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 foreign financial regulatory authority with which the related person is register	ed.	
		Name of Country/Foreign Financial Regulatory Authority		
		Japan - Financial Services Agency		
11.	Do y	you and the related person share any supervised persons?	•	0
12	Do 1	you and the <i>related person</i> share the same physical location?	_	_
12.	D0 3	you and the related person share the same physical location:	$\circ$	⊙
1.	_	al Name of <i>Related Person</i> : PITAL GUARDIAN TRUST COMPANY		
2.		mary Business Name of <i>Related Person</i> : PITAL GUARDIAN TRUST COMPANY		
3.		ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ated Person's CRD Number (if any): 3236		
5.	Rela	ated 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)			
	(n)	real estate broker or dealer		
	(0)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	_	<u>.</u> -
,	_		<b>/es</b>	
6.	no î	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	$\odot$	0

7.	Are you and the related person under common control?	•	0
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:	asse	ets:
	in this address is a private residence, check this box.	Yes	No
9.	<ul><li>(a) If the related person is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption?</li></ul>	0	•
10.	<ul><li>(a) Is the related person registered with a foreign financial regulatory authority?</li><li>(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 registed.</li><li>No Information Filed</li></ul>	C ered.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : CAPITAL GUARDIAN TRUST COMPANY, A NEVADA CORPORATION		
2.	Primary Business Name of <i>Related Person</i> : CAPITAL GUARDIAN TRUST COMPANY, A NEVADA CORPORATION		
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		
	<ul> <li>(f) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(g) Gutures commission merchant</li> <li>(h) Danking or thrift institution</li> </ul>		
	<ul> <li>(i) ✓ trust company</li> <li>(j) ☐ accountant or accounting firm</li> <li>(k) ☐ lawyer or law firm</li> </ul>		
	<ul> <li>(i) insurance company or agency</li> <li>(m) pension consultant</li> <li>(n) real estate broker or dealer</li> </ul>		
	<ul> <li>(o)  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p)  sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
4		Yes	_
	Do you control or are you controlled by the related person?  Are you and the related person under common control?	0	•
, .	The year and the related person under common common	•	0
8.	<ul> <li>(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>?</li> <li>(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>?</li> </ul>	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> Number and Street 1:  Number 2:	asse	ets:
	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?	·	
		SECTION 202(A)(11) - A OF THE INVESTMENT ADVISERS ACT		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
		If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is registe		•
11	D	No Information Filed		
11.	ро у	you and the related person share any supervised persons?	•	О
12.	Do y	ou and the related person share the same physical location?	•	0
1.	Lega	al Name of <i>Related Person</i> :		
	_	RICAN FUNDS DISTRIBUTORS, INC.		
2.		nary Business Name of <i>Related Person</i> :  RICAN FUNDS DISTRIBUTORS, INC.		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 77946		
	or Othe	er		
4.	Rela	ted Person's CRD Number (if any): 7		
5.		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		
	` ,	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		
	0,	accountant or accounting firm  lawyer or law firm		
		insurance company or agency		
	(m)	<b>-</b>		
	` ,	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	No
6.	Do y	you control or are you controlled by the related person?	•	0
7.	Are y	you and the related person under common control?	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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	•
	(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>	asse	ts:
		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	•
	(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> with which the <i>related person</i> is registe  No Information Filed	ed.	

11. Do you and the *related person* share any *supervised persons*?

12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : CAPITAL GUARDIAN (CANADA), INC.		
2.	Primary Business Name of <i>Related Person</i> : CAPITAL GUARDIAN (CANADA), INC.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 56526 or Other		
4.	Related Person's CRD Number (if any): 110681		
5.	Related Person is: (check all that apply)  (a)		
6.	Do you control or are you controlled by the related person?	Yes •	No O
7.	Are you and the related person under common control?	•	0
8.	<ul> <li>(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?</li> <li>(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?</li> </ul>	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> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	's' asse Yes	
9.	(a) If the related person is an investment adviser, is it exempt from registration?		• •
10	<ul><li>(b) If the answer is yes, under what exemption?</li><li>(a) Is the related person registered with a foreign financial regulatory authority?</li></ul>		
10.	<ul><li>(a) Is the related person registered with a foreign financial regulatory authority?</li><li>(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 regist</li><li>No Information Filed</li></ul>		•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : CAPITAL BANK AND TRUST COMPANY		

2. Primary Business Name of *Related Person*: CAPITAL BANK AND TRUST 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) registered municipal advisor		
	<ul><li>(d)  registered security-based swap dealer</li><li>(e)  major security-based swap participant</li></ul>		
	(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) $\square$ 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		
5.	Do you control or are you controlled by the related person?	Yes	
٥.	bo you control of are you controlled by the related person:	0	•
1.	Are you and the related person under common control?	•	С
3.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	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> ?	Ô	
	(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>clie</i>	ents' asse	ets:
	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	Nic
9.	(a) If the related person 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 foreign financial regulatory authority with which the related person is reg	jistered.	
1 1	No Information Filed		_
11.	Do you and the related person share any supervised persons?	•	С
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> :  CAPITAL GROUP PRIVATE MARKETS, INC.		
2.	Primary Business Name of <i>Related Person</i> : CAPITAL GROUP PRIVATE MARKETS, INC.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 - 77223 or		
	or Other		
4.	Related Person's CRD Number (if any): 165444		

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)	Tust company		
	(j)	accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(I)	insurance company or agency		
	(m)			
	(n)			
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(P)	sponsor, general partner, managing member (or equivalent) or pooled investment vehicles	Voc	. No
4	Do w	ou control or are you controlled by the related person?		
Ο.	ро у	ou control of are you controlled by the related person!	⊚	0
7.	Are y	ou and the related person under common control?	⊙	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the	0	0
		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 client	's' asse	ets:
	(-)	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	•
		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?	_	_
10.				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 regis Name of Country/Foreign Financial Regulatory Authority	terea.	
		United Kingdom - Financial Conduct Authority		
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	⊙	0
1.	_	Name of Related Person:		
	CAPI	TAL INTERNATIONAL MANAGEMENT COMPANY SÀRL		
2.		ary Business Name of <i>Related Person</i> :		
	CAPI	TAL INTERNATIONAL MANAGEMENT COMPANY SÀRL		
3.	Relat	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Othe			
	- · ·			
4.	Relat	ed Person's CRD Number (if any):		
_	С,	ad Darson in (about all that apply)		
٥.		ed Person is: (check all that apply)		
	(a)			
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	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		
	(h)	Danking of thirt institution		

