

ITEM 1. COVER PAGE

FORM ADV BROCHURE

PART 2A

Standard & Poor's Investment Advisory Services LLC

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March 28, 2019

IMPORTANT DISCLOSURE:

This brochure provides information about the qualifications and business practices of Standard & Poor's Investment Advisory Services LLC ("SPIAS"), an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). If you have any questions about the contents of this brochure, please contact us at (877) 393-4360 or send an email to: www.spiasllc.com or spias@spglobal.com. Registration with the SEC does not imply that SPIAS or its directors, officers, employees or representatives possess a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

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

ITEM 2. MATERIAL CHANGES

This brochure is dated March 28, 2019. This brochure contains material changes to the disclosure SPIAS provided in its last annual update of this brochure dated March 13, 2018. These changes include:

- Item 10- “Other Financial Industry Activities and Affiliations”—S&P Global Research Europe Limited, an affiliated investment adviser in the United Kingdom, changed its name to Standard & Poor’s Investment Advisory Services UK Limited on March 28, 2018.

Please note that the above summary addresses only changes that SPIAS has determined to be material and therefore, does not reflect all of the changes that have been made to this brochure since the last annual amendment dated March 13, 2018 was distributed to clients.

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ITEM 4. ADVISORY BUSINESS

A. Advisory Firm

SPIAS is a Delaware limited liability corporation that has been providing advisory services for over 20 years. SPIAS is a wholly-owned subsidiary of S&P Global Inc. (“S&P Global”), a New York Stock Exchange listed company.

S&P Global's operations consist of five divisions, described below.

S&P Global Ratings

S&P Global Ratings is an independent provider of credit ratings, research and analytics to investors, issuers and market participants. It includes the NRSRO and certain other ratings-related businesses.

S&P Global Market Intelligence

S&P Global Market Intelligence (formerly known as S&P Capital IQ and SNL) is a global provider of digital and traditional financial research and analytical tools for capital market participants. It delivers to customers an integrated portfolio of cross-asset analytics, desktop services, and investment information in the financial information, data and analytics market.

S&P Global Platts

S&P Global Platts provides essential price data, analytics, and industry insight that enable commodities markets to perform with greater transparency and efficiency.

S&P Dow Jones Indices

S&P Dow Jones Indices (“SPDJI”) is a global index provider that maintains a wide variety of indices to meet an array of investor needs. S&P Dow Jones Indices’ mission is to provide transparent benchmarks to help with decision making, collaborate with the financial community to create innovative products and provide investors with tools to monitor world markets.

Crisil, an S&P Global Company

Crisil provides credit ratings, data, risk and infrastructure solutions, and research analytics and solutions.

B. Advisory Services

Summary of Advisory Services

SPIAS is part of the S&P Global Market Intelligence a division of S&P Global and provides investment advisory services on a non-discretionary basis. While SPIAS' advisory services primarily focus on equity securities and mutual funds, SPIAS also offers exchange-traded funds ("ETF") and fixed income advisory services. SPIAS' advisory services are provided primarily to institutions that may choose to use such advice for their own underlying clients and investors. SPIAS' advisory services may include the following types of services individually or in combination:

1. asset allocation strategies;
2. fund selection services;
3. multi-asset strategies;
4. equity strategies;
5. fixed income strategies;
6. advisory consulting services to investment managers of investment funds other than registered open-end investment companies and unregistered hedge funds; and
7. sub-advisory services for registered open-end investment companies and unregistered hedge funds.

SPIAS' advisory services are generally offered to institutions (e.g., broker-dealers, investment advisers, investment companies and other financial institutions). SPIAS does not generally provide its advisory services directly to retail clients, but its services may be used by its clients in advising their own underlying clients, which may include retail clients. SPIAS also provides advisory consulting services to institutional clients and investment managers of investment funds, otherwise known as "manager of managers" funds, and investment sub-advisory services for registered investment companies, including open-end mutual funds and other institutions. SPIAS does not act as a "fiduciary" or as an "investment manager", as defined under The Employment Retirement Income Security Act of 1974 (ERISA). SPIAS does not have discretionary authority over its clients' accounts, and SPIAS' clients have the ability to accept, reject or modify the recommendations provided by SPIAS.

SPIAS also provides certain other services and products as follows:

1. Market Outlook, a weekly market update publication; and
2. Marketing Assistance, which may include some or all of the following: (i) assisting in the preparation of marketing materials; (ii) participating in presentations; and (iii) explaining a proprietary methodology, which may include licensing subscriptions of S&P Global Market Intelligence's Earnings and Dividend Ranking System ("Quality Rankings").

SPIAS' Advisory Services

- (i) Asset Allocation Strategies. SPIAS offers asset allocation strategies in the form of models, which may be at the asset class or economic sector level based on available investments. Such asset allocation models, which are customized to clients', investment objectives and restrictions, are developed based on modern portfolio theory. SPIAS uses both quantitative and qualitative factors in working with clients to develop the client's allocation strategies and models. SPIAS may also recommend substitute investments for its models.
- (ii) Fund Selection Services. SPIAS offers both quantitative and qualitative analysis of mutual funds and ETFs for separately managed accounts and insurance sub-accounts. SPIAS may provide advice on narrowing universes of funds into smaller sub-groupings of funds or ranking of a list of funds. SPIAS also provides advice and recommendations on a fund's perceived investment prospects over a specified time horizon. As part of the service, SPIAS may prepare periodic reports that describe the performance of a group of portfolios. These reports, which are based on a series of performance statistics covering return, risk, style and style consistency, may be supplemented with periodic conference calls or meetings with fund managers.
- (iii) Multi-Asset Strategies. SPIAS also provides Multi-Asset strategies which consist of recommended asset allocations and investments to fulfill each asset class in the allocation. Multi-Asset model portfolios may be designed to target specific risk/return objectives, investment goals (e.g., income or capital appreciation), or investment time horizon (e.g., target date). Investment recommendations may include a combination of mutual funds, ETFs, insurance sub-accounts, model portfolios of equity securities, and/or separately managed accounts. SPIAS also monitors and reviews the performance of the model portfolios on a regular basis (e.g., daily, weekly, monthly or other frequency) and, as necessary, reallocates and/or recommends changes to the recommended asset allocation, securities, and/or substitute securities used in the model portfolios.

