Form ADV Part 2A

Aon Investments USA Inc.

Firm Brochure Dated: March 25, 2020

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This brochure provides information about the qualifications and business practices of Aon Investments USA Inc. If you have any questions about the contents of this brochure, please contact the Compliance Department at 312-381-1200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC"), the Commodity Futures Trade Commission ("CFTC"), the National Futures Association ("NFA") or by any state securities authority.

Additional information about Aon Investments USA Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that registration as an investment adviser with the SEC, a commodity pool operator and commodity trading advisor with the CFTC, or membership with the NFA does not imply any certain level of skill, training or ability with respect to the provision of investment advisory services.

www.aon.com/human-capital-consulting/retirement/investment-consulting/

Item 2: Material Changes

This section of Aon Investments USA Inc.'s Brochure ("Brochure") is intended to discuss and identify material changes that are made to the Brochure since our last update on March 29, 2019.

Item 4 - Effective with the filing of this annual amendment, Aon Hewitt Investment Consulting, Inc. (AHIC) changed its name to Aon Investments USA Inc.

Item 3: Table of Contents

Item 4: Advisory Business

Aon Investments USA Inc. is a registered investment adviser with the U.S. Securities and Exchange Commission ("SEC"); a Commodity Pool Operator ("CPO") and a Commodity Trading Advisor ("CTA") registered with the Commodity Futures Trade Commission ("CFTC"); and is a member of the National Futures Association ("NFA") with its principal place of business located in Chicago, Illinois. References to "we", "us", "our", "the firm", and "Aon" refer to Aon Investments USA Inc. unless the context otherwise requires. In 2018, Aon Investments USA Inc. also began operating under the umbrella brand name, "Aon".

We provide professional investment advisory and consulting services to institutional clients including public pension funds, endowments, foundations, not-for-profit organizations, corporate pension funds, defined contribution plans, insurance companies and registered investment advisers/wealth managers. In 2010, Aon plc acquired Ennis Knupp & Associates, Inc. and Hewitt Investment Group, LLC. These entities were merged with Aon Consulting to operate as Hewitt EnnisKnupp, Inc. In January 2015, the business changed its legal business name to Aon Hewitt Investment Consulting, Inc. Subsequently, in March 2020, the firm began operating as Aon Investments USA Inc. The firm is wholly owned by Aon Consulting, Inc., an indirect subsidiary of its ultimate parent, Aon plc. Aon plc shares are listed on the New York Stock Exchange (symbol: AON).

Aon Investments USA Inc. is headquartered in Chicago, IL and has offices across the US. We provide non-discretionary investment advice, discretionary investment solutions, and actuarial related services to clients on many matters related to their investment programs and operations, including:

- Investment Policy Planning and Asset Allocation;
- Manager Structure and Selection;
- Performance Review and Manager Monitoring;
- Fiduciary Governance Services;
- Alternative Asset Advisory Services;
- Outsourced Chief Investment Officer ("OCIO") solutions and Pension Risk Management;
- Direct Investment Funds;
- Ad Hoc Projects; and
- Bespoke Services.

Additional information regarding each of the above services is provided below. In addition to the services listed, we offer related services including defined contribution services, trustee/custodian evaluation, and asset transition services.

Investment Policy Planning and Asset Allocation

We help clients to:

- Define and control risk for their specific requirements;
- Diversify their investment portfolio;
- Develop investment objectives and a statement of investment policy;
- Meet cash flow needs; and
- Conduct scenario analysis on their portfolio(s) as well as evaluate alternative portfolios.

Our Investment Policy Services Team (the "IPS Team") and Global Asset Allocation Team (the "GAA Team"), collectively referred to herein as, the "Teams", are composed of investment professionals with backgrounds in investment management, economics, and actuarial science. These Teams are responsible for maintaining our "house" investment views and capital market assumptions.

The Teams also provide timely, proactive advice and research to our investment consultants regarding the potential investment implications of changes in capital markets. Additional responsibilities include coordinating with our investment consultants to provide clients with top-down, strategic investment advice; researching new investment strategies; and monitoring portfolio positions from an asset allocation perspective.

Certain clients hire us to construct a dynamic "de-risking" glide path to help bring their pension plans to a fully funded status, while reducing uncompensated risks, with the goal of reducing the economic cost of plan benefits.

The dynamic "de-risking" glide path is directly incorporated into the client's investment policy to formalize the strategy, permit execution, and seek to ensure the highest levels of governance.

Wealth Management

The Wealth Management team provides non-discretionary model portfolios ("Model Portfolios"), manager selection, strategic asset allocation advice, and related advisory services to certain institutional and retail non-affiliated advisory firms, including certain open-end mutual fund companies and wrap-program sponsors in connection with third-party wrap-fee programs.

We do not sponsor any "wrap-fee" programs, but we participate as a non-discretionary sub-adviser for wrap-fee program sponsors. Under these arrangements, we provide Model Portfolios containing our current investment recommendations based on our clients' model portfolio investment policy statements and strategy goals or other parameters as agreed to between Aon and our client. Although we provide recommendations, we do not have the authority to implement those recommendations. Ultimately, the decision making and discretionary responsibility for the asset allocation and securities selection remains with the client. Our client also maintains responsibility for effecting all security transactions in connection with such determinations, which means our client's portfolio may materially diverge from the Model Portfolio created for such client. There may be differences between the Model Portfolio and the portfolios managed by our client and Aon's other clients. We receive a fee from our client as an investment adviser for the services provided in these programs.

Manager Structure and Selection

We rely on investment research generated by the Investment Manager Research Team ("Research Team"). The Research Team consists of investment professionals from Aon Investments USA Inc. and its global investment advisory affiliates dedicated to researching and evaluating non-affiliated investment managers worldwide. The research generated by the Research Team is sourced by and shared among Aon's investment advisory affiliates. Our Research Team monitors and rates such non-affiliated investment managers' strategies. The Research Team includes several former investment fund managers, which we believe provides further insight for understanding managers.

The Research Team identifies investment managers and strategies across equities, fixed income, real estate equity and debt, private equity and debt, and alternative asset classes for our clients, and conducts qualitative ongoing periodic due diligence on buy-rated and select qualified managers. The Research Team will also conduct periodic quantitative screens on its manager universe, including investment managers that are not currently classified as buy- or qualified-rated managers. As part of its evaluation of an investment manager, the Research Team has an agreement with Aon's affiliate, Aon Consulting Inc.'s Operational Risk and Solutions Advisory ("ORSA") Group, an operational risk consulting practice, to provide due diligence reviews assessing an investment manager's non-investment risks covering its business structure and activities, operations, and compliance practices.

The Research Team works with our investment professionals to periodically review the number and types of managers, funds, and separate account strategies used by clients, paying careful attention to efficiency, costs, and management oversight. Further, the Research Team's due diligence process is leveraged by our discretionary and non-discretionary advisory teams to include screening, interviewing, and selecting manager candidates that meet each client's needs. Observations from this research are summarized within written manager guidelines and performance objectives reports.

In certain circumstances, a client may delegate its authority to Aon, including the authority to allocate assets and hire or fire investment managers. Please see the section on our Outsourced CIO solutions below for additional information.

Performance Review and Manager Monitoring

Our manager research efforts are driven by several factors including efforts to identify new investment strategies or approaches, monitor investment strategies to which we have assigned a rating, or monitor strategies in which our clients invest. We conduct both qualitative and quantitative research and screening on investment strategies. Qualitative research includes ongoing discussions and periodic on-site due diligence meetings with investment managers to assess investment strategies offered by the relevant firm. Qualitative research is performed on strategies in which we assign a "buy" recommendation. Qualitative research also is performed on select "qualified", "not recommended", or "sell" rated strategies depending on client requirements or the research team's interest in that strategy or firm. For those strategies rated with our quantitative process, including "not recommended" rated strategies held in client portfolios, the quantitative assessment is updated quarterly, which serves as a monitoring tool and information source for our researchers, consultants, and/or clients that may utilize the strategy in their portfolio. Assessments, whether qualitative or quantitative, focus on business/organization, staffing, investment process, risk management, operational considerations, performance, and terms and conditions. When evaluating investment strategies for a client, the research team also considers the investment in the context of the client's objectives and guidelines. We inform our clients of important developments and, when appropriate, recommend changing investment managers or the asset allocation to such investment managers.

Fiduciary Governance Services

Our Fiduciary Services Team works with clients and provides fiduciary oversight reviews to help those clients meet their fiduciary responsibilities. These services are provided to both public- and private-sector pension plans and committees as well as other clients such as Taft Hartley, Higher Education, and Healthcare organizations. In most cases, these services are typically a separate retainer-based solution distinct from other investment consulting services. Our fiduciary services include:

- Strategic planning;
- Fiduciary audits and operational reviews;
- Client and fiduciary training;
- Board/Committee governance and self-assessment; and
- Ad hoc projects.