(j	accountant or accounting firm	
(k	lawyer or law firm insurance company or agency	
(r	pension consultant	
(r	real estate broker or dealer	
(r	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	
(1	Sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Yes No
6. D	u control or are you controlled by the related person?	⊙ ○
7. A	ou and the <i>related person</i> under common <i>control</i> ?	6.0
, , , ,	sa and the related person ander common.	⊙ ೧
8. (8	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0 0
(k	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
(0	f 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>cli</i>	ents' assets:
	Number and Street 1: Number and Street 2:	
	City: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:     Country: ZIP+4/Postal Code:   Country:   Country	
		Yes No
9. (8	f the related person is an investment adviser, is it exempt from registration?	0 0
(k	f the answer is yes, under what exemption?	
	SECTION 203(B)(3) OF THE INVESTMENT ADVISERS ACT	
10. (8	s the related person registered with a foreign financial regulatory authority?	<b>o</b> o
(k	f the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with which the related person is re	gistered.
	Name of Country/Foreign Financial Regulatory Authority	
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector	
11. D	u and the <i>related person</i> share any <i>supervised persons</i> ?	0 0
	ivate Fund Reporting	· •
		Yes No
B. Are	u an adviser to any <i>private fund</i> ?	<b>⊙</b> ○
ser Scl	" 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 ce and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Sect le 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, te Section 7.B.(2) of Schedule D.	ion 7.B.(1) of
cod	er 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 alping it 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 of the fund's name.	
SECTI	7.B.(1) Private Fund Reporting	
A. PI	TE FUND	
Info	tion About the <i>Private Fund</i>	
1.	Name of the private fund:	
'.	CAPITAL GROUP EUROPEAN GROWTH AND INCOME FUND (LUX)	
	Private fund identification number:	
	(include the "805-" prefix also)	
	805-6745962244	
2	der the laws of what state or country is the <i>private fund</i> organized:	
2.	der the laws of what state or country is the <i>private fund</i> organized:  State:  Country:	

	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director		
	CAPITAL RESEARCH AND MANAGEMENT COMPANY		
4.	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		
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		
	Austria - Financial Market Authority		
	Belgium - Banking, Finance and Insurance Commission		
	Denmark - Danish Financial Supervisory Authority		
	Finland - Financial Supervision Authority		
	France - Financial Markets Authority		
	Germany - German Federal Financial Supervisory Agency		
	Ireland - Central Bank of Ireland		
	Italy - National Stock Exchange Commission		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
	Netherlands - The Netherlands Authority for the Financial Markets		
	Norway - The Banking, Insurance and Securities Commission		
	Singapore - Monetary Authority of Singapore		
	Spain - National Commission of Securities Markets		
	Sweden - Swedish Financial Supervisory Authority		
	Switzerland - Swiss Financial Market Supervisory Authority		
	United Kingdom - Financial Conduct Authority		
	United Kingdom - Financial Conduct Authority	Yes	No
6.	United Kingdom - Financial Conduct Authority  (a) Is this a "master fund" in a master-feeder arrangement?		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
6.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i>?</li></ul>		
6.	(a) Is this a "master fund" in a master-feeder arrangement?		No ②
5.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i>?</li></ul>		•
6.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i>?</li></ul>	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  (c) Is this a "feeder fund" in a master-feeder arrangement?	0	No
6.	<ul> <li>(a) Is this a "master fund" in a master-feeder arrangement?</li> <li>(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     </li> </ul>	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  (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?	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  (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?	Yes	No
ó.	<ul> <li>(a) Is this a "master fund" in a master-feeder arrangement?</li> <li>(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  (c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(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:</li> </ul>	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  (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:	Yes	•
ó.	(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  (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)	Yes O	No €
ó.	(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  (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 filling a single Schedule D, Section	Yes O	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  (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)	Yes O	No €
	(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  (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 filling a single Schedule D, Sectio for the master-feeder arrangement or reporting on the funds separately.	Yes O	No
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	Yes O	No
	(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  (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 filling a single Schedule D, Sectio for the master-feeder arrangement or reporting on the funds separately.	Yes O	No
	(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  (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, Sectio for the master-feeder arrangement or reporting on the funds separately.  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), the feeder funds answer the following questions:	Yes O	No
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	Yes O	<b>No O O O O O O O O O O</b>
	(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  (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, Sectio for the master-feeder arrangement or reporting on the funds separately.  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), the feeder funds answer the following questions:	Yes O	<b>No O O O O O O O O O O</b>
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), if the feeder funds answer the following questions:  No Information Filed	Yes C	No.
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), the feeder funds answer the following questions:  No Information Filed	Yes O  Tor each	No •
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), if the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially 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	Yes O  Tor each	No •
	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), the feeder funds answer the following questions:  No Information Filed	Yes O  Tor each  all of the it issued	No • I).
7.	(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  (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 filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), if the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially 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	Yes O  Tor each  all of the it issued  Yes	No of eir d
	(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  (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 for the master-feeder arrangement according to the instructions to this Section 7.B.(1), the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially 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 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 O  Tor each  all of the it issued	No O

vehicles, whether or not they are also *private funds*, or registered investment companies.

9.		
	During your last fiscal year, did the <i>private fund</i> 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.)?	0 0
10.	What type of fund is the private fund?	
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private PRIMARILY LONG ONLY SECURITIES INVESTMENTS	ate fund
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 Instructions to Part 1A.	of the
11.	Current gross asset value of the <i>private fund</i> : \$ 530,562,652	
<u>Ow</u>	<u>vnership</u>	
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 1,000	
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	ne
13.	Approximate number of the <i>private fund</i> 's beneficial owners:  322	
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 7%	
	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:	
15.	0%	
	0% What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 99%	
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :	Vac Na
16. <b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  ur Advisory Services	Yes No
16. <b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 99%	0 0
16. <b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99% <b>ur Advisory Services</b> (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer	0 0
16. <b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99% <b>ur Advisory Services</b> (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.	0 0
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99% <b>ur Advisory Services</b> (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed	O ⊙
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.	C • r to  Yes No
<u><b>Үо</b>г</u> 17.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  In Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the	C • r to  Yes No
16. <b>You</b> 17.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.	C • r to  Yes No
16. 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  ar Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.  No Information Filed	Yes No
16. 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  ar Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.  No Information Filed  Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	Yes No
16.  You 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  ar Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.  No Information Filed  Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%  vate Offering	Yes No
16.  You 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  If Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.  No Information Filed  Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	Yes No
16.  You 17. 18. 20.  Priv 21.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  99%  ar Advisory Services  (a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.  No Information Filed  (a) Do any other investment advisers advise the <i>private fund</i> ?  (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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.  No Information Filed  Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%  vate Offering	Yes No

<u>Auditors</u>

(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?	_	s No
(2) Are the financial statements prepared in accordance with U.S. GAAP?	0	_
If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm, y 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 <i>private fund</i> uses more than one auditing firm must complete questions (b) through (f) separately for each auditing firm.	, you	
(b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS SARL		
(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
City: State: Country: LUXEMBOURG Luxembourg		
	Yes	No
(d) Is the auditing firm an independent public accountant?	⊙	0
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	О
	Ye	es No
Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors?	e	0
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 avai	lable.
<u>roker</u>		
	Ye	s No
Does the <i>private fund</i> 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 <i>private fund</i> uses. If the <i>private</i> more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C e fund u	_
No Information Filed		
<u>ın</u>	Ye	es No
Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	œ	0
If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fur</i> more than one custodian, you must complete questions (b) through (f) separately for each custodian.	<i>าd</i> uses	;
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 <i>private fund</i> uses. If the <i>private</i> more than one custodian, you must complete questions (b) through (f) separately for each custodian.	fund us	es
(b) Legal name of custodian:  J.P. MORGAN BANK LUXEMBOURG S.A.		
(c) Primary business name of custodian:  J.P. MORGAN BANK LUXEMBOURG S.A.		
(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:  State:  Country:		
SENNINGERBERG Luxembourg		