Also, SPIAS may recommend other investment advisers who can implement an investment strategy to meet a client's investment goals and objectives. Prior to

recommending an investment adviser to a client, SPIAS reviews an investment adviser's past performance, style and investment philosophy. The goal of this service is to provide a list of recommended investment managers from which a client can select the firm that best meets the client's needs in advising their own clients.

- (iv) Equity Strategies. SPIAS provides stock portfolio services, including services such as providing model stock portfolios, and developing preferred stock lists that meet selection criteria. In creating model stock portfolios and stock portfolio strategies, SPIAS utilizes S&P Global's proprietary data and research tools, including Credit Ratings and Quality Rankings. SPIAS uses third-party qualitative research prepared by CFRA, an unaffiliated third party. Model portfolio composition and portfolio strategies can be driven by quantitative models or fundamental research, or combinations of both. SPIAS' model portfolios that are driven by quantitative models may be subject to a qualitative overlay. When necessary, SPIAS, after reviewing all related information and criteria, may recommend changes to model portfolios and underlying investments for these portfolios.
- (v) Fixed Income Strategies. SPIAS offers fixed income model portfolios by primarily selecting U.S. and European investment grade and high yield fixed income securities. In creating a fixed income model portfolio, SPIAS' security selection process will use analytical tools and analysis, including the Risk-to-Price ("R2P") screening tool and related research to assist it in the security selection process. Model portfolio composition and portfolio strategies can be driven by SPIAS' use of quantitative models, qualitative research and analytical tools such as R2P and other screeners to measure a security's creditworthiness, market risk (returns and bond price volatility) and credit risk (probability of default). R2P scores and associated screener on fixed-income securities is no longer offered as a standalone product.

SPIAS' Sub-Advisory Services

SPIAS also provides sub-advisory services, including consulting services to investment managers of open-end registered investment companies, unit investment trusts, offshore funds and unregistered funds, including hedge funds. SPIAS' services may include, but are not limited to:

1. advice relating to Multi-Asset and equity model portfolios;
2. periodic reviews of investment performance that may include the following:
 - analyses of the factors underlying performance;

- analyses of the client's or investment manager's diversification of investments;
 - general reviews of the global investment and economic outlook;
3. recommendations on the selection and weightings of individual securities;
 4. recommendations on the selection of sub-advisers;
 5. additional advisory consulting services as may be requested by a client from time to time; and
 6. fixed-income model portfolios.

SPIAS is not responsible for placing trades in the market or executing the fund's portfolio transactions as that is the responsibility of the mutual fund's primary investment adviser or another adviser appointed by the primary investment adviser.

SPIAS' Other Services

- (i) Questionnaires: SPIAS creates questionnaires that can be used by clients to assist them in evaluating their clients' or end users' risk tolerance and/or investment goals/profile. SPIAS will also assist a client in reviewing these questionnaires or questionnaires prepared by the client to assist them in determining their underlying clients' and end users' risk profiles.
- (ii) Industry and Market Reports: SPIAS provides market research reports that include assessments and/or forecasts of certain market and industry trends. These reports are based upon economic data, analyst consensus estimates, and SPIAS investment team views.

C. Wrap Fee Programs

SPIAS does not sponsor wrap fee programs.

D. Assets Under Management

As of December 31, 2018, SPIAS provided supervisory non-discretionary advisory services to approximately \$ 33.06 billion of client assets.

ITEM 5. FEES AND COMPENSATION

SPIAS charges fees for its advisory services as set forth below.

A. Types of Fees.

SPIAS charges an asset based fee or subscription fee for its investment advisory services. SPIAS may also charge a performance based fee. Fees are negotiable depending on a client's specific requirements, and may include certain factors including: (i) a combination of services performed by SPIAS, (ii) the difficulty of the services/analysis by SPIAS, (iii) the number and nature of the investment programs and/or investment vehicles (e.g., funds) that will utilize the services, (iv) location of the client (domestic or foreign), (v) the client's investment program, (vi) the number of distribution channels, and (vii) degree of customization of a program for a client.

Fees charged to clients may include fees for other products offered by SPIAS' affiliates. Clients may be billed by an affiliate directly for these other products and services and SPIAS' fees may be bundled with these other services and billed by an affiliate. Fees for services may also include a license fee for the use of the "S&P Global" or "S&P Global Market Intelligence" name. SPIAS may charge a one-time or recurring customization fee and/or an initial setup fee in connection with its advisory services.

For sub-advisory services, net assets representing capital contributed by a fund's primary adviser or an affiliate thereof may be excluded from SPIAS' fee calculation. In addition, to the extent SPIAS recommends products where SPIAS or an affiliate is paid fees that are tied to the amount of assets that are invested in the products; SPIAS may make an appropriate adjustment to its fees.