Strategic Planning

We assist in the design of strategic plans and development of mission statements and core values as well as reasonable and achievable goals and objectives. We also assist in the implementation of the plans and the evaluation of their success.

Fiduciary Audits and Operational Reviews

We review the client's policies and procedures to assess their effectiveness and appropriateness and provide recommendations for improvement. These reviews may include:

- Investment portfolio objectives, asset allocation, and policy;
- Investment operations and processes;
- Board oversight, policies, and principals; and
- Organization, staffing structure, and policies.

Upon completing our review, we create a report of findings and recommendations for delivery to the client's governing body and may assist the client in selecting trustees and record-keepers for fiduciary accounts.

Client and Fiduciary Training

Our educational offerings include:

- Written reports that provide background information, alternatives, and recommendations (along with the rationale for the recommendations made as a result of the Fiduciary Audits or Operational Reviews) on a given issue;
- Research or educational materials on topics to discuss with a client's staff or committees;
- A periodic client conference that covers a variety of investment-related topics.

Board/Committee Governance

We assist clients by developing governance manuals, policies, procedures, and monitoring methods appropriate to their oversight responsibilities and reporting structure. We also provide services to support our clients' administration of their fiduciary requirements, such as preparing meeting minutes and compliance calendars, and assist with board/committee self-assessment.

Alternative Asset Advisory Services

Our Global Hedge Funds, Private Equity, and Real Estate Teams (collectively the "Global Alternatives Team") are a sub-part of the Research Team discussed above. Members of the Real Estate team are dual-hatted colleagues who provide services to both Aon Investments USA Inc. and The Townsend Group, a separately registered investment advisory affiliate of Aon Investments USA Inc.

The Global Alternatives Team is responsible for maintaining qualitative assessments on alternative asset manager strategies and keeping abreast of the conditions in these markets.

We provide both non-discretionary and discretionary investment advisory services on partnership interests strategies such as, but not limited to, private equity, real estate, venture capital arrangements, hedge funds, leveraged buyout funds, and distressed securities funds.

With the exceptions of mutual funds, exchange traded funds, and non-public securities, we do not typically provide advice or recommendations on specific securities investments. In designing a client's investment policy, we will typically consider many types of investments, unless instructed by the client to limit our advice to particular sectors or industries. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer, insurance company, or asset manager.

Because some types of alternative investments involve an additional degree of risk, alternative investment strategies will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity, and suitability.

Hedge Fund Advisory Services

We develop, expand and monitor our clients' asset allocation structures in liquid alternatives or opportunistic strategies (e.g., real and absolute return, global tactical asset allocation, long/short equity including market neutral and 130/30 style funds, commodities, convertible arbitrage, and funds-of-funds). We seek to integrate our understanding of each of our client's goals, risk tolerances, and risk qualities of existing portfolios with our extensive manager research and monitoring capabilities. Our approach is to take a broad perspective on this opportunity set, covering not only a wide variety of hedge funds, but also those strategies that use "hedge fund like" approaches to investing. We typically conduct both on-site and telephonic manager meetings annually with a due diligence process that includes a robust examination of investment strategy, fund leadership, and operational due diligence.

Private Equity Advisory Services

We review and develop a client's private equity investment policy, asset allocation, and portfolio design. We conduct global private equity fund selection and due diligence reviews within each relevant sub-sector. In addition, we coordinate the engagement of outside counsel for our clients so that limited partnership agreements are reviewed by legal professionals. Then, we negotiate terms and conditions on behalf of each client. We provide clients with performance reporting, portfolio analysis, and comprehensive portfolio company review. We do not provide our clients with legal advice under any circumstance in connection with these services. Clients have the responsibility to obtain their own legal and tax advice. We educate clients on secondary sale processes and evaluate their portfolio construction decisions. We provide private equity education and market analysis, including commentary on current issues. We recommend commingled private equity investment funds as well as separate accounts that are structured and classified to meet client needs.

Real Estate Advisory Services

We leverage our real estate research, which is conducted by The Townsend Group ("TTG"), to consult our clients on the development, implementation and monitoring of their real estate portfolio investment objectives, programs, and policies and to select managers for our real estate funds. Our real estate investment strategic planning and implementation services include:

- Investment pacing, size, and strategy diversification;
- Investment vehicle analysis and planning;
- Property and portfolio leverage planning;
- Manager search, selection, and monitoring;
- Performance measurement and attribution analysis;
- Topical real estate research and market analysis; and
- Transition structure and terms modeling, analysis, and fee negotiations.

We will not consult or make recommendations to clients related to TTG solutions.

Outsourced CIO

Through our OCIO solutions, we design and manage certain institutional clients' investment portfolios. For these client relationships, we are delegated the authority to hire investment managers, terminate investment managers, select investment funds, and rebalance portfolio assets subject to the client's investment policy statement and other terms outlined in the investment consulting agreement. Please see Item 16 for more information about our OCIO solutions.

Our OCIO solutions are dedicated to the development, implementation and execution of our best thinking for our clients. These solutions also generally utilize "buy-rated" investment strategies, which are researched by the Research Team. OCIO utilizes a variety of tools and providers that seek to pursue the highest quality strategies available in the market.

Our Portfolio Implementation team leverages the expertise of individuals with backgrounds in investment management and actuarial science. The team is responsible for managing risk in general, including:

performing asset-liability analyses; designing custom interest rate risk management portfolios utilizing derivatives; and monitoring portfolio positions from an asset-liability perspective.

Certain clients that receive non-discretionary investment advisory services may also have a portion of their portfolio managed by our OCIO team or provided in connection with our OCIO solutions. In such cases, we provide non-discretionary (ERISA Section 3(21)) advisory services with respect to certain clients, and exercise discretionary management authority (ERISA Section 3(38)) with respect to a portion of these client's portfolios. Aon Investments USA Inc. qualifies as a "Qualified Professional Asset Manager" under the U.S. Department of Labor ("DOL") Prohibited Transaction Class Exemption 84-14.

As part of our OCIO solutions, if suitable, we have the option to invest our clients in Aon's affiliated private funds and/or collective funds. While the investment in our private funds or collective funds is not a requirement of our OCIO solutions, we believe that we have the ability to offer scaled pricing to its clients by investing into affiliated private funds or collective funds, which may not otherwise be available to clients separately through the use of separate accounts or other unaffiliated commingled vehicles. Our funds consistently reflect our investment beliefs in terms of managers and portfolio structure.

Our non-discretionary investment advisory services will not include evaluations or recommendations on our OCIO solutions**.**

Bespoke Services

Some of our client elect to customize their investment portfolio to reflect unique and specific needs and goals, such as by imposing reasonable investment restrictions on certain securities, industries, or sectors; managing a portfolio to a tax-efficient mandate; or by providing us with written instructions when opening an account or at any time thereafter.

Aon Investments USA Inc. Regulatory Assets Under Management

As of December 31, 2019, we had approximately $136 billion of assets under management.

Assets Under Advisement (AUA) appears in client and advertising collateral in addition to Assets Under Management (AUM). AUA is presented when, due to the nature of the contractual agreements with our investment consulting clients, we do not maintain discretionary authority over the clients' account and provide consultative advice to our clients in a non-discretionary capacity. In such relationships, the clients maintain the ability and authority to manage and allocate assets within their own plan/portfolios independent of our advice. Therefore, these clients are not reflected within regulatory assets under management. Instead, these engagements are represented as part of Aon Investments USA Inc. AUA.

Item 5: Fees and Compensation

We do not have a standardized fee or uniform fee schedule. Fees for our OCIO solutions may be charged as a percentage of assets in the client's account. Consulting services may be charged as an hourly fee, flat fee, or basis point fee. The nature of our proposed relationship with our client is considered in determining the fee structure for our client's account. Fees may vary between clients due to various factors, including, but not limited to, the type and size of the client's account (e.g. defined benefit, defined contribution, foundation, and endowment), the range of additional services provided to the client, and the total amount of assets managed for a single client. We believe our fees are competitive and reasonable. However, there may be instances where similar services to those provided by us may be available for similar or lower fees from other asset managers. All fees are negotiated in advance with the client and will vary depending on several factors, including but not limited to:

- Complexity of assignment;
- Scope of work;
- Number of plans, accounts or funds;
- Number of investment managers; and
- Nature and frequency of meetings and reports.

The fees charged for investment advisory services are specified in the written agreement between Aon and each client. Aon's fees do not include trustee fees, custody fees, sub-advisory fees, brokerage commissions, transaction costs, mutual fund expenses, or other fees a client may incur.

