

TOWN OF ERIE

REQUEST FOR PROPOSAL

INVESTMENT ADVISORY SERVICES

September 2, 2016



CHANDLER ASSET MANAGEMENT
1875 Lawrence Street, Suite 920
Denver, Colorado 80202
Main: (303) 357-2367
Toll free: (800) 317-4747
info@chandlerasset.com
www.chandlerasset.com



September 2, 2016

Town of Erie
Attention: Steve Felten, Finance Director

Email: sfelten@erieco.gov

Re: Request for Proposal for Investment Advisory Services

Dear Mr. Felten,

On behalf of *Chandler Asset Management*, we are pleased to submit our firm's proposal and present our qualifications to provide investment advisory services for the **Town of Erie**. As you read our proposal and become better acquainted with our firm, you will understand our dedication to serving public agencies, and that Chandler Asset Management is highly qualified to provide the full spectrum of investment services that would benefit the Town.

We believe our long history of helping public entities meet their financial goals highly qualifies our firm to assist the Town meet and exceed all of its investment objectives. We are immensely proud of our 97% five-year client retention statistic, which we attribute to our belief that *"if we do what is right for our clients, our own success will follow"*. In addition, our commitment to providing personalized client service is equal to our commitment to meeting investment objectives, and is based on the following:

We understand your investment perspective. Chandler was founded on the same principles of investment management that guide public agencies. We believe that through effective risk management, we can enhance the potential for higher returns for clients, while maintaining their primary objectives of safety and liquidity, and always in compliance with investment policies and Colorado Revised Statutes.

We are focused on serving the public sector. Based on our conservative investment philosophy, we have built a firm that follows a disciplined, risk-controlled investment approach, and manage over \$12.4 billion in assets nationwide, including approximately \$1.6 billion for public agencies in Colorado as of June 30, 2016.

We are independent. Chandler is owned entirely by our employees, with no possible conflicts with affiliated brokers, insurance companies or banks. We do not answer to a parent company, so we do not compete for resources with other subsidiaries. Customer service is at the heart of all we do.

At Chandler, we see our job as being more than an investment advisor. We are a provider of custom solutions. Our role, as experienced professionals in the field of public sector investing, is to manage not only the portfolio, but also the overall investment program – just as if you had hired us as an internal employee.

As CEO and Chief Investment Officer, I am legally authorized to bind the firm. I certify that all the information provided in our proposal is accurate, firm and irrevocable, and shall be valid for a period of at least 90 days from September 2, 2016.



We encourage you to speak to our client references about why we are the best-qualified firm to provide investment advisory services for the Town of Erie. We welcome the opportunity to speak with you in person about your goals and objectives.

If you have any questions, please contact Scott Prickett, CTP, *Executive Vice President, Portfolio Strategist* or Julie Hughes, *Senior Vice President, Portfolio Strategist*, via email at sprickett@chandlerasset.com and jhughes@chandlerasset.com, respectively or via phone at 303-357-2367.

Sincerely,

CHANDLER ASSET MANAGEMENT

A handwritten signature in blue ink that reads 'Martin D. Cassell'. The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Martin D. Cassell, CFA
CEO, Chief Investment Officer



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Chandler Asset Management

Chandler Asset Management is an SEC-registered investment adviser with a targeted focus on the management of high quality fixed-income portfolios for the public sector. We feel privileged to be stewards of the principal our clients entrust to us, and have, for over 28 years, performed our fiduciary duty with discipline and care. The primary focus for our firm is managing funds for public agencies, like the Town of Erie, who are guided by the objectives of preservation of principal, access to cash, and maximization of investment returns without undue exposure to risk. From our almost three decades of experience providing investment management services, Chandler is a firm that understands firsthand the issues that public agencies face in changing economic conditions.

Chandler is an independent and 100% employee-owned firm. We believe that our ownership structure contributes to our ability to attract and retain the highest quality investment professionals. As an independent firm with no outside business or bank affiliations, Chandler serves our clients without any conflicts or competing demands on best execution or upselling of services.

Since 1988, Chandler has grown to a firm that manages over \$12.4 billion in assets as of June 30, 2016, including almost \$9.8 billion for 122 public agencies. Our goal is to provide best-in-class portfolio management and client service, supported by a scalable infrastructure and a commitment to strong governance, as the firm continues to serve public agencies and other risk-conscious clients across the country. Our mission statement affirms our dedication to *“earn the trust of every client, every day.”*

For over ten years, Chandler has served public agencies in the State of Colorado. As of June 30, 2016, Chandler manages approximately \$1.6 billion in assets for twenty-four Colorado institutional clients, and has professional staff with significant experience serving relationships in the state.

Chandler currently has 29 employees and is headquartered in San Diego. Chandler maintains an office in Colorado located at:

Denver Office
1875 Lawrence Street, Suite 920 Denver, Colorado 80202 Main: 303-357-2367 Toll free: 800-317-4747 info@chandlerasset.com

We believe that through effective risk management, we can enhance clients’ objectives within a framework of safety and compliance with investment policies and all applicable regulations. As a co-fiduciary, we work with clients on every aspect of their investment program, including cash flow analysis and forecasting; investment policy development and review; and analysis of risk and return. We recommend market benchmarks for performance analysis that mirror each client’s profile, provide regular performance reporting, and offer education and training of each client’s staff when requested. Not only investment management, but also investment operations, reporting, client service, and compliance are implemented in a team environment to integrate all aspects of your investment program efficiently and effectively. The result is an investment approach grounded in the management of risk that is customizable for each of our client’s specific objectives and constraints, and has resulted in successful investment programs for entities similar in size and scope to the Town of Erie.

We welcome the opportunity to meet with the Town’s staff in person about your goals and objectives, and how Chandler can assist you with your investment needs. If you have any questions regarding this proposal, please contact us per the below details:



Scott Prickett, CTP
EVP, Portfolio Strategist
sprickett@chandlerasset.com

Julie Hughes
SVP, Portfolio Strategist
jhughes@chandlerasset.com

Chandler Asset Management
875 Lawrence Street, Suite 920
Denver, Colorado 80202
Main: 303-357-2367
Toll Free: 800.317.4747
www.chandlerasset.com

I. Scope of Services

Chandler Asset Management is pleased to offer the Town the following services:

- **Comprehensive Portfolio Management.** Chandler will partner with the Town of Erie to provide full-time investment management pursuant to the prudent investor standard of care required as a co-fiduciary. Team members apply their expertise to structure portfolios designed to achieve our clients' objectives. After establishing appropriate benchmarks in accordance with your objectives and risk profile, we will implement an investment program designed to generate competitive results by:
 - Effectively monitoring and managing portfolio risk;
 - Managing the portfolio in strict compliance with the Town's investment policy and Colorado Revised Statutes;
 - Rebalancing the portfolio as needed to maintain the appropriate risk profile;
 - Applying a proprietary, quantitative and qualitative based credit analysis process to portfolios and potential investments;
 - Using our proprietary Horizon Analysis Model¹ to determine the optimal portfolio structure for the current interest rate and yield curve environment;
 - Working with you to develop reasonable cash flow projections to identify what funds need to be available in the next six to twelve months, and
 - Maintaining an ongoing dialogue throughout our partnership through periodic investment meetings and frequent telephone contact with your staff.
- **Competitive Transactions, Executions, Settlement, and Documentation.** We execute all investment transactions on a competitive basis and document the quotes received. All trades will be settled at your custodian bank using delivery-versus-payment (DVP) procedures.
- **Investment Policy Review.** We understand that an investment policy is crucial to the development and maintenance of a public agency investment program. Our partnership with you will begin with a thorough review of your investment policy. We will recommend updates and revisions as needed. In addition, we will review your investment policy annually to ensure that it is updated as your objectives and cash flow requirements change over time.
- **Cash Flow Analysis and Forecasting.** We recognize that liquidity is second only to safety on our clients' list of objectives. We will review historical balances as well as gain a thorough understanding of your current and expected needs in order to assist with developing and maintaining cash flow forecasts to manage liquidity. Chandler's approach to structuring portfolios is designed to be scalable to changes in your investment program or cash flow needs.

¹ See description of Horizon Analysis Model in Section VII, *Investment Process*



- **Compliance Monitoring.** We will monitor your portfolio to ensure compliance with your investment policy, state laws and any additional directives. A summary report of compliance with your investment policy will be included with your monthly report.
- **Portfolio Accounting and Reporting.** You will receive a monthly report that includes a management summary of portfolio characteristics, policy compliance and performance, as well as full accounting details. Monthly reports are available no later than the third business day following month-end. You will also receive a quarterly report in a format designed to facilitate discussion between our investment personnel and your staff.

Reports will be prepared in accordance with state law and the Governmental Accounting Standards Board (GASB), and are compiled to meet your specific needs. Performance for your portfolio will be calculated and reported in compliance with the CFA Institute's Global Investment Performance Standards (GIPS®).

- **Online Access.** Periodic reports as well as holdings and transaction reports will be available online through our *Chandler Client Portal*, a secure web portal. Details of securities held can be downloaded directly into your internal reports through the portal.
- **Client Education.** Chandler professionals serve as faculty members for national and regional associations, such as the Government Finance Officers Association (GFOA) and the Colorado Government Finance Officers Association (CGFOA). We will provide educational presentations for your staff, management and other officials. Some topics Chandler presented on recently are: *Bond Market 101; Cash Flow, Asset/Liability Matching and Benchmarks; Investment Update – Waiting for Fed Liftoff; Investing in a Low Rate Environment; and Measuring Portfolio Performance.*
- **Communication.** We will keep you fully informed of investment strategies, market conditions and developments that are relevant to your investment program. We will meet with you regularly and frequently, and our investment professionals will also be available by phone during business hours. Chandler's professionals excel at the type of communication required to provide full transparency of your investment portfolio, assisting with translating the details of the entire investment program efficiently and effectively to your staff, the Board, and public at large.