SPIAS, in its discretion, may waive or reduce some or all of the compensation to which it is entitled. SPIAS also reserves the right to implement price adjustments based on inflation rates such as the Consumer Price Index. Fees shown in Appendix A may not reflect fee adjustments, as noted above.

SPIAS' detailed fee schedules are set forth at Appendix A, at the end of this document.

B. Payment Method.

In accordance with the fee schedule for each of SPIAS' advisory strategies, an asset-based fee may be based on: (1) the aggregate balance of individual investors' accounts, (2) the balance in each individual investor's account, or (3) the aggregate balance of the funds. The fees may be calculated on average daily net assets or assets as of the end of the previous quarter or month. Asset based fees are billed on a monthly or quarterly basis in arrears. However, fees for unit investment trusts may be billed after the underwriting period expires for an offering.

Minimum fees may apply to certain types of services and client accounts.

C. Fees and Expenses

Based on contract terms, the client may reimburse SPIAS for expenses incurred to attend client meetings. SPIAS may charge clients additional fees and expenses, such as a onetime set up fee. SPIAS may include certain mutual funds and/or exchange traded funds (the funds) in certain model portfolios that are linked to an index of S&P Dow Jones Indices, an affiliate for which the affiliate will earn fees that are tied to the amount of assets invested in the funds in addition to the fees received by SPIAS in connection with the provision of its advisory services. See Item 11 “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading” for additional information.

D. Refunds

Clients may have the right to terminate their agreements with SPIAS in accordance with notice provisions included in client agreements and under the specific circumstances outlined in the agreements. Upon termination of an agreement, SPIAS will refund any unearned fees on a pro rata basis after termination of the advisory contract. Certain administrative and operational costs incurred by SPIAS in connection with providing advisory services and/or tools to the client may not be refundable in all circumstances.

Sub-advisory agreements may be terminated at any time, without payment of any penalty, upon written notice by the client or SPIAS and as noted in the agreement. The sub-advisory agreement will immediately terminate in the event of an assignment by either party.

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

In some cases, SPIAS may enter into performance-based fee arrangements with qualified clients pursuant to Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and in accordance with available exemptions thereunder, including the exemption set forth in Rule 205-3. Generally, SPIAS receives an allocation from each qualified client (typically a fund manager) equal to a percentage of the positive difference between the net asset value in a fund and the “high-water mark” attributable to such investment (the “Performance Fee”). The Performance Fee is applied from the first day that SPIAS starts providing its services to the qualified client and it is calculated annually on a calendar year basis. The specific terms governing the structure and calculation of the Performance Fee and high-water mark, which may vary between clients, are described in detail in the applicable client’s Master Investment Advisory Agreement.

Some clients may pay both a Management Fee, as described in Appendix A, and a Performance Fee, as described above.

ITEM 7. TYPES OF CLIENTS

SPIAS' clients are institutional investors and are described in detail in Item 4. B.

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

A. SPIAS' Methods of Analysis and Investment Strategies

SPIAS' Advisory Services

Asset allocation strategies

SPIAS' Portfolio Strategy Committee ("Committee") establishes guidelines for investment advisory portfolios. The guidelines are in the form of a baseline asset allocation that identifies the asset classes or sectors to employ, over/under weight for the asset classes and sectors, along with growth/value splits and capitalization ranges.

The Committee reviews market fundamentals and macroeconomic factors contributing to the prospects for global economies and financial markets. The objectives of the review are to (i) evaluate the ongoing tactical and strategic positions of recommended asset allocation strategies and (ii) ascertain optimal asset class combinations based on the Committee's expectations of evolving global business and investment trends.

SPIAS' equity allocation typically has core allocations to both international and domestic equities and is based on global equity market capitalization. The fixed income allocation is based on credit quality, duration and wherever possible by geographic region or country-specific markets.

Multi-Asset strategies and fund selection

Multi-Asset strategies are comprised of two core strategies: capital appreciation and current income. In constructing Multi-Asset strategies, SPIAS strives to diversify investment managers across sponsor organizations, investment approaches and underlying model portfolio sector and investment characteristics.

SPIAS' investment manager evaluation methodology is a multi-pronged approach, combining performance and quantitative analysis with qualitative analysis of managers. SPIAS' approach to performance evaluation is centered on identifying and monitoring for consistency. SPIAS' Fund Review Committee screens and monitors managers based on discrete calendar year results in the context of market conditions and the manager's investment approach. Measuring risk-adjusted performance is as important as measuring absolute returns.

SPIAS' Fund Review Committee, which conducts a qualitative review of investment managers to assess the strength of the investment managers, their investment process and philosophy and

their consistency of approach. Once an investment manager is added to the coverage list, ongoing reviews are conducted. A review of the investment manager is undertaken to identify the strategy's performance drivers. Topics covered include:

- Management Group: Stability and Investment Culture;
- Investment Team: Experience, Effectiveness, Stability;
- Portfolio Manager: Philosophy, Consistency, Clarity, Focus; and
- Portfolio: Unique characteristics, role in Multi-Asset strategy.

SPIAS' ETF selection process evaluates ETFs for structure, liquidity, and cost factors. Structure reflects evaluating the index the ETF aims to track, representation for the desired asset class, and the design of the ETF. Liquidity is evaluated quantitatively for daily trading volume, bid/ask spread, tracking errors and assets under management. Qualitatively, SPIAS reviews the process by which the ETF provider seeks to replicate an index (i.e., sampling versus full replication) and the creation/redemption process. Cost evaluations incorporate explicit expense ratios, premium/discount trends, and tracking error. SPIAS' selection process weighs the factors subjectively for each asset class. The evaluation of fixed income ETFs does incorporate greater emphasis on the creation/redemption process and liquidity as full index replication is typically not achievable. Many of the ETFs included in SPIAS' ETF selection process are benchmarked against an index created by SPDJI, an affiliate of SPIAS. SPIAS does not possess any advance information about SPDJI's processes relating to changes to its indices.