Asset-Based Fees

Asset-based fees typically range from 0.01% to 0.25% of assets we advise on a non-discretionary basis. Asset-based fees typically range up to 0.50% of assets we manage on a discretionary basis. These fees are typically billed quarterly, in arrears, calculated on the value of assets in the account at the end of each calendar quarter and invoiced to the client.

Hourly Fees

Hourly fees depend on the service rendered and are billed monthly, in arrears, based on actual hours rendered to a client account and invoiced directly to the client. These fees are negotiated on a client-by-client basis dependent on the services requested.

Retainer Fees

Retainer fees are either billed quarterly, in arrears, or in installments negotiated with the client for the duration of an engagement. These fees are negotiated on a client-by-client basis dependent upon the services requested.

Performance-Based Fees

Currently, we do not contract performance-based fees with any clients. Please refer to Item 6 for additional disclosure information.

GENERAL INFORMATION ON FEES

Negotiability of Fees:

Although we have established the fee ranges reflected above, we retain the right to negotiate or waive fees on a client-by-client basis in the future.

Fee Calculation:

The fee charged is calculated as described above and is not charged based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a) (1) of the Investment Advisers Act of 1940, as amended).

Termination of Advisory Relationship:

Typically, a client may terminate its advisory relationship at any time upon no more than 30 days prior notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded to the client, and any earned, unpaid fees will be due and payable. Such fees are prorated based on the number of days left in the billing period.

Pooled Fund Investment Vehicles:

We serve as the investment adviser to Aon Hewitt Group Trust ("AHGT"), Aon Diversifying Alternatives Portfolio Ltd. ("DAP"), Aon Alternatives Fund SPC ("AAF"), Aon Institutional Funds, LLC ("AIF"), and Aon Private Credit Opportunities Fund, LLC ("PCOF"). The fees relating to the funds are described in each respective Private Offering Memoranda and Supplement(s).

Generally, we charge for our advisory services separate from an investment in an affiliated fund, except for clients invested in the CIT (as defined below) who may choose to pay Aon's investment advisory fee directly from CIT assets. However, some clients may choose to invest directly into one of our pooled fund investment vehicles in which case our investment management fees would be collected from the pooled vehicle.

Collective Investment Trusts:

We serve as the investment adviser to the Aon Collective Investment Trust ("CIT"), which is a collective investment trust maintained by Aon Trust Company LLC ("ATC"), an affiliate of Aon Investments USA Inc. The advisory fees we receive from the CIT relating to the funds are described in the trust's Offering Statement. Certain clients may prefer to pay our advisory fees directly from the CIT, which is further described in the trust's Offering Statement. In its discretionary capacity, we have the ability to hire and terminate investment advisory relationships on behalf of the CIT and negotiate investment advisory fees related to such sub-advisers. When clients invest in the CIT, clients pay additional fees to Aon in the form of a trustee fee that ATC charges to the CIT for performing trustee services. Such fees are explained in more detail in the CIT Offering Statement.

At this time, we have agreed to pay certain operating expenses of the CIT. The amount of the reimbursement may change at any time without notice to fund investors.

Investment Advisory Fees and Expenses:

Our investment advisory fees, both for investment consulting and discretionary asset management, are separate and distinct from fees and expenses charged by our client's investment managers (mutual funds, collective investment trusts, separate account managers, as well as the sub-advisers we choose or recommend to manage assets on behalf of the AHGT, DAP, AAF, AIF, PCOF, or CIT). Generally, we do not collect an investment management fee from our pooled vehicles except for when a client elects to pay our investment advisory fees as part of the CIT or invest directly into one of our pooled investment vehicles.

The fees and expenses related to the investment management firms unrelated to Aon Investments USA Inc. are described in each fund's prospectus, in the case of mutual funds, or other disclosure materials, in the case of the other types of managers. Investment management fees charged by investment managers (sub-advisers) within Aon private funds are reflected in each respective fund's offering memorandum and are reflected in the expense ratios of the funds.

Occasionally, Client agreements may specify that clients are responsible for reimbursing Aon Investments USA Inc. for travel and other related expenses incurred in the delivery of services.

Custody and Brokerage Fees and Expenses:

Clients should note that our investment advisory fees are separate from custody and brokerage charges that may be assessed by third parties, including Bank of New York Mellon (when investing in the AHGT, DAP, AAF, and AIF) and The Northern Trust Company (when investing in the PCOF or AAF). Please see Item 12 – Brokerage Practices and Item 15 – Custody for more information.

Limited Prepayment of Fees:

Clients may prepay our fees in advance. However, under no circumstances do we require or solicit payment of fees in excess of $1,200 more than six months in advance of services rendered. See Termination of Advisory Relationship above regarding return of any unearned advisory fees.

Affiliated Referral Sales Activity:

A limited number of Aon Investments USA Inc. employees also are affiliated with Aon Securities LLC ("AS LLC") (formerly Aon Securities, Inc.), which is a registered broker-dealer. Their affiliation with AS LLC relates solely to their services with respect to distribution of interests in Aon's pooled vehicles. Although affiliated with AS LLC, our representatives receive no compensation from AS LLC or from clients for these services.

Additionally, our employees offer interests in the CIT and may introduce our affiliate, The Townsend Group, to our prospects and clients. Aon Investments USA Inc. compensates its (or an affiliate's) employees or affiliates for client referrals. Please refer to Item 14- Client Referrals and Other Compensation – for more information.

Mutual Funds:

The investment advisory fees that we receive for services provided by our Wealth Management team as a non-discretionary sub-adviser to unaffiliated mutual funds, which are registered under the Advisers Act, are described in the registration statements and/or financial filings of such mutual funds, including such funds' prospectuses.

Global Investment Manager Database:

Investment advisers do not pay a fee to Aon Investments USA Inc. (or otherwise compensate us or our affiliates) to be included in our research database. Neither Aon Investments USA Inc. nor any of its affiliates charge any investment adviser to be reviewed, evaluated, recommended, or selected by us for any of its clients. This mitigates conflicts of interest relating to any ratings assigned to investment managers since we are not incented to favor any one manager. Further, to avoid the appearance of a conflict, consistent with the procedures outlined in our policies and procedures, the research team communicates changes in manager ratings to all relevant parties with Aon's investment practice at the same time. Finally, Aon's manager research group does not receive compensation from Aon Investments USA Inc. for manager research or data. However, Aon Investments USA Inc. has an intercompany agreement with ORSA to provide operational risk due diligence services to the Research Team.

Occasionally, we provide investment consulting services to an investment management firm specific to its employee retirement plan. This could potentially create a conflict of interest where we recommend their products to our clients. We aim to mitigate this conflict by separation and transparency of our research team from our client teams. The members of the research team are full time researchers and are not part of any client team that advise our clients. Further, we are compensated for the advisory services provided to our investment manager clients consistent with the advisory fees described within this section. Finally, we do not require investment managers to purchase or invest in any Aon products or services to be included in our investment manager research database. The Research Team does not review revenue information generated from investment management clients or consider revenue a criterion in their manager ranking recommendations or decisions. Additional discussion related to these services can be found under Item 10 – Other Financial Industry Activities and Affiliations.

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

Currently, we do not contract performance-based fee structures.

There may be certain of our affiliated funds whose underlying third-party funds or sub-advisers charge performance-based fees. We may also invest client assets directly in third-party investment vehicles and/or third-party funds that may charge a performance- based fee.

"Side-by-Side management" refers to the simultaneous management of multiple types of client accounts/investment products. Aon Investments USA Inc. and its sub-advisers manage many accounts with a variety of strategies, which may present conflicts of interest. We utilize a customized investment advice platform where individual recommendations are provided to each client and are not applied uniformly across all clients. In advising other clients, we may give advice and make recommendations to such clients, which may be the same, similar to, or different from those provided to other clients due to different client investment objectives and strategies. Clients should be aware that our sub-advisers do at times sell or hold short positions in securities for one or more client accounts while purchasing or holding long positions in the same or substantially similar securities for other client accounts. We conduct due diligence on sub-advisers' policies and procedures to ensure that appropriate trade allocation and execution policies are established.

Item 7: Types of Clients

We provide investment advisory services to banking or thrift institutions, pooled investment vehicles, pension, defined contribution and profit-sharing plans, not-for-profit, charitable organizations, corporations, government entities, investment companies, collective investment trusts, and endowments and foundations. We also serve healthcare systems, Taft-Hartley plans, family offices, insurance companies, and other public and private entities.

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

Methods of Analysis

We advise clients on broad investment objectives and the selection and monitoring of advisers and/or investment managers. Clients should refer to the disclosure documents of recommended advisers and investment managers for information on their methods of analysis, sources of information, and investment strategies.