II. Experience

Chandler Asset Management was founded in 1988, by Kay Chandler in response to the pressing need she observed within the public sector, based on her own experiences serving as the Investment Officer for the County of San Diego for eight years, and for the City of San Diego for another two years. Kay recognized that public agencies with limited time and resources could benefit from external professional expertise and technological resources to help manage their investment programs. In 1991, Marty Cassell, Kay's successor on the investment staff of the City of San Diego, joined the firm. Marty now serves as the firm's CEO and Chief Investment Officer.

Their experience as investment officers within large public agencies shaped their perspectives in leading a firm whose sole purpose is to manage public funds, and assist in fulfilling their fiduciary duty. Kay and Marty have carefully assembled a team of professionals well versed in portfolio management, regulatory guidelines and reporting requirements to meet the specialized needs of public agencies.

One of the firm's guiding principles is participation in the development of best practices in the management of public funds. Chandler participates in programs and seminars provided by the Government Finance Officers Association (GFOA), the Colorado GFOA and the CFA Institute.

In addition, Marty Cassell sits on the GFOA's Committee on Treasury and Investment Management. This



committee tracks new developments in cash management and develops best practices for government officials at all levels.

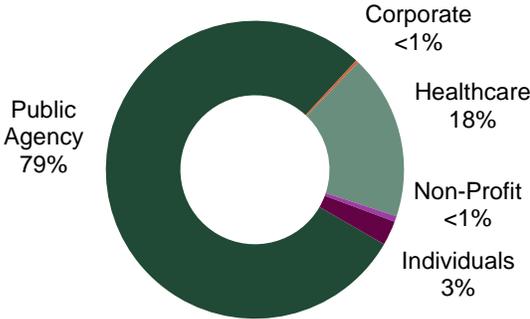
Chandler’s primary focus is to manage investment-grade, fixed income portfolios for risk-averse public agency clients, including cities, counties, healthcare, higher education, public authorities, school districts, insurance funds and special districts.

We provide complete discretionary or non-discretionary investment services for a public entity investment program, including:

- General Revenue Funds
- Bond Proceeds
- Capital Project Funds
- Debt Service Funds
- Reserve Funds
- Post-Employment Benefit Trusts

**Chandler Firm AUM and Client Base
as of June 30, 2016**

Investment Style	AUM (\$MM)*
Custom Cash	1,391
Ultra Short Bond	300
Limited Maturity	2,836
Short Term Bond	4,955
Intermediate Bond	1,755
Core Bond	70
Global Asset Allocation	25
Equity	888
SMA	186
Total	12,407



*Chandler Asset Management assets by investment style as of June 30, 2016

**Chandler Client and Asset Growth
2011 through 2015**

Year	Client Relationships*	Assets Under Management	% of Asset Growth
2015	273	\$11.7 B	+31%
2014	245	\$8.9 B	+27%
2013	193	\$7.0 B	+9%
2012	124	\$6.4 B	+7%
2011	103	\$6.0 B	--

*Includes both institutional and retail client relationships.

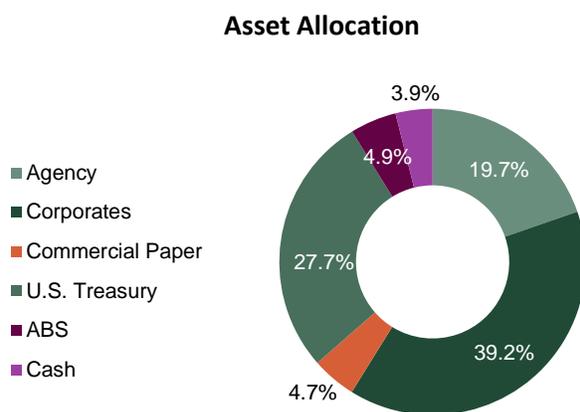


III. Investment Styles and Performance

Chandler develops and implements portfolio strategies that we tailor to meet the exact needs of each client. We group portfolios with similar characteristics into composites for the purpose of computing and reporting GIPS-compliant performance results. GIPS represent an industry wide standard for performance calculation and reporting which facilitates comparison among investment firms.

Chandler Asset Management claims compliance with the Global Investment Performance Standards (GIPS®), and prepares and presents its performance in compliance with these standards. Chandler is independently verified by ACA Performance Services for firm-wide GIPS compliance. A copy of our most recent *Verification Letter* is included in the **Appendix**.

**Ultra Short Term Bond
As of June 30, 2016**



Characteristics

Average Maturity	0.99
Average Duration	0.90
Yield-to-Maturity	0.73%
Average Quality*	AA
Average Coupon	1.21%

*Composite quality based on S&P ratings

Gross of Fees Performance

	One Year	Three Years	Five Years	Ten Years	Since Inception¹
Ultra Short Term Bond	0.99%	0.70%	0.62%	1.97%	4.37%
<i>BAML Blended 0-3 Year US Treasury Index</i>	<i>0.73%</i>	<i>0.50%</i>	<i>0.42%</i>	<i>1.72%</i>	<i>3.91%</i>

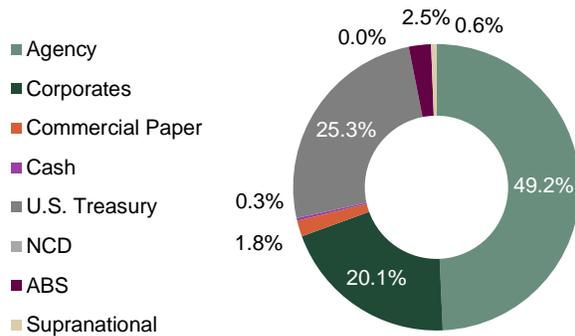
¹**Inception date 11/30/88.** Please see the GIPS Disclosures in the **Appendix**. Past performance is not indicative of future results. The composite characteristics and asset allocation are supplemental information under GIPS and supplement the composite presentation herein. Performance is presented gross of investment management fees. Gross performance does not reflect payment of advisory fees and other expenses. Adviser fees are disclosed in Form ADV, Part 2A. Performance for periods greater than one year is annualized.

(continued, next page)



**Limited Maturity
As of June 30, 2016**

Asset Allocation



Characteristics

Average Maturity	1.84
Average Duration	1.76
Yield-to-Maturity	0.75%
Average Quality*	AA+
Average Coupon	1.23%

*Composite quality based on S&P ratings

Gross of Fees Performance

	One Year	Three Years	Five Years	Ten Years	Since Inception¹
Limited Maturity	1.57%	1.21%	1.09%	2.83%	4.95%
<i>BAML 1-3 Year US Treasury Index</i>	<i>1.30%</i>	<i>0.98%</i>	<i>0.81%</i>	<i>2.46%</i>	<i>4.65%</i>

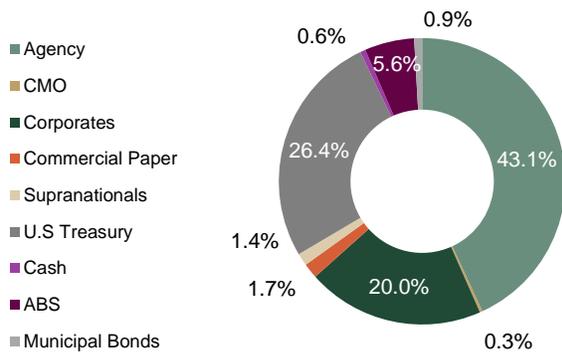
¹**Inception date 9/30/88.** Please see the GIPS Disclosures in the **Appendix**. Past performance is not indicative of future results. The composite characteristics and asset allocation are supplemental information under GIPS and supplement the composite presentation herein. Performance is presented gross of investment management fees. Gross performance does not reflect payment of advisory fees and other expenses. Adviser fees are disclosed in Form ADV, Part 2A. Performance for periods greater than one year is annualized.

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**Short Term Bond
As of June 30, 2016**

Asset Allocation



Characteristics

Average Maturity	2.62
Average Duration	2.44
Yield-to-Maturity	0.88%
Average Quality*	AA+
Average Coupon	1.40%

*Composite quality based on S&P ratings

Gross of Fees Performance

	One Year	Three Years	Five Years	Ten Years	Since Inception ¹
Short Term Bond	2.48%	1.81%	1.63%	3.47%	4.47%
<i>BAML 1-5 Year US Treasury & Agency Index</i>	<i>2.37%</i>	<i>1.65%</i>	<i>1.41%</i>	<i>3.22%</i>	<i>4.20%</i>

¹*Inception date 9/30/95. Please see the GIPS Disclosures in the Appendix. Past performance is not indicative of future results. The composite characteristics and asset allocation are supplemental information under GIPS and supplement the composite presentation herein. Performance is presented gross of investment management fees. Gross performance does not reflect payment of advisory fees and other expenses. Adviser fees are disclosed in Form ADV, Part 2A. Performance for periods greater than one year is annualized.*

IV. Professional Staff

Chandler believes in a customized approach with direct, in person, access to the portfolio management team members responsible for the investment program. Our investment professionals work closely with our client service, operations and compliance professionals to ensure you receive world-class client service, while adhering to your investment guidelines. There will always be professionals available who are knowledgeable about your portfolio management needs, during and after market hours. The Town will have direct face-to-face, phone and email interactions with the portfolio managers in addition to the rest of the Investment Management team.



Scott Prickett, CTP
EVP, Portfolio Strategist
29 years Public Funds
experience



Julie Hughes
SVP, Portfolio Strategist
23 years Public Funds
experience



Ned Connolly
SVP, Relationship
Manager
32 years Public Funds
experience



Stacey Alderson, CTP
Client Service
Manager
18 years Public Funds
experience



Julie Hughes and **Scott Prickett** will be the Town's primary contacts for their portfolio management needs. They are supported by Chandler's client service and marketing teams in providing responsive service and follow-through to completion for any pressing or immediate needs of the Town or its staff. **Ned Connolly** and **Stacey Alderson** will support Julie and Scott in a client service capacity. All of the above professionals assigned to the Town are located in Chandler's Denver office, and are available as local resources and to attend in-person meetings.