Equity strategies

At the core of a quantitative equity strategy is an alpha model. The goal of an alpha-model is to provide portfolio returns above a selected benchmark.

Stocks from a selected universe are measured and ranked based on their exposure to "alpha-factors" or attributes related to company fundamentals and market characteristics. The choice of factors is guided by fundamental analysis and understanding of the relationships between fundamentals and market prices. Such fundamental insights are then quantified through empirical research and captured in a systematic fashion into an alpha-model.

Back testing is the core process of evaluating a strategy by applying it to historical data. In a back test the predictive power of one or more factors is evaluated to understand the relationship between one or more factors and the subsequent returns of a universe through time. In addition, the back test is evaluated for the correlation between alpha factors and future returns.

Back testing gives no considerations to turnover, portfolio diversification and transaction costs. Therefore, before launching a new strategy, more realistic historical simulations need to be run.

Such simulations may include minimum liquidity, transaction costs, sector or industry constraints and portfolio turnover targets.

SPIAS' equity strategies are usually rule-based, quantitatively driven models that are subject to a qualitative overlay. Equity strategy objectives may be based on themes such as infrastructure and dividends. Equity strategies may also utilize research produced by S&P Global Ratings credit ratings research and S&P Global Market Intelligence Quality Rankings or third party research. A brief explanation of each follows:

- (i) Credit Ratings and Related Research – SPIAS methodologies may also use S&P Global Ratings long term credit ratings which is a current opinion of an obligor's overall financial capacity (its creditworthiness) to pay its financial obligations. This opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they become due.
- (ii) Quality Rankings - Quality Rankings reflects the long-term growth and stability of a company's earnings and dividends in a single symbol. Rankings range from A+ (highest) to D (lowest).
- (iii) SPIAS may use unaffiliated third-party research for screening criteria.

S&P Competitive Advantage Large Cap Equity Strategy

The S&P Competitive Advantage Large Cap Core Equity Strategy (the "Strategy") seeks to identify companies in the S&P 500 with a view towards long term capital appreciation. The Strategy selects approximately equal amounts in the common stock of companies included in the S&P 500 that in SPIAS' opinion have superior return on invested capital (ROIC), and are trading at relatively attractive valuations.

The Strategy selects predominantly large cap, what is believed to be a higher-quality model portfolio typically made of some of the most profitable U.S. firms. The Strategy seeks to exploit what SPIAS believes are investors' "fixation" with earnings growth and short-term results and their underestimation of the earnings power and resilience of high ROIC companies.

S&P Dividend Income and Growth Large Cap Equity Strategy

The S&P Dividend Income and Growth Large Cap Core Equity Strategy (the "Strategy") seeks to identify companies in the S&P 500 with a view towards long-term capital appreciation along with a secondary focus on current income. The Strategy selects approximately equal amounts in

common stock in all sectors of what SPIAS considers to be higher-quality companies that have attractive dividend yields

The Strategy may be an appealing strategy to dividend income and dividend growth seekers. The Strategy can potentially result in a model portfolio that combines both dividend growth and income while contemporaneously achieving sector diversification. The stocks selected are characterized by higher S&P Quality Rankings, S&P Long Term Issuer Credit Ratings, and dividend yield.

S&P Intrinsic Value Large Cap Equity Strategy

The Strategy seeks to achieve capital appreciation by investing approximately equal amounts in the common stock of companies included in the S&P 500 that are believed to generate strong free cash flows and sell at attractive relative valuations. The S&P Global Market Intelligence Quality Ranks are used as additional criteria to only include companies with average or higher quality in seeking undervalued but higher earning companies.

The Strategy seeks to exploit investors' overreaction to earnings-related events by selecting companies that trade at attractive free cash flows multiples.

S&P Total Yield Large Cap Equity Strategy

The Strategy seeks to achieve capital appreciation by investing approximately equal amounts in the common stock of companies with the highest Total Yield (a broad measure of cash returned to equity and debt investors), based on selection criteria. The S&P Global Market Intelligence Quality Ranks are used as criteria to include companies with average or higher quality.

The Strategy combines quality and profitability factors with "Total Yield", a concept that seeks to exploit forward-looking implications of management's decisions of uses of cash.

S&P 4 Large Cap Core Equity Strategy

The S&P 4 seeks capital appreciation by blending four strategies: S&P Competitive Advantage, S&P Dividend Income and Growth, S&P Intrinsic Value and S&P Total Yield.

S&P MID 3 Domestic Mid Cap Core Equity Strategy

The S&P Mid 3 seeks to maximize capital appreciation by blending three sub-strategies that are tailored to the mid-cap market: MID Competitive Advantage, MID Intrinsic Value, and MID Total Equity Yield.

Equity Income 30 Large Cap Equity Strategy

The Strategy seeks to provide long-term capital appreciation with a secondary goal to provide a dividend yield of about 1.5 times the S&P 500's average dividend yield by investing in the common stock of 30 large capitalization companies. Both quantitative and qualitative factors drive the selection of stocks. Some of the factors included in the decision process are the S&P Global Market Intelligence Quality Ranks and S&P Global Market Intelligence Long Term Issuer Credit Ratings.