The Research Team focuses the majority of its research on qualitative assessment, striving to thoroughly understand the organizations and teams that are responsible for investment performance.

The focus of the qualitative criteria includes:

- Special emphasis placed on understanding the incentive structure and team dynamic to determine the likelihood of team stability and long-term performance;
- Skill level, interpersonal skills, and attitudes of the general partners;
- The quality of the group's deal flow with respect to intrinsic quality and competition for opportunities; and
- The due diligence and decision-making process employed by the group when it makes investments in companies, among others.

In addition, the Research Team focuses on obtaining a thorough understanding of the research and investment process. In doing so, it is our belief that we can effectively evaluate periods of relative performance deviations thereby allowing for valuable proactive consulting for clients rather than a chasing performance mentality that plagues many investors. To truly understand investment management firms, it is our belief that time must be spent face-to-face with the people at these organizations to determine their talent and commitment to client results.

Our researchers also spend a substantial amount of time quantitatively analyzing managers. The quantitative analysis is not performance screening to find attractive managers; instead, the team utilizes a variety of proprietary and third-party databases to measure risk and performance to better understand how a product performs and if it is in line with the style of management it pursues. The team runs portfolio attribution at the holdings level to better understand drivers of results and challenge portfolio managers on their research and portfolio positioning.

The Research Team's manager evaluation process typically assesses each manager's:

- Perceived skill;

- Fund size/competing accounts;
- Cost;
- Team;
- Performance evaluation;
- Product fit;
- Attractiveness of targeted stage;
- Strategy;
- Ownership and sharing of carried interest;
- Stability of team;
- Quality and depth of management;
- Culture; and
- Quality of service.

The quantitative criteria that are calculated and evaluated include internal rates of return, cash flow multiples, and distributions, which are benchmarked across several variables, including fund type.

By evaluating these quantitative measures, the team gains a better understanding of how a manager may perform in a certain environment or how well a manager should fit within a portfolio context. Furthermore, an ongoing evaluation of qualitative and quantitative characteristics helps to evaluate if a manager continues to fit the role for which it was originally hired.

This dual evaluation allows the Research Team to give clients a clear and accurate picture of our opinion on the investment managers and their strategies. Five areas of focus are extensively probed: organization, investment teams, investment process, risk considerations, and performance. This is accomplished via conference calls and multiple on-site interviews conducted by multiple researchers.

Investment Strategies

To meet the wide variety of investment requirements of our clients, we offer customized investment solutions that implement our best thinking by investing client assets in affiliated commingled funds and/or funds or separate accounts managed by unaffiliated sub-advisers.

For our wealth management solution, we build model portfolios based on our best thinking and analyses in accordance with clients' investment policy guidelines. With this solution, our clients are responsible for all portfolio trading, monitoring, and operational aspects of implementing the model portfolios.

Our clients should not assume that portfolio investments will be profitable. The results for individual client portfolios will vary depending on market conditions and the portfolio's overall composition. Our clients' portfolios invest in securities; all investments carry a certain degree of risk, including the possible loss of principal that clients should be prepared to bear. There is no assurance that a client's portfolio will achieve its investment objective or that any investment will provide positive performance over any period of time.

We also sponsor several private funds. Aon's private funds are available to certain sophisticated investors.

General Market Related Risks

Please refer to the offering memorandum and supplement documents of the private funds offered by Aon Investments USA Inc. for the list of risk factors specific to each of the funds. There are a variety of risk factors each client must take into consideration, including, but not limited to, the risk factors listed herein.

A client's portfolio is subject to normal market fluctuations and other risks inherent in investing in securities, commodities, and other financial instruments. These risks may include or relate to, among other things, equity market, bond market, foreign exchange, interest rate, credit, commodities, market volatility, political risks, and any combination of these and other risks. The value of investments and the income from them, and therefore the value of and income of the third-party strategies, can go down as well as up, and an investor may not get back the amount invested. Changes in exchange rates between currencies or the conversion from one currency to another may also cause the value of the investments to diminish or increase. An investment in a third-party strategy should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Risks may occur simultaneously and/or may compound each other resulting in an unpredictable effect on the value of the third-party strategies. No assurance can be given as to the effect that any combination of risks may have on the value of the third-party strategies.

Risks Related to Investment in Equity Markets

The third-party strategies, to the extent invested in the equity markets, are subject to a variety of market and financial risks. Common stocks, the most familiar type of equity security, represent an equity (ownership) interest in a corporation. Although common stocks and other equity securities have a history of long-term growth in value, their prices may fluctuate dramatically in the short-term in response to changes in market conditions; interest rates; and other company, political, and economic developments. The value of the third-party strategies, to the extent invested in the equity markets, will fluctuate, and the holders of these investments should be able to tolerate declines, sometimes sudden or substantial, in the value of their investment.

Risks of Investing in Equity Securities of Non-U.S. Companies and Smaller Companies

Investments in non-U.S. securities, including emerging markets equities, and in small capitalization and mid-capitalization equity securities, involve special risks. For instance, smaller companies may be impacted by economic conditions more quickly and severely than larger companies. Risks of investing in foreign securities include those relating to political or economic conditions in foreign countries, potentially less stringent investor protection, disclosure standards and settlement procedures of foreign markets, potentially less liquidity of foreign markets, potential applicability of withholding or other taxes imposed by these countries, and currency exchange fluctuations.

Interest Rate Risk Applicable to Investment in Fixed-Income Securities

Fixed-income securities are subject to the risks associated with investing in such instruments. Fixed-income securities, such as bonds, are issued to evidence loans that investors make to corporations and governments, either foreign or domestic. If prevailing interest rates fall, the market value of fixed-income securities that trade on a yield basis tends to rise. On the other hand, if prevailing interest rates rise, the market value of these fixed income securities generally will fall. In general, the shorter the maturity, the lower the yield, but the greater the price stability. These factors may influence the value of the third-party strategies. A change in the level of interest rates will tend to cause the net asset value of the third-party strategies to change. If these interest rate changes are sustained over time, the yield of the third-party strategies will fluctuate accordingly.

Credit Risk Applicable to Investment in Fixed-Income Securities, Including those of Lower Credit Quality

Fixed-income securities, including corporate bonds, are subject to credit risk. When a security is purchased, its anticipated yield is dependent on the timely payment by the borrower of each interest and principal installment. Credit analysis and bond ratings take into account the relative likelihood that such timely payment will result. Bonds with a lower credit rating tend to have higher yields than bonds of similar maturity with a better credit rating. However, to the extent the third-party strategies invest in securities with medium or lower credit quality, they are subject to a higher level of credit risk than investments in investment-grade securities. In addition, the credit quality of non-investment grade securities is considered speculative by recognized ratings agencies with respect to the issuer's continuing ability to pay interest and principal. Lower-grade securities may have less liquidity and a higher incidence of default than higher-grade securities. Furthermore, as economic, political and business developments unfold, lower-quality bonds, which possess lower levels of protection with respect to timely payment, usually exhibit more price fluctuation than do higher-quality bonds of like maturity, and the value of the third-party strategies invested therein will reflect this volatility.

Risks Associated with Commodity Investments and Derivatives

Certain third-party strategies may use exchange–traded or over-the-counter ("OTC") futures, forwards, warrants, options, swaps, and other derivative instruments to hedge or protect the portfolio from adverse movements in underlying prices and interest rates or as an investment strategy to help attain the third-party strategy's investment objective. Certain third-party strategies may also use a variety of currency hedging techniques, including foreign currency contracts, to attempt to hedge exchange rate risk or to gain exposure to a particular currency. The third-party strategies' use of derivatives could reduce returns, may not be liquid, and may not correlate precisely to the underlying securities or index. Derivative securities are subject to market risk, which could be significant for those derivatives that have a leveraging effect that could increase the volatility of such third-party strategies. Derivatives are also subject to the risk of material and prolonged deviations between the theoretical and realizable value of a derivative (e.g., due to non-conformance to anticipated or historical correlation patterns). Derivatives are also subject to credit risks related to the counterparty's ability to perform, and any deterioration in the counterparty's creditworthiness could adversely affect the instrument. A risk of using derivatives for hedging purposes is that a third-party strategy's manager might imperfectly judge the market's direction, which could render a hedging strategy ineffective or have an adverse effect on the value of the derivative. Furthermore, many derivatives, particularly those that are not traded in transparent markets, may be subject to significant price risk. Prices in these markets are privately negotiated, and there is a risk that the negotiated price may deviate materially from fair value. This deviation may be particularly acute where there is no active market available from which to derive benchmark prices. The price of a given derivative may demonstrate material differences over time between its theoretical value and the value that may actually be realized by a third-party strategy (e.g., due to non-conformance to anticipated or historical correlation patterns). Many OTC derivatives are priced by the dealer; however, the price at which a dealer values a derivative may not comport with the price at which the third-party strategy seeks to buy or sell the position. In many instances, a third-party strategy will have little ability to contest the dealer's valuation. Derivatives, particularly to the extent they are transacted on an OTC or bilateral basis or are highly customized, may also be highly illiquid, making it difficult, or in some cases impossible, for a third-party strategy to exit a position at what the third-party strategy's manager considers a reasonable price.