	Yes	s No	o
(e) Is the custodian a related person of your firm?	0	•	5
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)			
- CRD Number (if any):			
CRD Number (ii arry).			
<u>ninistrator</u>	Υ	es	No
(a) Does the private fund use an administrator other than your firm?			0
If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you complete questions (b) through (f) separately for each administrator.	must	t	
Additional Administrator Information : 1 Record(s) Filed.			
If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you complete questions (b) through (f) separately for each administrator.	u mı	ust	
(b) Name of the administrator:			
J.P. MORGAN BANK LUXEMBOURG S.A.			
(c) Location of administrator (city, state and country):			
City: State: Country:			
SENNINGERBERG Luxembourg			
	es l	No ⊙	
(e) Does the administrator prepare and send investor account statements to the <i>private fund</i> '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 investor investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	s? If		
During your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator, tha your <i>related person</i> ? 00%	t is r	not	
nclude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining elevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (incluations) was the valuation determined by such person.	-	)	
<u>ceters</u>	V	es	Nο
(a) Does the private fund use the services of someone other than you or your employees for marketing purposes?			0
You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solici similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the <i>private fund</i> use		or	
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.			
You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solor similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		r,	
	'es l	No	1.1
(b) Is the marketer a related person of your firm?	_	No ⊙	

		(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
			-		
			and CRD Number (if any):		
		(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
			City:	Country:	
			VARIOUS OFFICES BASED OUTSIDE THE US	Other	
				Υ	es 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):		
			Website Address		
			VARIOUS		
					<u> </u>
A P	RIVATE	FUN			
7 (					
Info	ormatic	on Ab	out the <i>Private Fund</i>		
1.	(a) N	lame	of the private fund:		
			AL GROUP GLOBAL ALLOCATION FUND (LUX)		
			e fund identification number:		
			de the "805-" prefix also)		
	8	05-6	789941007		
2.	Unde	r the	laws of what state or country is the <i>private fund</i> organized:		
	S	state:	Country:		
			Luxembourg		
2	NI =	. (-) -	f Conseq   Double on Manager Transfer on Directors (on grant on the size in a size illegence of the N		
3.			f General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
			General Partner, Manager, Trustee, or Director RESEARCH AND MANAGEMENT COMPANY		
	CAFT	IALI	RESEARCH AND MANAGEMENT COMPANY		
4.			e fund (check all that apply; you must check at least one):		
			alifies for the exclusion from the definition of investment company under section 3(c)(1) of the Invest	· -	
	. (2	2) qu	alifies for the exclusion from the definition of investment company under section 3(c)(7) of the Invest	tment Company Act of 1940	
5.	Liet th	ho na	me and country, in English, of each foreign financial regulatory authority with which the private fund is	rogistorod	
٥.			Country/English Name of Foreign Financial Regulatory Authority		
			Financial Market Authority		
			Banking, Finance and Insurance Commission		
			- Danish Financial Supervisory Authority		
			Financial Supervision Authority		
			inancial Markets Authority		
			- German Federal Financial Supervisory Agency		
			Central Bank of Ireland		
			tional Stock Exchange Commission		
	-		urg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
			ds - The Netherlands Authority for the Financial Markets		
			The Banking, Insurance and Securities Commission		
			e - Monetary Authority of Singapore		
		•	ational Commission of Securities Markets		
			Swedish Financial Supervisory Authority		
			nd - Swiss Financial Market Supervisory Authority		
			ngdom - Financial Conduct Authority		
	UTILE	su Kil	igaoni - i mandai Conduct Authority		
	, .				Yes No
6.	(a) Is	s this	a "master fund" in a master-feeder arrangement?		0.6

	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund?</i> No Information Filed							
		V	N I a					
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes						
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of the <i>Private Fund</i> :							
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1).					
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 the feeder funds answer the following questions:	each	ı of					
	No Information Filed							
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 i 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					
3.	(a) Is this <i>private fund</i> a "fund of funds"?	0	•					
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	С					
	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 <i>private funds</i> , or registered investment companies.	Yes	No					
9.	During your last fiscal year, did the <i>private fund</i> 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.)?	0						
10.	What type of fund is the <i>private fund</i> ?							
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private PRIMARILY LONG ONLY SECURITIES INVESTMENTS	e fun	id					
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 of Instructions to Part 1A.	the						
11.	Current gross asset value of the <i>private fund</i> : \$ 28,427,274							
<u>Dw</u>	<u>nership</u>							
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 1,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the							
	organizational documents of the fund).							
13.	Approximate number of the <i>private fund</i> 's beneficial owners:  22							
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 97%							
15.	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%							
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :							

3%

Υοι	ır Ac	dvisory Services		
17	(a)	Are you a subadviser to this <i>private fund</i> ?	_	s No
17.		If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.	to	> ⊙
		No Information Filed		
			Ye	s No
18.	(a)	Do any other investment advisers advise the <i>private fund</i> ?	C	•
	(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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.	ansv	ver
		No Information Filed		
			Ye	s No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	/ate	Offering		
			Ye	s No
21.	Doe	es the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	lf y	res, provide the <i>private fund</i> 's Form D file number (if any):		
		No Information Filed		
23.	(a)	<ul><li>(1) Are the <i>private fund</i>'s financial statements subject to an annual audit?</li><li>(2) Are the financial statements prepared in accordance with U.S. GAAP?</li><li>If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm, you</li></ul>	© C a mus	•
		complete questions (b) through (f) separately for each auditing firm.	i iiiu.	<b></b>
		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 <i>private fund</i> uses more than one auditing firm, y must complete questions (b) through (f) separately for each auditing firm.	ou	
		(b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS SARL		
		(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
		City: State: Country: LUXEMBOURG Luxembourg		
			Yes	No
		(d) Is the auditing firm an independent public accountant?	•	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	0	0
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
			۷e	es No
	(g)	Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors?	•	
	_	Does the report prepared by the auditing firm contain an unqualified opinion?	•	

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.

• Yes • No • Report Not Yet Received

		No Information F	Filed	
נ				
				Yes
the answer to 25(a) is "		(b) through (f) below for	pove) to hold some or all of its assets?  each custodian the <i>private fund</i> uses. If tely for each custodian.	the <i>private fund</i> uses
Additional Custodian Inf	ormation : 1 Record(s) File	∍d.		
	s "yes," respond to question n, you must complete questi	•	or each custodian the <i>private fund</i> uses. rately for each custodian.	If the <i>private fund</i> uses
(b) Legal name of custo J.P. MORGAN BANK I				
(c) Primary business na J.P. MORGAN BANK I				
(d) The location of the	ustodian's office responsibl	e for <i>custody</i> of the <i>priva</i>	te fund's assets (city, state and country)	:
City:	·	State:	Country:	
SENNINGERBERG			Luxembourg	Yes N
(e) Is the custodian a r	elated person of your firm?			0 6
(f) If the custodian is a	broker-dealer, provide its S	EC registration number (	if any)	
- CRD Number (if any)				
ator				
loos the private funduse	an administrator other than	your firm?		Yes
•			the <i>private fund</i> uses more than one adn	oninistrator, you must
omplete questions (b) th	ough (f) separately for each	n administrator.		
Additional Administrato	Information : 1 Record(s)	Filed.		
	"yes," respond to question hrough (f) separately for ea	• • •	If the <i>private fund</i> uses more than one ad	dministrator, you must
	strator:			
(b) Name of the admini				
(b) Name of the admini-				
J.P. MORGAN BANK I	rator (city, state and countr	y):		
J.P. MORGAN BANK I  (c) Location of administ  City:	rator (city, state and countr	y): State:	Country:	
J.P. MORGAN BANK I	rator (city, state and countr		Country: Luxembourg	Yes No

