Part 2A of Form ADV: *Firm Brochure*

Segal Rogerscasey

333 West 34th Street

New York, NY 10001

Telephone: 212-251-5262

Email: sgreenspan@segalrc.com

Web Address: segaladvisors.com

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This brochure provides information about the qualifications and business practices of Segal Advisors, Inc., doing business as Segal Rogerscasey. If you have any questions about the contents of this brochure, please contact Steven Greenspan at 212-251-5126 or by e-mail at sgreenspan@segalrc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Segal Rogerscasey also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 114687.

Item 2 Material Changes

On February 3, 2012, Segal Advisors, Inc. acquired the business of Rogerscasey, Inc., a registered investment adviser that has served institutional investors and asset owners for over 40 years. The combined entity, called Segal Rogerscasey, provides a full array of investment consulting and implementation solutions to pension funds, other institutional investors, and high-net worth individuals. Through Rogerscasey, a division of Segal Advisors, the firm also provides financial intermediary clients with investment solutions.

This brochure, dated March 31, 2012, reflects the information required to be disclosed for the combined entity, Segal Rogerscasey, and, as a result, contains material changes, as compared to the Segal Advisers, Inc. Firm Brochure, dated March 28, 2011, to the following items: 5 ("Fees and Compensation"), 6 ("Performance-Based Fees and Side-By-Side Management"), 7 ("Types of Clients"), 8 ("Methods of Analysis, Investment Strategies and Risk of Loss"), 10 ("Other Financial Industry Activities and Affiliations"), 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading"), 12 ("Brokerage Practices"), 13 ("Review of Accounts"), 14 ("Client Referrals and Other Compensation"), 15 ("Custody"), 16 ("Investment Discretion") and 17 ("Voting Client Securities"). Items 9 ("Disciplinary Information") and 18 ("Financial Information") have not been changed. These changes reflect the incorporation of the advisory business of Rogerscasey, Inc. with the advisory business of Segal Advisors, Inc.

We will provide you with a new brochure as necessary based on changes and new information, at any time without charge. You also may request a copy of our current brochure by contacting Weslee Damiano at 212-251-5226 or wdamiano@segalrc.com.

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Item 4 Advisory Business

Segal Advisors, Inc. ("Segal Advisors") is a SEC-registered investment adviser with its principal place of business located in New York. Segal Advisors began conducting business in 1969. The firm is wholly owned by The Segal Group, Inc.

Overview of Advisory Business

On February 3, 2012, Segal Advisors, Inc. acquired the advisory business of Rogerscasey, Inc., which had served institutional investors and asset owners for over 40 years. The combined entity, called Segal Rogerscasey, offers a range of consulting, investment advisory and investment management services, which include —

- Non-Discretionary Investment Consulting
- Full-Discretionary Advisory Services
- MasterManager^{SM} Program Services
- Management Services for High Net-Worth Individuals

The primary clients for these services will be pension, welfare, profit sharing, 401(k) and other plans that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), to state and municipal governmental pension and welfare plans, charitable and tax-exempt organizations. We also offer services to some high net worth individuals.

In addition, through Rogerscasey, a division of Segal Advisors, the firm provides financial intermediary clients with investment solutions for institutional investors and high-net worth individuals. These services include —

- Model Portfolio Services For Financial Intermediaries
- Strategy Specific Private Funds

More information about each of these services is provided below.

Non-Discretionary Investment Consulting

Segal Rogerscasey's non-discretionary consulting services are primarily offered to private sector and governmental plans and charitable and tax-exempt organizations. In general, these services include formulating investment policies, developing appropriate asset allocation, recommending and selecting investment vehicles and managers, measuring and evaluating investment performance, asset liability modeling, 401(k)/457, 403(b) plan assessment, and 401(k)/457, 403(b) plan vendor searches. We may provide these services alone or in combination, and clients may choose to use any or all of these non-discretionary consulting services. We may earn fixed fees or asset-based fees for these services.

Investment Policy Statement ("IPS") Preparation: Segal Rogerscasey will meet with the client to determine an appropriate investment strategy that reflects the client's stated investment objectives for management of the overall portfolio. We then may prepare a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists criteria for selection of investment managers and procedures and timing intervals for monitoring investment performance. We may conduct an initial asset allocation survey to assist in this process.

Selection of Investment Managers and Investment Vehicles: Segal Rogerscasey may assist a client in constructing appropriate asset allocations for its overall portfolio. We will then review the client's current investment program and recommend additional or alternative investment strategies and styles, and investment managers that are appropriate to implement the IPS. The number of investment managers to be recommended is determined by the client, based on the IPS. Clients retain discretion to decide what actions to take with respect to our recommendations and to implement our recommendations.

We may recommend investment managers who will be engaged to manage separately managed accounts for a client. In addition, we may recommend "investment vehicles" through which investment managers may provide their management services, including any of the following: mutual funds (both index and managed), exchange-traded funds, common or collective trust funds, insurance company pooled separate accounts, and private placement investments (including limited partnerships, limited liability companies, trusts, or similar pooled structures). In this Brochure, references to an "investment manager" generally will include reference to an investment vehicle managed by an investment manager for purposes of providing investment management services.

In addition to managers of traditional equity and fixed income investments, we may recommend the use of alternative investments — including equity real estate, private equity, funds of funds, and inflation hedging strategies. Because alternative investments involve certain additional or different risks as compared to more traditional equity and fixed income investments, they are recommended only when consistent with the client's tolerance for risk and stated investment objectives. Our advice, insofar as it pertains to the evaluation or selection of investment managers who manage investments in real estate, venture capital, or other private sector investments, may sometimes result in us also advising our clients with respect to investment vehicles managed by these managers or by us.

Please refer to the discussion of "Methods of Analysis, Investment Strategies and Risk of Loss" (Item 8) in this Brochure for additional information about our process for reviewing and selecting investment managers and investments, including alternative investments.

Monitoring of Investment Performance: Segal Rogerscasey monitors the performance of the client's total portfolio and investment managers based on the procedures and timing intervals described in the client's IPS. We will make recommendations as market factors and the client's investment objectives dictate, including, when appropriate, recommendations for new or alternate investment managers. Generally, clients retain discretion to decide what actions to take with respect to our recommendations and for implementing our recommendations.

Additional information about our manager performance monitoring processes is described in "Methods of Analysis, Investment Strategies and Risk of Loss" (Item 8) of this Brochure.

Asset/Liability Modeling ("ALM"): Segal Rogerscasey offers clients ALM studies that provide projections of benefit plan funding under various sets of assumptions about future conditions, such as demographic trends, the effects of inflation, and the performance of capital markets. If accepted by the client, we consider these results in developing the IPS with the client.