To the extent that a third-party strategy enters into a derivative on an OTC or bilateral basis, which means that the third-party strategy's ultimate counterparty in a transaction is not a regulated clearing house (a well-capitalized and regulated party that becomes the counterparty to each trade on both sides of a specific market upon acceptance for clearing), then the third-party strategy will be subject to the risk that the counterparty to the third-party strategy will not be able to perform its obligations under the transaction. Any deterioration in the counterparty's creditworthiness could result in a devaluation of the transaction and result in losses to the third-party strategy. There are a small number of major financial institutions globally that act as counterparties in the majority of OTC derivatives transactions and represent the vast majority of liquidity available in these markets. These institutions have historically been highly leveraged and largely unregulated and have had substantial financial exposure to each other, increasing the risk that a failure of one financial institution could lead to a "domino" effect of further failures of major financial institutions. Many of these financial institutions received substantial government-directed financial support or were "bailed out" during the financial crisis of 2008-2010. The failure of Lehman Brothers in September 2008 had a significantly adverse impact on those traders that transacted with Lehman Brothers in the OTC markets. There can be no guarantee that similar failures will not occur in the future.

There has been substantial disruption in the OTC derivatives markets related to the market turmoil and failure of certain financial institutions in 2008 and 2009. The vast government intervention during this period also led to considerable uncertainty among market participants. Although the OTC derivatives markets have since stabilized somewhat, there can be no assurance that the turmoil in the markets will not recur. This disruption and uncertainty could cause substantial losses to a third-party strategy if its OTC derivatives are prematurely terminated, especially due to the default of a third-party strategy counterparty, where payment may be delayed or completely lost.

Risks of Trading Futures on Foreign Exchanges

Certain third-party strategies may trade futures on non-U.S. exchanges. These exchanges are not regulated by any U.S. governmental agency. Such third-party strategies could incur substantial losses trading on foreign exchanges to which they would not have been subject when trading on U.S. markets. In addition, the profits and losses derived from trading foreign futures and options will generally be denominated in foreign currencies; consequently, such third-party strategies will be subject to a certain degree of exchange rate risk in trading such contracts. Exchange rate risk is the risk that a security's value will be affected by changes in exchange rates relative to the U.S. dollar.

Substantial New Regulation of OTC Derivatives Markets

The Dodd-Frank Act includes provisions that seek to comprehensively regulate the U.S. OTC derivatives markets for the first time. As a result of the Dodd-Frank Act, the SEC and the CFTC may also require a substantial portion of derivative transactions that are currently executed on a bilateral basis in the OTC markets to be executed through regulated securities, futures, or swap exchanges or execution facilities and submitted for clearing to regulated clearing houses. OTC trades submitted for clearing will be subject to minimum initial and variation margin requirements set by the relevant clearing house, as well as possible margin requirements, mandated by U.S. securities and futures regulators. The regulators also have broad discretion to impose margin requirements on non-cleared OTC derivatives. Although the Dodd-Frank Act includes limited exemptions from the clearing and margin requirements for so-called "end users," the third-party strategies will not be able to rely on such exemptions. OTC derivatives dealers also will be required to post margin to the clearing houses through which they clear their customers' trades instead of using such margin in their operations, as they currently are allowed to do. This will further increase the dealers' costs, and these increases are expected to be passed through to other market participants in the form of higher fees and less favorable pricing. New requirements resulting from the Dodd-Frank Act may make it more difficult and costly for the third-party strategies to enter into customized transactions. They may also render certain strategies in which the third-party strategies might otherwise engage impossible or so costly that they will no longer be economical to implement.

OTC derivatives dealers and major OTC derivatives market participants will also be required to register with the SEC and/or the CFTC. The third-party strategies or third-party Managers may be required to register as major participants in the OTC derivatives markets. Dealers and major participants will be subject to minimum capital and margin requirements. These requirements may apply irrespective of whether the OTC derivatives in question are exchange-traded or cleared. OTC derivatives dealers will also be subject to new business conduct standards, disclosure requirements, reporting and recordkeeping requirements, transparency requirements, position limits, limitations on conflicts of interest, and other regulatory obligations. These requirements may increase the overall costs for OTC derivatives dealers, which are likely to be passed along, at least in part, to market participants in the form of higher fees or less favorable pricing. The overall impact of the Dodd-Frank Act on the third-party strategies is as yet uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime.

Risks Associated with U.S. Government Obligations

Obligations of the U.S. government and the agencies and instrumentalities thereof are referred to herein as "U.S. Government Obligations." Not all U.S. Government Obligations are backed by the full faith and credit of the United States. For example, securities issued by the Federal Farm Credit Bank or by the Federal National Mortgage Association are supported by the agency's right to borrow money from the U.S. Department of the Treasury under certain circumstances, and securities issued by the Federal Home Loan Banks are supported only by the credit of the issuing agency. There is no guarantee that the U.S. government will support these securities, and, therefore, they involve more risk than U.S. Government Obligations that are supported by the full faith and credit of the United States.

Further, one nationally recognized U.S. statistical rating organization, in August 2011, downgraded the credit rating of long-term U.S. government securities to AA+ from AAA, and other nationally recognized statistical rating organizations have placed U.S. government securities on negative "watch." These events and circumstances could result in further market disruptions that could adversely affect the market for U.S. Government Obligations, as well as other financial markets, on a global basis.

Redemption Risk

A third-party strategy may need to sell its holdings in order to meet redemption requests of participating trusts holding investments in a fund. Such third-party strategy could experience a loss when selling securities to meet redemption requests if the redemption requests are unusually large or frequent, occur in times of overall market turmoil or declining prices for the securities sold, or when the securities the third-party strategy wishes to or is required to sell are illiquid. The third-party strategy may be unable to sell illiquid securities at its desired time or price. Illiquidity can be caused by a drop in overall market trading volume, an inability to find a ready buyer, or legal restrictions on the securities' resale. Certain securities that were liquid when purchased may later become illiquid, particularly in times of overall economic distress.

Risk of Reliance on Industry Research

Certain third-party strategies and their Managers are dependent to a significant extent on information and data obtained from a wide variety of sources to assess the quality of the securities in which they propose to invest, such as financial publications that monitor markets and investments, industry research materials, ratings issued by one or more nationally recognized credit rating agencies to assess the credit quality of securities in which they propose to invest, and other materials prepared by third parties. There may be limitations on the quality of such information, data, publications, research, and ratings, and generally neither Aon Investments USA Inc. nor the third-party strategies' managers independently verify any of the same. For instance, certain asset-backed securities, such as sub-prime collateralized mortgage obligations and securities backed by bond insurance that initially received relatively high credit ratings were, in connection with the credit markets turbulence that began in 2007, subsequently significantly downgraded as the investment community came to realize that there may have been previously unanticipated risks associated with these securities. There is a risk of loss associated with securities even if initially determined to be of relatively low risk, such as in the case of collateralized debt obligations and other structured-finance investments that often are highly complex.

Legal and Regulatory Changes Could Adversely Affect the Third-party Strategy

Regulation of investment vehicles such as the third-party strategies, and of many of the investments a third-party strategy manager is permitted to make on behalf of the third-party strategy(ies) advised by it, is still evolving and therefore subject to change. In addition, many governmental agencies, self-regulatory organizations, and exchanges are authorized to take extraordinary actions in the event of market emergencies. The effect of any future legal or regulatory change on a third-party strategy is impossible to predict but could be substantial and adverse.

Risks of Securities Lending Undertaken by the Third-party Strategy

The third-party strategies, to the extent they are engaged in securities lending, may be subject to the risks associated with the lending of securities, including the risks associated with defaults by the borrowers of securities subject to the securities lending program and the credit, liquidity, and other risks arising out of the investment of cash collateral received from the borrowers.

Restrictions on Redemptions and Payment of Redemption Proceeds

Investors should note that there may be restrictions in connection with the subscription, holding, redemption of, and trading in the third-party strategies units. Such restrictions may have the effect of preventing the investor from freely subscribing, holding, trading, and/or redeeming a third-party strategy unit. For additional information, please refer to each fund's confidential offering memorandum.

