



Townsend Holdings LLC  
d/b/a  
The Townsend Group

950 Main Avenue, Suite 1600  
Cleveland, Ohio 44113

216-781-9090

[www.townsendgroup.com](http://www.townsendgroup.com)

March 28, 2024

This brochure provides information about the qualifications and business practices of Townsend Holdings LLC d/b/a The Townsend Group (“Townsend”). If you have any questions, about the contents of this brochure, please contact us at 216-430-4690.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. While Townsend is a Registered Investment Adviser, registration does not imply a certain level of skill or training.

Additional information about Townsend also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

This brochure dated March 28, 2024 reflects the following material changes from our last update dated September 30, 2023.

- Assets under management have been updated to reflect most recent calculations.
- Affiliate names updated
- Aon affiliate disciplinary item added

## Item 3 – Table of Contents

1. Cover Page	1
2. Material Changes	2
3. Table of Contents	2
4. Advisory Business	3
5. Fees and Compensation	4
6. Performance-Based Fees and Side-by-Side Management	6
7. Types of Clients	8
8. Methods of Analysis, Investment Strategies and Risk of Loss	8
9. Disciplinary Information	16
10. Other Financial Industry Activities and Affiliations	16
11. Codes of Ethics, Participation or Interest in Client Transactions and Personal Trading	19
12. Brokerage Practices	20
13. Review of Accounts	20
14. Client Referrals and Other Compensation	21
15. Custody	22
16. Investment Discretion	23
17. Voting Client Securities	23
18. Financial Information	23
19. Information for State Registered Advisers	24

#### **Item 4 – Advisory Business**

Who we are:

The Townsend Group (“Townsend”) was founded in 1983 by Terry Ahern and Kevin Lynch. On December 29, 2017, Aon (NYSE: AON) completed its acquisition of The Townsend Group. Townsend is now a wholly-owned subsidiary of Aon, within Aon’s Global Retirement and Investments business segment. Townsend is responsible for Aon’s real asset investments (real estate, timber, agriculture and infrastructure). Aon’s existing real asset teams have joined the Townsend business unit. While the ownership of Townsend changed as a result of this transaction, Townsend’s business relationships and commitments to its clients remain the same. As of May 17, 2022, Terry Ahern retired and was appointed Townsend’s Chairman Emeritus; Anthony Frammartino has assumed leadership of Townsend as President.

Townsend provides a core set of investment skills, exclusively focused on global real estate and real asset classes. Townsend is actively engaged in providing investment management services to its discretionary clients, which includes directing, on its clients’ behalf, the investment of client assets. Townsend also provides investment advice to its non-discretionary clients, which allows clients to invest their own assets after studying Townsend’s recommendations or research. Townsend provides these custom investment solutions to help meet the needs and objectives of its clients’ investment programs using primary funds, secondaries, joint ventures and co-investments, among other types of investment solutions. These custom solutions may also include real assets such as timber, agriculture and infrastructure. Townsend employs a full-time, dedicated team responsible for developing and maintaining a global perspective on these sectors and available opportunities. Headquartered in Cleveland, Ohio, the firm has dedicated Townsend offices in San Francisco, London, and Hong Kong. Two Aon designated offices also house Townsend employees in Chicago and Toronto.

What we do: Townsend specializes in providing continuous and regular supervisory or management services generally limited to real estate related investment products. Examples of such services include, but are not limited to, the following:

1. Assisting clients in developing investment objectives, strategic and investment plans and investment guidelines and restrictions.
2. Assisting clients in implementing their strategic and investment plans by delivering investment recommendations and research (in the case of non-discretionary clients) and by selecting and directing investments (in the case of discretionary clients); in both instances Townsend may also offer advice and/or implement hedging strategies on behalf of such clients.
3. Working with clients to invest in pooled investment vehicles or creating a separate account mandate.
4. Assisting clients in the selection of other investment advisers or third party service providers.
5. Negotiating with the managers of funds or separate accounts to improve fee structures and other business terms for Townsend's clients.
6. Monitoring investment performance and delivering quarterly reports to clients related to (i) investment activity, (ii) investment performance, (iii) portfolio composition, (iv) diversification by

property type and by location and (v) other measurements that are relevant to assessing performance and the composition of the client's real estate portfolio.

7. Meeting with clients periodically to discuss performance and strategy.
8. Performing incidental functions and providing other similar services.

The exact scope of services provided to each client varies depending upon the terms of Townsend's engagement by that client. Recommendations and investment decisions are based on analysis conducted by Townsend's investment professionals. These decisions are supported by Townsend's Investment Committee, which includes nine of Townsend's most senior investment professionals. The Investment Committee reviews and approves all investment decisions at the investment and client-portfolio level. It also conducts formal portfolio reviews on a bi-annual basis. The Committee will review and approve each client investment recommendation for portfolio fit and consistency with strategic goals, and opine on the final deliverable in order to maintain consistency and quality control. In addition, investment recommendations, portfolio strategy decisions, investment planning, portfolio execution, and fund amendments, among other things, will also be reviewed and approved by the Committee prior to a formal recommendation.

How we tailor these services to you: Many of Townsend's services are performed by Townsend's investment advisory and portfolio management staff, under the supervision of Townsend's Investment Committee, which is ultimately responsible for all client strategic planning and investment-related decisions. Among the client matters reviewed by the Investment Committee are strategic plans, manager selection, pooled fund selection, direct investments and portfolio construction. Townsend typically works with the client in developing the client's investment plan, which may include restrictions imposed by the client in certain securities or types of securities.

Townsend's Assets under Management: Townsend provided services on behalf of regulatory assets under management of approximately \$22,118,740,672 consisting of \$17,601,273,621 in discretionary client assets and \$4,517,467,051 in non-discretionary client assets. The contractual arrangements with client accounts comprising the non-discretionary assets under management provide the client with the ability to opt out of or into particular transactions, or provides other ancillary control rights over investment decision-making, depending on the specific client agreement. In each case, should the client continue with the transaction, Townsend is responsible for effecting the purchase or sale. Because Townsend relies on third parties to provide asset valuations, some of these third parties may take more than 90 days after the quarter end to provide such valuations. As a result, the figure above has been calculated using September 30, 2023 figures. If the figure changes materially from September 30, 2023 to December 31, 2023, Townsend will update this brochure.