Chandler's Investment Management Team includes:

Investment Professionals

Professional	Responsibility	Industry Experience	Firm Tenure
Marty Cassell, CFA CEO, Chief Investment Officer	Chief Investment Officer, Firm Oversight	1987	1991
Ted Piorkowski, CFA SVP, Portfolio Manager	Portfolio Management, Research, Credit Analysis and Trading	1987	1999
Jayson Schmitt, CFA EVP, Portfolio Manager	Portfolio Management, Research, Credit Analysis and Trading	1994	1995
William Dennehy II, CFA EVP, Portfolio Manager	Portfolio Management, Research, Credit Analysis and Trading	1992	2011
Scott Prickett, CTP EVP, Portfolio Strategist	Portfolio Management, Research, Credit Analysis and Trading	1987	2014
Julie Hughes SVP, Portfolio Strategist	Portfolio Management, Research, Credit Analysis and Trading	1993	2014
Jeff Probst, CFA VP, Portfolio Manager	Portfolio Management, Research, Credit Analysis and Trading	2010	2012
Genny Lynkiewicz, CFA VP, Portfolio Manager	Portfolio Management, Research, Credit Analysis and Trading	2000	2015
Shelly Henbest VP, Credit Analyst	Research and Credit Analysis	2000	2009
Webster Grouten III Portfolio Management Associate	Portfolio Management Support	2010	2012

For more details on Chandler's professionals, please see the *Professional Biographies* included in the **Appendix**.



V. Representative Client List and References

Chandler manages twenty-four (24) separately managed accounts for Colorado institutional relationships totaling \$1.6 billion in assets under management.*

Sample Clients

- Adams County
- City of Boulder
- Town of Breckenridge
- Colorado Springs Utilities
- City & County of Denver
- Denver Housing Authority
- Donala Water and Sanitation District
- E-470 Public Highway Authority
- Eagle River Water Sanitation District
- City of Lakewood
- City of Louisville
- Town of Parker
- Parker Water and Sanitation District
- Plaza Metropolitan District
- Poudre School District
- Routt County
- South Metro Fire Rescue
- University of Denver
- City of Westminster
- Woman Creek Reservoir Authority

**As of June 30, 2016. A listing of the firm’s clients in the State of Colorado, shown in alphabetical order. This list only includes clients that have given permission to be listed. Includes discretionary and non-discretionary relationships. It is not known whether the listed clients approve or disapprove of Chandler Asset Management or the services provided.*

Client References

We are pleased to provide the following client references for the Town of Erie:

Client	Contact	AUM*	Length of service
City of Louisville 749 Main Street Louisville, Colorado 80027	Kevin Watson <i>Finance Director</i> Ph: (303) 335-4505 kevinw@louisvilleco.gov	\$28.2 M	2014-present
Denver Housing Authority 777 Grant Street Denver, Colorado 80203	Nichole Ford <i>Chief Financial Officer</i> Ph: (720) 932-3160 nford@denverhousing.org	\$30.9 M	2015-present
City of Westminster 4800 W 92 nd Avenue Westminster, Colorado 80031	Rachel Price <i>Financial Analyst</i> Ph: (303) 658-2441 rprice@cityofwestminster.us	\$212.2 M	2015-present



<p>Poudre School District 2407 LaPorte Avenue Fort Collins, Colorado 80521</p>	<p>Kera Badalamenti <i>Controller</i> Ph: (970) 490-3114 kbadalam@psdschools.org</p>	<p>\$39.8 M</p>	<p>2014-present</p>
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*Chandler Asset Management AUM as of June 30, 2016.

VI. Reporting and Client Service

Chandler Client Portal

Our industry-leading *Client Portal* is one of the tools Chandler offers to its clients to assist them in their fiduciary duty, giving them transparency of their portfolio and allowing them to integrate data into their own internal reporting systems. The secure client portal offers online access and the ability to download daily transactions and holdings, as well as historical monthly and quarterly statements and reports. Reports can be downloaded from the *Client Portal* in Excel format which can then be mapped to your internal reporting requirements. Access to the *Client Portal* is available to individuals selected by the client during the onboarding process.

Client Reporting

Reports will be prepared in accordance with state law and the Governmental Accounting Standards Board (GASB), and are compiled to meet your specific needs. Chandler Asset Management claims compliance with the Global Investment Performance Standards (GIPS®), and prepares and presents its performance in compliance with these standards. Chandler is independently verified by ACA Performance Services for firm-wide GIPS® compliance.

Chandler utilizes the software of PAM for Investments, a State Street Company to perform investment accounting and reporting. Using PAM as the investment book of record for our clients, we generate comprehensive monthly statements and performance reports, which clients receive no later than the third business day following month end.

Our standard reports currently include:

- Portfolio total rate of return compared to the benchmark return for periods of one month, the most recent quarter, year to date, one year, three years, five years, ten years and since inception
- Purchase yields

The firm marks securities to market in accordance with GASB 31. We provide a GASB 40 report to all governmental clients, which provides the information needed to prepare the required fiscal year-end portfolio risk assessment, and we will be able to assist the Town in drafting the narratives for GASB notes.

We have developed a GASB 72 report which is available by fiscal yearend. The GASB 72, Fair Value Measurement and Application, issued in February of 2015, is a new statement that requires government investments to be measured at fair market value. It also requires disclosures regarding how fair value was measured, what hierarchy the investment fits into and any special valuation processes used.

Monthly Statement – We will provide monthly portfolio accounting and performance statements to you as part of our regular services. Each monthly report begins with a one-page management summary of portfolio characteristics that provides an excellent overview of the portfolio, including performance relative to your selected benchmark(s), followed by a statement of compliance. A detailed asset listing, including cost, book, and market values, a transaction ledger, an earned interest report, and a cash flow report follow the summary page.



Monthly reports are accessible on the *Chandler Client Portal*. You will receive an email notification stating that the statement is available for download no later than the third business day following month-end.

Quarterly Reports – We will also provide quarterly investment reports in a format designed to facilitate discussion between our portfolio managers and your staff. The reports present portfolio characteristics, return, and compliance using graphs, charts, and illustrations in a format that is effective for management, elected officials, and interested members of the public. We propose to provide this report for our regular in-person meetings with you.

Contact with Chandler will occur on a regular basis and can be as extensive as you prefer. Our investment professionals will make frequent calls to update you on market conditions and portfolio adjustments. They will also inquire about any changes in cash flows that might affect the portfolio structure. Our client service staff will work closely with you to review investment policies, assist with custodial relationships and provide investment training among other services.

VII. Portfolio Management

Investment Philosophy

We believe that through effective risk management, we can enhance the potential for higher returns for conservative-minded clients, while maintaining their primary objectives of safety and liquidity.

We implement this philosophy by structuring investment portfolios with the goal of achieving performance that consistently exceeds the returns of a selected market benchmark, while maintaining each client’s risk profile at all times. The result is an investment approach grounded in the management of risk that is customizable for every one of our client’s specific objectives and constraints.

Cash Flow Projections

With an understanding of your cash flow requirements, we work with you to invest your funds to known cash flow dates. For many clients, we implement an approach that segments funds into Liquidity and Reserve components. The Liquidity portfolio is structured to include securities that mature on known cash flow dates, providing sufficient funds for net disbursements over the ensuing six months. Investments of current operating funds will generally be no longer than eighteen months. The Reserve portfolio is designed to enhance earnings and long-term growth.

Segmented Investment Portfolio	
Liquidity Portfolio	Reserve Portfolio
<ul style="list-style-type: none"> ▪ Matching maturities to known expenditures ▪ Money market funds provide a liquidity “cushion” ▪ Money market instruments offer diversification ▪ Commercial Paper, Treasury Bills, Agency Discount Notes 	<ul style="list-style-type: none"> ▪ Targeted generally to a higher duration to match liabilities and enhance the potential to increase earnings ▪ Invest in: <ul style="list-style-type: none"> ▪ U.S. Treasury Securities ▪ U.S. Agency Securities ▪ Corporate Notes ▪ Municipal Bonds

Chandler’s approach to structuring portfolios is designed to be scalable to changes in your investment program or cash flow needs.



Investment Strategy Analysis and Design

Chandler takes a team approach to portfolio management. The Investment Management Committee continuously formulates and reviews our fixed income strategy. We employ a committee system for effective analysis, decision-making and communication. Individuals may generate ideas through their independent research to bring to the entire Investment Management Team or their committee meetings, or one of our committees may collectively source an idea or theme through discussion.

<p>Economic and Market Analysis Committee</p> <ul style="list-style-type: none"> ▪ Economic Outlook ▪ Market Analysis ▪ Develops Interest Rate Scenario Inputs for HAM 	<p>Investment Management Committee</p> <p>Martin Cassell, CFA CEO and Chief Investment Officer</p> <p>Jayson Schmitt, CFA Exec. Vice President, Portfolio Manager</p> <p>William Dennehy II, CFA Exec. Vice President, Portfolio Manager</p> <p>Scott Prickett, CTP Exec. Vice President, Portfolio Strategist</p> <p>Ted Piorkowski, CFA Sr. Vice President, Portfolio Manager</p> <p>Julie Hughes Sr. Vice President, Portfolio Strategist</p> <p>Jeff Probst, CFA Vice President, Portfolio Manager</p> <p>Genny Lynkiewicz, CFA Vice President, Portfolio Manager</p> <p>Shelly Henbest Vice President, Credit Analyst</p> <p>Webster Grouten III Portfolio Management Associate</p>	<p>Quantitative Analysis Committee</p> <ul style="list-style-type: none"> ▪ Reviews Committee Data ▪ Produces HAM Analysis ▪ Produces Quantitative Analysis for all Committees ▪ Improves Model Technology and Methods
<p>Credit Committee</p> <ul style="list-style-type: none"> ▪ Fundamental Credit Analysis ▪ Security Relative Value Analysis ▪ Maintains Approved List 		<p>Sector Committee</p> <ul style="list-style-type: none"> ▪ Sector Valuation ▪ New Sectors Analysis ▪ Develop Valuation Inputs

The **Economic and Market Analysis Committee** focuses on the development of economic inputs and interest rate scenarios for the Horizon Analysis Model, the proprietary tool we employ to develop portfolio structure.