S&P International 5 – International Developed Ex-US Large and Mid-Cap Equity Strategy

The S&P International 5 seeks to maximize capital appreciation by investing in the common stocks of companies located in economically developed countries throughout the world, excluding the United States. The Strategy is made up of five individual investment strategies. Each of the strategies is focused on a specific geographic region and uses rules-based investment criteria formulated for that region. The five sub-strategies are: S&P Asia Pac Ex-Japan, S&P Canada, S&P Europe, S&P Japan and S&P Middle East.

Fixed Income Strategies

Fixed income strategies identify potential investment opportunities by performing relative value quantitative and qualitative analysis of corporate bonds' risk and returns. The Strategies focus on determining the embedded value of fixed income securities and the associated risk in terms of sector, country, currency, and duration and credit quality. SPIAS uses the R2P universe scoring methodology, among other tools and data, to assist it in the corporate bond security selection process. SPIAS' fixed income model portfolios' composition and portfolio strategies are based on SPIAS' use of quantitative models, qualitative research, and R2P methodology among other tools to measure a security's creditworthiness in terms of market risk (returns and bond price volatility) and credit risk (probability of default).

SPIAS' Sub-Advisory Services

Some or all of the same strategies and analytical methods, as described above are offered by SPIAS for its sub-advisory services for open-end registered investment companies and unregistered funds, including hedge funds.

B. Risks Associated with SPIAS' Advisory Services

Risks Associated with SPIAS' Investment Strategies

Investors should be aware that there are risks in investing in securities and investing in these securities involves risk of loss of an investor's principal investment and other losses that clients should be prepared to bear.

Strategy Risk:

A stock that SPIAS believes to be undervalued may decrease in price or may not increase in price as anticipated in the Strategy if other investors fail to recognize the company's value or the factors that the Strategy considers as factors that will cause the stock price to increase, do not occur.

Security selection risk:

The securities selected in a strategy may decline in value. Securities selection is subject to the analyst's judgment of the anticipated performance of industries, companies, economic trends, and the relative attractiveness of different securities or other matters.

Concentration Risk:

A strategy that focuses its investments in particular industries, asset classes or sectors of the economy, may allocate a relatively high percentage of its holdings in a limited number of issuers. Therefore, the Strategy's performance may be more vulnerable to changes in the market value of a single issuer or group of issuers and more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified strategy.

Models that allocate to the following assets classes are subject to additional risks:

- (i) Emerging markets and international developing markets' equity investing involves greater risks, such as economic, political and social systems that are less developed, and likely to be at times, unstable when compared to those of more economically developed and advanced countries and markets. These markets may also have trading associations and stock exchanges that lack liquidity and become subject to sudden price volatility. Investing in small cap and mid cap companies entail greater risk than investing in larger, more established ones.
- (ii) Large cap companies may underperform investments that are primarily focused on stocks of lower quality, smaller capitalization companies during periods when the stocks of such companies are in favor.
- (iii) Real estate investment trusts may be affected by changes in the value of the underlying property, the quality of credit extended, defaults by borrowers and heavy cash flow dependency.
- (iv) High yield bonds are lower-rated fixed income securities that may involve greater risk than investments in higher-rated ("investment grade") securities.

- (v) Mortgage-backed securities have heightened sensitivity to interest rate risk, are subject to prepayment risk and the resulting uncertainty of the timing of cash flow and are subject to the market's perception of the creditworthiness of the issuer.
- (vi) Inflation-protected securities are subject to several general risks, including interest rate risk, credit risk, and market risk. Interest payments on inflation-protected securities will vary as the principal and/or interest is adjusted for inflation and may be more volatile than interest paid on ordinary fixed-income securities.
- (vii) The price of fixed-income securities will fluctuate with changes in interest rates and in response to changes in the financial condition of the issuer. The value of fixed-income securities generally rises when interest rates fall, and fall when interest rates rise. Prices of longer-term fixed-income securities generally increase or decrease more sharply than those of shorter-term fixed-income securities in response to interest rate changes. An investor could lose money if the issuer or guarantor of a fixed income security, or the counterparty to a derivatives contract, repurchase agreement or a loan of portfolio securities, is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Credit ratings may reflect the varying degrees of risk. Municipal bonds are subject to the risk that litigation, legislation or other political events, local business or economic conditions, or the bankruptcy of the issuer could have a significant effect on an issuer's ability to make payments of principal and/or interest.
- (viii) Funds may use derivative instruments such as futures contracts and swaps for hedging and risk management. Funds that concentrate their investments in a particular asset class may use them to a greater extent, which may result in magnified risks. These instruments are subject to certain risks such as unanticipated changes in securities prices and global currency markets and sudden changes in the liquidity of the market for the derivative instrument. The use of derivatives may also create leveraging risk which may cause greater volatility.
- (ix) The value of an actively managed portfolio could decline because the financial condition of an issuer may change (due to such factors as management performance, reduced demand or overall market changes), financial markets may fluctuate or overall prices may decline, or the manager's investment techniques could fail to achieve the investment objective.
- (x) Currency Risk – The value of foreign investments will be affected by changes in currency exchange rates. The U.S. dollar value of a foreign security decreases when the value of the U.S. dollar rises against the foreign currency in which the security is denominated and increases when the value of the U.S. dollar falls against such currency.

- (xi) Market risk – Securities may also decline in value due to factors affecting securities markets generally, such as real or perceived adverse economic conditions, or particular industries represented in the securities markets, such as competitive conditions. In addition, the markets may not favor a particular kind of security, such as dividend-paying securities, and may not favor equities or bonds at all.