401(k)/457, 403(b) Plan Assessment and Vendor Searches: Segal Rogerscasey assists sponsors and fiduciaries of participant-directed pension and profit-sharing plans with their selection of investment offerings that meet the needs of plan participants and comply with applicable regulations. We also assist plan sponsors and fiduciaries by offering DC-Connect®, an organized process for vendor selection and plan services implementation. In this role, we may assist in selection of bank custodians, recordkeepers and other service providers.

Full-Discretionary Advisory Services

If Segal Rogerscasey is engaged to provide full-discretionary advisory services for some or all of the assets of a client, we will undertake discretionary responsibility for selecting, monitoring and removing investment managers as appropriate to implement the client's investment objectives and asset allocation policies, as described by the IPS. For this purpose, an "investment manager" may include a registered investment adviser, bank or insurance company selected to manage a separate portfolio on behalf of the fund, or investment vehicles, such as mutual funds, exchange-traded funds, common or collective trust funds, group trusts, pooled separate accounts, and interests in partnerships, limited liability companies, trusts and similar pooled investment structures. When consistent with the client's IPS and our advisory agreement with the client, we may implement and monitor a portfolio of alternative investments on behalf of the client.

When providing full-discretionary advisory services, we may negotiate appropriate investment management agreements, or, where a mutual fund or other pooled investment vehicle is selected, assist the client with respect to the purchase and sale of interests in such pooled investment vehicle. If a client that engages us to provide full-discretionary advisory services is subject to ERISA, we will accept appointment to serve as a "named fiduciary" of the plan with responsibility for, when appropriate, appointing an investment manager as a "3(38) investment manager" to the plan client. We do not effect purchases or sales of individual securities, such as stocks and bonds, for clients.

On a regular basis, we will monitor the performance of investment managers under our supervision in the full-discretionary client account. If it becomes appropriate, we may terminate an investment manager or add new investment managers from time to time after we conduct an investment manager search. Additional information about our manager performance monitoring and manager search and selection processes is described in "Methods of Analysis, Investment Strategies and Risk of Loss" (Item 8) of this Brochure.

Where it is part of our agreement with the client, we also will periodically rebalance the investment of the client's assets among investment managers in accordance with the client's IPS.

Our fees for full-discretionary services may include fixed fees and/or asset-based fees.

MasterManager^{SM} Program

Segal Rogerscasey serves as an investment adviser for a consultative multi-manager investment platform for institutional clients meeting required regulatory qualifications, such as pension plans, endowments, foundations, and health care organizations. These relationships take the form of a consulting relationship in which Segal Rogerscasey initially advises clients on asset allocation and investment structure. From there, based on each client's specific asset allocation and investment structure choice, clients invest among a series of commingled investment funds maintained by Segal Rogerscasey.

Segal Rogerscasey maintains Rogerscasey Target Solutions, LLC (RCTS) as a platform for a series of 25 institutional commingled investment funds that are available in the MasterManager Program (the "RCTS Funds"). Each of the RCTS Funds is managed by one or more sub-advisers, which Segal Rogerscasey selects in its role as the investment manager. As investment manager, we are responsible for identifying, monitoring, and, if required, replacing sub-advisers in each RCTS Fund. Segal Rogerscasey does not earn any direct revenue from the RCTS Funds. Clients with no prior relationship with us pay an asset-based consulting fee. Our existing clients pay their existing consulting fee.

RCTS is a Delaware limited liability company and is exempt from registration as an investment company under the Investment Company Act. Each of the funds in the series of RCTS Funds represents a distinct investment style that forms a building block of a broadly diversified investment program. A client's portfolio may include many, or even all of the RCTS Funds, with weightings based on the client's particular investment objectives. The portfolios are established across asset classes as follows:

US EQUITY

- RCTS Large Cap Enhanced US Equity
- RCTS Large Cap Aggressive Value US Equity
- RCTS Large Cap Index US Equity
- RCTS Large Cap Traditional Value US Equity
- RCTS Large Cap Aggressive Growth US Equity
- RCTS Large Cap Traditional Growth US Equity
- RCTS Small-Mid Core US Equity
- RCTS Small-Mid Growth US Equity
- RCTS Small-Mid Cap Index US Equity
- RCTS Small-Mid Cap Value US Equity

INTERNATIONAL EQUITY

- RCTS International Large Cap Growth Equity
- RCTS International Large Cap Core Equity
- RCTS International Large Cap Value Equity
- RCTS Large Cap Index International Equity
- RCTS Small Cap Active International Equity
- RCTS Small Cap Index International Equity
- RCTS Emerging Markets Equity
- RCTS Global Real Estate Securities
- RCTS Global Infrastructure

FIXED INCOME

- RCTS Core Fixed Income
- RCTS Inflation Protected Fixed Income

- RCTS High Yield Fixed
- RCTS Global Fixed Income
- RCTS Emerging Markets Debt
- RCTS Long Duration Fixed Income

RCTS Management, LLC is the Managing Member of RCTS. Segal Advisors is the sole member of RCTS Management, LLC.

Management Services for High-Net Worth Individuals

On a limited basis, Segal Rogerscasey offers certain advisory services to high-net worth individuals, including consulting with respect to investment objectives and portfolio construction. Based on the client's stated investment objectives and strategy, we may recommend investment managers and investment vehicles (such as mutual funds, exchange-traded funds, and limited partnerships or other private placement funds) to implement the client's investment objectives. Our investment recommendations are not limited to specific type of investments, except that we will not recommend or provide advice with respect to purchases and sales of individual securities, such as stocks and bonds. Some high-net worth clients may also participate in our MasterManager^{SM} Program or our Strategy Specific Private Fund offerings, which are described in more detail below.

High-net worth clients may implement recommendations through custodians and brokers selected by the client, or we may agree to implement the client's investment strategy on a discretionary basis. Clients retain individual ownership of all account assets. The specific services provided to a high-net worth client will be described in more detail in our investment advisory agreement with the client. Our fees for services to high-net worth clients may include fixed fees and/or asset-based fees.

Model Portfolio Services for Financial Intermediaries

Model Portfolios: Segal Rogerscasey provides multi-manager portfolios implemented on financial intermediary advisory and brokerage platforms. Segal Rogerscasey serves as a sub-adviser to these platforms. As sub-adviser, we recommend asset allocation and mutual fund selections to the platforms and the platforms implement these model portfolios on their technology platforms that are offered to their retail advisory clients. Segal Rogerscasey monitors the asset allocations and mutual funds, and provides performance information to the platforms. We earn an asset based fee for these sub-advisory services.