The **Sector Committee** is tasked with sector valuation methodology and evaluation of new instruments and sectors for suitability.

The **Credit Committee** evaluates issuers for inclusion in the Approved Issuer List.

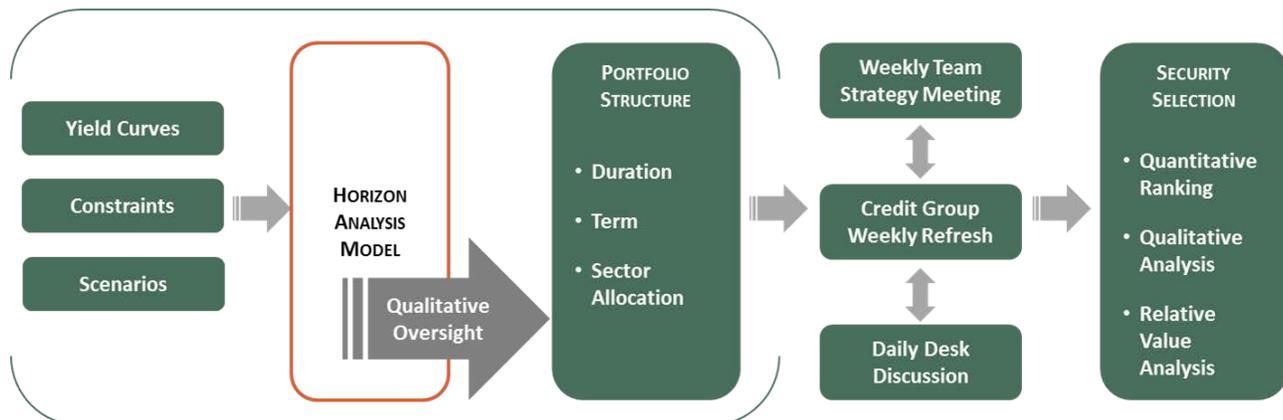
The **Quantitative Analysis Committee** develops and sets the structure for the Horizon Analysis Model and evaluates the Model’s process for improved technology and methods.

VII. Investment Process

The firm employs a rigorous, quantitatively based investment process and is customized for each client portfolio.

Portfolio Construction - The Horizon Analysis Model

Our proprietary *Horizon Analysis Model* is the quantitative foundation of the portfolio construction process. The Model considers a number of factors including investment policy constraints, current yields and future interest rate scenarios in determining the optimal portfolio structure. The Investment Management Team then integrates their research, market insights and experience, providing qualitative oversight of the portfolio structure. This combination of quantitative tools and qualitative oversight allows us to build client portfolios in a disciplined, systematic and repeatable process.



Research Tools and Technology: Chandler devotes considerable resources to enhancing our own in-house capabilities and evaluating research from outside sources, which we incorporate into our own proprietary processes. Some of the primary research sources our team uses for diverse market perspectives and for raw data for our proprietary analytical systems include:

- **Bloomberg:** Chandler uses the Bloomberg System to monitor market activity and security prices in real time, and to execute transactions. Bloomberg’s extensive database is an important resource in our fundamental evaluation of credit quality and relative value.
- **Stone & McCarthy Research Associates:** The independent firm of Stone & McCarthy Research Associates (SMRA) provides a broad macroeconomic analysis, in-depth market commentary, and sector analysis. SMRA’s examination of current economic conditions and projections of future economic scenarios is a major tool for developing the firm’s horizon forecasts.
- **BCA Research:** The independent firm of BCA Research (BCA) provides macroeconomic analysis and insight regarding policy issues that affect the markets. BCA provides unbiased research through both reports and direct access to research staff, which we use to enhance some of our own independent research.
- **Rating Agencies:** We consider Moody’s, Standard & Poor’s and Fitch ratings as a threshold for including securities in our “investable universe”.
- **Credit Sights, ITR Economics, Gimme Credit:** The independent firms of Credit Sights, ITR Economics and Gimme Credit, LLC, continually evaluate the credit markets and provide us with their current analysis and opinions on fluid or developing credit situations within the universe of credit issuers.
- **Interactive Data Corporation (IDC):** Provides daily, independent pricing of securities.
- **TradeWeb, MarketAxess:** We use TradeWeb, MarketAxess and other electronic trading platforms for price discovery, competitive bidding, and trade execution and documentation.
- **Bank of America/Merrill Lynch Fixed Income Indices:** We download characteristics of these indices and their constituent securities as an element in our own analysis of value and risk in the market.
- **Charles River Development System:** The firm utilizes the Charles River Development System (CRD), to ensure portfolio compliance with client objectives, policies, directives and state laws.

The overall investment process results in a disciplined, evidence based set of recommendations that we



provide to our clients.

Credit Review and Security Selection: Chandler conducts credit research in a team environment, with all ten members of the Investment Management Team sharing responsibilities for credit analysis of investment grade debt either independently or as part of the firm's Credit Committee. We employ a proprietary top down/bottom up credit review process designed for identification of stable and improving credits, as well as early detection of weak and deteriorating credits. The top approximately 50% of ranked issuers in the universe become the investable set, subject to further qualitative review by the investment team.

The process begins with research by Chandler's Credit Committee, which is responsible for fundamental macroeconomic, industry-wide and issuer-specific analysis. The Credit Committee typically meets on a weekly basis to discuss specific names and sectors on a rotating basis, discussing each name and sector on a quarterly basis. Each member prepares written research reports and recommendations on individual issuers based on a mosaic of qualitative and quantitative data.

Qualitative screening of securities focuses on relative value, as determined by a number of factors including: historical spreads, current market conditions, market sentiment as measured by credit default swaps and other metrics, and portfolio team judgment. The result is an approved issuer list, with specific security selection from that list based on the greatest relative value. A significant component of the process we use to manage credit risk is diversification by issuer, which we manage on a sliding scale based on credit quality. Specifically, we are willing to hold a larger percentage of the portfolio in the securities of an issuer with an "AAA" rating than in those of an issuer carrying an "A" rating.

All credits are monitored daily and are closely reviewed by the Credit Committee at least quarterly. A team member will monitor the overall news flow on each issuer on our approved list on a daily basis (earnings or press releases, management presentations or conferences, ratings changes, etc.). The information is distributed to the entire investment management team on a daily basis. In the event the fundamentals of the underlying credit change, the Credit Committee may act to add or remove the issuer from our approved credit list under the appropriate segregation.

Periodic Rebalancing

With the passage of time, portfolio characteristics tend to drift away from the desired structure. For that reason, the team reruns the Horizon Analysis Model monthly, and rebalances as market conditions and portfolio characteristics change.

Trading

Chandler will execute approved securities transactions in accordance with our commitment to best execution. As part of this process we seek a broad range of security trading partners that provide a high level of market liquidity and product inventory. A minimum of three quotations is sought and documented on trade tickets, and are reported to clients at the time of execution. The winning seller delivers securities directly to your custodian bank, using standard delivery-versus-payment procedures.



IX. Compliance with Investment Guidelines

Chandler employs a multi-level compliance review process that will ensure that your investments comply with your investment policy, directives as well as Colorado Revised Statutes.

Chandler utilizes the Charles River Development System (CRD) to monitor compliance with client investment guidelines. When we begin our relationship with you, a compliance officer will code each specific element of the law, investment policy, bond covenants and other client directives into the system for each portfolio. Whenever a portfolio manager prepares to execute a transaction, CRD performs an automated pre-trade and post-trade compliance test which precludes execution of trades that would be out of compliance with any element of the investment policy.

We provide a written compliance summary at month's end that will be included in our monthly report to you. Below is a sample of this report.

Compliance with Investment Policy

Assets managed by Chandler Asset Management are in full compliance with Colorado Revised Statutes and with the Client's investment policy.

Category	Standard	Comment
Treasury Issues	5 years maximum maturity	Complies
Agency Issues	5 years maximum maturity	Complies
Municipal Securities	Includes only Revenue and General Obligations; AA/Aa2/AA rated or above by two NRSROs; A/A2/A rated or above by two NRSROs for Colorado Munis; 30% maximum; 5% max issuer; 5 years max maturity	Complies
Supranational	Includes only IBRD and IFC (The World Bank); "AA" or higher by a NRSRO; 5% maximum; 5% max issuer; 5 years maximum maturity; No subordinated obligations	Complies
U.S. Corporate (Medium-Term Notes)	A+/A1/A+ or above by two NRSROs (S&P, Moody's or Fitch) for U.S. corporates; 50% maximum and 5% max issuer (total in corporate and bank securities); 5 years max maturity; No subordinated debt	Complies
Corporate (Medium-Term Notes) Non-U.S.	AA-/Aa3/AA- or above by two NRSROs (S&P, Moody's or Fitch) for securities denominated in U.S. dollars and issued by a corporation or bank that is not organized or operated within the U.S.; 50% maximum and 5% max issuer (total in corporate and bank securities); 3 years max maturity for USD denominated Non-U.S. corporates; 5% per country; No subordinated debt.	Complies
Commercial Paper	A1/P1/F1 or equiv by two NRSROs; A+/A1/A+ or better by each NRSRO (S&P, Moody's or Fitch), if issuer has senior debt outstanding; 50% maximum and 5% max issuer (total in corporate and bank securities); 270 days max maturity; Issuers must have \$250 million program in place; No subordinated securities.	Complies
Bankers Acceptance	A1/P1/F1 or equiv by two NRSROs; A+/A1/A+ min by each NRSRO (S&P, Moody's or Fitch), if issuer has senior debt outstanding; 50% maximum and 5% max issuer (total in corporate and bank securities); 180 days max maturity; Issued by a state of national bank with combined capital and surplus of at least \$250 million; No subordinated securities.	Complies
Money Market Fund	AAA/AAA/AAA/V-1 by one NRSRO (S&P, Moody's or Fitch)	Complies
Certificates of Deposit (CDs)/Time Deposit (TDs)	FDIC insured or collateralized by Public Deposit Protection Act (PDPA) or Savings and Loan Association Public Deposit Protection Act (SLAPDPA); Issuers shall have a Thomson Reuters Bank Insight rating of at least 20 at the time of purchase if the deposit exceeds FDIC insurance; 5 years max maturity	Complies
LGIP	CRS 24-75-701; Not used by Investment Adviser	Complies
Repurchase Agreements	180 days max maturity; Collateral's maturities should be less than 10 years; Not used by Investment Adviser	Complies
Prohibited	Mortgage backed securities	Complies
Prohibited	Derivatives	Complies
Prohibited	Subordinated debt	Complies
Weighted average maturity	3 years	
Maximum maturity	5 years maximum maturity	Complies

This sample report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. Elements of the Compliance Report are representative of investment guidelines promulgated by State Law or the entity's investment policy.