D. Risks Associated with the Failures in SPIAS’ Internal Processes - Error Correction Procedures

The calculation and publication of performance information gives rise to the potential risk of performance errors. SPIAS’ Performance Policies and Procedures Manual (the “Manual”) contains, among other things, error correction procedures and processes that provide guidance on the steps to be taken to correct performance calculation errors relating to SPIAS’ model portfolios and related benchmarks, and provide clients with restated performance information in a timely manner.

SPIAS’ error correction procedures encompass errors relating to calculating a model portfolio’s return, and omitted disclosures. SPIAS’ Manual also provides guidance on when an error should be classified as “material”, and also includes an escalation process to be followed upon the discovery of an error. Calculation errors that are classified as “material” will require SPIAS to notify all affected clients of the error, first, by telephone, and subsequently in writing, and provide clients with restated performance information and reports in a timely manner. When an error is not deemed to be material, SPIAS is required to retain all prior performance calculations and also update SPIAS’ (i) performance error log; (ii) internal performance databases; (iii) external performance databases; and (iv) current electronic marketing presentations, websites, and other marketing and promotional materials.

SPIAS’ performance measurement team are responsible for the oversight of SPIAS’ performance calculation and reporting processes. SPIAS’ error correction procedures also require any employee who discovers a calculation error to immediately notify the performance measurement analyst of the error, including the details relating to how the error was discovered and the implementation of corrective action to prevent a recurrence of future errors.

As part of SPIAS’ record retention policy, SPIAS maintains records of model performance reports and client presentations that contain model performance. SPIAS also maintains a record of all known performance calculation errors and the related corrective action to seek to prevent a recurrence of the error.

ITEM 9. DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SPIAS' advisory business or the integrity of SPIAS' management. There is currently no information applicable to SPIAS or any management person of SPIAS with respect to this Item.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

SPIAS is a wholly-owned subsidiary of S&P Global and has material relationships with certain affiliates, as set forth below. Some of SPIAS' clients may have a commercial relationship with some of SPIAS' affiliates including, SPDJI, Standard & Poor's Financial Services LLC and S&P Global Market Intelligence LLC, licensor of several of S&P Global Market Intelligence's distribution platforms. SPIAS does not believe that SPIAS or its clients' relationships with any of SPIAS' affiliates creates a conflict of interest between SPIAS and its clients.

A. Material Relationships

1. With other investment adviser, financial planner or other firm.

SPIAS is also affiliated with Standard & Poor's Investment Advisory Services UK Limited (SPIAS UK), a non-US investment adviser which is authorized by the United Kingdom Financial Conduct Authority. Certain persons associated with SPIAS UK may provide advice through SPIAS to certain U.S. clients of SPIAS. When these individuals provide advisory services, they will be deemed to be an "associated person" of SPIAS as that term is defined under Section 202 (17) of the Advisers Act, will be subject to supervision by SPIAS and to SPIAS' policies and procedures, including SPIAS' Code of Ethics, which is more fully described at Item 11 "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading." These individuals, through SPIAS UK, will maintain all records relating to such advice provided to SPIAS' clients in accordance with Rule 204-2 under the Advisers Act. SPIAS does not believe that the sharing of certain associated persons with SPIAS UK creates a conflict of interest with its or its affiliates' advisory businesses.

2. Nationally Recognized Statistical Rating Organization (NRSRO)

SPIAS is affiliated with S&P Global Ratings, an NRSRO. SPIAS does not have a material relationship with S&P Global Ratings. SPIAS uses S&P Global Ratings' credit ratings as factors in some of its investment strategies.

SPIAS may consider research, data and other information from its affiliates, including S&P Global Market Intelligence's platforms, in making its investment recommendations. SPIAS does not believe its use of and its relationship with S&P Global Market Intelligence creates a conflict of interest. The investment policies of certain portfolios specifically state that among the information SPIAS will consider in evaluating a security are the credit ratings assigned by its affiliate, S&P Global Ratings, in certain strategies, SPIAS does not generally consider the ratings assigned by other credit rating agencies. Credit rating criteria and scales may differ among credit rating agencies. Ratings assigned by other credit rating agencies may reflect more or less favorable opinions of creditworthiness than credit ratings assigned by S&P Global Ratings.

B. Recommendation of Other Investment Advisers

SPIAS may recommend other investment advisers, other than affiliates, as more fully described in Item 4 under “Advisory Business –Multi-Asset Strategy” who can implement an investment strategy to meet a client’s investment goals and objectives. SPIAS does not receive compensation, directly or indirectly, from such advisers.

C. Registration with Foreign Financial Regulatory Authorities

In addition to being registered with the U.S. Securities and Exchange Commission as an investment adviser, SPIAS is also registered with the Financial Services Commission in the Republic of Korea as a cross-border investment adviser.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

In order to address conflicts of interest, SPIAS has adopted a code of ethics (the “**Code**”) pursuant to Rule 204A-1 under the Advisers Act, which is applicable to all of SPIAS’ employees and associated persons, and certain individuals who may be associated with SPIAS’ non-U.S. advisory affiliates. The Code generally sets the standard of ethical and professional business conduct expected of SPIAS employees, requires employees to comply with applicable federal securities laws and regulations, and sets forth provisions regarding personal securities transactions by employees. Additionally, the Code sets forth SPIAS’ policies and procedures with respect to the receipt and/or use of material non-public information and other confidential information, and the fiduciary obligations that SPIAS and each of its employees owes to its advisory clients. The Code is circulated at least annually to all employees, and each employee must certify in writing on an annual basis that he or she has received and followed the Code and any amendments thereto. SPIAS will provide a copy of the Code to any client or prospective client upon request. Clients and prospective clients may request a copy of the Code by e-mailing: spias@spglobal.com.