Target Date Retirement Funds: Segal Rogerscasey serves as the sub-adviser to a suite of multi-manager lifecycle funds offered to defined contribution plans as diversified, actively-managed portfolios whose asset allocation is geared towards a specific target retirement date. The asset allocation in each target date fund changes as the retirement date approaches. Segal Rogerscasey serves as a sub-adviser to a trust company that sponsors these target date funds as collective investment funds. In this relationship, Segal Rogerscasey provides asset allocation and investment manager recommendations. We earn an asset-based fee for these sub-advisory services.

Strategy Specific Private Funds

Segal Rogerscasey serves as an investment adviser to a customized hedge fund multi-manager platform, called the "RCAI Funds," designed to address the interests and needs of primarily the high net-worth/wealth management community, to provide access to premier hedge funds, along with due diligence and oversight. These private investment funds are made available to sophisticated investors responsible for investible assets generally in excess of $50 million through financial intermediary advisory and brokerage platforms. The platform is organized around distinct strategic "sleeves" that allow investors working with their own advisors to customize their selection and implement a diversified hedge fund program at acceptable investment minimums.

RCAI Funds - U.S.: The RCAI Funds – U.S. are a series of pooled investment vehicles, each as a Delaware limited liability company and each exempt from registration as an investment company under the Investment Company Act. These entities are as follows:

- RCAI Event Driven Credit, LLC
- RCAI Equity Long/Short LLC
- RCAI Global Macro/CTA LLC
- RCAI Multi-Strategy Relative Value LLC

Segal Rogerscasey serves as the investment manager for each of the RCAI Funds, and selects, monitors, and determines target weights for 3-6 hedge fund managers in each Fund. Each of these RCAI Funds represents a distinct strategy within the hedge fund asset class. These strategies include equity long short, global macro, event-driven, and relative value. Segal Rogerscasey earns an asset-based fee for these services to the funds.

RCTS Management LLC is the managing member of each of the Funds.

Other Services

Upon request by our parent company, The Segal Group, Inc. ("The Segal Group"), Segal Rogerscasey assists in the placement of individual annuities. Specifically, if another subsidiary of The Segal Group receives a request from a client plan to obtain an annuity quote for an individual annuity for a plan participant, Segal Rogerscasey may request quotes under a master contract between Metropolitan Life and Segal Rogerscasey and relay the quotes to the client plan, which in turn, communicates the quotes to the individual.

Wrap Fee Programs

Segal Rogerscasey does not participate in any wrap fee programs.

Client Assets

As of March 31, 2012, Segal Rogerscasey provided full-discretionary consulting services with respect to approximately $11.3 billion in assets. We provided non-discretionary consulting services to clients with approximately $380 billion in combined total assets as of that date.

Related Entities

In connection with the acquisition of the business of Rogerscasey, Inc. by Segal Advisors, Segal Advisors acquired 100% of the stock of Rogerscasey Canada Inc. (RCC). RCC is registered as an investment counselor and portfolio manager in each province of Canada and provides investment consulting services, including but not limited to program design, portfolio construction and performance evaluation services for institutional investment program sponsors and retail investment program sponsors in Canada. RCC is located in Toronto. In addition, as noted above, Segal Advisors is the sole member of RCTS Management, LLC, which is the managing member of the RCTS Funds and the RCAI Funds.

Item 5 Fees and Compensation

General Information

Our fees for advisory and consulting services are negotiable and the specific manner in which fees are charged by Segal Rogerscasey is established in the client's written agreement with us. In general, we offer our services for fixed annual or per service fees, asset-based fees, or based time spent at our hourly rates. Expenses, such as travel, will be billed separately to clients at cost, unless otherwise agreed to in the client agreement.

We bill clients directly for our fees on a monthly basis in advance, unless otherwise agreed in the client agreement. Management fees are not prorated for the individual capital contributions and withdrawals made during a particular calendar quarter, unless otherwise agreed.

Client agreements may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice, unless otherwise agreed. Clients may elect to be billed directly for fees or authorize Segal Rogerscasey to directly debit fees from client accounts. Client relationships initiated or terminated during a calendar quarter will be charged a pro rated fee. Upon termination of our agreement, any prepaid, unearned fees will be promptly refunded. We will pro rate the reimbursement according to the number of days remaining in the billing period, and any earned, unpaid fees will be due and payable.

Additional Fees and Expenses Paid by Clients to Third Parties

In addition to the advisory and consulting fees paid to Segal Rogerscasey, clients will be responsible for paying other fees and expenses to third parties in connection with the management and administration of the investments.

These include, but are not limited to, brokerage commissions, transaction fees, and other related costs and expenses that may be incurred by a client. Clients may also incur charges imposed by custodians, brokers, and other third parties. These charges may include management fees, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Segal Rogerscasey does not receive any portion of these commissions, fees, and costs.

Clients should review all of the fees, charges, and expenses associated with the management and administration of their investments, including our advisory and consulting fees as well as fees, charges and expenses payable to third parties, to fully understand the total amount of fees and other charges that will apply.

Other Compensation

It is our policy that we do not accept any compensation from third parties in connection with purchases or sales of securities or other investments made by our clients. Specifically, we do not receive any sales charges, service or other fees, or any finders or placement fees in connection with sales of mutual funds or any other securities or investment products.

As noted, Segal Rogerscasey may from time to time obtain an annuity quote for an individual annuity for a participant in a client plan. Segal Rogerscasey does not receive commissions directly from the insurers for obtaining quotes and relaying this information to a client, but we may receive a portion or all of a commission received by The Segal Group under an intercompany agreement if an annuity is purchased by a plan client on behalf of plan participants. Plan clients and plan participants have the option to seek annuity quotes and to purchase annuities and other insurance products through insurance brokers and agents that are not affiliated with our firm. Our compensation for this limited annuity placement service has been at the most, one-half of one percent of the annual revenue of Segal Rogerscasey.

General Note on Advisory Fees **-** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

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

Generally, Segal Rogerscasey does not offer services for performance fees. However, on request by a qualified client, we may agree to a performance fee (i.e., an advisory fee based on share of capital gains or capital appreciation of clients) for providing Non-Discretionary Investment Consulting (as described by Item 4, "Advisory Business").

In general, performance based fee arrangements may create an incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. To the extent that a performance fee may apply where we have or exercise discretionary investment management responsibilities, such fee arrangements could also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Segal Rogerscasey has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent potential conflict from influencing the allocation of investment opportunities among clients.

Item 7 Types of Clients

Our firm provides services to pension, welfare, profit sharing, annuity and 401(k) plans that are subject to ERISA as well as state and municipal governmental pension and welfare plans, and charitable and tax-exempt organizations. We also provide services to high-net worth individuals, trusts and estates, banks and thrift institutions and other corporation and other business entities.