Market Disruption Events and Settlement Disruption Events

A determination of a market disruption event or a settlement disruption event may have an effect on the value of the third-party strategies and/or may delay settlement in respect of a third-party strategy unit. The third-party strategies may incur losses from disrupted markets, and other extraordinary events may affect markets in a way that is not consistent with historical pricing relationships. The risk of loss from a disconnect from historical prices is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving.

In addition, market disruptions caused by unexpected political, military, pandemic, and terrorist events may, from time to time, cause losses for an investment portfolio, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. A financial exchange may, from time to time, suspend or limit trading. Such a suspension could render it difficult or impossible for a third-party strategy to liquidate affected positions and thereby expose it to losses.

Other Risks and Conflicts of Interest

Colleagues providing services to advisory and discretionary clients. There are instances where we provide services to an advisory client that transitions to our OCIO solution or where we are engaged to provide only partial OCIO solutions to an advisory client. In such instances, it will be made clear to the client when the person the client is dealing with is acting in a fiduciary capacity and when the colleague is acting in a sales capacity. A colleague who is selling our services that involve the discussion of investing in a security, such as Aon private funds, will have the appropriate registration with the securities regulator to discuss such products and is required to comply with the know-your-client and suitability obligations under applicable securities laws. In addition, colleagues acting in a registered sales capacity are expected to explain their role in relation to being able to advise on the services provided by Aon Investments USA Inc. Also be aware if you have engaged Aon Investment USA Inc. in an advisory capacity, your consultant will not be able to provide independent advice regarding the relative merits of, or ongoing advice for any investment in an Aon private fund, or its affiliate's securities offerings or services; they will provide an introduction to the appropriate registered sale representative to allow a client to make its own informed decision.

OCIO services and investment in Aon's private funds. Because of the wide range of services offered by Aon Investments USA Inc. and its affiliates, we recognize that on occasion there is potential for conflicts of interests to arise between ourselves and our clients. Under certain circumstances we, through our discretionary capacity, invest a client in an affiliated private fund where the issuer of the securities or the other party to the transaction is Aon Investments USA Inc. or a party having a business relationship with us (e.g. AS LLC). We will only exercise our discretion or advise a client to invest in an Aon private fund where such advice is appropriate to the client's investment objectives and circumstances at the time it is given. When acting in our OCIO capacity, we do not benefit financially from assets invested in an Aon private fund since no fees are paid to Aon Investments USA Inc. by the Aon private funds nor do we charge incentive fees, sales commissions, or redemption charges in connection with a client's investment in an Aon private fund. Clients only pay the expenses and managements fees charged by the underlying investment managers in the Aon private funds, expressed in the expense ratios of each Aon private fund.

If a client were to directly invest into an Aon pooled vehicle, we will not include evaluations or recommendations on our pooled vehicles. Where a client directly invests into a pooled fund, independent of our OCIO and pursuant to that client's advisory services, we will charge an investment management fee.

OCIO Decisions. While our Research Team simultaneously disseminates any manager rating changes to all our colleagues, our discretionary portfolio management teams can promptly make changes to sub-advisers in our discretionary client portfolios when our Research Team releases downgraded rating changes on investment managers included in OCIO solutions. There are instances where such third-party investment managers also are managing assets in our advisory client portfolios. When this situation arises, the removal of a manager from our OCIO solutions represents our best thinking regarding the investment manager's capabilities for managing assets in Aon's funds and our client portfolios. Since we do not have discretionary authority over our advisory client accounts, there are times where advisory clients cannot promptly remove downgraded investment managers from its portfolio or the advisory client chooses not to remove an investment manager from its portfolio due to specific client circumstances such as requirements for obtaining board approval or evaluation by an advising client's own investment decision makers. Conversely, some advisory clients can quickly remove managers from their portfolios prior to our OCIO solutions effecting removal from our OCIO funds and client portfolios.

As discussed in Item 6 – Performance-Based Fees and Side-by-Side Management, certain conflicts of interest also arise from the fact that Aon Investments USA Inc. and each sub-adviser may provide consultation or investment management services to other clients, pooled investment vehicles, or separately managed accounts, some of which may have similar or different investment objectives to those of the strategies available in the strategies and funds managed by us. As we manage our client relationships on a customized basis, there may be conflicting investment objectives and risk tolerances among our clients invested in similar investment vehicles.

Risk of Loss of Portfolio Value. Investors should be aware their investment is not guaranteed and understand that there is a risk of loss of value in their investment.

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.

Aon Investments USA Inc. and its management personnel have no reportable disciplinary events to disclose; however, Aon and its business units and affiliates operate throughout the country and are subject to a certain number of lawsuits pending in the ordinary course of its business on a worldwide basis. Details of litigation filed against Aon are available in Aon's annual Form 10-K filing (Note 16) and Aon's quarterly Form 10-Q filing (Note 14). Excerpts of the 10-K and 10-Q filings containing, respectively, Note 16 and Note 14, are available on Aon's website (www.aon.com). Although the ultimate outcome of any such ongoing matters cannot be ascertained, it is the position of Aon that the disposition or ultimate determination of such claims are not likely to have a material effect on the financial position of Aon or any of its business units nor impacts its ability to perform services for the benefit of its clients.

Item 10: Other Financial Industry Activities and Affiliations

Aon Investments USA Inc. shares office space and other resources with its parent company, Aon plc, a publicly traded UK-based corporation. Aon plc is a global provider of risk management, insurance and reinsurance brokerage, and human resources solutions and outsourcing services. These services are provided through direct and indirect subsidiaries. As discussed above in Item 5 – Fees and Compensation, we offer several OCIO solutions to our clients, in conjunction with some services which are offered through various Aon plc affiliated companies. Our arrangements with these affiliates may or may not be material to its advisory business at any one time. Aon Investments USA Inc. and its affiliates refer clients and introduce investment opportunities to each other.

As a result of some of these solutions, certain of our employees hold securities licenses with AS LLC, a FINRA registered broker-dealer and an SEC registered investment adviser, and an indirect subsidiary of our ultimate parent, Aon plc. Interests in the AHGT, DAP, AAF, PCOF and AIF are offered through AS LLC, which is not remunerated for this service. AS LLC often plays several roles when engaging with its clients, including structuring and distribution of securities. On the structuring side, AS LLC advises on the details of a proposed transaction, including the duration, pricing, and terms and conditions of securities. Once structured, AS LLC also sells or distributes the securities to a wide variety of investors (i.e., acts as a placement agent). As part of AS LLC's sale or distribution of securities, AS LLC may meet with Aon Investments USA Inc. clients as potential investors in securities being distributed by AS LLC. Only properly FINRA licensed registered representatives can directly engage in the sales or distributions of Aon funds offered by AS LLC acting as placement agent. We do not receive any commission for any sales of AS LLC distributed securities. Our compensation is derived from asset-based advisory fees based on the AUM of the client's portfolio for its discretionary services regardless of the use of Aon private funds or unaffiliated products/services. Our advisory fees are the direct compensation paid by the client to us as disclosed under the terms of a discretionary investment management agreement.

Aon Trust Company ("ATC") is an Illinois non-depository, state-chartered bank. Aon Investments USA Inc. serves as investment adviser with limited discretionary authority to the CIT, of which ATC is Trustee. We offer the ACIT to certain discretionary defined contribution clients. Additional information on the CIT, its structure and the fees paid to us are available within the CIT's private offering statement.

Townsend Holdings LLC ("The Townsend Group" or "TTG") is an SEC registered investment adviser and serves as a provider of global investment management and advisory services primarily focused on real estate and real assets. TTG also has a UK affiliate, Townsend Group Europe Limited, that is based in the UK and is authorized and regulated by the UK Financial Conduct Authority. We may generally introduce TTG to its prospects and clients when such interests related to real estate or private equity related investment needs. Our employees may receive referral compensation for such introductions should the prospect or client hire TTG.

Participating Affiliates

Aon Hewitt Limited ("AHL") is a UK registered company that has been regulated by the UK's Financial Conduct Authority to provide regulated products and services since September 2011. AHL's main focus is on advising UK pension schemes, trustees, and scheme sponsors on managing pension risks, setting investment strategies, improving member engagement, and providing member administration services. In addition, AHL provides HR and outsourcing services to clients.

Aon Hewitt Inc. offers a range of sophisticated advisory and consulting services in risk control and risk management, reinsurance, and human capital. The Canada Retirement & Investment Consulting organization consists of retirement consultants and actuaries who advise and support organizations in actively managing the risks of their retirement benefit programs. Aon Hewitt Inc. is a wholly owned subsidiary of Aon Canada and part of the Aon group of companies.