X. Fee Schedule

Chandler would be pleased to provide comprehensive investment management services to the Town in accordance with the following fee schedule:

Proposed Fee Schedule for The Town of Erie

First Two (2) Years

Assets Under Management	Annual Asset Management Fee
First \$25 million	0.08 of 1% (8 basis points)
Assets in excess of \$25 million	0.07 of 1% (7 basis points)

Next Three (3) Years

Assets Under Management	Annual Asset Management Fee
First \$10 million	0.10 of 1% (10 basis points)
Next \$15 million	0.08 of 1% (8 basis points)
Assets in excess of \$25 million	0.07 of 1% (7 basis points)

Based on a \$50 million account, the fee would be 7.5 basis points (0.075 of 1%), for an effective dollar fee of \$37,500 per annum in Years 1 and 2.

We recognize that fees are important and that the role they play in the value that an investment advisor can provide needs to be evaluated. By retaining Chandler to provide these services, the Town would be transitioning from their current investment manager, and so we have offered the above introductory fee schedule in the first two years.

We charge fees only on assets under our direct management. Funds not under our management, such as pooled investment vehicles, will be excluded from fee calculations. Since the firm calculates fees based on the average balance of assets under our direct management (market value including accrued interest), fees will fluctuate based on portfolio value. Fees are billed monthly, in arrears, and can be debited directly from your third party custody account.

Our proposed fee is all-inclusive for the services that Chandler provides, including meetings, personal visits, and educational offerings for your staff, as well as investment management services described above in *Section I, Scope of Services*. Our fee schedule does not include charges that the Town would incur for third party custodial services.



XI. Working with Chandler Asset Management

At Chandler, we see our job as being more than an investment adviser. We are a provider of custom solutions. Our role, as experienced professionals in the field of public sector investing, is to manage not only your portfolio, but also your overall investment program—just as if you had hired us as an internal employee to do the job in your office.

Chandler distinguishes itself from its competition in several ways, and in all aspects of the relationship with its clients, not limited to its investment management capabilities:

1. Access to portfolio managers. The Town will have direct access to its lead portfolio managers and the back-up investment management team who are responsible for making the decisions for its portfolio. You will speak directly and meet frequently with a senior member of the firm, and not with dual-role representatives or intermediaries. Your portfolio manager will not only have a deep understanding of your investment portfolio, but also of where it fits in the overall program and its future objectives.

2. Chandler is a “right-size” investment adviser, and is uniquely positioned for growth. With ten investment professionals, Chandler’s portfolio team rivals those of larger firms, however our niche investment expertise and “boutique” size allows our investment professionals to interface directly with our clients. Service and attention to detail is prioritized as second only to the consistent results we offer our clients. Our Portfolio managers manage an average of 21 relationships compared to our peers who may manage 90-100 accounts.

3. Chandler delivers stable, risk-adjusted returns over many market cycles across all possible investing environments. Chandler’s investment process focuses on risk management through tightly controlled duration, sector allocation, term structure, and security selection to differentiate our performance from that of our peer group. Our repeatable, disciplined investment process helps us identify when to alter our asset allocation to be either more or less conservative and to identify an optimal term structure based on the current shape of the yield curve.

4. Deep history and experience. Since 1988, Chandler Asset Management has assisted public agency clients fulfill their fiduciary duty to their constituents by providing high quality fixed income portfolios in a risk-averse framework that conform to all state laws and directives. The depth of our experience, expertise and consistent, repeatable investment process is evident in the performance of the investment strategies we have managed for over 20 years. We are immensely proud of our 97% five-year client retention statistic, which we attribute to our belief that “if we do what is right for our clients, our own success will follow”.

*We believe if we do what is
right for our clients,
our own success will follow.*



Chandler Asset Management

Appendices



Appendix A

Form ADV, Parts 1 and 2

FORM ADV

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

Primary Business Name: CHANDLER ASSET MANAGEMENT INC
Annual Amendment - All Sections
3/15/2016 1:39:22 PM

CRD Number: 107287
Rev. 10/2012

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

CHANDLER ASSET MANAGEMENT INC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:

CHANDLER ASSET MANAGEMENT INC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of

[] your legal name or [] your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-44378

(2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 107287

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box):

Number and Street 1: 6225 LUSK BOULEVARD
Number and Street 2:
City: SAN DIEGO State: California Country: United States ZIP+4/Postal Code: 92121-2796

If this address is a private residence, check this box: []

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

[x] Monday - Friday [] Other:
Normal business hours at this location:
6:00 AM TO 5:00 PM

(3) Telephone number at this location:

858.546.3737

(4) Facsimile number at this location:

858.546.3741

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box: []

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

I. Do you have one or more websites?

Yes No
[x] []

If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:	Other titles, if any:		
NICOLE M. DRAGOO	CHIEF OPERATING OFFICER		
Telephone number:	Facsimile number:		
858.546.3737	858.546.3741		
Number and Street 1:	Number and Street 2:		
6225 LUSK BOULEVARD			
City:	State:	Country:	ZIP+4/Postal Code:
SAN DIEGO	California	United States	92121-2796

Electronic mail (e-mail) address, if Chief Compliance Officer has one:
NICOLE.DRAGOO@CHANDLERASSET.COM

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:	Titles:		
RHEA GUTIERREZ	COMPLIANCE OFFICER		
Telephone number:	Facsimile number:		
858.546.3737	858.546.3741		
Number and Street 1:	Number and Street 2:		
6225 LUSK BOULEVARD			
City:	State:	Country:	ZIP+4/Postal Code:
SAN DIEGO	California	United States	92121-2796

Electronic mail (e-mail) address, if contact person has one:
RGUTIERREZ@CHANDLERASSET.COM

L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? Yes No

If "yes," complete Section 1.L. of Schedule D.

M. Are you registered with a *foreign financial regulatory authority*? Yes No

Answer "no" if you are not registered with a *foreign financial regulatory authority*, even if you have an affiliate that is registered with a *foreign financial regulatory authority*. If "yes," complete Section 1.M. of Schedule D.

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? Yes No

P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:	Number and Street 2:		
1875 LAWRENCE STREET	SUITE 920		
City:	State:	Country:	ZIP+4/Postal Code:
DENVER	Colorado	United States	80202

If this address is a private residence, check this box:

Telephone Number:	Facsimile Number:
800.317.4747	303.295.0513

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of *employees*).

Number and Street 1: 4900 HOPYARD ROAD	State: California	Number and Street 2: SUITE 100	Country: United States	ZIP+4/Postal Code: 94588
City: PLEASANTON				

If this address is a private residence, check this box:

Telephone Number: 925-468-4131	Facsimile Number: 925-463-4824
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Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of *employees*).

Number and Street 1: 801 2ND AVENUE	State: Washington	Number and Street 2: SUITE 800	Country: United States	ZIP+4/Postal Code: 98104
City: SEATTLE				

If this address is a private residence, check this box:

Telephone Number: 206-489-5610	Facsimile Number: 206-489-5611
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Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of *employees*).

Number and Street 1: 15790 ELODIE LN	State: Minnesota	Number and Street 2:	Country: United States	ZIP+4/Postal Code: 55345
City: MINNETONKA				

If this address is a private residence, check this box:

Telephone Number: 858-245-8506	Facsimile Number: 858-546-3741
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Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest five offices (in terms of numbers of *employees*).

Number and Street 1: 1800 PEMBROOK DR.	State: Florida	Number and Street 2: SUITE 300	Country: United States	ZIP+4/Postal Code: 32810
City: ORLANDO				

If this address is a private residence, check this box:

Telephone Number: 407-739-8797	Facsimile Number:
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SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: HTTP://WWW.CHANDLERASSET.COM

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept:
CORODATA

Number and Street 1:
12370 KERRAN STREET

Number and Street 2:

City:
POWAY

State:
California

Country:
United States

ZIP+4/Postal Code:
92064

If this address is a private residence, check this box:

Telephone Number:
858.748.7202

Facsimile number:
858.748.9506

This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location:

BROKERAGE CONFIRMS OLDER THAN 2 YEARS, CLIENT STATEMENTS, CLOSED ACCOUNT FILES, AND ARCHIVED ACCOUNTS PAYABLE RECORDS.