Prime Broker

	(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 investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	estors? If
y 1 I	uring your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator our <i>related person</i> ?  20%  clude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obta levant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations	ining any
а	locations) was the valuation determined by such person.	
Marke	<u>ters</u>	Yes No
28. (a	) Does the private fund use the services of someone other than you or your employees for marketing purposes?	⊙ 0
	You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other 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 more than one marketer you must complete questions (b) through (g) separately for each marketer.	solicitor, or
	Additional Marketer Information : 1 Record(s) Filed.	
	You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or oth or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the <i>priva</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer	te fund
		Yes No
	(b) Is the marketer a <i>related person</i> of your firm?	0 0
	(c) Name of the marketer: THE PRIVATE FUND IS MARKETED SOLELY TO NON-US INVESTORS USING MANY THIRD-PARTY DISTRIBUTORS	
	(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):	
	and CRD Number (if any):	
	(e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):	
	City: State: Country: VARIOUS OFFICES BASED OUTSIDE THE US Other	
	VARIOUS OFFICES BASED OUTSIDE THE US	Yes No
	(f) Does the marketer market the <i>private fund</i> through one or more websites?	• °
	(g) If the answer to 28(f) is "yes", list the website address(es):	
	Website Address	
	VARIOUS	
DDI	ATE FUND	
nforn	ation About the <i>Private Fund</i>	
<b>.</b>		
1. (a	) Name of the <i>private fund</i> :  CAPITAL GROUP GLOBAL GROWTH AND INCOME FUND (LUX)	
(1	) Private fund identification number:	
(1	(include the "805-" prefix also)	
	805-5923359206	
2. U	nder the laws of what state or country is the <i>private fund</i> organized:	

Country: Luxembourg

State:

	Name of General Partner, Manager, Trustee, or Director		
	CAPITAL RESEARCH AND MANAGEMENT COMPANY		
4.	The private fund (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		
	(2) qualifies for the exclusion from the definition of investment company under section 5(c)(7) of the investment company fet of 1740		
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		
	Austria - Financial Market Authority		
	Belgium - Banking, Finance and Insurance Commission		
	Denmark - Danish Financial Supervisory Authority		
	Finland - Financial Supervision Authority		
	France - Financial Markets Authority		
	Germany - German Federal Financial Supervisory Agency		
	Ireland - Central Bank of Ireland		
	Italy - National Stock Exchange Commission		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
	Netherlands - The Netherlands Authority for the Financial Markets		
	Norway - The Banking, Insurance and Securities Commission		
	Singapore - Monetary Authority of Singapore		
	Spain - National Commission of Securities Markets		
	Sweden - Swedish Financial Supervisory Authority		
	Switzerland - Swiss Financial Market Supervisory Authority		
	United Kingdom - Financial Conduct Authority		
		Yes	No
<b>5</b> .	(a) Is this a "master fund" in a master-feeder arrangement?	_	•
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	٠
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	⊙
	(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 <i>Private Fund</i> :		
	Private Fund Identification Number:		
	(include the "805-" prefix also)		
	NOTE V	7.5	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	n 7.B.(	1).
	To the master recael arrangement of reporting on the rands 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 eac	h of
<i>,</i> .	the feeder funds answer the following questions:	ioi cac	11 01
	No Information Filed		
	No Illiotiliation filed		
	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 th	neir
	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 issue	ed
	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
3.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	$\circ$
	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	ent	
	vehicles, whether or not they are also <i>private funds</i> , 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	0	•
			-

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

	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other prival PRIMARILY LONG ONLY SECURITIES INVESTMENTS	ate fur	nd
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 Instructions to Part 1A.	of the	
11.	Current gross asset value of the <i>private fund</i> : \$ 238,726,586		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 1,000  NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in thorganizational documents of the fund).	ıe	
13.	Approximate number of the <i>private fund</i> 's beneficial owners:  150		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 45%		
15.	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 65%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(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 question 17(a) is "no," leave this question blank.</li></ul>	r to	•
	No Information Filed		
		Yes	No
18.	(a) Do any other investment advisers advise the private fund?	0	$\odot$
	(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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.	answe	∍r
	No Information Filed		
10		Yes	
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Pri</u>	vate Offering		
21.	Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ©
22.	If yes, provide the <i>private fund</i> 's Form D file number (if any):		
	No Information Filed		
B. S	SERVICE PROVIDERS		
۸	ditors		
Auc	<u>uitors</u>	Yes	. No

0 0

23. (a) (1) Are the *private fund*'s financial statements subject to an annual audit?