We only provide services to clients that qualify as "qualified purchasers." In general, a client will be a qualified purchaser if it has more than $25 million in investments. Natural persons who own more than $5 million in investments will generally be qualified purchasers. These requirements may be waived, depending on the nature and identity of the client, relationships with other clients, and the nature of the account and circumstances involved.

All clients are required to execute a written agreement for services in order to establish a client relationship with our firm.

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

Segal Rogerscasey uses the methods of analysis and investment strategy described below in formulating investment advice for our clients and for managing client assets. We caution our clients that investing in securities involves risk of loss that they should be prepared to bear.

Investment Strategies and Analysis – In General

Segal Rogerscasey uses the following strategies and methods when providing non-discretionary consulting services and full-discretionary advisory services.

Establishing Investment Objectives: An initial goal in consulting with a client is to establish an investment policy reflecting the client's stated investment objectives. We also may study the client's cash flow and expense characteristics, including annual cash flow requirements and projections of annual contributions vs. spending and expense disbursements, if we are engaged to perform this analysis in connection with a review of the client's investment program.

Asset Allocation Strategy: In connection with the establishment of the client's investment policy, we expect to define asset allocation guidelines for the client's portfolio within an acceptable range of expected risk and return parameters, permissible investment vehicles and management style.

If an asset/liability study has been undertaken, we will begin with the recommended asset allocation policy, which sets the foundation for the optimal investment structure. Otherwise, we will begin with the client's existing strategic asset allocation policy. Our approach is centered on the allocation of active risk across asset classes. Assets are allocated in terms of expected returns and risks, across the broad asset classes and different strategies, including active and passive, large and small cap, and value and growth, in an integrated plan-wide framework.

We believe that ultimate investment success derives primarily from a solid strategic plan for allocating assets. Our goal is to make sure that the real impact of future investment possibilities is understood in order to support a confident asset allocation policy. We assist the client in identifying the appropriate asset allocation based on their return objectives, risk tolerance, and organizational culture using our proprietary asset allocation model.

In our analysis, we recommend an approach that encompasses both a view of the long-term and the need for management over shorter periods. We suggest a time horizon of 10 to 15 years for the long-term view and include strategic asset classes that have a long-term risk premium relative to other classes and do not have high past correlations with other classes. For example, equities and bonds would be considered strategic asset classes, but management styles such as growth and value and sub-segments of the equity market such as large cap and small cap would not. The long-term view would be used to develop an appropriate strategic allocation. We then focus on a shorter time horizon (five to seven years) to discuss the allocation within the broad classes; for instance, how much of the equity allocation should be invested in large cap versus small cap, and how much international exposure should be in developed versus emerging markets, etc. Given the volatility in today's markets, we also go over the client's primary objectives to ensure a balance between short, medium, and long-term cash flow needs.

Investment Program Review: Following establishment of investment policy and asset allocation guidelines, we review with the client the current structure of the client's investment program for consistency with investment policy and asset allocation guidelines, highlight any observed strengths or weaknesses, and if appropriate, suggest alternative investment styles and/or strategies to fill any gaps in the investment program. The principals underlying our investment structure analysis include:

- Defining the benchmark for each asset class as well as the total fund
- Taking on active risk only when the portfolio has a high probability of being rewarded for that risk after all fees
- Structuring each asset class to avoid unintended style biases
- Exploring the full range of opportunities within each asset class
- Considering a client's ability to monitor multiple managers and fees

In reviewing a client's investment program, we also may prepare discussions and analyses to:

- Describe the risk and return characteristics of various categories of investments based on actual experience of professionally managed portfolios and representative market indices;
- Review the client's ability to bear the risk associated with portfolios comprising various combinations of asset categories;
- Address the advantages and disadvantages of alternative ways to divide responsibilities among investment managers in order to effectively control asset allocation, encourage efficient trading and minimize costs; and
- Comment on the advantages and disadvantages of alternative asset classes and specialty managers.

Selecting Investment Managers: Another objective for clients is to implement procedures for identifying and selecting new investment managers. (For this purpose, references to investment managers include managers who may be engaged to manage separately managed accounts, and also investment vehicles, such as mutual funds, exchange-traded funds, common or collective trust funds, group trusts, private placement investments, and other pooled vehicles through which investment managers may provide their management services.) We conduct thorough due diligence reviews of candidate investment managers, including meetings with representatives of candidate firms, applying both qualitative and quantitative factors, and performing proprietary analysis. We maintain individual profiles of management firms and subscribe to various independent services, which provide computerized data with regard to management firms' activities, resources and results.

Generally, our reviews of investment managers include the following areas:

- Stability and size of organization, client retention, asset growth, ownership, business affiliations, and types of accounts managed;
- Depth and experience of investment staff, roles of investment professionals in the decision-making process and compensation;
- Historical investment performance, including variability and dispersion of investment results among accounts with similar objectives;
- Implementation of and adherence to investment policy and process; and
- Internal control procedures to monitor conformity with firm wide and/or client guidelines, and usefulness of reports and communications.

In assisting the client in the selection process, our goal is to develop systematic procedures to make the investment manager selection process as objective as possible and provide a foundation for a successful ongoing relationship between the manager and client. We generally will:

- Designate a list of investment management candidates based on our internal and external investment managers database files; candidates considered may include existing managers consistent with the client's investment policy guidelines;
- Prepare requests for proposals and other questionnaires for the candidate managers requesting information concerning their capabilities and services, including matters such as qualifications of personnel, fees, prior investment performance, and suggested investment practices and policies;
- Prepare a summary report based on proposals received for review with the client;
- Arrange and participate with the client in interviews of finalist candidates;
- Assist in manager selection, by summarizing the key features of both the written and oral presentations; and
- Assist the client in the engagement of the new manager, including matters such as negotiating fees, review of proposed contracts, and working with the manager to develop appropriate ongoing reporting procedures.

In providing full-discretionary advisory services, where appropriate, we will undertake to implement the client's investment program including engaging and replacing investment managers from time to time.

Reviewing Client Account and Manager Performance: We review client accounts and manager performance periodically, as specified by our management agreement with each client (typically, quarterly). The objective of our performance measurement services is to assist clients in evaluating the strengths and weaknesses of their investment program and individual managers.

Our performance presentation typically includes overall results, results for each major asset class, and, in the case of multiple managers, results for each investment manager on a quarterly and annual basis. The performance in each of these areas is compared to relevant benchmark portfolios including market indices and universes of other similar professionally managed institutional accounts. We also present sources of growth or decline in total assets arising from contributions, investment income, and capital appreciation/depreciation for each investment manager on an annual and quarterly basis.