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a **large advisory firm** that either:
 - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
 - (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
 Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
- (3) have your *principal office and place of business* in **Wyoming** (which does not regulate advisers);
- (4) have your *principal office and place of business* **outside the United States**;
- (5) are an **investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that *controls, is controlled by, or is under common control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;
 If you check this box, complete Section 2.A.(8) of Schedule D.
- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
 If you check this box, complete Section 2.A.(9) of Schedule D.
- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);
 If you check this box, complete Section 2.A.(10) of Schedule D.
- (11) are an **Internet adviser** relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;
 If you check this box, complete Section 2.A.(12) of Schedule D.
- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> ID	<input checked="" type="checkbox"/> MO	<input checked="" type="checkbox"/> PA
<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> RI
<input checked="" type="checkbox"/> AR	<input type="checkbox"/> IA	<input checked="" type="checkbox"/> NV	<input checked="" type="checkbox"/> SC
<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> NH	<input type="checkbox"/> SD
<input checked="" type="checkbox"/> CO	<input type="checkbox"/> KY	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> TN
<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> LA	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> UT
<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> NC	<input type="checkbox"/> VT
<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> VA
<input type="checkbox"/> GU	<input checked="" type="checkbox"/> MN	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> WA
<input checked="" type="checkbox"/> HI	<input type="checkbox"/> MS	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> WV
			<input checked="" type="checkbox"/> WI

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled by*, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser
801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:
803-

Date of *order*:

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country
California United States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.
29
- B. (1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?
15
- (2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?
0
- (3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?
15
- (4) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives for an investment adviser other than you?
0
- (5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?
0
- (6) Approximately how many firms or other persons solicit advisory clients on your behalf?
0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once - do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many clients did you provide investment advisory services during your most recently completed fiscal year?
 0 1-10 11-25
 26-100 More than 100
 If more than 100, how many?
 (round to the nearest 100)
 700
- (2) Approximately what percentage of your clients are non-United States persons?
0%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients. If a client fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than high net worth individuals)	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) High net worth individuals	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal government entities	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(k) Other investment advisers	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other: HOSPITALS	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

	None	Up to 25%	Up to 50%	Up to 75%	>75%
(a) Individuals (other than <i>high net worth individuals</i>)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) <i>High net worth individuals</i>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal <i>government entities</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>
(k) Other investment advisers	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other: HOSPITALS	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

		Yes	No
F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?		<input checked="" type="radio"/>	<input type="radio"/>
(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?			
	U.S. Dollar Amount		Total Number of Accounts
Discretionary:	(a) \$ 10,075,145,310		(d) 859
Non-Discretionary:	(b) \$ 1,671,422,572		(e) 61
Total:	(c) \$ 11,746,567,882		(f) 920

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): CONSULTING

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
- 1 - 10

- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) *sponsor* the *wrap fee program*?
- (2) *act as a portfolio manager* for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?

Yes No

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Section 5.I.(2) for each *wrap fee program* for which you are a portfolio manager.

Name of *Wrap Fee Program*
MANAGED ACCOUNTS SELECT

Name of *Sponsor*
CHARLES SCHWAB CORPORATION

Name of *Wrap Fee Program*
SEPARATELY MANAGED ACCOUNTS (SMA) PROGRAM

Name of *Sponsor*
ENVESTNET ASSET MANAGEMENT, INC.

Name of *Wrap Fee Program*
UNIFIED MANAGED ACCOUNTS ("UMA") PROGRAM

Name of *Sponsor*
ENVESTNET

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
- (2) registered representative of a broker-dealer
- (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (4) futures commission merchant
- (5) real estate broker, dealer, or agent
- (6) insurance broker or agent
- (7) bank (including a separately identifiable department or division of a bank)
- (8) trust company
- (9) registered municipal advisor
- (10) registered security-based swap dealer
- (11) major security-based swap participant
- (12) accountant or accounting firm
- (13) lawyer or law firm
- (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

Yes No

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

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

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your client, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common control with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each *related person*, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any *related person* if: (1) you have no business dealings with the *related person* in connection with advisory services you provide to your *clients*; (2) you do not conduct shared operations with the *related person*; (3) you do not refer *clients* or business to the *related person*, and the *related person* does not refer prospective *clients* or business to you; (4) you do not share supervised persons or premises with the *related person*; and (5) you have no reason to believe that your relationship with the *related person* otherwise creates a conflict of interest with your *clients*.

You must complete Section 7.A. of Schedule D for each *related person* acting as qualified custodian in connection with advisory services you provide to your *clients* (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the *related person* to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

No Information Filed

Item 7 Private Fund Reporting

Yes No

B. Are you an adviser to any private fund?

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in Client Transactions

- | | Yes | No |
|--|----------------------------------|----------------------------------|
| A. Do you or any <i>related person</i> : | | |
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? | <input type="radio"/> | <input checked="" type="radio"/> |

Sales Interest in Client Transactions

- | | Yes | No |
|--|-----------------------|----------------------------------|
| B. Do you or any <i>related person</i> : | | |
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative? | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input checked="" type="radio"/> |

Investment or Brokerage Discretion

- | | Yes | No |
|---|----------------------------------|----------------------------------|
| C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the: | | |
| (1) securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input checked="" type="radio"/> | <input type="radio"/> |
| D. If you answer "yes" to C.(3) above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| E. Do you or any <i>related person</i> recommend brokers or dealers to <i>clients</i> ? | <input checked="" type="radio"/> | <input type="radio"/> |
| F. If you answer "yes" to E above, are any of the brokers or dealers <i>related persons</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| G. (1) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | <input type="radio"/> | <input type="radio"/> |
| H. Do you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> referrals? | <input checked="" type="radio"/> | <input type="radio"/> |
| I. Do you or any <i>related person</i> , directly or indirectly, receive compensation from any <i>person</i> for <i>client</i> referrals? | <input type="radio"/> | <input checked="" type="radio"/> |

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody* of any of your advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

- C. If you or your *related persons* have *custody* of *client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:
- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An *independent public accountant* conducts an annual surprise examination of *client* funds and securities.
- (4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**
- (1) you act as a qualified custodian
- (2) your *related person(s)* act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

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SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Do any of the events below involve you or any of your <i>supervised persons</i> ?	Yes No
	<input type="radio"/> <input checked="" type="radio"/>

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	<input type="radio"/> <input checked="" type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any <i>advisory affiliate</i> :	Yes No
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	<input type="radio"/> <input checked="" type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes No
(1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input checked="" type="radio"/>
(2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes?	<input type="radio"/> <input checked="" type="radio"/>
(3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input checked="" type="radio"/>
(4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	<input type="radio"/> <input checked="" type="radio"/>
(5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	<input type="radio"/> <input checked="" type="radio"/>

D. Has any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> :	Yes No
(1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?	<input type="radio"/> <input checked="" type="radio"/>
(2) ever <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input checked="" type="radio"/>
(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input checked="" type="radio"/>
(4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?	<input type="radio"/> <input checked="" type="radio"/>
(5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity?	<input type="radio"/> <input checked="" type="radio"/>

E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	Yes No
(1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input checked="" type="radio"/>
(2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the SEC)?	<input type="radio"/> <input checked="" type="radio"/>
(3) <i>found</i> you or any <i>advisory affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input checked="" type="radio"/>
(4) disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate's</i> activities?	<input type="radio"/> <input checked="" type="radio"/>

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended?	<input type="radio"/> <input checked="" type="radio"/>
--	--

G. Are you or any <i>advisory affiliate</i> now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	<input type="radio"/> <input checked="" type="radio"/>
--	--

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

		Yes	No
H.	(1) Has any domestic or foreign court:		
	(a) in the past ten years, enjoined you or any <i>advisory affiliate</i> in connection with any <i>investment-related</i> activity?	<input type="radio"/>	<input checked="" type="radio"/>
	(b) ever <i>found</i> that you or any <i>advisory affiliate</i> were <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/>	<input checked="" type="radio"/>
	(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/>	<input checked="" type="radio"/>
	(2) Are you or any <i>advisory affiliate</i> now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	<input type="radio"/>	<input checked="" type="radio"/>

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes	No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i>	<input type="radio"/>	<input type="radio"/>
B. Do you:		
(1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
C. Are you:		
(1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>
(2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>	<input type="radio"/>

Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
3. Do you have any indirect owners to be reported on Schedule B? Yes No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
CASELL, MARTIN, DAYLE	I	CEO, CIO & SECRETARY	03/2003	C	Y	N	4330905
CHANDLER, MARY, CATHERINE	I	PRESIDENT	07/1993	D	Y	N	2276868
DRAGOO, NICOLE, MARIE	I	CHIEF COMPLIANCE OFFICER & CHIEF OPERATING OFFICER	01/2008	NA	Y	N	4263078
SCHMITT, JAYSON	I	VICE PRESIDENT, PORTFOLIO MANAGER	02/2004	NA	Y	N	4892847
PIORKOWSKI, TED, JAMES	I	SENIOR VICE PRESIDENT, SENIOR PORTFOLIO MANAGER	01/2007	NA	Y	N	1857510

Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are: C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

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

DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2**Exemption from brochure delivery requirements for SEC-registered advisers**

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Are you exempt from delivering a brochure to all of your clients under these rules?

Yes No

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
82862	FIRM BROCHURE_ 15 MARCH 2016	Individuals, High net worth individuals, Pension plans/profit sharing plans, Foundations/charities, Government/municipal, Other institutional, Other

Execution Pages**DOMESTIC INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
MARTIN D. CASSELL	03/15/2016
Printed Name:	Title:
MARTIN D. CASSELL	CEO AND CHIEF INVESTMENT OFFICER
Adviser CRD Number:	
107287	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
Printed Name:	Title:

Adviser *CRD* Number:
107287

Part 2A of Form ADV: Firm Brochure

Chandler Asset Management, Inc.

6225 Lusk Boulevard
San Diego, CA 92121

Telephone: 858-546-3737
Email: Compliance@chandlerasset.com
Web Address: www.chandlerasset.com

March 15, 2016

This disclosure brochure (the "Brochure") provides information about the qualifications and business practices of Chandler Asset Management, Inc. ("Chandler"). If you have any questions about the contents of this Brochure, please contact us at 858-546-3737 or Compliance@chandlerasset.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the Securities and Exchange Commission does not imply any level of skill or training.

Additional information about Chandler and its investment adviser representatives is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by name or by a unique identifying number, known as a CRD number. Our firm's CRD number is 107287.

ITEM 2 MATERIAL CHANGES

This Firm Brochure, dated 03/15/2016, provides you with a summary of Chandler's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This item (Item 2) is used to provide our clients with a summary of new and/or updated information; we will inform you of the revision(s) based on the nature of the information as follows.