(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 Public Company Accounting Oversight Board in accordance with its rules?  (g) Are the private fund's audited financial statements distributed to the private fund's investors?  (h) Does the report prepared by the auditing firm contain an unqualified opinion?  (e) 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 average 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 more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	com	nplete questions (b) through (f) separately for each auditing firm.	
most complete questions (b) through (f) separately for each auditing firm.  (c) Name of the auditing firm's office responsible for the private And's audit (city, state and country):  (d) The location of the auditing firm's office responsible for the private And's audit (city, state and country):  (d) Is the sudding firm an independent public association?  (e) Is the sudding firm an independent public association?  (f) It "yes" for (e) above, is the auditing firm subject to require inspection by the Public Company Accounting Oversight Board?  (g) It "yes" for (e) above, is the auditing firm subject to require inspection by the Public Company Accounting Oversight Board?  (g) It "yes" for (e) above, is the auditing firm subject to require inspection by the Public Company Accounting Oversight Board?  (g) Are the private funds audited financial statements distributed to the private number investors?  (g) Are the private funds audited financial statements distributed to the private number investors?  (g) Oversight Not The Received of the auditing firm subject to the private funds investors?  (g) Oversight Rend use and the auditing firm contain an unqualified opinion?  (g) Yes O No. C Report Not Yet Received. You must promptly file an amendment to your form Abir to update your response when the report is averaged by your present private fund use one or more orime broken?  If the answer in 24(a) is "yes," respond to questions (b) through (b) below for each outdoin the private fund uses. If the private fund use more than one prime proken, you must complete questions (b) through (b) separately for each custodian.  Additional Custodian Information of Record(s) Field.  If the answer to 25(a) is "yes," respond to questions (b) through (b) separately for each custodian.  If the private fund outsiders  If the pri	Ad	ditional Auditor Information : 1 Record(s) Filed.	
PRICEWATERHOUSECOOPER'S S.A.R.L  (c) The location of the auditing firms office responsible for the private fund's audit (city, state and country).  City: LUX.MISIOURG  (d) Is the auditing firm an independent public accounter?  (e) Is the auditing firm an independent public accounter?  (e) Is the auditing firm replaced with the Paulic Company Accounting Oversight Board?  (f) If 'yes' to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board?  (g) If 'yes' to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board?  (g) If 'yes' to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  (g) Dees the report prepared by the auditing firm contain an unqualified opinion?  (g) Yes C No C support for Yes isseased if you must promptly the an amendment to your Jorn ADV to update your response when the report is averaged in your beach "you must of Yes isseased". You must promptly the an amendment to your Jorn ADV to update your response when the report is averaged to private fundaces?  If the private fund use any custodians (including the prime brokers listed above) to hold some or all or its assets?  If the private fund use any custodians (including the prime brokers listed above) to hold some or all or its assets?  If the answer to 25(a) is 'yes,' respond to questions (b) through (f) separately for each austodian the private fund uses. If the private fund uses than one custodian information : 1 Record(s) Filed.  If the answer to 25(a) is 'yes,' respond to questions (b) through (f) separately for each austodian the private fund uses. If the private funds assets (city, state and country):  (g) Legal neries of austodians.  IP. MORCAN BANK LUXENBOURG S.A.  (g) The location of the custodians office responsible for custogy of the private funds assets (city, state and country):  Cory State:  (g) The location of the custodians of the			you
CDP: Luxembourg  Luxembourg  Vec  (d) Is the auditing firm an independent poblic accountant?  (e) Is the auditing firm an independent poblic accountant?  (e) It the auditing firm an independent poblic accountant?  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board?  (g) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  (g) Are the private fund's auditing time and an unqualitied opinion?  (g) 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 applie your response when the report is an interest in private fund use one or more prime brokers?  If the answer to 24(ii) is "yes," respond to questions (b) through (b) below for each prime broker the private fund uses. If the private fund use than one prime broker, you must complete questions (b) through (b) below for each custodian the private fund uses. If the private fund use more than one custodian you must complete questions (b) through (f) below for each custodian the private fund uses. If the private fund use more than one 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 Information : 1 Record(s) Filed.  If the answer to 25(a) is "yes," respond to questions (b) through (f) separately 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 the private fund uses. If the private fund uses more than one custodian you must complete questions (b) through (f) separately 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 the private fund u	(k		
City LUXEMBOURG  (d) Is the auditing firm an independent public account in Part (a) Is the auditing firm an independent public account in Part (a) Is the auditing firm an independent public account in Part (a) Is the auditing firm an independent public account in Part (a) Is the auditing firm registered with the Public Company Associating Oversight Board?  (d) If "you" to (d) above, is the auditing firm subject to regular inspection by the Public Company Associating Oversight Board in Association in the private subject to regular inspection by the Public Company Associating Oversight Board in Association in the private subject to regular inspection by the Public Company Associating Oversight Board in Association in the private subject to regular inspection by the Public Company Associating Oversight Board in Association in the private subject of the Public Company Associating Oversight Board in Association in Association in the private subject of the Public Company Associating Oversight Board in Company Oversight Board in the Public Company Association Public Oversight Board in Company Oversight Board in Company Association Public Oversight Board in Company Association Public Oversight Board Investors?  (d) Does the private subject to the State of the Public Company Association Public Oversight Board Investor Institute State Institute State State Institute Institute State Institute State Institute Institute Institute State Institute Institute Institute Institute State Institute Institute Institute Institute State Institute Ins			
LEXEMPOURG  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  (ii) It "yes" to (o) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its nurse?  (iii) It "yes" to (o) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its nurse?  (iii) Are the private fund's auditied financial statements distributed to the private fund's investors?  (iv) Are the private fund's auditied financial statements distributed to the private fund's investors?  (iv) One O Report Not Yet Received  (iv) Yes O No O Report Not Yet Received "you must prompilly file an amendment to your Form ADV to opdate your response when the report is an expense of the private fund use one or more prime brokers?  If the answer to 24(a) is "yes," respond to questions (b) through (c) below for each prime broker.  No information Filed  dian  (ii) Does the private fund use any outstellars (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 outstellars 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) separately for each custodian.  (b) Logal name of custodian; you must complete questions (b) through (f) separately for each custodian.  (c) Primary business name of custodian:  J.P. MORGAN BANK LIXEMSUNGS S.A  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):  City:  State:  Country  Luxembourg	(0		
(d) is the auditing firm an independent public accountance?  (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 Public Company Accounting Oversight Board in accordance with its rules?  (g) Are the private fund's audited financial statements distributed to the private fund's investors?  (g) Does the report prepared by the auditing firm contain an unqualified opinion?  (g) Yes, C No C isopern test yet accessed. "you must promptly file an amondment to your Form ADV to update your response when the report is average and 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 is in information Filed  dian  Does the private fund use any costedians (including the prime brokers listed above) to hold some or all of its ussets?  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 use 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 are than one custodian.  If MoreAn Panke LUXEMBOURC S.A.  (d) The location of the custodian:  If MoreAn Panke LUXEMBOURC			
(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 Public Company Accounting Oversight Board in accordance with its rules?  (g) Are the private fund's audited financial statements distributed to the private fund's investors?  (g) Does the report propared by the auditing firm contain an unqualified opinion?  (g) Yes (i) No (ii) Report Not Yes Received  (ii) You check "Report Not Yes Received  (iii) You must promptly tile an amondment to your form ADV to update your response when the report is averaged to the private fund use one or more prime brokers?  (iii) Boes the private fund use one or more prime brokers?  (iii) He answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker.  (iii) No Information Filed  (iii) Des 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 use more than one custodian, you must complete questions (b) through (f) below for each custodian the private fund uses. If the private fund uses one or ban one custodian, you must complete questions (b) through (f) below for each custodian the private fund uses. If the private fund uses one or ban one custodian, you must complete questions (b) through (f) below for each custodian the private fund uses. If the private fund uses one or ban one custodian, you must complete questions (b) through (f) below for each custodian the private fund uses. If the private fund uses or band one than one custodian to private fund uses. If the private fund uses or band			Yes
(0) If "yes" to (c) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  Are the private fund's audited financial statements distributed to the private fund's investors?  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 avenue.  Broker  Does the private fund use one or more prime brokers?  If the answer to 24(a) is "yes," respond to questions (b) through (c) below for each prime broker the private fund uses. If the private fund more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No information Flied  John Castelland use any custodians (including the prime brokers listed above) to hold some or all of its asserts?  No information Flied  John Castelland use any custodians (including the prime brokers listed above) to hold some or all of its asserts?  No information Flied  John Castelland use any custodians (including the prime brokers listed above) to hold some or all of its asserts?  Additional Custodian Information: 1 Record(s) Filed.  If the answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian the private fund uses. If the private fund uses are then one custodian, you must complete questions (b) through (f) separately for each custodian.  J.P. MORGAN BANK ILIXEMBOURG S.A.  (c) Primary business name of custodian: J.P. MORGAN BANK ILIXEMBOURG S.A.  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: SENNINGERG  Luxembourg	(0	d) Is the auditing firm an independent public accountant?	⊙
accordance with its rules?  Are the private fund's audited financial statements distributed to the private fund's investors?  Does the report prepared by the auditing firm contain an unqualified opinion?  Proc No No Report Not Yet Received, "you must promptly file an amendment to your Form ADV to update your response when the report is average and 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 in the private fund uses in the private fund uses. If the private fund uses that none prime broker, you must complete questions (b) through (e) separately for each prime broker.  No information Filed  dian  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 usemer 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 than one custodian, you must complete questions (b) through (f) separately for each custodian.  J.P. MORGAN BANK LUXEMBOURG S.A.  (c) Primary business name of custodian: J.P. MORGAN BANK LUXEMBOURG S.A.  (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country).  City.  SENNINGERG  Ve	(€	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•
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City: State: Country: SENNINGERG Luxembourg  Ye	dian  Doe  If the more  Adding	es the <i>private fund</i> use one or more prime brokers?  The answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i> re than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses any custodians (including the prime brokers listed above) to hold some or all of its assets?  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are than one custodian Information: 1 Record(s) Filed.  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the private fund uses are the private fund uses are the private fund uses. If the private fund uses are the private fund uses are the private fund uses are the private fund uses. If the private fund uses are the private fund uses. If the private fund uses are the private fund uses are the private fund uses are the private fund uses. If the private fund uses are the private fund uses are the private fund uses are the private fund uses. If the private fund uses are the private fund uses ar	Ye od uses
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Ye	dian  Doe If the more If the more Added  If the more  If the more Added  If the more  If the more Added  If the more  If the more Added  If the mo	the answer to 25(a) is "yes," respond to questions (b) through (f) below for each prime broker fund uses. If the private fund uses any custodians (including the prime brokers listed above) to hold some or all of its assets?  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. If the private fund uses any custodians (including the prime brokers listed above) to hold some or all of its assets?  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 to the fund uses of the private fund uses. If the private fund uses of 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 of the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the private fund uses of the private fund uses of the private fund uses. If the private fund uses of the	Ye • fund uses
	lf the more states and the states are states as the states are states as the states are states as the states are states are states as the states are state	es the <i>private fund</i> use one or more prime brokers?  he answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i> re than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Set the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  The answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  Description of custodian:  J.P. MORGAN BANK LUXEMBOURG S.A.  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:  State:  Country:	Ye • fund uses
(e) Is the custodian a related person of vour tirm?	lian  Doe If the more If the more Adden If the more Adden If the more Adden If the more If	es the <i>private fund</i> use one or more prime brokers?  he answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i> re than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Set the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  The answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  The answer to 25(a) is "yes," respond to questions (b) through (f) separately for each custodian.  Description of custodian:  J.P. MORGAN BANK LUXEMBOURG S.A.  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:  State:  Country:	Ye od uses