## **Item 5 – Fees and Compensation**

Compensation and Fees: Fee arrangements are negotiated with individual clients and vary by type and amount depending on the scope of services provided by Townsend. Townsend's clients are generally

required to be “qualified purchasers”, within the meaning of the Investment Company Act of 1940, and “qualified clients” within the meaning of the Investment Advisers Act of 1940.

Clients may pay fees:

1. based on a percentage of assets committed to a client's portfolio managed by Townsend
2. based on a percentage of assets invested in a client's portfolio managed by Townsend
3. based on a percentage of the market value of the client's portfolio managed by Townsend
4. in the form of a retainer
5. based on a percentage of the net profits earned on the investments of such clients, or
6. on a one time basis for the performance of a special project

In some cases, Townsend is compensated using a combination of the methods listed above. On rare occasions, Townsend may provide services to its clients for hourly charges.

How fees are paid: Fees are generally billed to clients quarterly in arrears. For certain funds managed by Townsend, Townsend (or an affiliate) deducts fees from the funds' assets on a quarterly basis in arrears. If clients were to pay fees in advance and Townsend's engagement were subsequently terminated, the client would be entitled to be reimbursed promptly for the unearned portion of any fees, but would remain responsible for fees and any reimbursable expenses incurred prior to termination, or as otherwise specified under the terms of the relevant contract.

Clients may be responsible for the reimbursement or direct payment of certain expenses such as travel or legal expenses incurred for the benefit of the client and brokerage / transaction charges (see Section 12 “Brokerage Practices”). Other expenses that clients and or/private funds have incurred or may incur could include audit fees, fund administration fees, postage and tax services fees. Townsend employs certain personnel to supply fund administration and accounting services for certain clients managed by Townsend. A pro-rata portion of the salaries of such personnel are allocated to the relevant clients. In the case of unconsummated investments, Townsend allocates expenses related to such investments on a case-by-case basis determined by the Compliance Committee. Further, Townsend's fees are generally exclusive of fees charged by any third-party investment manager or property manager, or charges imposed by custodians, brokers or other third parties. Fees and expenses are described in each client agreement or private fund's offering documents and other disclosure materials.

For certain funds managed by Townsend (or an affiliate), some investors may be charged directly, quarterly in arrears, an administrative fee if such investor's effective capital account is below a certain value. Such administrative fees may be paid from such investor's share of any distribution and does not reduce the investor's capital commitment in the applicable fund.

Townsend's employees, affiliates or affiliate's employees may receive compensation in connection with the distribution of funds managed by Townsend. While this incentive could create a conflict for such individuals to recommend these products over others, Townsend typically does not recommend such products to clients. In the occasion Townsend's clients invest in such products, Townsend would not

charge commissions or markups in addition to advisory fees. Certain funds managed by Townsend (or an affiliate) may use third parties for introductory services who may receive a fee from the fund or directly from the clients.

Occasionally certain clients may contract with Townsend to pay quarterly fees based on capital invested versus capital committed. This fee structure may be seen as a potential conflict of interest by incentivizing Townsend to invest the capital at a faster pace in order to more quickly collect on contractual fees, however Townsend effectively mitigates this potential conflict by adhering to a stringent and well established Investment Committee vetting process for all investments regardless of fee structure.

Termination of Services: Contracts between Townsend and its clients generally are terminable by either party without penalty upon 60 days notice or such other agreed upon notice period. If an incentive fee is involved, Townsend may retain the right to share in certain profits generated by its efforts, even after termination. If an engagement requires disproportionate work at the outset, a contract may require that total fees reach a pre-specified level to compensate Townsend for its efforts (which could require a payment on termination if the contract is terminated by the client before expiration of its initial term).

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Performance Based Fees: Certain qualified clients pay Townsend fees based on a percentage of the net profits earned on the investments of such clients (i.e., performance-based fees). Townsend also accepts management fees from separate account clients and private fund clients which are based on a percentage of assets under management. Because of this fee to asset ratio, as the assets increase (or decrease) in value so does the management fee.

Side-By-Side Management: At certain times such performance-based fees could incentivize the adviser to give preference to a client paying performance fees over another that does not. Additionally, performance-based fee arrangements may create an incentive for Townsend to recommend investments which may be riskier or more speculative.

Townsend applies several protections to mitigate conflicts of interest. Townsend maintains a policy regarding Conflicts of Interest and a Code of Ethics that: (i) reminds employees of Townsend's fiduciary duties, which include (among others) a duty of utmost good faith and undivided loyalty and an obligation to provide disinterested advice; (ii) reminds employees and other Townsend representatives of their obligations to Townsend's clients, (iii) memorializes and fosters Townsend's general standards of business conduct and requires compliance with both the letter and the spirit of the federal securities laws, (iv) provides guidance for dealing with certain potential conflicts of interest, (v) requires certain employees to report their personal securities transactions and holdings to Townsend's Chief Compliance Officer or his/her designee in accordance with the Investment Advisers Act of 1940, (vi) requires Access Persons to pre-clear certain securities, (vii) requires employees to report violations and (viii) imposes additional record keeping requirements.

Townsend's Investment Committee process and Allocation Policy provide the framework for vetting all investments at the investment level and again at the client level. This approval process takes into consideration approving the investment recommendation for portfolio fit and consistency with strategic goals, regardless of fee structure.

Allocation Policy: Because many investment opportunities identified by Townsend are likely to be appropriate for a number of clients, Townsend has created an allocation policy established with the goal that clients are treated fairly and equitably on an overall basis and to prevent this potential conflict from materially influencing the allocation of investment opportunities among clients. Townsend attempts to secure a sufficient amount of allocation to satisfy the demand of all discretionary clients; however when the quantity available for purchase is exceeded by the demand, an allocation among discretionary portfolios shall be made in accordance with the policy.