We generally monitor our clients' portfolios in terms of the individual sub-portfolios (which may be separate asset classes or separate investment managers that exist as underlying components of the total portfolio). Each sub-portfolio is monitored against benchmarks established for the particular management relationship. For each portfolio managed by a separate investment manager, we may include a detail of the commitment to the major asset categories, and shifts in those commitments, for the overall investment program.

We may include performance attribution analysis to measure the components of the portfolio return that are attributable to the portfolio managers and active management decisions, as compared to the relevant market indices and asset mix policy. This analysis measures the returns due to total active management, timing relative to asset allocation or sector allocation, and security selection. For each manager, we may calculate rates of turnover in both the equity and fixed income portions of their portfolios as indicators of trading activity and management style. Additionally, we may review brokerage commission costs and expenses to determine their reasonableness.

We may use various risk measures in analyzing a manager's performance. Standard deviation, a measure of variability, is used to determine the volatility of returns. These risk measures are compared to those of the client's designated benchmarks in order to assess the risk assumed by the investment manager.

In providing evaluations of portfolio and investment manager performance, we rely on information — including valuations of assets — provided by the client's custodian and investment managers. We do not independently verify the value of client assets as reported to us by a client's custodian. We provide evaluations and make recommendations based on a wide variety of private and public information sources and services, including publicly available data on mutual funds and accounts or funds managed by banks, insurance companies, and other investment managers, various stock and bond market indices, and commercially marketed research services to which we subscribe. Although the information we collect is believed to be reliable, we cannot verify or guarantee the accuracy and reliability of this information or the manner in which is was prepared.

Unless otherwise expressly agreed in writing with our clients, we do not monitor the securities lending arrangements of our clients or their investment managers (including securities lending arrangements of mutual funds, common or collective trust funds or other pooled investments in which clients may invest). We also do not evaluate the performance, credit ratings or propriety of individual stocks, bonds or other investments selected by the client's investment managers.

Alternative Investments: Where appropriate, we consider and may recommend the use of alternative investments. Our larger pension fund clients are invested in private equity (all segments), hedge fund of funds (multi-strategy), equity real estate (core and opportunistic, closed and open ended), and inflation hedging strategies, including TIPs, GTAA and commodities.

It is our view that in most cases, the unique characteristics of alternative investments require case-by-case due diligence and analysis to determine the extent to which they may be appropriate for the client's investment program. We organize our customized analysis as follows:

- Determining the role the asset class is expected to play in meeting the program's objectives;
- Assisting in identifying and evaluating the various risks involved;
- Serving as a fact-finding resource including the development of appropriate yardsticks for ongoing performance evaluation; and
- Coordinating the management of the alternatives program with a client's internal staff and other professionals serving the client (i.e., actuaries, attorneys, accountants, etc.)

Certain clients may engage us to provide full-discretionary advisory services with respect to a portfolio of alternative investments. Where we are engaged on this basis, it is our goal to seek superior long-term risk-adjusted returns and provide diversified exposure among managers, strategy (venture capital, growth capital, buyouts, private equity real estate, infrastructure, and private equity energy and natural resources), geography, sectors, industries, and vintage years.

Because alternative investments generally will be made through investments in closed-end funds or private placement investment vehicles that impose "lock-up" provisions, they provide limited liquidity for investors. Accordingly, alternative investments are appropriate only for clients able to commit to the long-term investment horizon of this asset class.

A typical alternative investment portfolio will include allocations to both strategic and tactical investments, diversified among investment managers, geographies, various development stages, sectors, industries, and vintage years.

- Strategic investments are long-term strategies (7-13 years) with appreciation potential and a high percentage of returns in the form of distributable income. Strategic investments tend to have low valuation volatility and would be used as the "anchor" within an alternatives portfolio. These investment opportunities may include longer-term private equity, real estate, infrastructure, hedge funds, Global Tactical Asset Allocation (GTAA), timber, and other income oriented/natural resource investments.
- Tactical investments are short to medium term strategies (2-8 years) with returns primarily driven by appreciation or high income opportunities. Valuation volatility can be significant.

Methods of Analysis – Manager of Manager Programs

Segal Rogerscasey maintains several "manager of manager" programs for institutional and financial intermediary clients, such as the RCTS Funds, RCAI Funds and other fund of funds arrangements described by Item 4, above. We employ the following methods of analysis in selecting investment strategies and investment managers for these manager-of-manager programs.

Interviews and Due Diligence: Segal Rogerscasey does not rely on quantitative screens to narrow the universe of investment strategies; instead, our team conducts bottom-up research to construct a universe of investment strategies that are recommended to clients. We begin this process with a face-to-face meeting with asset managers in conjunction with the information provided by the asset managers to form the base of information that we rely on in our evaluation of asset managers. We supplement manager-provided information with other publically available information, historical portfolio holdings (typically, five years' worth of monthly portfolio holdings), historical return strings, backtest data, and other information provided by the manager such as SAS 70 reports, audited financial statements, GIPS compliance verification letters, and recent SEC audit letters. Initial face-to-face meetings in our office are typically followed by onsite due diligence meetings in the asset manager's office. During onsite due diligence meetings our team conducts an in-depth review of the investment processes through interviews with portfolio managers, research analysts, and traders. We also conduct an operational review by interviewing compliance officers and middle and back office personnel. Finally, we meet with chief investment officers and chief executive officers to assess the overall investment and firm culture at asset management organizations. Onsite due diligence analyses are conducted only on those firms that look promising and have passed our initial qualitative review. We may conduct multiple onsite due diligence meetings before forming an opinion on an asset manager and its investment strategy. We do not mandate the length of time necessary to complete the manager evaluation process.

Manager Research & Ranking (MR2) Process: Segal Rogerscasey relies on its proprietary MR2 process to ensure consistency in the researching and evaluation of investment strategies. This process remains consistent with the process undertaken by Rogerscasey, Inc. which developed MR2 over ten years ago to ensure consistency in manager evaluation across asset classes. MR2 defines 50 success and risk factors within ten categories. Four of these categories relate to the firm's organization; the remaining six address the investment process. Assignment of a final rating rests with the lead analyst who begins the evaluation process, but does not become final until peer reviewed by our broader asset class research team. We employ four ratings to express our views on investment strategies: Buy, Qualified, Not Qualified, and Sell. Manager candidates that are selected are rated as Buy or upper tier Qualified. Before such a rating is given, there is a final review of all potentially Buy- and Qualified-rated managers. Our review committee, comprised entirely of non-research personnel, reviews the appropriateness of ratings based on documentation of investment thesis and supporting analyses. The review committee does not approve the rating; rather, it reviews the appropriateness of the rating, and may advise the research analysts to provide greater clarity into the investment thesis and provide further evidence to support the final rating.