1. *Annual Update:* We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. *Material Changes:* Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location or disciplinary proceedings. We may also advise you of other changes based on the nature of the updated information.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 03/18/2015.

Client Referrals. Because Chandler has historically not actively engaged solicitors to introduce clients to our firm and because of the inherent conflicts, Chandler has changed its policy regarding client referrals and as a matter of policy will not enter into arrangements to pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us.

Amount of Managed Assets. The amount of regulatory assets under management reported in Item 4E has been updated to reflect values as of 12/31/2015.

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ITEM 4 ADVISORY BUSINESS

ITEM 4A: FIRM OVERVIEW

Chandler Asset Management, Inc. ("Chandler") is an SEC-registered investment adviser and woman-owned business enterprise with its principal place of business located in San Diego, California. Since 1988, Chandler has provided fixed income investment management services to the public sector, as well as to hospitals, foundations, endowments, individuals and corporations.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Mary Catherine (Kay) Chandler, President
- Martin Dayle Cassell, CEO/CIO

ITEM 4B: TYPES OF ADVISORY SERVICES

Chandler offers the following advisory services, where appropriate, to certain institutional clients such as public agencies, hospitals and healthcare institutions, corporations or other business entities, foundations and endowments, pension and profit sharing plans, higher education institutions, and non-institutional clients, such as individuals, high net worth individuals, trusts, estates and charitable organizations. The portfolio management services are offered to clients directly, and through wrap fee programs, sub-advisory relationships, and dual contract sponsored programs.

FIXED INCOME PORTFOLIO MANAGEMENT

Chandler specializes in fixed income portfolio management, utilizing a variety of investments, such as corporate debt securities (notes and bonds), municipal bonds, U.S. Government Treasury bonds, Government Sponsored Enterprise debt securities (agencies), mortgage backed securities, asset-backed securities and money market securities, i.e., commercial paper. Please refer to Item 8 for further information on our method of analysis and risks associated with this strategy.

GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT

Chandler also offers a Global Asset Allocation strategy to clients seeking to attain exposure to multiple asset classes. The Global Asset Allocation strategy provides exposure to a variety of global equity, fixed income and other asset classes through investment in indexed or actively managed mutual funds and exchange-traded funds (ETFs). Please refer to Item 8 for further information on our method of analysis and risks associated with this strategy.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as analysis of a client's existing portfolio, including delivery of a report or periodic reports of performance and recommended rebalancing of assets, review of investment policy, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer. These recommendations are of a generic nature.

ITEM 4C: TAILORING ADVISORY SERVICES OFFERED DIRECTLY TO CLIENTS

For direct services, each client will enter into a written agreement directly with Chandler for the management of certain assets. At the beginning of the client relationship, we have discussions with clients to determine their overall investment goals in order to develop a specific investment policy for each client and confirm that the selected strategy meets their current needs. During our information gathering process, we review the client's

individual objectives, time horizons, risk tolerance, liquidity needs and any investment restrictions they may want to place on the assets in their account. As appropriate, we also review and discuss a client's prior investment history, and any other relevant issues. While Chandler gathers this information from clients at the beginning of the relationship, clients are responsible for informing us of any changes to their guidelines, individual needs and/or restrictions and should do so promptly upon such change. We do not assume any responsibility for the accuracy of the information provided by the client.

Generally, we manage clients' advisory accounts on a discretionary basis, but will manage a client's account on a non-discretionary basis, if requested by a client. Please refer to Item 16 for further information on our discretionary authority of client accounts.

In addition to the types of securities utilized by Chandler for its Fixed Income and Global Asset Allocation advisory services outlined above, we may also provide advice on or manage other investments for clients, particularly when a client already has securities in his/her portfolio at the time the client opens an account with Chandler. These may include, but not be limited to:

- Exchange-listed securities
- Securities traded over-the-counter
- Certificates of deposit

Some types of investments involve certain additional degrees of risk; therefore, they will only be implemented or recommended when consistent with the client's stated investment goals, tolerance for risk, liquidity and suitability requirements. Please refer to Item 8 for further information on the risks associated with investments made in clients' accounts.

Clients will retain individual ownership of all securities at all times through their selected custodian.

ITEM 4D: SERVICES OFFERED THROUGH WRAP FEE PROGRAMS, SUB-ADVISORY ARRANGEMENTS AND DUAL CONTRACT SPONSORED PROGRAMS

Chandler may participate as an investment manager in selected wrap fee programs ("Wrap Programs"). Generally, under these programs a client enters into an agreement with the wrap program sponsor to provide the following services to such clients ("Wrap Clients"): a) assisting the Wrap Client in determining which investment strategy and investment manager best meet their goals and objectives, b) on-going monitoring of account performance, c) custodial services, and d) execution of account transactions. These services and the services provided by the investment manager are generally provided for one all-inclusive fee ("Wrap Fee"). From the Wrap Fee, the wrap program sponsor pays the investment manager (for example Chandler) for their services.

Currently, Chandler participates as an investment manager in the following Wrap Programs:

- Managed Accounts Select Program sponsored by Charles Schwab Corporation ("Schwab")
- Separately Managed Accounts ("SMA") Program sponsored by Envestnet Asset Management, Inc. ("Envestnet")
- Unified Managed Accounts ("UMA") Program sponsored by Envestnet.

For more details on these specific programs, clients should review the respective sponsor's Wrap Fee Program Brochure prior to investing.

In each of these programs, a representative of the program sponsor or an independent financial advisor will work with the Wrap Client to complete an investment questionnaire or other investment objective documentation and determine the appropriate investment strategy and manager. While Chandler is not responsible for client suitability for the Wrap Program, we will perform a general review of the Wrap Client's investment objective documentation, if provided by the wrap sponsor, to help us ensure that our strategy selected by the Wrap Client appears suitable. Participation in these wrap programs is subject to account minimums specified in the respective Wrap Fee Program Brochure. Depending on the selected program, these minimums may range from \$150,000 to \$500,000.

Chandler may also enter into selected sub-advisory arrangements or participate as a manager in selected dual contract sponsored programs. In such instances, Chandler typically provides advisory services to a client under a sub-advisory arrangement with an unaffiliated registered investment adviser ("RIA"), or under an investment management agreement with an advisory client who also has an advisory agreement with an unaffiliated RIA or

financial consultant intermediary. Chandler may or may not have a service agreement with the sponsor of a dual-contract program. With the exception of certain pre-existing fixed income portfolio management clients, typically Chandler is granted full investment discretion (subject to limitations on the firm's discretion to select broker-dealers for portfolio transactions, as discussed below) and manages a client's portfolio based on the individual needs of that client, as communicated through the sponsor, the RIA or other designated intermediary. The relevant information is submitted to Chandler and a determination is made as to whether participation in this program is appropriate for the client. On an ongoing basis, the participating client's financial consultant is responsible for obtaining and communicating to us any changes in the client's financial circumstances and/or objectives, including modifications to any client-imposed restrictions, if applicable.

Currently Chandler provides investment management services as an investment manager in the following dual-contract or sub-advisory sponsored programs:

- Charles Schwab Corporation ("Schwab") Market Place
- Fidelity Investments ("Fidelity") Separate Account Network
- TD Ameritrade Institutional ("TDAI") Separate Account Exchange
- Merrill Lynch ("ML") Managed Account Services
- FDx Advisors Inc. ("FDxA") Folio Dynamix Advisory Services Program ("Folio Dynamix Program")

ITEM 4E: ASSETS UNDER MANAGEMENT

**Assets Under Management
As of December 31, 2015**

	Discretionary	Non-Discretionary	Total
Assets Managed	\$10,075,145,310	\$1,671,422,572	\$11,746,567,882

ITEM 5 FEES AND COMPENSATION

ITEM 5A: FEE SCHEDULES

The annual fee for non-wrap fee client accounts is charged as a percentage of assets under management, according to the following schedules:

Fixed Income Portfolio Management for Institutional Accounts	
Assets Under Management	Annual Asset Management Fee
All Assets	0.15 of 1% (15 basis points)

A minimum of \$10 million in assets under management is required for this service. This account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Global Asset Allocation Portfolio Management for All Accounts	
Assets Under Management	Annual Asset Management Fee
All Assets	0.40 of 1% (40 basis points)

A minimum of \$1 million in assets under management is required for this service. This account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

FIXED INCOME PORTFOLIO MANAGEMENT FOR NON-INSTITUTIONAL ACCOUNTS; DUAL CONTRACT SPONSORED PROGRAMS OR SUB-ADVISORY ARRANGEMENTS

Chandler's fees will vary with a maximum of 0.35 of 1% depending upon the program and strategy in which the client is participating. Chandler's fees for non-institutional clients will be paid quarterly in advance or arrears. Chandler's fees earned pursuant to dual contract programs or sub-advisory arrangements will be paid in accordance with the terms of each such program.

For non-institutional accounts (e.g., high net worth), a minimum of \$1 million in assets under management is required for this service. For dual contract and sub-advisory relationships, account minimums may range from \$150,000 to \$500,000 depending on the program and the composition of the assets being managed. Account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

FIXED INCOME PORTFOLIO MANAGEMENT FOR WRAP FEE PROGRAMS

Chandler will be compensated through a portion of the total wrap fee charged by the program sponsor (with Chandler's fees ranging up to a maximum of 0.35 of 1%. The all-inclusive wrap fee collected by a wrap sponsor includes Chandler's advisory fee. Chandler does not control the fees or the billing arrangements in any Wrap Program.

Chandler is paid its fees for Schwab's Managed Accounts Select Program monthly, in arrears, while our fees for Envestnet's SMA and UMA Programs are paid quarterly, in arrears. Fees paid for ML's Managed Account Services Program are paid quarterly in advance. The wrap sponsor pays Chandler its advisory fee on behalf of the Wrap Client. For a complete description of the fee arrangement, including billing practices, minimum account requirements and account termination provisions, clients should review the respective sponsors' Wrap Fee Program Brochure. Clients participating in these programs should also review important disclosures about Chandler's brokerage practices described in Item 12 below.