With respect to primary fund investments in pooled funds (i.e., a scheduled closing of a private fund, whether closed end or open end), Townsend's clients are generally subject to allocation determinations that are made by third-party managers of the investments that Townsend recommends. As a result Townsend generally does not make allocation decisions with respect to pooled fund investments unless a unique opportunity is oversubscribed and the underlying manager will not make the allocation decision. In such an event, after considering specific factors set forth below, generally all eligible clients would have their allocations cut back proportionally based on their original indication of interest. These factors include, but are not limited to: (i) the investment parameters of the client, including return objectives, size of the transaction, geographic location, property type, and risk tolerance; (ii) the ability of the client to (a) meet the transaction's timing requirements, including cash availability, and (b) remain flexible in the face of anticipated changes; (iii) specific restrictions of the party offering the opportunity (including restrictions on type or number of investors); (iv) other diversification requirements, such as whether the transaction is complementary to the client's existing portfolio; and (v) contractual, regulatory or tax requirements or restrictions of Townsend, the client and the party offering the opportunity; (vi) general market conditions; and (vii) any other reasonable factor.

If a non-primary fund investment opportunity is made available to Townsend (with Townsend being asked to identify a capital source), that opportunity is generally allocated to specific special situations portfolios that Townsend has been engaged to construct in accordance with the terms of each engagement, which may include contractual priority rights to particular types of non-primary fund investments opportunities. Typically, these investments could include joint ventures, co-investment opportunities, re-capitalizations and secondaries and are collectively referred to as Special Situations. Contractual priority rights are defined within individual investment advisory contracts and could potentially preclude clients with special situation mandates with similar strategy from participation in certain opportunities if demand for the opportunity exceeds the available amount. Townsend has established an Allocation Committee to monitor the allocation process for all transactions where an allocation decision is required.

In the event Townsend's Allocation Committee believes it is impracticable or undesirable to allocate an investment opportunity on a pro rata basis, it will allocate such opportunity via a rotational system.

In these instances, the ultimate allocation decision is formally approved by the Allocation Committee, which may take into account additional considerations it deems appropriate to ensure fair and equitable allocation of investment opportunities. Rotation queues will be maintained for all Special Situations Clients and Discretionary Clients respectively, by the Compliance Department.

In each case above, ERISA caps on commitments by the manager/general partner and other factors may cause ERISA clients to be cut back disproportionately from non-ERISA clients. Townsend may be instructed by a client to review a specific opportunity made available exclusively to it. Such investment opportunities are not subject to an allocation decision by Townsend.

### **Item 7 – Types of Clients**

Townsend typically provides its investment services to:

- Domestic and foreign corporations and similar entities,
- State and municipal pension funds,
- Sovereign wealth funds,
- Foundations,
- Trusts,
- Endowments,
- Privately offered investment vehicles.

Investment Requirements: Townsend generally requires a \$50 million minimum account size for the acceptance of a separate account client, although exceptions may be made depending on the client and the investment strategy. Minimum portfolio size may also differ depending upon whether Townsend's engagement involves discretionary authority. Townsend's clients are generally required to be qualified purchasers, as defined in the Investment Company Act of 1940.

Private funds are U.S. and non-U.S. pooled investment vehicles that are offered to investors in a private offering exemption or in reliance on Regulation S under the Securities Act of 1933, as amended. Private funds typically are excepted from the definition of "investment company" pursuant to Section 3(c)(1), 3(c)(5) or Section 3(c)(7) of the Investment Company Act. Private funds managed by Townsend may require investors to qualify as accredited investors, qualified clients and/or qualified purchasers.

This brochure is not an offer to invest in funds managed by Townsend.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Methods of Analysis: In formulating its investment advice, Townsend takes into account:

1. The merits of each manager's investment strategy in light of economic, market and industry conditions,



2. The cohesiveness and effectiveness of each manager's key team and the quality of its broader organization,
3. The terms and conditions of each investment, which drive a manager's incentives and directly impact investor returns, and
4. A manager's historical returns.

To facilitate its analysis, Townsend has developed a due diligence process through which it collects a variety of information about managers and the investments that they offer through a series of questionnaires and meetings, supplemented by additional due diligence on issues that are, or appear as though they may be, material.

Townsend has developed and maintains a database containing historical and targeted performance information regarding hundreds of private equity real estate funds. Information is collected and processed through a proprietary system developed by Townsend. Townsend believes that its strong presence in the industry allows it to collect and maintain a robust set of data. Information is collected through questionnaires that are provided to managers on a regular basis and when new funds are being offered.

Townsend also collects and reviews a wide variety of materials provided by sources in the real estate industry and by other third parties. These include, among others, materials related to:

1. Economic conditions,
2. Political and market conditions in geographic markets and sub-markets throughout the world,
3. Industry trends,
4. Interest rates and other financing terms, and
5. Statistics related to the performance of different types of real estate assets in different markets (such as vacancy rates and absorption, cap rates, new construction rates, demographic data, etc.).

Townsend also may receive market views and research provided by research teams affiliated with managers in which Townsend may direct investments.

As with all investing, investing in the securities recommended by Townsend involves a risk of loss that clients should be prepared to bear.

Risks Involved with our Methods of Analysis: Certain risks associated with an investment by any client we advise include, but are not limited to:

- *Investment Judgment and Market Risk:* The success of Townsend's investment programs depends, in large part, on correctly evaluating future price movements of potential investments. Townsend cannot guarantee that it will be able to accurately predict these price movements and that its investment programs will be successful or achieve its clients' investment objectives.

- *Financial Markets and Regulatory Change:* The instability pervading global financial markets has heightened the risks associated with the investment activities and operations of funds, including those resulting from a reduction in the availability of credit and the increased cost of short-term credit, a decrease in market liquidity and an increased risk of bankruptcy of third parties with which we work. Market disruptions in recent years and the increase in capital being allocated to funds and other alternative investment vehicles have led to increased scrutiny and regulation over the fund and asset management industry. In addition, the laws and regulations affecting business continue to evolve unpredictably. Laws and regulations applicable to our clients, especially those involving taxation, investment and trade, can change quickly and unpredictably in a manner adverse to our clients' interests.
- *Dependence on Key Personnel:* Successful management of client assets will often depend on the continued employment or availability of certain key personnel at Townsend and the managers with which our clients invest. There is no assurance that such key personnel will remain or be able to carry on their current duties through the terms of the clients' investments.
- *Townsend Co-investment:* In many of its fund vehicles Townsend (or an affiliate) acts as General Partner with its own interest, and in some cases Townsend invests its own additional capital into the fund vehicle. In these cases Townsend has its own investment interest to consider along with the interest of its clients.