Aon Investments Canada Inc. is principally registered with the Ontario Securities Commission (OSC) in the categories of investment fund manager, portfolio manager, and exempt market dealer to provide investment advisory services with or without discretion to institutional investors in its Funds and investment portfolios. Aon Investments Canada Inc. is a subsidiary of Aon Hewitt Inc.

Other Activities

In addition to the above affiliations, several investment management firms we review and recommend to our clients are Aon Investments USA Inc. clients themselves and/or clients of Aon or firms with which Aon may have vendor or other business relationships. We maintain information barriers and other processes to avoid any perceived conflicts of interest associated with our recommendations of firms that may do business with Aon in any capacity. These processes include a core ethical culture emphasizing our fiduciary responsibilities, the diligence and awareness of our senior management team, a review of all client engagements by senior management, and compliance review of personal trading.

We may, in our discretion, delegate all or a portion of our advisory or other functions (including asset allocation decisions on behalf of clients), consistent with client agreements and applicable laws, to any affiliate that is registered with the SEC as an investment adviser or to a Participating Affiliate. To the extent that we delegate our advisory or other functions to any affiliate that are registered as investment advisers with the SEC, a copy of the brochure of each such affiliate is available on the SEC's website at www.adviserinfo.sec.gov and will be provided to clients or prospective clients upon request. Further, our affiliates may serve from time to time as general partners to limited partnerships or co-invest in investments in which advisory clients may also invest.

Aon Investments USA Inc. and its investment advisory affiliates refer clients and introduce investment opportunities to each other. We also contract services for our affiliated Aon companies that are not investment advice-related. Common services that are provided by affiliates fulfill non-investment advisory services such as actuarial services, pension benefit administration, or insurance brokerage. We share clients' confidential information with our affiliates to facilitate the delivery of such contracted services as governed by applicable laws.

Entities affiliated with Aon plc, our ultimate parent company, from time to time serve as general partners of limited partnership or co-invest in funds in which our advisory clients may also invest. These partnerships typically invest in assets in the real estate and real asset markets.

We have entered into intercompany agreements with our investment advisory affiliate, TTG, to perform administrative services necessary for the operation of its products in the real estate, infrastructure, and private credit.

Unaffiliated Third-Party Investment Management Firms

We also provide investment consulting services to investment management firms specific to the employee retirement plans of those firms. We provide these services subject to a competitive bid and pricing process consistent with our sales practices. We do not provide any investment consulting or management services to unaffiliated, third-party investment management firms in relation to the product or services those firms offer to their clients. Specific information regarding our advisory fees is provided in Item 5 – Fees and Compensation.

We conduct periodic reviews of our investment management research database to ensure that recommendations of any investment management firm that also happens to be a client of Aon are not disproportionate to other similar firms.

Commodity Pool Operator and Commodity Trading Advisor

We are registered as a CPO and CTA with the CFTC and are a member of the NFA.

Pooled Investment Vehicles

We serve as the investment adviser to the AHGT and the CIT, which are available to eligible qualified retirement plans and government plans that meet certain requirements.

We also serve as the investment adviser to DAP, AAF, AIF, and PCOF.

Expense Sharing Arrangements

We pay Aon for all expenses incurred by us that relate to the operation of our business, including: costs associated with total employee compensation; supervised persons licenses; rent and utilities; furniture and equipment; computers; and telephones. All such expenses, and allocation methodologies thereof, are governed by an expense sharing agreement between us and various Aon-affiliates. Some of our non-consulting executive officers and directors are also employed in various corporate capacities by Aon or our affiliates, in those entities' capacity as leading providers of a variety of human resource management consulting services, including actuarial and benefit plan consulting services, insurance, communications and management consulting, and benefit plan administration.

Client Investment Committees

From time to time, we serve as a member of a client's Investment Committee with voting rights. To mitigate this potential conflict, we abstain from voting on any issues related to retaining or terminating Aon Investments USA Inc. as a client's investment manager or investment adviser.

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

We have adopted a Code of Ethics and Conflicts of Interest policy expressing our commitment to ethical conduct. Our Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth our procedures related to personal securities transactions of our supervised persons with access to client information. Our officers, directors, and employees may buy or sell securities for their personal accounts identical to or different than those held by our clients. It is our policy that no supervised person shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients. Further, we also may recommend to clients the purchase of shares in mutual funds, exchange traded funds, and Aon's pooled investment vehicles when consistent with the client's investment guidelines and objectives in which Aon or one or more of its employees or affiliates have a financial interest.

To supervise compliance with our Code of Ethics, we require that all Covered Persons, as that term is defined in Aon Investments USA Inc.'s Code of Ethics, provide annual securities holdings reports and quarterly transaction reports to the firm's Chief Compliance Officer. All Covered Persons must acknowledge the Code of Ethics terms at least annually. We require these Covered Persons also to obtain approval from the Chief Compliance Officer prior to investing in any IPOs or private placements.

We require all individuals to act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Our Code of Ethics further includes the firm's policy prohibiting the misuse of material non-public information. Any individual not in observance of the above may be subject to discipline.

We will provide a complete copy of our Code of Ethics to any client or prospective client upon request to the Aon Investments USA Inc. Compliance Department at 312-381-1200.

Item 12: Brokerage Practices

We generally delegate all the trading activity on behalf of our clients to our sub-advisers. We allow the sub-advisers to determine the broker-dealers through which they transact securities. Trade aggregation occurs when the broker is permitted to aggregate a customer's trades with those of other customers. These efficiencies may result in lower trade costs for the customers but may influence the timing of a transaction. The investment managers we select in connection with our discretionary investment consulting services can aggregate customer trades subject to our review of their trading and brokerage practices and subject to them following applicable rules and regulations regarding these practices. We periodically review their adherence to these practices.

From time to time, we recommend broker-dealers to investment advisory clients whose portfolios are managed by a separate investment adviser that is not affiliated with us. There are typically two different scenarios in which we are hired by a pension client to recommend a broker-dealer: (1) to assist pension clients with the transition between investment managers; or (2) to assist pension clients with the funding of new portfolio positions. We solicit and review bids from independent third-party broker-dealers. The specific brokerage needs can vary between each pension client, but the primary factors considered in making final recommendations are typically: (1) the competitiveness of execution rates; (2) the quality of previous executions provided; and/or (3) how efficiently the broker-dealer transitions the portfolios with minimal market impact. Our fees for this service are fully disclosed. We do not receive direct or indirect compensation from any recommended broker-dealers.

Soft-dollar arrangements are those in which brokerage commissions are utilized to pay for services or other benefits that the adviser would have to pay for itself (for example, investment research). We do not have any soft-dollar arrangements and we do not receive any soft-dollar benefits.

On occasion, we advise on a nonqualified executive benefit plan that will utilize variable life insurance products. Our affiliate, AS LLC may serve as the broker on insurance contract (variable life insurance) and the client would pay a commission to AS LLC from the brokerage of these insurance products. These commissions are paid directly to AS LLC and are separate from any fees paid or associated with Aon

Investments USA Inc.'s advisory services. Further, these commissions cannot be used to offset consulting, administration or other fees invoiced by Aon Investment USA Inc.

Item 13: Review of Accounts

For our investment advisory clients, we will negotiate the nature and frequency of client reporting and account reviews with each client. Most commonly, reporting is provided quarterly, but the client may request reports more frequently (monthly) or less frequently, but no less frequently than annually. Additional reviews may be triggered by material market, economic, or political events, or by changes in the client's circumstances. All accounts are reviewed by one of our consultants.

On at least an annual basis, senior management performs reviews of a sample of accounts to evaluate for appropriate investment allocations and other safeguards.

For our discretionary clients, we review client accounts on a regular basis to confirm that allocations are within target ranges and are in adherence with the client's investment guidelines. In addition to monitoring client accounts, we monitor our sub-advisers' adherence to their stated investment guidelines and objectives. We also review any internal research notices issued on the sub-advisers contained in our client accounts to remain cognizant of the sub-adviser's portfolio management and operational activities.

For our model portfolios delivered through the Wealth Management team, we provide updates to the model portfolios as indicated in our investment agreement with the client.

Item 14: Client Referrals and Other Compensation

Affiliate Referrals. From time to time we receive a client referral from certain of our affiliates, such as Aon Risk Services, Aon Consulting Inc., AS LLC, or TTG, all of which are subsidiaries of Aon. In these situations, we compensate the referring consultant for the referral. Actual payment is dictated by the role of the referring consultant and internal Aon organizational compensation policies. Similarly, our employees receive internal compensation for referring prospective or current clients to affiliated Aon businesses. In these situations, referral compensation is paid by our affiliates out of their own assets and is not paid directly by the client. Clients will be charged additional fees beyond our fees for the services provided by our affiliates. The amount of the referral credit is typically a percent of the fees paid by the referred client over a specified period after the referral, with ongoing credit in some cases. While such arrangements raise a conflict of interest consideration for us, compensation policies are structured with the goal to mitigate such conflicts and to comply with applicable law, including regulations and guidance applicable to client portfolios subject to ERISA.