B. Participation or Interest in Client Transactions

SPIAS may include in a model portfolio or substitution list, otherwise present as an investment option and/or recommend for investment certain funds to which SPDJI through an affiliate licenses certain intellectual property or otherwise has a financial interest, including exchange-traded funds whose investment objective is to substantially replicate the returns of a proprietary SPDJI’s index such as the S&P 500. SPIAS includes these funds in models, otherwise presents them as an investment option and/or recommends them for investment based on asset allocation, sector representation, liquidity and other factors; however, SPIAS has a potential conflict of interest with respect to the inclusion of these funds. In cases where compensation is received that is tied to the amount of assets that are invested in the fund, investment in the fund will generally result in an affiliate of SPIAS earning compensation in addition to the fees received by SPIAS in connection with its provision of services. In certain cases there may be alternative funds that are available for investment that will provide investors substantially similar exposure to the asset class or sector.

S&P Global Market Intelligence LLC or an affiliate may license certain intellectual property or other services to, certain issuers of securities, including derivative instruments based on an index issued by SPDJI, an affiliated business of SPIAS. S&P Global Market Intelligence and SPDJI through S&P Global Market Intelligence LLC or another affiliate provide a wide range of services to, or relating to, many organizations, including issuers of securities, investment

advisers, broker-dealers, investment banks, other financial institutions and financial intermediaries, and accordingly may receive fees or other economic benefits from those organizations, including organizations whose securities or services they may recommend, rate, include in model portfolios, evaluate or otherwise address. SPIAS' employees are subject to various policies and procedures, including policies that are intended to limit interaction and the sharing of certain information between SPIAS' employees and employees of SPDJI and other affiliates. SPIAS may include in a model portfolio or a substitution list, if applicable, as an investment option certain funds to which S&P Global Market Intelligence LLC licenses certain intellectual property or otherwise has a financial interest, including ETFs whose investment objective is to substantially replicate the returns of a proprietary SPDJI's Index, such as the S&P 500. SPIAS includes these funds in models, otherwise presents them as an investment option and/or recommends them for investments based on asset allocation, sector representation, liquidity and other factors. SPIAS may have a potential conflict of interest with respect to the inclusion of these funds. In cases where S&P Global Market Intelligence LLC or SPDJI is paid fees that are tied to the amount of assets that are invested in the fund or the volume of trading activity in the fund, investment in the fund will generally result in S&P Global Market Intelligence LLC receiving compensation in addition to the subscription fees or other compensation for services rendered by SPIAS.

SPIAS may consider research and other information from affiliates in making its investment recommendations. In order to address this potential conflict of interest, the investment policies of certain portfolios specifically state that among the information SPIAS will consider in evaluating a security are the ratings assigned by its affiliate, S&P Global Ratings. SPIAS does not consider the ratings of other credit rating agencies, which may represent more or less favorable opinions of creditworthiness than those issued by S&P Global Ratings. SPIAS does not believe that this practice disadvantages or causes a conflict of interest between SPIAS and its clients.

In addition, SPIAS may provide advice regarding or recommending securities in which it or an affiliate directly or indirectly has a financial interest. SPIAS' employees also may buy and sell securities for their own or other accounts that also are recommended to clients. SPIAS may recommend securities to clients in whom one or more of its employees, officers, partners, or associated persons have an ownership or other financial interest. SPIAS may give advice to some clients which differs from the advice it gives to other clients.

C. Personal Trading

SPIAS has also adopted a Securities Disclosure Policy ("SDP"), which requires SPIAS' employees and certain individuals who may be associated with SPIAS' non-U.S. advisory affiliates to pre-clear certain of their personal securities transactions, report these transactions on a periodic basis and maintain their personal security accounts (as well as those of "immediate family" members) at certain designated brokerage firms from which it will receive real time feeds of employee (and immediate family member) trades for comparison against trades that

were pre-cleared by the employee and immediate family members. The SDP's black-out periods, pre-clearance procedures and periodic reporting of transactions is designed to monitor transactions in employees' personal accounts and prevent conflicts of interest that may arise between employees' personal securities transactions and SPIAS' investment advisory services.

An individual's Securities Classification Profile level will determine if an employee (including immediate family members) is prohibited from trading in certain securities and will also determine which Restricted List an employee must follow. All employees are required to pre-clear trades; pre-clearance is only valid for the date of approval plus three additional trading days.

ITEM 12. BROKERAGE PRACTICES

As a non-discretionary investment adviser, SPIAS does not place trades in the market. Accordingly, it does not select or recommend broker-dealers for client transactions.

ITEM 13. REVIEW OF ACCOUNTS

A. Periodic Account Review

SPIAS may undertake reviews of client accounts on a daily, weekly, bi-weekly, monthly or other frequency, depending on the client's investment strategy and as set forth in a client's agreement with SPIAS for the provision of advisory services. Two primary levels of review are used to evaluate and monitor SPIAS' provision of investment advisory services to clients: the head of investment strategy and individual person assigned to the client's account. These individuals evaluate and monitor the investment service provided to each client. The Chief Investment Officer periodically reviews the analysis and decisions of the assigned investment professionals for compliance with clients' investment guidelines and restrictions.

SPIAS also monitors and reviews the performance of the model portfolios on a regular basis (e.g., daily, weekly, monthly or other frequency) and, as necessary, reallocates and/or recommends changes to the recommended asset allocation, securities, and/or substitute securities used in the model portfolios.

B. Review on other than a Periodic Basis

Not applicable.