Manager Monitoring: We evaluate the performance in a variety of ways that help us understand how the Fund is performing versus its benchmark and peers and whether the return the Fund is generating is commensurate with the level of risk taken to achieve that return. Our quarterly performance report consists of two reports: the first contains an analysis of all the components of total fund performance, and the second contains the individual manager reviews. We also produce monthly "flash reports" showing a financial reconciliation, asset allocation, and returns for managers and appropriate benchmarks. Our quarterly reports document performance at the total fund, asset class, and individual manager level. This includes detailed security-level profiles including for equity managers:

- Fundamental equity characteristics
- Risk characteristics of portfolio
- Portfolio industry allocation
- A risk characteristic distribution of the portfolio versus the index

When appropriate, we provide attribution analysis, identifying the source of performance of the managers. This analysis allows us to attribute a manager's performance to the following risk factors: stock selection, country and currency weights, investment style, and risk exposure. For bond managers, our analysis includes duration, credit quality, and industry/sector/country allocation, all compared to appropriate indices. We also use a number of tools that assist in our performance analysis. This level of analysis helps us understand the reasons behind a manager's performance and whether the manager's performance is consistent with their stated style and expertise. We also test a manager's performance over time to assess whether the manager's investment process has historically generated value through the risks it has taken. The combination of risk characterization and attribution analysis gives us, for each manager in the portfolio, a clear picture of what types of risks are normal, desirable, and likely to represent value creation opportunities. We can evaluate a product's performance, during any time period, against any of the 2,100 benchmarks we track as well as against 160 standard peer groups derived from our proprietary database of over 1,600 investment management firms, over 5,900 institutional products, and nearly 29,000 investment products. This form of returns-based analysis helps in our understanding of how well a manager performs relative to the market and its peers.

We use the full range of published benchmarks, and, where appropriate, construct hybrid benchmarks using published indices. Where a high level of customization is desired, we have significant experience in developing "normal" or custom portfolio benchmarks using analytical software. Further, any of the existing published benchmarks can be mixed based on fixed or varying percentages month-to-month, and, using our analytic software, we can construct "normal" portfolios. Using the 10-category, 50-factor model and our quantitative analysis, we monitor and evaluate, on an ongoing basis, the investment managers in our clients' investment programs to determine their level of performance and their value-added in relation to their stated guidelines and objectives. We review performance based on appropriate benchmarks and peer groups.

Risk Measurement and Management

We seek to counsel every client concerning the inherent risk in public and private investing, and we actively seek to manage risk. We generally employ a multi-faceted approach to risk management. The risk characteristics of a client are based on various factors, including the client's expected future liabilities. Both absolute (i.e., standard deviation) and relative (i.e., tracking error) risk is considered when recommending an asset allocation and subsequent investment structure. Risk is controlled by diversifying the investment of assets both by asset class and investment style. Asset class targets and ranges are identified within the IPS. Risk is monitored on a portfolio and individual manager level, and is reviewed on an ongoing basis. (As noted, however, we generally do not monitor the risk of investments in individual stocks, bonds or other securities by an investment manager).

We will generally examine the risk traits of a client's entire portfolio through a graphic representation of portfolio returns and their standard deviation or variability. The risk and return characteristics of each sub-portfolio are also examined and graphed to provide a comparison of each manager with their individual benchmarks and to illustrate the client's total level of diversification.

We calculate risk associated with a particular investment manager in terms of return volatility, as measured by standard deviation (a statistical measure of variance from the mean) of the manager's portfolio by major asset class and total. We compare the risk characteristics to relevant market indices and a universe of similar managers. We evaluate the extent to which investment policies and objectives have been carried out and how they have affected the actual results.

Our system calculates all of the necessary return and risk statistics (time weighted and internal rate of return calculations along with all risk and risk-adjusted measures) over rolling, annualized and year by year time periods. Our system has international benchmarks and universes and can conduct fundamental analysis on international portfolios.

Material Risks of Investment Strategies and Methods of Analysis

Overall Market Risk: The direction of the stock market is difficult to predict and is dependent upon changes in interest rates, inflation, and a host of additional economic and political factors. There is always a risk that the stock market as a whole will decline, bringing down the values of individual securities regardless of their fundamental characteristics. The same is true for the markets for other asset classes.

Investment Manager Selection Risk: The investment performance of a client's investment program will also vary with the success and failure of investment managers that are selected to manage the assets of the client's portfolio. An investment manager's past performance is not indicative of future results. Current and prospective clients may not assume that the future performance of any specific investment manager, investment strategy or investment will be profitable.

Company Specific Risks: Theses relate to a firm's business plan, tock valuation profitability, accounting practices, growth strategy, and other factors particular to a company rather than to the overall market.

Product Specific Risks: These relate to the unique risks that relate to different investment products. For example, the value of sovereign bonds may vary depending on a country's debt to GDP ratio, where it is in an economic cycle, the perception of its ability to cut spending or raise tax revenue, and other factors particular to that country rather than to the overall market.

Selection Risk: The risk that an investor chooses a security that underperforms the market for unanticipated reasons.

Timing Risk: The risk that an investment performs poorly after its purchase or better after its sale.

Material Risks of Specific Types of Securities and Investments

Investing in stocks, bonds and other investments (including alternative investments) involves risk of loss that all clients should be prepared to bear. Clients and prospective clients may have investment losses, including loss of original principal.

Equity, Debt and Options: Segal Rogerscasey implements investments strategies for clients by investing across a wide range of investments, including in equities, preferred equities, options and debt instruments, and in foreign as well as domestic markets, all of which involve varying degrees of risk and may involve different types of risk.

- *Equity Securities:* Equity instruments are subject to equity market risk, which is subject to the possibility that common stock prices will fluctuate over short or even extended periods. Equity securities generally have greater price volatility than fixed income securities. The market price of equity securities may rise or decrease, sometimes rapidly or unpredictably. Equity securities may decline in value to factors affecting equity securities markets generally, particular industries, sectors or geographic regions represented in those markets, or individual issues.
- *Options:* Options are complicated and risky investments because they require an investor not only to predict whether the price of a security is going up or down, but also predict the amount and timing of that movement. This requires a sophisticated understanding of the underlying security itself, as we as the particular options strategy being used to speculate or hedge the security. Ongoing research on the price and market movements for the underlying security is necessary in order to accurately determine the potential gains or losses from the use of options.
- *Preferred Equity:* Holders of preferred equity sit between the bondholders and common stockholders within the capital structure. Preferred equity is subordinate to various levels of debt, so if a company declares bankruptcy, the holders of preferred equity do not receive payment until all of the company's secured creditors and bondholders have received payment. Also, like debt securities, the values of preferred equities are closely tied to interest rates. Typically, the longer the maturity, the more the preferred equity is affected by changes in interest rates.
- *Debt Securities:* Debt securities are affected by changes in interest rates. When interest rates rise, the values of debt securities are likely to decrease. Conversely, when interest rates fall, the values of debt securities are like to increase. The values of debt securities may also be affected by changes in the credit rating or financial condition of the issuing entities.
- *Foreign Markets:* Investments in foreign companies and overseas markets may involve special risks, including risks relating to changes in currency exchange rates, political, economic and social events, different market operations and less information.