Risks Involved with the Securities in which We Invest: Most of Townsend's advice relates to privately-offered securities offered by partnerships that invest in real estate or real estate-related assets, such as debt instruments that are secured by real assets or operating companies (such as hotel chains) that rely heavily on real estate. Some funds that Townsend recommends use private REITs or other non-partnership vehicles for tax structuring purposes. Other clients and funds hedge currency or other instruments. Where appropriate in light of a particular client's investment strategy, Townsend may also recommend third-party managers who purchase and manage individual properties or REIT securities portfolios through separate account relationships. On occasion, Townsend also recommends co-investments or other direct investments when opportunities are presented by third-party managers or the client's mandate entails such services.

The types of investments described above, generally referred to as private equity real estate funds and other similar products ("RE Funds" or "funds"), are subject to various risks, including but not limited to:

- *Private offerings:* An investment in a privately offered commingled fund can be highly illiquid, is speculative and is not suitable for all investors. Investment in privately offered commingled funds is only intended for experienced and sophisticated investors that are willing to bear the high economic risks of the investment. Certain of these risks may include: loss of all or a substantial portion of the investment due to leveraging or other speculative practices; lack of liquidity (in that there may be no secondary market for the security and none expected to develop); volatility of returns; restrictions on transferring interests in the fund; potential lack of diversification and the

resulting elevated risk; absence of information about valuations and pricing; complex tax structures and delays in tax reporting; and less regulation and higher fees than other types of investments including mutual funds.

- *Foreign Investments:* Townsend clients may invest in RE Funds or other products which invest in real estate assets outside the United States. With any investment in a foreign country, there exist certain risks typically not associated with investing in U.S. assets. Such risks include, among other things, fluctuations in currency exchange rates, trade balances and imbalances and related economic policies, and the risk of adverse political or social developments, including nationalization, expropriation of assets, confiscatory taxation, economic or political instability or war.
- *Limited Operating History:* Although the investment professionals of Townsend have experience investing in private equity real estate funds of the type being considered for its clients, newer fund products and real estate funds will have a limited operating history. There can be no assurance that the objectives of the fund will be achieved. It also should be noted that past performance is not a guarantee of future results.
- *Dependence on RE Funds:* The ability of any of Townsend's clients to achieve their stated investment objectives will be highly dependent on the performance of the underlying RE Funds. Fund investments will generally be passive in nature, and, therefore, Townsend will have limited or no ability to control the day-to-day operation, including investment and disposition decisions, of the underlying RE Funds. As a result, the rates of returns to clients will primarily depend upon the results of investment decisions of third parties for which past performance is not a guarantee of future performance.
- *Lack of Management Rights:* Clients and investors will have no opportunity to control the day-to-day operation of Townsend's funds or the funds in which Townsend's clients invest, including investment and disposition decisions. Funds-of-funds managed by Townsend have no affiliation with any underlying RE Fund. Rather they are solely an investor in each fund, typically without special rights or privileges. Investors will have no contractual relationship with, nor any direct legal rights with respect to, any underlying RE Fund in which a fund-of-funds managed by Townsend invests.
- *Risks of Real Estate Investments:* Clients will invest in RE Funds which in turn invest directly in real estate, as well as companies or other entities engaged in various real estate-related businesses. Certain RE Funds will be enhanced return funds and high return funds that invest in non-core real estate assets that entail higher risk. As a result, a client's investment in RE Funds are subject to various risks associated with real estate investing generally, including but not limited to:
  1. *adverse changes in national or international economic conditions, including changes in interest rates;*

2. adverse local real estate market conditions, including real estate values and rental occupancy rates;
  3. the financial condition of tenants, buyers and sellers of properties;
  4. the promulgation and enforcement of governmental regulations relating to land use and zoning restrictions, environmental protection and occupational safety;
  5. the unavailability of mortgage funds that may render the sale of a property difficult;
  6. changes in real estate tax rates and other operating expenses;
  7. changes in demand for certain property types;
  8. environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems as to which inadequate reserves had been established;
  9. uninsurable losses;
  10. quality of maintenance, insurance and management services;
  11. competition based on rental rates;
  12. acts of God and natural disasters; and
  13. other factors beyond the control of Townsend or the RE Funds.
- *Risks Associated with Commercial Mortgage Loans:* Townsend's clients may invest in real estate investments which in turn invest in commercial mortgage loans and other debt instruments. The value of such real estate investment's commercial mortgage loans will be influenced by changes in interest rates, the market demand for loans of certain terms and structures, and the historical rate of delinquencies and defaults experienced on the commercial mortgage loans and the severity of loss incurred as a result of such defaults. The factors influencing delinquencies, defaults and loss severity include:
    1. economic and real estate market conditions by industry sectors (e.g., multifamily, retail, office, etc.),
    2. the terms and structure of the mortgage loans, and
    3. any specific limits to legal and financial recourse upon a default under the terms of the mortgage loan.
  - *Risks of Environmental Liabilities:* The investments made by the RE Funds in which Townsend's clients may invest and may subject such RE Funds to various risks stemming from environmental regulations. Under various federal, state and local laws, ordinances and regulations, an owner or operator of real property may become liable for the costs of removal or remediation of certain hazardous substances released on, about, under or in its property. Environmental laws often impose this liability without regard to whether the owner or operator knew of, or was responsible for, the release of hazardous substances. The presence of hazardous substances, or the failure to remediate hazardous substances properly, may adversely affect the owner's ability to sell or use real estate or to borrow outside funds using real estate as collateral. In addition, some environmental laws create a lien on contaminated property in favor of the government for costs it incurs in connection with the contamination. In addition to clean-up actions brought by federal, state and local agencies and private parties, the presence of hazardous substances on a property may lead to claims of personal injury, property damage or other claims by private plaintiffs.

Should any of the properties in which a RE Fund invests become subject to an environmental liability, such investment will likely negatively impact the returns of the RE Fund and accordingly, the returns of the client.