(2) Are the financial statements prepared in accordance with U.S. GAAP?

(f) If the custodian is a broker-dealer, prov	/ide its SEC registration nur	mber (if any)	
CRD Number (if any):			
<u>nistrator</u>			Yes
a) Does the <i>private fund</i> use an administrator of	•		•
If the answer to 26(a) is "yes," respond to questions (b) through (f) separately		ow. If the <i>private fund</i> uses more that	n one administrator, you must
Additional Administrator Information : 1 Re	ecord(s) Filed.		
If the answer to 26(a) is "yes," respond to complete questions (b) through (f) separate		elow. If the <i>private fund</i> uses more th	nan one administrator, you mus
(b) Name of the administrator:			
J.P. MORGAN BANK LUXEMBOURG S.A.			
(c) Location of administrator (city, state an	nd country):		
City:	State:	Country:	
SENNINGERG		Luxembourg	
(d) Is the administrator a <i>related person</i> of	your firm?		Yes N
(e) Does the administrator prepare and se  Yes (provided to all investors) Sor  (f) If the answer to 26(e) is "no" or "some	me (provided to some but n	ot all investors) ONo (provided to n	
investor account statements are not se			•
Ouring your last fiscal year, what percentage of the our related person?  00%  nclude only those assets where (i) such person of the output of the person of the output of	carried out the valuation pruurposes of investor subscrip	ocedure established for that asset, if	any, including obtaining any
llocations) was the valuation determined by such	i person.		
			Ye
A) Does the <i>private fund</i> use the services of som You must answer "yes" whether the person a similar person. If the answer to 28(a) is "yes" <i>private fund</i> uses more than one marketer you	acts as a placement agent, ', respond to questions (b)	consultant, finder, introducer, munic through (g) below for each such man	ipal advisor or other solicitor, or rketer the <i>private fund</i> uses. If t
Additional Marketer Information : 1 Record	d(s) Filed.		
You must answer "yes" whether the person or similar person. If the answer to 28(a) is uses. If the <i>private fund</i> uses more than one	"yes", respond to questions	s (b) through (g) below for each such	n marketer the <i>private fund</i>
			Yes N
(b) Is the marketer a related person of your	firm?		0 6
(c) Name of the marketer.			
(c) Name of the marketer:  THE PRIVATE FUND IS MARKETED SOLEL	Y TO NON-U.S. INVESTORS	USING MANY THIRD-PARTY DISTRIBU	TORS
(d) If the marketer is registered with the S		1 0 0//)	

			and CRD Number (if any):	
		(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):	
			City: State: Country: VARIOUS OFFICES BASED OUTSIDE THE US Other	
			Yes	No
		(f)	Does the marketer market the <i>private fund</i> through one or more websites?	0
		(g)	If the answer to 28(f) is "yes", list the website address(es):	
			Website Address	
			VARIOUS	
A. P	RIVAT	E FUN	ND .	
16.		: Ab	hout the Drivete Found	
Into	<u>ormat</u>	ion Ar	bout the <i>Private Fund</i>	
1.	(a)	Name	e of the <i>private fund</i> :	
••			TAL GROUP US GROWTH AND INCOME FUND (LUX)	
			te fund identification number:	
			ude the "805-" prefix also)	
		805-6	6839084107	
2.			e laws of what state or country is the <i>private fund</i> organized:	
		State:	· · · · · · · · · · · · · · · · · · ·	
			Luxembourg	
3.	Nam	ne(s) d	of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
0.			General Partner, Manager, Trustee, or Director	
			RESEARCH AND MANAGEMENT COMPANY	
4.	Tho	privat	te fund (check all that apply; you must check at least one):	
٦.		•	ualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
			ualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
		(2) 90	damines for the exclusion from the definition of investment company and a section of exclusion from the definition of investment company	
5.	List	the na	name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	Nar	ne of	Country/English Name of Foreign Financial Regulatory Authority	
	Aus	tria -	Financial Market Authority	
	Belg	gium -	- Banking, Finance and Insurance Commission	
	Der	mark	c - Danish Financial Supervisory Authority	
	Finl	and -	Financial Supervision Authority	
	Frai	nce - I	Financial Markets Authority	
	Ger	many	y - German Federal Financial Supervisory Agency	
	Irel	and -	Central Bank of Ireland	
	Ital	y - Na	ational Stock Exchange Commission	
	Lux	emboı	ourg, Grand Duchy of - Commission to Surveillance of the Finance Sector	
	Net	herlar	nds - The Netherlands Authority for the Financial Markets	
	Nor	way -	- The Banking, Insurance and Securities Commission	
	Oth	er - T	AIWAN - SECURITIES INVESTMENT CONSULTING AND TRUST ASSOCIATION (SITCA)	
	Sin	gapore	re - Monetary Authority of Singapore	
	Sing	gapore	e - Monetary Authority of Singapore	
	Spa	in - N	National Commission of Securities Markets	
	Swe	eden -	- Swedish Financial Supervisory Authority	
	Swi	tzerla	and - Swiss Financial Market Supervisory Authority	
	Unit	ted Ki	ingdom - Financial Conduct Authority	
				es No
6.	(a)	Is this		റെ

	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
	No miornation ried		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of the <i>Private Fund</i> :		
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1).
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 the feeder funds answer the following questions:	· each	h of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 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
3.	(a) Is this <i>private fund</i> a "fund of funds"?  (b) If yes, does the private fund invest in funds managed by you or by a related person?	0	•
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?  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 <i>private funds</i> , or registered investment companies.		C
€.	During your last fiscal year, did the <i>private fund</i> 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.)?	Yes	
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private PRIMARILY LONG ONLY SECURITIES INVESTMENTS	te fur	nd
	NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitions of these fund types, please see Instruction 6 of Instructions to Part 1A.	<sup>†</sup> the	
11.	Current gross asset value of the <i>private fund</i> : \$ 465,527,195		
<u>Dw</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000		
	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 <i>private fund</i> 's beneficial owners:  217		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 98%		