Alternative Investments: Our clients may consider alternative investments for one or more reasons, including to diversify their portfolios and reduce overall portfolio volatility and to obtain potentially higher returns than may be available from other investments. However, alternative investments involve certain different and additional risks that clients must consider. Lock-up periods and other terms may obligate investors to commit their capital investment for a minimum period of time, typically no less than one or two years and sometimes for up to 10 or more years. Illiquidity and lack of ready trading markets is considered to be the most common risk and may eliminate the ability of an investor to end an investment early regardless of its success and to determine a marketable value for an alternative investment. There may be limited availability of suitable benchmarks for comparison of performance; historical return data also may be limited. In some cases, there may be a lack of transparency and regulation providing an additional layer of risk. Some alternative investments may involve use of leverage and other speculative techniques. As a result, some alternative investments may carry substantial, additional risk, which may result in the loss of some or all of the investment. For tax-exempt investors, use of leverage and certain other strategies may involve certain tax consequences, such as the possibility of "unrelated business taxable income" (or UBTI) as defined under the Internal Revenue Code.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Other affiliates of The Segal Group, may from time to time provide certain consulting services (not relating to investment advisory matters) to financial institutions that provide investment management services or offer investment vehicles for investors including employee benefit plans. These other affiliates of The Segal Group provide consulting services on a project by project basis for fixed or hourly fees, over a limited time frame. Segal Rogerscasey operates separately from these other affiliates of The Segal Group as a separate profit center. Segal Rogerscasey maintains policies and procedures to ensure our employees are not aware of the nature, scope or timing of consulting projects performed by other affiliates of The Segal Group. Procedures, include maintaining, where possible, physical separation between our advisory employees and employees of other affiliates of The Segal Group and maintaining books and records of Segal Rogerscasey separate from those maintained by other affiliates of other affiliates of The Segal Group. In addition, access to electronically stored information of Segal Rogerscasey and its clients is limited to employees of Segal Rogerscasey.

Segal Rogerscasey owns Rogerscasey Canada, Inc (RCC). For further discussion of RCC, please refer to Item 4, "Related Entities".

Segal Rogerscasey is the manager of certain pooled investment vehicles, including the RCTS Funds and the RCAI Funds and is the managing member of RCTS Management LLC, which is managing member of the RCTS Funds and RCAI Funds. For further discussion of the RCTS Funds, please refer to Item 4, "MasterManager Program". For further discussion of the RCAI Funds, please refer to Item 4, "Private Investment Funds".

Segal Rogerscasey has certain business relationships and programs that may present material conflicts of interest. These relationships and programs, the potential conflicts of interest and our policies and procedures to address such conflicts are described below.

Summit Alliance: Segal Rogerscasey typically holds Summits twice each year. Investment managers may participate in a Summit for a flat fee. Although we have in place certain mechanisms designed to ensure that investment managers are not recommended by our consultants without regard to whether or not they attend Summits, the unique sponsoring aspect of our Summits could appear to create a conflict of interest by suggesting that consultants might favor investment managers who attend Summits over those who do not, in connection with recommending managers to clients under consulting arrangements. We require that all client manager search materials must explicitly list any fees paid by investment manger candidates for Summit conference attendance.

Provision of Consulting Services to Clients with Investment Management Subsidiaries: Segal Rogerscasey has a number of financial service clients for whom we provide our traditional investment consulting services, who also have an affiliated investment management company that might be recommended by our consultants in unrelated manager searches. Procedures are in place designed to ensure that such investment manager affiliates do not have any preferred status with respect to our recommendations as a result of their affiliation. We require that all investment manager candidates disclose in client manager search materials if they have an affiliated investment management company that purchases advice from Segal Rogerscasey.

Provision of Consulting Services to Investment Management Companies: From time to time, in the ordinary course of business, Segal Rogerscasey may enter into consulting arrangements with investment management companies that may be recommended to clients in unrelated manager searches. Procedures are in place designed to ensure that such investment management companies do not have preferred status with respect to our recommendations as a result of such consulting arrangement. We require that all investment manager candidates disclose in client manager search materials if they have consulting arrangements with Segal Rogerscasey.

Fund Management Services: RCTS Management LLC, which is wholly owned by Segal Rogerscasey, serves as the Managing Member, and Segal Rogerscasey also is discretionary investment manager, to limited liability companies which were formed for the purpose of managing and investing in private equity funds, separate accounts, and portfolio companies (e.g., the RCTS Funds and RCAI Funds, see Item 4) (the "Funds"). Segal Rogerscasey has specific practices, policies, and procedures in place to manage potential conflicts of interest relating to these limited liability companies. These include (1) structuring compensation either directly with clients or within fund structures to create an economic indifference in terms of compensation to Segal Rogerscasey between the choice of these Funds or a client separate account, and (2) maintaining policies and procedures intended to preclude investment management teams from acting in advance of clients when replacing investment managers. In addition, there are policies and procedures in place intended to ensure that these Funds stand in the same line as clients in terms of access to investment managers and access to investment manager capacity.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Segal Rogerscasey and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Subject to satisfying our Code of Ethics and applicable laws, Segal Rogerscasey officers, directors, employees, and other associated persons may trade for their own accounts in securities which are recommended to or purchased for our clients. The Code of Ethics is intended to ensure that the personal securities transactions, activities, and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, certain classes of securities have been designated as exempt from personal trading restrictions, based upon a determination that these would not interfere materially with the best interests of our clients. In addition, our Code of Ethics requires pre-clearance for many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because, in some circumstances, our Code of Ethics would permit our employees to invest in the same securities as our clients, there is a possibility that our employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored under our Code of Ethics, in order to reasonably prevent conflicts of interest between Segal Rogerscasey and our clients.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Our code also provides for oversight, enforcement and recordkeeping provisions.

Our Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to wdamiano@segalrc.com, or by calling us at 212-251-5226.

Segal Rogerscasey and individuals associated with our firm are prohibited from engaging in principal transactions.

Segal Rogerscasey and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Segal Rogerscasey provides full-discretionary advisory services to the pension plan of its corporate parent, The Segal Group, Inc. The Segal Pension Plan may select investment managers that Segal Rogerscasey recommends for other clients, in the same manner as any two or more Segal Rogerscasey clients may invest with the same investment managers. All clients have the same access to investment managers, and fees are set by each manager, not by Segal Rogerscasey.