- *Risks Associated with Mortgages:* RE Funds may use financing when the underlying real estate is purchased, such as a third party mortgage on the property. The terms of the mortgage may depend upon the prevailing mortgage rates at the time of purchase, the ability to obtain a mortgage on the property, and lender-specific requirements, such as additional principal payments or terms and conditions regarding the property. If the loan becomes due before the property is sold, the new mortgage interest rate may be higher than the old rate. Net operating income derived from properties may be volatile, and decreases may result in difficulties in making debt service payments.
- *Uncertainty of Valuation:* Most RE Funds value their assets using a “fair market value” methodology dictated by their organizational documents, and the valuation methods used by different RE Funds will vary. The values of investments as determined under these methods do not necessarily reflect the price at which the investments could currently be sold in an arm’s length transaction. Thus, measuring the performance of a RE Fund prior to the full realization of its portfolio involves substantial uncertainty. This can both limit the ability of a fund’s investors to gauge the fund’s ongoing performance and the ability of Townsend to evaluate the past performance of the managers of prospective RE Funds.
- *Illiquidity of the Investor’s Investments in Funds:* A limited market exists for the securities in which Townsend’s clients will invest, and the transferability of such RE Fund interests generally will be limited under the fund’s governing documents and applicable law. Additionally, withdrawals may be either forbidden or subject to initial lock-out periods, specified times for requests and other limitations, which may prevent an investor from effecting a realization on its investment when expected or desired. RE Funds may also be prevented from making redemptions when the RE Fund is insolvent or would be rendered insolvent if the redemption were made. In the case of closed-end RE Funds, the client generally will hold the fund until its liquidation since an earlier sale, if allowed, may often times be achieved only at a discount.
- *Hedging:* Futures, options, and/or other derivative contracts and/or instruments may be used provided that such investments or contracts are entered into in order to hedge actual or prospective investments, positions or exposures in currency holdings of the client, including for hedging purposes of its interest rate and currency exchange exposure. The costs of hedging transactions will be an expense of the client. It may not be possible to hedge against a currency movement at an attractive price, for example where such movement is widely anticipated. As a result of the client’s hedging policy, Townsend may, nevertheless, be required to enter into such transactions on behalf of the client. These instruments may lower the client’s performance where the covered investment has eventually increased in value due to the covered risk. The client may be obliged to unwind its derivatives position at a loss, where the underlying covered assets have

not yet been disposed of, thus not yet generating the symmetrical gain. The client may also be exposed to the risk of a counterparty defaulting under a derivative contract and therefore exposed to risk of losses in the event of the bankruptcy of a derivative counterparty. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investment or market sectors being hedged. Transactions in over-the-counter derivatives may involve additional risk, as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

- *Taxation:* Investors generally will be allocated a portion of the taxable income of a RE Fund in which they invest, regardless of whether they receive current distributions from such funds. If the distributions from a fund are insufficient, the investors could incur taxable income without a corresponding receipt of cash. Investors are often given the opportunity to elect to reinvest distributions made to them by the fund. A limited partner that so elects to reinvest will therefore not receive any cash to cover taxable income from the fund, unless such limited partner requests a redemption which is also subject to restrictions as discussed above. In addition, there is a risk that certain REITs may fail to qualify for pass-through of income under federal tax law.
- *Liability for Return of Certain Distributions:* Under the laws of many states, investors will generally not incur personal liability for the liabilities and obligations of a fund in excess of their unfulfilled obligation to make capital contributions. However, in the event that a given fund is unable otherwise to meet its obligations, the investors in that fund may be required to repay to the fund or to pay to creditors of the fund distributions previously received to the extent such distributions are deemed to have been wrongfully paid to them (e.g., distributions paid while the fund was insolvent). In addition, the investors may be required to repay to the fund any amounts distributed that are required to be withheld by the fund for tax purposes. Furthermore, the governing agreements often provide that participating investors may be required to return certain distributions. In the case of a fund managed by Townsend, to the extent that the fund is required to return to a RE Fund any distributions made by that RE Fund to the fund, each of the investors will be required to return a corresponding amount of distributions paid to the investors by the fund.
- *Absence of Recourse to the General Partner:* Governing documents often limit the circumstances under which a general partner, manager and their affiliates can be held liable to a RE Fund or a fund-of-funds. As a result, investors may have a more limited right of action in certain cases than they would otherwise have in the absence of this provision.
- *Possibility of Future Terrorist Activity:* The terrorist attacks of September 11, 2001 disrupted the global financial and insurance markets and negatively impacted the global economy in general, increasing many of the risks noted herein. The investments of the RE Funds or the areas in which they are located could be subject to future acts of terrorism. In addition to the potential direct impact of any such future act, future terrorist attacks and the anticipation of any such attacks could have an adverse impact on the U.S. or non-U.S. financial and insurance markets and

economy, thus harming leasing demand for and the value of the RE Fund's investments. It is not possible to predict the severity of the effect that such future events would have on the financial and insurance markets and economy or the RE Funds' properties. These events may have a negative effect on the business and performance results of one or more of the RE Funds' investments or subsequently acquired investments, including increased insurance premiums and deductibles and limiting available insurance coverage for the RE Fund's investments.

- *Insurance May Not Cover All Losses:* Uninsured and underinsured losses could harm the fund-of-funds' or RE Funds' financial condition, results of operations and ability to make distributions to its investors. Various types of catastrophic losses, such as losses due to wars, riots, nuclear reaction, terrorist acts, earthquakes, floods, hurricanes, pollution or environmental matters, generally are either uninsurable or not economically insurable or may be subject to insurance coverage limitations, such as large deductibles or co-payments. In the event of a catastrophic loss, the fund-of-fund's or RE Fund's insurance coverage may not be sufficient to cover the full current market value or replacement cost of its lost investment. Should an uninsured loss or a loss in excess of insured limits occur, a fund-of-funds or RE Fund could lose all or a portion of the capital it has invested in an investment, as well as the anticipated future revenue from the investment. In that event, a fund-of-funds or RE Fund might nevertheless remain obligated for any notes payable or other financial obligations related to the investment, in addition to obligations to the fund-of-fund's or RE Fund's ground lessors, franchisors and managers. Inflation, changes in building codes and ordinances, environmental considerations, provisions in loan documents encumbering the portfolio properties pledged as collateral for loans, and other factors might also keep the fund-of-fund or RE Fund from using insurance proceeds to replace or renovate an investment after it has been damaged or destroyed. Under those circumstances, the insurance proceeds the fund-of-fund or RE Fund receives might be inadequate to restore the Fund's or RE Fund's economic position on the damaged or destroyed investment.
- *Certain Risks Associated with Cybersecurity:* Investment advisers, including Townsend, must rely in part on digital and network technologies (collectively, "cyber networks") to conduct their businesses. Such cyber networks might in some circumstances be at risk of cyber attacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data, or causing operational disruption.