You	ır Ac	dvisory Services		
17	(a)	Are you a subadviser to this <i>private fund</i> ?	_	s No
.,.		If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17(a) is "no," leave this question blank.	to	• •
		No Information Filed		
			Ye	s No
18.		Do any other investment advisers advise the <i>private fund</i> ?	0	
	(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 <i>private fund</i> . If the to question 18(a) is "no," leave this question blank.	ansv	ver
		No Information Filed		
			Ye	s No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
20.	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	/ate	Offering		
			Ye	s No
21.	Doe	es the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	lf y	res, provide the <i>private fund</i> 's Form D file number (if any):		
		No Information Filed		
	(-)	<ul><li>(1) Are the <i>private fund</i>'s financial statements subject to an annual audit?</li><li>(2) Are the financial statements prepared in accordance with U.S. GAAP?</li><li>If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one auditing firm, you</li></ul>	© C u mu:	•
		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 <i>private fund</i> uses more than one auditing firm, y must complete questions (b) through (f) separately for each auditing firm.	ou	
		(b) Name of the auditing firm:		
		PRICEWATERHOUSECOOPERS S.A.R.L.		
		(c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):		
		City: State: Country:		
		LUXEMBOURG Luxembourg	Yes	No
		(d) Is the auditing firm an independent public accountant?	<b>⊙</b>	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
			V۵	s No
	(g)	Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors?	re .€	
		Does the report prepared by the auditing firm contain an unqualified opinion?	***	

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.

• Yes • No • Report Not Yet Received

	No Infor	mation Filed	
<u>n</u>			
			Yes
	juestions (b) through (f) be	isted above) to hold some or all of its assets slow for each custodian the <i>private fund</i> uses separately for each custodian.	~
Additional Custodian Information : 1 Reco	ord(s) Filed.		
If the answer to 25(a) is "yes," respond to more than one custodian, you must compl	•	below for each custodian the <i>private fund</i> us (f) separately for each custodian.	es. If the <i>private fund</i> use
(b) Legal name of custodian: J.P. MORGAN BANK LUXEMBOURG S.A.			
(c) Primary business name of custodian: J.P. MORGAN BANK LUXEMBOURG S.A.			
(d) The location of the custodian's office r	esponsible for <i>custody</i> of the	ne <i>private fund</i> 's assets (city, state and count	try):
City: SENNINGERG	State:	Country: Luxembourg	
SEMMINGERG		Luxembourg	Yes
(e) Is the custodian a related person of yo	ur firm?		0
(f) If the custodian is a broker-dealer, pro	ovide its SEC registration n	umber (if any)	
-			
CRD Number (if any):			
<u>rator</u>			Ye
Does the <i>private fund</i> use an administrator of	•	land 16 the makes to Good and a second the second	•
t the answer to 26(a) is "yes," respond to q complete questions (b) through (f) separate	•	elow. If the <i>private fund</i> uses more than one	administrator, you must
Additional Administrator Information : 1 F	Record(s) Filed.		
If the answer to 26(a) is "yes," respond to complete questions (b) through (f) separa		below. If the <i>private fund</i> uses more than on	e administrator, you mus
(b) Name of the administrator:  J.P. MORGAN BANK LUXEMBOURG S.A.			
	nd country):		
(c) Location of administrator (city, state a	3.		
City:	State:	Country:	
	-	Country: Luxembourg	Yes No

Prime Broker

yo	ring your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administra ur <i>related person</i> ? 0%	tor, that is	not
Ind rel	clude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including ob evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation ocations) was the valuation determined by such person.		
<u>rke</u> t	<u>sers</u>	,	Yes
(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 oth similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
	Additional Marketer Information : 1 Record(s) Filed.		
	You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or o or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the <i>pri</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each mark	vate fund	or,
		Yes	No
	(b) Is the marketer a related person of your firm?	0	$\odot$
	(c) Name of the marketer:  THE PRIVATE FUND IS MARKETED SOLELY TO NON-U.S. INVESTORS USING MANY THIRD-PARTY DISTRIBUTORS		
	(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
	and CRD Number (if any):		
	(e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
	City: State: Country: VARIOUS OFFICES BASED OUTSIDE THE US Other		
		Yes	No
	(f) Does the marketer market the <i>private fund</i> through one or more websites?	•	0
	(g) If the answer to 28(f) is "yes", list the website address(es):		
	Website Address VARIOUS		
ON	7.B.(2) Private Fund Reporting		
	No Information Filed		
8 Ps	articipation or Interest in <i>Client</i> Transactions		
٠. د		al areas in	

(1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?

Yes No

 $\odot$ 

 $\circ$ 

Proprietary Interest in *Client* Transactions

A. Do you or any related person:

	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	$\odot$	0
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	•	0
Sa	les In	nterest in Client Transactions		
B.	Do y	you or any <i>related person</i> :	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 <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative?	•	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
Inv	/estm	nent or Brokerage Discretion		
C.	Do y	you or any related person have discretionary authority to determine the:	Yes	No No
	(1)	securities to be bought or sold for a client's account?	•	0
	(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 client's account?	•	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If yo	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•
E.	Doy	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
H.	Doy	you or any related person, directly or indirectly, compensate any person for client referrals?	•	0
I.	In r	you or any related person, directly or indirectly, receive compensation from any person for client referrals?  Tesponding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or recommendation of the control of the c		
In 1	this It	tustody  tem, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>clients</i> that are investment companies registered under the ent Company Act of 1940) assets and about your custodial practices.	e	
Α.	(1)	Do you have <i>custody</i> of any advisory <i>clients'</i> :	Yes	s No
		(a) cash or bank accounts?	0	•
		(b) securities?	0	•
	dire	ou 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 advisc ectly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but rcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.	-	
	(2)	If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for you have <i>custody</i> :	which	h
		U.S. Dollar Amount Total Number of <i>Clients</i> (a) \$ (b)		
	inclu coni	ou are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounude 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 asset nection 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 tead, include that information in your response to 1 tem 9.B.(2).	ets in	)
B.	(1)	In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your advisory <i>clients'</i> :  (a) cash or bank accounts?		s No
			0	⊙

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(b) securities?