C. Regular Reports

As set forth in client agreements, clients may receive commentary, generally on a quarterly basis, on model portfolio performance and strategy information regarding the advisory services provided and may include other information such as general market outlook. Representatives of SPIAS may also provide updates to clients via telephone, electronically or by in-person meetings.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

A. Compensation by Non-Clients

Not applicable to SPIAS' business.

B. Compensation for Client Referrals

SPIAS does not compensate non-employees for client referrals.

ITEM 15. CUSTODY

Not applicable-SPIAS does not take custody of any client assets/funds.

ITEM 16. INVESTMENT DISCRETION

SPIAS provides investment advisory services to clients on a non-discretionary basis and does not provide discretionary portfolio management services. This section is not applicable to SPIAS' business.

ITEM 17. VOTING CLIENT SECURITIES

SPIAS does not provide discretionary portfolio management and/or advisory services and does not have proxy voting authority. This section is not applicable to SPIAS' business.

ITEM 18. FINANCIAL INFORMATION

A. Prepayment of Fees

SPIAS does not require prepayment of advisory fees of more than \$1,200, six months or more in advance. This section is not applicable to SPIAS, and it is not required to provide an audited balance sheet to clients.

B. Impairment of Contractual Commitments

Not applicable to SPIAS' business.

C. Bankruptcy Petitions

SPIAS has not been subject to bankruptcy proceedings within the last 10 years.

APPENDIX A

Description of SPIAS' Individual Fees

1. *Asset allocation strategies (Standalone)*

Assets invested in asset allocation strategies	Asset based fee
Asset allocation strategies	0.05%

SPIAS may charge a minimum annual fee for asset allocation strategies of \$125,000.

2. *Fund selection services (Standalone)¹*

Assets invested based upon fund selection services	Asset based fee
Fund selection services	0.05% - 0.10%

SPIAS may charge a minimum annual fee for fund selection services of \$125,000. Depending on factors described above, SPIAS may charge a flat fee instead of an asset based fee ranging from \$125,000 to \$500,000.

3. *Multi-Asset strategies*

Assets invested in Multi-Asset strategies	Asset based fee
Model portfolios comprised of mutual funds and/or exchange traded funds.....	0.15% - 0.20%
Model portfolios comprised of mutual funds and/or exchange traded funds and stocks.....	0.25%

Certain clients of SPIAS may be paying different fees for the above services as they may be subject to different fees that were in place at the time of inception of their accounts with SPIAS. Model portfolios consisting of mutual funds and/or exchange traded funds may be subject to an investor account minimum of \$50,000 and \$25,000, respectively.

¹ SPIAS reserves the right, at its sole discretion, to change, modify or establish a new minimum fee for certain strategies. SPIAS also reserves the right, at its sole discretion, to establish a higher asset based fee based on the complexity of the investment strategy.

4. *Equity strategies*

<u>Assets invested in equity strategies²</u>	<u>Asset based fee</u>
Model portfolios comprised of stocks.....	0.25% - 0.30%

Certain clients of SPIAS may be paying different fees for the above services as they may be subject to different fees that were in place at the time of inception of their accounts with SPIAS. Equity strategy model portfolios may require an investor account minimum of \$100,000.

5. *Advisory consulting services to investment managers of investment funds other than registered open-end investment companies and unregistered hedge funds.*

a) *Management fee:*

<u>Assets invested in...</u>	<u>Asset based fee</u>
Unit investment trusts	0.09% - 0.20%
Investment funds, other than registered open-end management investment companies	0.25% - 0.35%

SPIAS may charge a minimum fee for unit investment trusts of \$20,000. SPIAS may charge a minimum fee for investment funds, other than registered open-end management investment companies, of \$150,000. Certain clients of SPIAS may be paying different fees for the above services as they may be subject to different fees that were in place at the time of inception of their accounts with SPIAS.

b) *Performance based fee:*

SPIAS may receive an allocation from each qualified client (typically a fund manager) equal to a percentage of the positive difference between the net asset value in a fund and the “high-water mark” attributable to such investment (the “Performance Fee”). The Performance Fee is applied from the first day that SPIAS starts providing its services to the qualified client and it is calculated annually on a calendar year basis. The specific terms governing the structure and calculation of the Performance Fee and high-water mark, which may vary between

² For certain clients SPIAS’ fee may be inclusive of third party administrator fees that SPIAS collects on behalf of such third parties. In these situations SPIAS doesn’t act as administrator and receives net fees in exchange of its provision of investment advisory services.

clients, are described in detail in the applicable client’s Master Investment Advisory Agreement.

Some clients may pay both a Management Fee and a Performance Fee.

6. *Sub-advisory services for registered open-end investment companies and unregistered hedge funds*

Sub-advised investment strategies in VA investment program

Assets invested in equity strategies	Asset based fee
Amounts up to and including \$1 billion	0.08% - 0.13%
Amounts over \$1 billion up to and including \$3 billion	0.07% - 0.12%
Amounts over \$3 billion	0.05% - 0.11%
Assets invested in Multi-Asset strategies	Asset based fee
Amounts up to and including \$8 billion	0.02% - 0.10%
Amounts over \$8 billion	0.01% - 0.09%

Certain clients of SPIAS may be paying different fees for the above services as they may be subject to different fees that were in place at the time of inception of their accounts with SPIAS. Depending on factors described above, SPIAS may charge a minimum fee for sub-advisory services to registered open-end investment companies of between \$125,000 and \$500,000.

7. *Fixed income strategies*

SPIAS’ fees are negotiable and based on several factors such as: assets under management, account size, asset class and the geographic location of the assets and client.

SPIAS reserves the right to waive or reduce its fees on certain products and/or services at its discretion.