Cyber attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. Townsend maintains a cybersecurity policy and certain technical and physical safeguards intended to protect the confidentiality of its internal data. Nevertheless, cyber incidents could potentially occur, and might in some circumstances result in unauthorized access to sensitive information about Townsend or its clients as Townsend does not directly control the cyber security systems of issuers or third party service providers.

- *COVID Risk Factor:* The full extent of the final impact and effects of the outbreak of the COVID-19 on the future financial performance of the Company, as a whole, and, specifically, on its investments, real estate acquisitions, construction and tenants of real estate properties remain uncertain at this time. The impact still depends on future developments, including, among other factors, the repeat duration and spread of the outbreak, along with related travel advisories and restrictions, the recovery time of the disrupted supply chains, the consequential staff shortages, and production delays, and the uncertainty with respect to the accessibility of additional liquidity or to the capital markets. The outbreak could have a continued adverse impact on economic and market conditions and trigger a period of global economic slowdown. The continual development and fluidity of this situation precludes any prediction as to the ultimate adverse impact of COVID-19.

All potential factors remain uncertain, not reasonably quantifiable, nor estimable at the time of this filing. Below are an illustrative but not exhaustive itemization of potential adverse consequences:

- Continued orders given that may prohibit the removal of tenants for failure to pay rent, which can result in tenants occupying rented space without income generated for our funds and investments. As a result, properties revenue and cash flow are uncertain as the status of rental payments and the amounts the tenant base can actually pay are uncertain.
- Properties that are mortgaged may suffer defaults, while other mortgages may not if a property owner temporarily halts evictions depending on legislative incentives.

The impact of COVID-19 on the exit strategy for property owners remains not known. Buyers who were previously in the market may exit, others may enter, so the total impact on buyer pools may decrease, temporarily or long term.

- *Risks regarding Environmental, Social Governance Factors:* Townsend considers ESG factors as potential risks, alongside other elements of an investment strategy and strives to include ESG assessments into the investment decision-making framework. The extent of coverage and reporting on ESG initiatives varies as needed by potential investors/clients. The intent of Townsend's coverage of ESG integration by investment managers is to assist clients in achieving the ESG objectives for their real asset investment portfolio and to provide clients with a comprehensive understanding of each potential investment manager's ESG policies and goals. As each client portfolio components and portfolio goals differ, each ESG Classification and risks also differ.

#### **Item 9 – Disciplinary Information**

Townsend is 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. Townsend did not receive any legal or disciplinary events, but an Aon affiliate has.



The Aon affiliate Aon Investments USA (“AIUSA”) AIUSA and its management personnel have one reportable disciplinary event to disclose. On January 25, 2024 the SEC initiated a settled administrative proceeding against AIUSA. The SEC alleged that AIUSA (i) failed to “adequately investigate” a client’s concerns about discrepancies between historical returns and returns used to calculate a “risk share return rate” used to determine employee contributions to pensions; (ii) made “material misstatements and omissions” to the client about the reasons for reporting discrepancies, and (iii) identified reporting errors but did not fully investigate and disclose the impact of the errors. As a result, the SEC alleged that AIUSA violated Section 206(2) of the Advisers Act, ordered AIUSA to cease and desist from committing or causing any violations or future violations of the referenced section, imposed a censure, required disgorgement and pre-judgment interest of \$542,188, and imposed a civil monetary penalty of \$1,000,000. AIUSA neither admitted nor denied the SEC’s findings. As part of the resolution of this matter, the SEC recognized AIUSA’s remedial efforts and cooperation with the SEC.

#### **Item 10 – Other Financial Industry Activities and Affiliations**

Townsend Group Europe Ltd. is a wholly owned subsidiary of Townsend, is based in London, and is registered and authorised with the Financial Conduct Authority as an investment adviser.

Some affiliates of Townsend serve as the general partners of certain funds listed in response to Item 7(B) of Part I of Form ADV.

Townsend may share resources with its parent company, Aon plc, a publicly traded corporation based in Ireland. Aon plc is a global provider of risk management, insurance and reinsurance brokerage, human resources solutions and outsourcing services. These services are provided through direct and indirect subsidiaries.

Aon Securities LLC, an indirect subsidiary of our ultimate parent, Aon Plc, is a broker-dealer registered under the Securities Exchange Act of 1934 as amended, and is a member of the Financial Industry Regulatory Authority (“FINRA”). Aon Securities LLC is also registered with the Securities and Exchange Commission as an investment adviser.

Aon Investments USA Inc. is an investment adviser registered with the Securities and Exchange Commission, and, like Townsend, is a wholly owned subsidiary of Aon Consulting, Inc.

Aon Trust Company LLC (“ATC”) is an Illinois nondepository, state-chartered bank.

Aon Advantage Funds LLC (“AADF”) is an SEC registered investment adviser and provides investment advice and management to privately placed investment funds primarily focused on intellectual property backed loan strategies. These investment funds may be offered to U.S. and non-U.S. institutional investors.

Aon Solutions U.K. Limited (“ASUKL”) 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. ASUKL’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, ASUKL provides HR and outsourcing services to clients.

Aon Solutions Canada 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 is a wholly owned subsidiary of Aon Canada.

Aon Investments Canada Inc. (AIC") 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 Solutions Canada Inc.

Aon Securities Investment Management Inc. ("ASIM") is principally registered with the Ontario Securities Commission in the categories of portfolio manager and commodity trading manager to provide investment advice and portfolio management services to institutional investors. ASIM is a subsidiary of Aon Group Holdings International 1 B.V.