Item 12 Brokerage Practices

Broker-Dealer Recommendations; Research and Other Soft Dollar Benefits

Segal Rogerscasey generally does not directly effect client portfolio transactions as part of our services. When we have full discretionary authority regarding a client's investments, we may, on a limited basis, assist the client in making investments in certain types of investment vehicles, such as mutual funds, group trusts, exchange-traded funds, or private placement investments. All such transactions are effected directly with the investment issuer or underwriter and not through a broker-dealer.

Each discretionary client's investment advisory agreement may give any investment manager recommended by us the full authority to determine, without obtaining client consent or consulting with the client on a transaction-by-transaction basis, the broker-dealers through whom transactions for the client's account will be executed. Where a client authorizes Segal Rogerscasey or an investment manager to select the broker-dealers through whom transactions for the client's account are executed, the authority to select such broker-dealers is exercised by the investment manager. The investment managers who effect client transactions should have brokerage policies that comply with the requirement to achieve best execution. For a description of a particular investment manager's brokerage practices, clients should refer to the disclosures in the investment manager's Form ADV or other disclosure documents.

The investment managers may have soft dollar arrangements with one or more broker-dealers. Such arrangements should comply with the federal securities laws and applicable SEC Rules. For more information, clients should refer to the particular investment manager's soft dollar disclosures.

From time to time, clients may ask us to assist in choosing broker-dealers to provide brokerage services to those clients. We maintain information on broker-dealers who provide brokerage services and will, at the client's request, assist the client in choosing a provider, usually in a competitive process. Final selection of the broker-dealer would be at the sole discretion of the client and would typically be based upon a combination of pricing, best execution, capabilities, and the quality of services being provided.

Generally, Segal Rogerscasey considers the following types of issues, in addition to brokerage commissions, in evaluating brokerage services: (a) the execution capabilities of the broker-dealer, (b) research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice, and market analysis), custodial and other services provided by the broker-dealer which are expected to enhance our or others' general portfolio management capabilities, (c) the size of the transaction, (d) the difficulty of execution, (e) the operational facilities of the broker-dealer involved, (f) the risk in positioning a block of securities, and (g) the quality of the overall brokerage and research services provided by the broker-dealer.

Directed Brokerage

Segal Rogerscasey has discretionary and non-discretionary clients who participate in directed brokerage programs. The purpose of client participation in these programs is to, as appropriate, recapture operating costs through reimbursement of a portion of brokerage commissions. In executing directed brokerage programs or assisting clients with the execution of those programs, Segal Rogerscasey does not place any fixed target amounts of trading on managers who trade securities for clients. Rather, Segal Rogerscasey requests, on behalf of its client, that a manager consider participating in the brokerage to the extent that the manager first meets its performance and trading execution responsibilities according to a best execution standard. In practice, managers of client programs tend to direct low amounts of trades into commission recapture programs, focusing primarily on performance of client portfolios.

Item 13 Review of Accounts

Review of IPS

Segal Rogerscasey reviews a client's IPS whenever the client advises of a change of circumstances regarding its needs, and periodically as set forth in its client agreement (typically, annually).

Periodic Review of Client Accounts

As described above under Methods of Analysis (Item 8) of this Brochure, our firm reviews the client's investment portfolio periodically as specified by our management agreement with each client (typically, quarterly). The review typically includes overall results, results for each major asset class, and results for each investment manager on a quarterly and annual basis. The review includes comparison of portfolio composition and performance to the client's investment guidelines. These reviews are performed by one or more officers of Segal Rogerscasey.

Other than Periodic Review of Client Accounts

Certain factors and the occurrence of certain events may require that we review client accounts on an other than periodic basis. Among the factors and events that may trigger a review are:

- Changes in financial markets as a result of economic, political or international developments;
- Changes in a client's financial condition; or
- Changes in a client's investment objectives

When conducting such reviews, we focus on the issue of whether the current situation is consistent with the objectives of the client.

Reports

Clients receive reports as set forth by the client agreement between Segal Rogerscasey and the client, or in accordance with the client's IPS.

Item 14 Client Referrals and Other Compensation

Client Referrals

It is Segal Rogerscasey's policy not to engage solicitors or to pay related or non-related persons for referring potential clients. Segal does not accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes from a non-client in conjunction with the advisory services we provide to clients.

Other Non-Client Compensation

Summit Alliance: Segal Rogerscasey typically holds Summits twice each year. Investment managers may participate in a Summit for a flat fee. Although we have in place certain mechanisms designed to ensure that investment managers are recommended by our consultants without regard to whether or not they attend Summits, the unique sponsoring aspect of our Summits could appear to create a conflict of interest by suggesting that consultants might favor investment mangers who attend Summits over those who do not, in connection with recommending managers to clients under consulting arrangements. Moreover, we require that all client manager search materials must explicitly list any fees paid by investment manager candidates for Summit conference attendance.

For additional information about financial industry activities and affiliations that may present certain conflicts, please see Item 10 "Other Financial Industry Activities and Affiliations".

Item 15 Custody

As required by SEC rules, clients whose funds or securities are deemed to be in Segal Rogerscasey's custody will receive at least quarterly account statements directly from their respective broker-dealer, bank, or other qualified custodian. We urge clients to carefully review such statements and compare them to the account statements that we may provide to them. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 Investment Discretion

Segal Rogerscasey may accept discretionary authority to select investment managers and certain investment vehicles for full-discretionary advisory clients and certain high-net worth individual clients. We also exercise discretionary investment authority as investment manager to the RCTS Funds, RCAI Funds and certain other Funds as described in Item 4. Please see a discussion of these services under the discussion of our Advisory Business (Item 4) of this Brochure.

Clients may place reasonable restrictions on the discretionary powers granted to our firm in their written advisory agreement or in another written document that is acknowledged by our firm.

Item 17 Voting Client Securities

In general, Segal Rogerscasey does not vote proxies on behalf of clients. If we provide non-discretionary investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. When a client requests, we will review the proxy voting guidelines of each manager for consistency with the client's investment policy and review investment managers' proxy voting activities for consistency with the managers' proxy voting policies.

When Segal Rogerscasey assumes discretionary authority for a client portfolio, the authority to vote proxies is granted to the investment managers or sub-advisors responsible for the day to day investment management of the client's assets.

Item 18 Financial Information

It is the policy of Segal Rogerscasey not to solicit or require prepayment of fees of $1200 or more, six months in advance.

There are no circumstances that could adversely impact the firm's ability to meet its contractual obligations.

Segal Rogerscasey has not been the subject of a bankruptcy protection during the preceding ten years.