	You	are required to answer this item regardless of h	ow you answered Item 9.A.(1)(a) or (b).		
	(2)	If you checked "yes" to Item 9.B.(1)(a) or (b) your <i>related persons</i> have <i>custody</i> :	), what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for	which	n
		U.S. Dollar Amount	Total Number of Clients		
		(a) \$	(b)		
C.	-	ou or your <i>related persons</i> have <i>custody</i> of <i>clier</i> apply:	nt funds or securities in connection with advisory services you provide to <i>clients</i> , check all the fo	ollowi	ng
	(1) (2)	An independent public accountant audits annua	ments at least quarterly to the investors in the pooled investment vehicle(s) you manage. ally the pooled investment vehicle(s) that you manage and the audited financial statements		
	(3)	are distributed to the investors in the pools.  An independent public accountant conducts an	annual surprise examination of <i>client</i> funds and securities.		
	(4)	·	internal control report with respect to custodial services when you or your <i>related persons</i>		
	an i		ection 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or particles, you do not have to list auditor information in Section 9.C. of Schedule D if you already provided alvise in Section 7.B.(1) of Schedule D).	,	re
D.		you or your related person(s) act as qualified cu	ustodians for your clients in connection with advisory services you provide to clients?	Yes	_
	(2)	your related person(s) act as qualified custodi	an(s)	0	© ©
	(-)	, , , , , , , , , , , , , , , , , , ,			٠
	206		sons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule f Schedule D, regardless of whether you have determined the related person to be operationally ind	∍pena	dent
	fisca	al year, provide the date (MM/YYYY) the examin			
· .	-		nt funds or securities, how many persons, including, but not limited to, you and your <i>related per</i> on with advisory services you provide to <i>clients?</i>		acı
SEC.	TION	I 9.C. Independent Public Accountant			
			No Information Filed		
		Control Persons			
		em, we ask you to identify every <i>person</i> that, o			
and	exe	cutive officers. Schedule B asks for information	ou must complete Schedule A and Schedule B. Schedule A asks for information about your direct about your indirect owners. If this is an amendment and you are updating information you refiled with your initial application or report, you must complete Schedule C.		
Α.	Doe	s any <i>person</i> not named in Item 1.A. or Sched	ules A, B, or C, directly or indirectly, control your management or policies?	Yes O	No ©
	If ye	es, complete Section 10.A. of Schedule D.			
В.		ny <i>person</i> named in Schedules A, B, or C or in S nange Act of 1934, please complete Section 10	Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Sec D.B. of Schedule D.	uritie	es
SEC <sup>-</sup>	TION	l 10.A. Control Persons			
			No Information Filed		

SECTION 10.B. Control Person Public Reporting Companies

#### Item 11 Disclosure Information

suspended, revoked, or restricted?

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.		
_		Yes	No
	any of the events below involve you or any of your <i>supervised persons</i> ?	0	•
	"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?	$\circ$	$\odot$
	(2) been charged with any felony?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) charges that are currently pending.	to	
B.	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 <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	•
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) charges that are currently pending.	to	
<u>For</u>	"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?	$\circ$	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	$\odot$
	(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	•
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•
	(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	•
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	$\odot$
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	•
	(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 order against you or any advisory affiliate in connection with an investment-related activity?	0	•
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	0	•
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	•

(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied,

 $\odot$ 

(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you

1.	suspended?	O	•
G.	Are you or any advisory affiliate 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	•
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?	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	•
	(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	•
	m 12 Small Businesses		
	e 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 the the definition of "small business" or "small organization" under rule 0-7.	ne	
unc	swer this Item 12 only if you are registered or registering with the SEC <b>and</b> you indicated in response to Item 5.F.(2)(c) that you have regulatory der 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, am rent state registration, or switching from SEC to state registration.		
For	purposes of this Item 12 only:		
	<ul> <li>Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of <i>clients</i>. In determining your or another <i>person's</i> 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).</li> <li>Control means the power to direct or cause the direction of the management or policies of a <i>person</i>, whether through ownership of securities, contract, or otherwise. Any <i>person</i> that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 2 or more of the profits, of another <i>person</i> is presumed to <i>control</i> the other <i>person</i>.</li> </ul>	by	cent
		Yes	No
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	0	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?	0	0
C.			
	(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	0
Sch	edule A		
	ect 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 exec officers. Use Schedule C to amend this information.	utive	
(	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)  required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with single status or functions;	nilar	6
	(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 a	ce a	

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

(c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or

public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

security.

have contributed, 5% or more of your capital;

or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?

- (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? OYes No
- 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	DE/FE/I	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No. and Date
Name, First Name, Middle Name)			Acquired MM/YYYY	Code	Person		of Birth, IRS Tax No. or Employer ID No.
ARMOUR, TIMOTHY, D	I	DIRECTOR, CHAIRMAN, AND PEO	11/1996	NA	Y	N	4393732
THE CAPITAL GROUP COMPANIES, INC.	DE	STOCKHOLDER	02/1967	Е	Υ	N	86-0206507
DENNING, MARK, EDWARD	I	DIRECTOR	09/1997	NA	Υ	N	2553149
DOWNER, MICHAEL, JOSEF	I	DIRECTOR, SENIOR VICE PRESIDENT AND SECRETARY	08/1994	NA	Υ	N	2092948
LOVELACE, ROBERT, WHITNEY	I	DIRECTOR AND PRESIDENT	09/2006	NA	Υ	N	1601952
CLIFFORD, KEVIN, GERARD	I	DIRECTOR	09/2006	NA	Υ	N	1018026
SPINELLA, CARMELO	I	DIRECTOR, TREASURER	07/2009	NA	Υ	N	5561286
HUNTINGTON, CLAUDIA, P.	I	DIRECTOR	09/2009	NA	Υ	N	5849991
RYAN, JAMES, PATRICK	I	DIRECTOR	09/2011	NA	Υ	N	2488429
O'NEAL, DONALD, DARBY	I	DIRECTOR	09/2011	NA	Υ	N	4391734
ROMO, MARTIN	I	DIRECTOR	09/2011	NA	Υ	N	2509975
JONSSON, JOANNA, FOWLER	I	DIRECTOR	12/2012	NA	Υ	N	2210256
LOVELACE, JAMES, BRIAN	I	DIRECTOR	12/2012	NA	Υ	N	4459868
SMET, JOHN, HENRY	I	DIRECTOR	09/2013	NA	Υ	N	4864430
COHEN, MICHAEL	I	DIRECTOR	09/2014	NA	Υ	N	2296356
KAWAJA, CARL, MICHAEL	I	DIRECTOR	09/2014	NA	Υ	N	4460694
GORDON, JOYCE, E.	I	DIRECTOR	09/2014	NA	Υ	N	4862427
MEIKLE, BRUCE, EUGENE	I	PRINCIPAL FINANCIAL OFFICER	09/2014	NA	Υ	N	4882126
CHEN, NORIKO, HONDA	I	DIRECTOR	09/2015	NA	Υ	N	1848339
GITLIN, MICHAEL, CRAIG	I	DIRECTOR	09/2015	NA	Υ	N	3223640
O'CONNOR, MATTHEW, PHILIP	I	DIRECTOR	09/2015	NA	Υ	N	2427203
PETERSON, ANNE MARIE, FRIBERG	I	DIRECTOR	09/2015	NA	Υ	N	4436992
ROYE, PAUL, FREDERICK	I	DIRECTOR	09/2015	NA	Υ	N	5228352
JOHNSON, GREGORY, D	I	DIRECTOR	09/2015	NA	Υ	N	2248392
ARREDONDO, CANISE, MARIE	I	CHIEF COMPLIANCE OFFICER	10/2015	NA	Υ	N	5604781

# 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.

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.

CRMC HAS NO INDIRECT OWNERS REPORTABLE ON SCHEDULE B. CERTAIN AFFILIATES OF CRMC ARE NOT INCLUDED IN SECTION 7.A OF SCHEDULE D BASED ON THE SEC GUIDANCE PROVIDED IN THE FAQ'S FOR ITEM 7.A. A LIST OF CRMC'S ADDITIONAL AFFILIATES IS AVAILABLE UPON REQUEST.

## DRP Pages

## CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

### REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

# CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

# Part 2

#### 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?

С

0 0

Amend, retire or file new brochures:

If no, complete the ADV Part 2 filing below.

## **Execution Pages**

## 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:

CANISE M. ARREDONDO

Printed Name:

CANISE M. ARREDONDO

Adviser CRD Number:

110885

Date: MM/DD/YYYY 10/06/2015

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 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:

110885