Aon Investments Limited ("AIL") is a UK registered company that is regulated by the UK's Financial Conduct Authority to provide investment services since October 2007. AIL offers investment consulting services to the trustees and sponsoring employers of UK pension schemes. AIL also provides a full range of delegated investment solutions for UK pension schemes in both the defined benefit and defined contribution landscapes.

Townsend has entered into intercompany agreements with its investment advisory affiliate, Aon Investments USA Inc. to perform administrative services necessary for the operation of their products in real estate, infrastructure, and private credit.

Townsend has entered into an agreement with Foreside Fund Services, LLC (Foreside). Foreside is a broker-dealer registered under the Securities Exchange Act of 1934 as amended, and is a member of the Financial Industry Regulatory Authority ("FINRA"). Foreside services to Townsend include the licensing of certain Townsend employees as registered representatives as well as the Marketing Activities of those registered representatives.

Townsend and its management persons are not registered or in the process of registering as a futures commission merchant, commodity pool operator, commodity trading adviser, or an associated person of any of these.

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

Code of Ethics: Townsend has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics:

1. Reminds employees and other Townsend representatives of their fiduciary obligations to Townsend's clients,
2. Memorializes and fosters Townsend's general standards of business conduct and requires compliance with both the letter and the spirit of the federal securities laws,
3. Provides guidance for dealing with certain potential conflicts of interest,
4. Requires Access Persons to report certain personal securities transactions and holdings to Townsend's Chief Compliance Officer or his/her designee in accordance with the Investment Advisers Act of 1940,
5. Requires Access Persons to pre-clear certain securities,
6. Requires employees to report violations, and
7. Imposes additional record keeping requirements.

A copy of Townsend's Code of Ethics is available to clients or prospective clients upon request.

Adviser Interest in Investment Products: Townsend may have the following interest in investment products which it may recommend to clients:

1. Townsend acts as investment manager for investment partnerships that are identified in Part I of its Form ADV. An affiliate of Townsend may also serve as the general partner of those limited partnerships. These limited partnerships often invest alongside Townsend's other clients. Therefore, some of Townsend's related persons indirectly buy or sell (through the limited partnerships that Townsend manages) securities that are recommended to clients. Depending on the type of investment being made and the particular needs of different clients, recommendations to clients may not always be made at the time that limited partnerships managed by Townsend acquire an interest.
2. Townsend directors, officers, employees and related persons may also directly invest in or alongside securities that are recommended to clients.
3. Townsend may waive certain fees in return for an interest in certain of its fund products.
4. Under certain circumstances Townsend may convert its general partnership interest to limited partnership interest in certain of its fund products.
5. An affiliate of Townsend may serve as the general partner of a private fund advised by Townsend and in which a client may invest.

Controls to manage conflicts of interest: Townsend applies several protections to mitigate conflicts:

Investments that Townsend recommends generally constitute "limited offerings" under the Securities Act of 1933, as amended. As a result, Townsend's supervised persons generally do not qualify for such

investments. While generally permitted, any such investment by a Townsend related person is subject to pre-approval under Townsend's Code of Ethics. Additionally, such transactions must be reported on required trading and holding reports in accordance with Townsend's Code of Ethics. Industry related investments by Townsend related persons are subject to additional analytics and approvals of the Townsend Compliance Committee.

Townsend maintains an Insider Trading Policy to help ensure compliance with applicable securities laws. In addition, Townsend maintains a Policy Regarding Conflicts of Interest and a Code of Ethics that: (i) reminds employees of Townsend's fiduciary duties, which include (among others) a duty of utmost good faith and undivided loyalty and an obligation to provide disinterested advice; (ii) reminds employees and other Townsend representatives of their obligations to Townsend's clients, (iii) memorializes and fosters Townsend's general standards of business conduct and requires compliance with both the letter and the spirit of the federal securities laws, (iv) provides guidance for dealing with certain potential conflicts of interest, (v) requires certain employees to report their personal securities transactions and holdings to Townsend's Chief Compliance Officer or his/her designee in accordance with the Investment Advisers Act of 1940, (vi) requires Access Persons to pre-clear certain securities, (vii) requires employees to report violations and (viii) imposes additional record keeping requirements.

See Item 6, page 6 for additional controls concerning Investment Committee process and Allocation Policy.

#### **Item 12 – Brokerage Practices**

Due to the fact that most of Townsend's advice relates to privately offered securities in partnerships that invest in real estate or real estate related assets, Townsend generally does not arrange trades with any broker or dealer. Occasionally Townsend may recommend the purchase of a secondary interest in a privately offered security being offered by a third party intermediary, or may utilize a third party intermediary to sell a secondary interest in a privately offered security on behalf of a Townsend client. In such cases, the relevant client may be required to pay a fee to the third party intermediary offering the interest on behalf of a seller or selling the interest on behalf of the client. If it were necessary to engage a broker-dealer, Townsend may permit the client to direct the brokerage, in which case Townsend may be unable to achieve the most favorable execution of the client's transaction. The result of this could be more costs and / or less favorable prices for the client.

While Townsend does not engage in practices generally considered "cross trading" and does not engage in trades of securities between itself (or a subsidiary) and its clients, on rare occasion Townsend may believe a transfer of interests between clients is advantageous for the clients involved and will facilitate a transfer if conditions are met. Townsend does not accept fees or commissions of any kind for arranging such transfers.

Townsend often aggregates the purchase and sale of securities for multiple client accounts. Townsend is in the position to better negotiate the pricing and obtain efficiencies on a privately offered security when client investments are aggregated.

### **Item 13 – Review of Accounts**

Review of Reports: Townsend conducts a review of client accounts on a periodic basis. Each quarter, Townsend’s Investment Performance System (“TIPS”) generates a performance measurement flash report (“flash report”) that summarizes the following for most client accounts that receive investment management services:

1. Funding status
2. Performance
3. Cash flow activity
4. Property type and location diversification
5. Other measurements that are relevant to assessing performance and composition of a client’s portfolio

Performance data is collected at the individual investment level from the investment managers themselves. The performance data information is reviewed by Townsend’s performance measurement department, and analyst or associate assigned to the client team, and further reviewed by a senior investment staff member assigned to the client.