Advisory Client Referrals to OCIO Solutions. Our OCIO Solutions may be an appropriate consideration for certain clients. We have an incentive to recommend that an investment advisory client select OCIO Solutions as an asset manager or OCIO due to additional fees that we receive based on the asset-based fee structure associated with the discretionary assets managed by Aon Investments USA Inc. Further, when appropriate, we introduce TTG's services to our clients. To mitigate this potential conflict of interest, our investment consulting practice will not evaluate or recommend that its clients use our OCIO solutions or The Townsend Group for a discretionary asset management service or investment advice. Further, Aon Investments USA Inc. will not double charge for its services. However, a client may independently choose to consider or employ these solutions pursuant to their fiduciary capacity.

Third-Party Solicitors. We have engaged a non-affiliated, third party to provide background research and initial introductions for some of our solutions. Any payments made are paid solely by us and are not dependent on final client engagement. No client funds are used to pay for this referral assistance.

A limited number of our Covered Persons are associated with AS LLC, an affiliated broker-dealer, and in that capacity may engage in marketing or selling activities with respect to the placement of Aon's private funds. We directly compensate our Covered Persons for successful marketing or selling activities.

Item 15: Custody

Generally, each client appoints a third-party qualified custodian for the client's funds and securities. However, pursuant to SEC custody rules, we are deemed to have custody in limited circumstances involving certain pooled investment vehicle clients for whom we serve in a capacity as general partner, managing member, or a role of similar capacity. In these circumstances, all assets of each such client are held by a qualified custodian, and account statements are delivered at least quarterly directly from the qualified custodian to the independent representative designated by the client to receive such statements on behalf of the client. Underlying investors of the pooled investment vehicle clients also will receive statements from Aon Investments USA Inc. on a monthly basis. We arrange for the pooled investment vehicles to be audited on an annual basis and for the audited financial statements to be delivered to all investors.

Additionally, we are deemed to have custody of certain client accounts because we direct the payment of fees and expenses from such accounts. For these accounts, we arrange for an independent public accountant to conduct a surprise asset verification of the assets annually.

Clients should receive at least quarterly statements from the broker-dealer, bank, or a qualified custodian that holds and maintains the client's investment assets. We strongly urge our clients to compare the account statements or reports we provide with those official statements from the client's custodian records.

Item 16: Investment Discretion

We manage accounts on a discretionary or non-discretionary basis.

When we manage accounts on a non-discretionary basis, we perform our duties in accordance with the investment contract. We generally provide non-discretionary advice through our investment beliefs, including model portfolios, to our investment consulting clients such as endowments, foundations, qualified and ERISA covered retirement plans and public retirement funds.

Generally, when managing accounts on a discretionary basis, via our OCIO Solutions, we provide a service to certain institutional clients' investment portfolios, where we are delegated the authority to hire investment managers, terminate investment managers and rebalance portfolio assets, subject to the client's investment policy statement and other terms outlined in the investment consulting agreement. We select, approve, and monitor these investment managers' strategies pursuant to the client's investment guidelines which, in many cases, are developed with our assistance. We exercise our investment discretion consistent with a client's investment policy, as well as with any investment guidelines or restrictions.

As the discretionary portfolio manager, we execute and deliver all agreements necessary for the investment, and we direct the client-appointed custodian to acquire, hold, sell, transfer, exchange, and dispose of the investments, as applicable.

For certain other discretionary clients, we may enter into agreements with investment managers outside of Aon's private funds. The primary reasons why a discretionary client may not be recommended to invest through the funds are that they don't have sufficient assets to qualify as investors or that the investment alternatives available through the funds do not meet the investing needs of the client.

We also provide a service whereby we have been delegated the authority to oversee the investment management of a portfolio structured to perform similarly to a target date maturity fund. These funds are common in defined contribution (including 401(k)) retirement plans. These funds are designed to reduce risk over time as the investor gets closer to retirement age. These funds are typically named after the "target" retirement year of the plan participant or investor (i.e., the "2025 Fund"). Rather than rely upon one investment manager's investment funds, clients who hire us for this service look for us to assist them in using many of the other funds available for investment in the plan to build a "customized" target date portfolio. We will assist the plan's fiduciary committee with developing the "glide path" or the planned investment strategy of the portfolio and are given discretionary authority to adjust the asset allocation of the portfolio to meet the ranges dictated by the glide path.

We also assist some of our discretionary clients by being given the discretionary authority over private equity investments made by these clients. This discretionary authority is limited to the percent allocation to the private equity class that is dictated in the client's investment policy statements, which allows us to determine which securities and the amounts of securities that are bought or sold in a client's account.

Clients delegate to us the investment authority when they sign a discretionary agreement and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by providing us with written instructions.

Item 17: Voting Client Securities

Where clients provide proxy voting authority to us, and in the discretionary management of its client portfolios, we allocate assets to various sub-advisers who are directly responsible for voting proxies on behalf of our clients consistent with the respective sub-adviser's proxy voting policies and procedures. Each sub-adviser is responsible for exercising voting authority over securities in client portfolios consistent with the client's best interests, which is viewed as making a judgment as to what voting decision (including a decision not to vote) is reasonably likely to maximize total return to the client. Each sub-adviser must maintain proxy voting policies and procedures consistent with SEC Rule 206(4)-6 of the Advisers Act and DOL Interpretive Bulletin 2016-1, where applicable.

Regarding our non-discretionary clients, we do not advise on the manner in which to vote proxies in a client's portfolio. However, from time to time, non-discretionary clients may request guidance on investment decisions related to mutual fund proxies. No opinion will be issued directly related to the manner in which the proxy should be voted by the client. All opinions produced for these purposes will be provided to the client for its evaluation of the proxy merits. The client would be responsible for voting of any proxies issued and the maintenance of any supporting documentation related to its proxy vote.

In the event that we would vote proxies on behalf of the Aon private funds, we may retain a third-party service provider to manage the proxy process, to provide proxy recommendations or guidelines, to cast votes, to respond to client requests for the policy or voting information, and/or to keep and maintain records required under the policy. Sub-advisers will be added or removed from the third-party service as applicable.

General Voting Guidelines

- Sub-advisers with equity holdings are to vote proxies for accounts they manage on behalf of an client in a manner consistent with the sub-adviser's proxy voting policies and procedures and any written instructions from us or our client.
- A sub-adviser must notify us of votes contrary to its general guidelines, votes on non-routine matters, and instances where the sub-adviser refrains from voting during its quarterly reporting to us.
- We expect sub-advisers to vote proxies according to each respective sub-adviser's stated proxy voting policy and in the best interest of shareholders, except when a client's proxy guidelines require specific voting instructions contrary to the sub-adviser's proxy policies.
- Sub-advisers may refrain from voting client proxies in certain circumstances consistent with our Proxy Voting Policy.

Conflicts of Interest

The sub-adviser must have procedures in place to address the mitigation of such Conflicts of Interests. In the case of conflicts of interests arising with a proxy held by a sub-adviser in the Aon private funds, the sub-adviser should vote per their usual policy but notify us so that we may review the identified conflict and provide further guidance, if applicable.

Aon Funds' Voting Guidelines

In those cases where we vote proxies, we will delegate to business management to review the matter being voted on. Votes will be cast in a manner which we believe is in the best interest of fund investors. For matters related to:

- Board of Directors - we will generally vote for directors up for election. However, votes on director nominees will be determined on a case-by-case basis, considering relevant factors.
- Compensation - we will determine on a case-by-case basis the vote that will be taken.

Class Action Claims

From time to time, in its capacity as investment manager to an Aon private fund, we receive notice that such Aon private fund may be eligible to participate in a securities class action claim to recover losses incurred as a result of fraud or other alleged bad act ("Class Action Claim"). We will only pursue Class Action Claims related to Aon private funds, excluding the CIT. Our affiliate, ATC, is responsible for the participation of any Class Action Claims associated with investors in the CIT. We have contracted with a third-party class action service to participate in Class Action Claims for any eligible securities held in an Aon private fund. The third-party service provider will file a Class Action Claim for any and all settlements in which an Aon private fund held positions in or transacted in the securities that are subject to the settlement.

For a copy of our Proxy Voting Policy, please contact the Aon Investments USA Inc. Compliance Department at 312-381-1200.

Item 18: Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. We have not been the subject of a bankruptcy petition at any time during the past ten years.