Client accounts are reported at the investment level, composite level and total client portfolio level within the flash reports. Preliminary flash reports are typically generated 60 days following the end of each quarter. Full flash reports and a performance review of the client account are typically generated 90 days following the end of each quarter and then subsequently delivered to clients. Performance reviews of client accounts are conducted by at least one analyst or associate and at least one senior investment staff member, with the assistance of Townsend’s performance measurement department. The results of these reviews are delivered in writing to clients quarterly, with an annual review delivered after the end of the fourth quarter.

In addition to the quarterly reporting described above, any time a new investment decision is considered, Townsend conducts additional reviews to ensure that the proposed investment will meet the client’s needs in light of (i) its strategy, (ii) applicable guidelines and restrictions and (iii) the composition of its existing portfolio. These reviews are performed by at least one investment professional that is responsible for the client, and are considered as part of any investment decision.

Finally, at least one senior investment staff member and at least one analyst or associate monitors each client’s portfolio on a continuing basis including significant events (acquisitions, dispositions, financings, turnover of key manager personnel, etc.).

### **Item 14 – Client Referrals and Other Compensation**

On occasion Townsend may compensate individuals or firms for client referrals in accordance with Rule 206(4)-1 (Marketing Rule) under the Investment Advisers Act of 1940. Such compensation generally occurs in three select instances:

*Employees and Affiliates:* Townsend may compensate its (or an affiliate's) employees or affiliates for client referrals. Where necessary these employees and affiliates will either be an associated person of a registered broker or will themselves register as a broker.

*Third Party Firms or individuals:* Townsend is a party to agreements for the furnishing of introductory services with certain third-party firms who may introduce to Townsend certain potential investment advisory clients who would qualify as "qualified purchasers" as defined in the Investment Company Act of 1940 and "accredited investors" as defined in Regulation D under the Securities Act of 1933 and/or "qualified clients" as defined under the Investment Advisers Act of 1940.

*Co-Managed or Separately Managed Feeder Funds:* Certain feeder funds that invest in private funds managed by Townsend may be managed by unaffiliated third parties who act as the general partner or manager of the feeder fund and who may receive a portion of the management fee and/or the incentive allocation. These feeder funds may also have agreements with unaffiliated third parties to introduce investors to the feeder funds.

Townsend may receive incidental benefits from third-party managers, including, but not limited to, free attendance at conferences or seminars sponsored by such managers, attendance at advisory board meetings, travel, hotel and/or meal accommodations. Townsend also may receive market views and research provided by research teams affiliated with managers in which Townsend may direct or recommend investments. While the receipt of such incidental benefits may create a potential conflict of interest with respect to the selection of or allocation of assets to such manager, Townsend does not believe that the receipt of such incidental benefits creates a material conflict of interest because it does not take into account such incidental benefits when selecting or allocating assets to managers.

Townsend and its investment advisory affiliates may refer clients and introduce investment opportunities to each other.

Townsend's employees, affiliates or affiliate's employees may receive compensation in connection with the distribution of funds managed by Townsend. While this incentive could create a conflict for such individuals to recommend these products over others, Townsend typically does not recommend such products to clients of Townsend. In the rare occasion Townsend's clients invest in such products, Townsend would not charge commissions or markups in addition to advisory fees. When Townsend or an affiliate recommends such products to clients, AON may earn additional revenue from such investments.

#### **Item 15 – Custody**

While it is Townsend's practice not to accept or maintain physical possession of clients' assets, Townsend or an affiliate may be deemed to have custody of the assets of certain fund clients under Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended. In accordance with Rule 206(4)-2 under the Advisers Act, audited financial statements are furnished annually to all investors in funds managed by Townsend. Such investors may also receive quarterly unaudited reports or commentary regarding such fund. Clients

are urged to carefully review all statements and contact Townsend if they have any questions. As a client, you may receive account statements both from Townsend and directly from a bank or other qualified custodian. You should carefully review all of the statements you receive and compare those statements you receive from Townsend against those you receive from the bank or other qualified custodian. Comparing all statements will enable you to determine whether transactions involving your account, including the deduction of advisory fees, have been proper.

#### **Item 16 – Investment Discretion**

Townsend has the authority to determine the type and amount of securities to be bought or sold for its discretionary clients. In each case, Townsend's decision is required to be consistent with the client's investment strategy, investment plan, investment guidelines or other similar documents. Such authority may include restrictions with respect to specific types of securities as instructed by a client. For certain discretionary clients, implementation of such authority requires, in practice, the signature of the client or qualified custodian. Discretionary authority is typically set forth directly in a client's investment management agreement, which may include a limited power of attorney to invest client assets in a manner consistent with the client's investment strategy, investment plan, investment guidelines or other similar documents.

#### **Item 17 – Voting Client Securities**

Townsend generally invests in entities that do not issue proxy votes and therefore the firm does not often receive proxies and is not often called upon to vote proxies. On rare occasions, Townsend is required to vote on securities held by its discretionary clients. On other occasions, Townsend may be designated as a client's Advisory Board Representative for a particular fund. In those circumstances, votes must be cast in a manner that is reasonably determined to be in the best interests of the client that holds the securities or is represented by Townsend on the Board.

In general, the interests of Townsend's clients are aligned on most issues requiring a vote. However, conflicts may arise. For example, Townsend may have the opportunity to vote on whether to allow a fund to exceed a contractually negotiated limit on the amount of capital that the fund is permitted to raise. In that case, it may be in the interest of clients that have not yet invested in the fund to have the cap lifted, while it might be better for the clients already invested in the fund for the cap to remain intact. In such a case, Townsend is required to adhere to the general principle that votes must be cast for the benefit of the security holder and such votes must be approved by Townsend's Investment Committee. Any discretionary client may, by submitting a request to its regular Townsend contact, receive a list of all proxy votes (if any) cast by Townsend with respect to the client's securities. Any client may, by submitting a similar request, receive a copy of Townsend's proxy voting policies.

#### **Item 18 – Financial Information**

Not Applicable.



**Item 19 – Requirements for State-Registered Advisers**

Not Applicable.