CONSULTING SERVICES FEES

Chandler's Consulting Services fees will be determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Chandler's Consulting Services fees are calculated in one or both of two ways:

1. On a fixed fee basis, subject to the specific arrangement reached with the client; and/or
2. On an hourly basis, ranging up to \$500.00 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

The length of time it will take to complete Consulting Services will depend on the scope and terms of the engagement. Fees are due and payable upon completion of the Consulting Service or on an agreed upon payment schedule. A retainer may be requested upon completion of Chandler's fact-finding session with the client; however, advance payment will never exceed \$1,200 for work that will not be completed within six months. There is no minimum fee for Chandler's Consulting Services.

GENERAL FEE INFORMATION PERTAINING TO NON-WRAP FEE CLIENT ACCOUNTS

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Chandler's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements and advisory fees may differ among clients.

Advisory Fees in General: Clients should note that similar advisory services may or may not be available from other registered investment advisers for similar or lower fees. Chandler's clients are not required to pay any start-up or closing fees; there are no penalty fees.

Termination of the Advisory Relationship: A client agreement entered into between a client and Chandler may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed in Item 5D below, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded to the client. In calculating a client's reimbursement of fees, we will prorate to the effective date of termination on the basis of actual days elapsed.

Fee Calculation: Chandler's annual advisory fee charged to non-wrap clients is billed monthly or in some instances quarterly, in arrears, and is calculated based on the average market value of a client's account for the billing period using, including accrued interest. We will value securities or investments in the portfolio in a manner determined in good faith by us to reflect fair market value. Chandler uses an independent third-party pricing source to value client securities.

Limited Negotiability of Advisory Fees: Although Chandler has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a case-by-case basis. Client facts, its circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, the assets to be placed under management, the anticipated future additional assets; the existence of any related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule will be identified in the written agreement between Chandler and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annual advisory fee.

Chandler reserves the right to reduce or waive advisory fees for services provided to related persons of the firm and their immediate family members. Such rates are not available to all of Chandler's advisory clients.

GENERAL FEE INFORMATION PERTAINING TO WRAP FEE CLIENT ACCOUNTS

Fee Calculation: Chandler's annual advisory fees charged to wrap fee program clients are calculated and billed by the respective program sponsor. As Chandler does not control the billing arrangements in these programs, clients should review the applicable disclosure documents for a comprehensive understanding of the fees charged and the billing practices of the program.

What services are covered by the Wrap Program fees? Wrap Program fees typically pay for our firm's advisory services to participating clients, administrative expenses, custody charges for clients' assets custodied at the Wrap Program's designated custodian and brokerage services for participating client accounts to the extent trades are conducted through the Wrap Program's designated broker-dealer.

What services are not covered by the Wrap Program fees? Wrap Program fees do not cover brokerage to the extent trades are conducted through brokers or dealers other than the designated broker or dealer and custody charges if client assets are custodied anywhere other than the designated custodian. The program fees do not include expenses of mutual funds and electronically traded funds such as fund management fees charged to each fund's investors. Chandler's fixed income transactions are generally executed by the broker-dealer on a net basis, which means the execution costs (e.g., commissions) are included in the purchase or sale price of the security.

Wrap Fee Programs Fees: Clients participating in wrap fee programs may be charged various program fees in addition to the advisory fee charged by our firm. Clients should carefully evaluate such an arrangement to determine if the wrap fee paid for the services provided may or may not exceed the aggregate cost of such services if they were to be provided separately.

ITEM 5B: FEE PAYMENT

Generally, each non-wrap client's custodian debits Chandler's advisory fees from the client's account and pays such fee directly to us upon receipt of an invoice, unless otherwise arranged by the client. Clients entering into written agreements with Chandler have discretion over whether or not Chandler may directly debit fees from the client's account. Clients who do not permit direct debiting will be invoiced directly with payment due upon receipt of the invoice.

Sub-advisory and dual contract client agreements require the client to authorize the custodian to pay Chandler its advisory fees directly from the client's account, which will be paid in arrears in accordance with the terms of each such program.

Fees for Schwab's Managed Accounts Select Program are paid monthly, in arrears, while our fees for Envestnet's SMA and UMA's Programs are paid quarterly, in arrears. ML's Managed Account Services Program are paid quarterly in advance. All of these programs require a client to authorize the sponsor to deduct the fees directly from the client's account to pay Chandler. For a complete description of the fee arrangement including billing practices and account termination provisions for wrap fee programs, clients should review the respective sponsors' Wrap Fee Program Brochure.

ITEM 5C: OTHER FEES AND EXPENSES

Mutual Fund Fees: All fees paid to Chandler for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, 12b-1 fees and possible distribution or redemption fees. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Chandler is not affiliated with any such mutual fund or ETF company, does not share in those fees, does not participate in the investment decisions regarding the portfolio of the mutual fund or ETF and is not liable with regard to such investments.

Short Term Idle Cash Investment: Chandler may move some or all of the non-invested cash in a client's account to a money market mutual fund that may generate an interest return. If the cash is invested through a mutual fund, there may be times when an affiliate of the client's custodian may be the manager of such fund and would receive separate management fees from the mutual fund. Chandler is not affiliated with any such custodian, does not share in that fee, does not participate in the investment decisions of the mutual fund portfolio and is not liable with regard to such investments.

Custodian and Broker Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer that effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information.

From time to time, Chandler may recommend a custodian to clients who do not have an existing custodial relationship established. Among others, Chandler may recommend Union Bank, Bank of New York/Mellon, US Bank, Wells Fargo, Bank of America or Charles Schwab & Co. Some of these custodians may offer special pricing for institutional clients of Chandler. Chandler does not receive any compensation from the custodians we may refer our clients to. The rates offered will depend on the size of the assets or type of account. Clients retain full discretionary authority over the selection of the custodian to be used.

ITEM 5D: PREPAID FEES

Limited Prepayment of Fees: 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.

Fees for ML's Manager Account Services Program are billed quarterly in advance. For a complete description of the fee arrangement, including billing practices and account termination provisions, clients should review the respective sponsors' Wrap Fee Program Brochure or other applicable disclosure document(s).

ITEM 5E: COMPENSATION FOR THE SALE OF SECURITIES OR INVESTMENT PRODUCTS

Chandler is not affiliated with any broker-dealers or mutual fund companies, and therefore we do not receive any compensation for the purchase or sale of securities or investment products used in client accounts.

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

Chandler does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains on or capital appreciation of the client's assets or any portion of the client's assets).

Consequently, we do not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management).

ITEM 7 TYPES OF CLIENTS

Chandler provides advisory services to the following types of clients:

- State, local or other municipal government entities
- Healthcare institutions
- Higher education institutions
- Charitable organizations
- Pension and profit sharing plans (other than plan participants)
- Individuals (other than high net worth individuals) only through Wrap and Dual Contract programs
- High net worth individuals
- Corporations or other business entities not listed above

As disclosed above in Item 5A of this Brochure, we have established certain initial minimum account asset requirements to maintain an account, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

ITEM 8A: METHODS OF ANALYSIS & INVESTMENT STRATEGIES

METHODS OF ANALYSIS

We may use all or a combination of the following methods of analysis in formulating our investment advice and/or managing client assets:

- **Fundamental Analysis.** We attempt to measure the intrinsic value of a security or a market sector by looking at broad economic and financial factors (including the overall economy, industry conditions, and the market's valuation of the security or market sector) to identify securities or market sectors that we believe are fairly valued or undervalued.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

- **Technical Analysis.** We analyze past market movements and may occasionally apply that analysis to choose the price at which we wish to purchase or sell a given security. While we may seek a specific price for a security, technical analysis is never the main determinant of our purchase or sell process.

A risk in using technical analysis is that the methods or models we use may not result in the best price of a given day.

- **Quantitative Analysis.** We use quantitative analysis that may include mathematical analysis in an attempt to identify the impact of interest rate changes on individual securities and portfolios of securities. The results of our quantitative analysis are taken into consideration in the decision to buy or sell securities and in the management of portfolio characteristics.

A risk in using quantitative analysis is that the methods or models used may be based on assumptions that prove to be incorrect.

- **Qualitative Analysis.** We use qualitative analysis to evaluate individual securities, focusing on other non-quantifiable factors, such as quality of management, not readily subject to measurement, and incorporate that analysis into our security selection process.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

- **Asset Allocation.** We generally focus on identifying an appropriate allocation of securities, maturities, market sectors and yield curve positioning suitable for the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the allocation will change over time due to market movements in the various sectors, which, if not corrected, may no longer be appropriate for the client's goals.

- **Mutual Fund and/or ETF Analysis.** In selecting mutual funds and ETFs for Global Asset Allocation portfolios, we look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We monitor the funds and ETFs in an attempt to determine if they continue to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, potentially increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis

Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell as well as other purchased or publicly-available sources of information about these securities are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

FIXED INCOME PORTFOLIO MANAGEMENT INVESTMENT STRATEGIES

We believe that a conservative, risk-averse approach to fixed income management will provide both steady incremental outperformance, and low relative volatility.

The disciplined process we employ in an effort to realize this philosophy is generally grounded in four key decisions:

- Constraint of portfolio duration within a narrow range relative to the benchmark in order to limit exposure to market risk
- Strategic allocations to key sectors to add value relative to the benchmark
- Active management of term structure to add value in different yield curve environments
- Security selection based on rigorous credit and relative value analysis and broad diversification of non-government issuers.

Within our fixed income strategy, we use the following sub-strategies in managing client accounts, provided that such sub-strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- **Duration Constraints.** We adhere to a discipline of generally maintaining duration within a narrow band around benchmark duration in order to limit exposure to market risk. Our portfolio management team rebalances client portfolios to their current duration targets on a periodic basis.

The risk of constraining duration is that the client may not participate fully in a large rally in bond prices.

- **Sector Allocation.** We allocate client assets to various sectors of the fixed income market, including US Treasury obligations, federal agency securities, corporate notes, mortgage-backed securities and others, based on our quantitative and qualitative analysis in order to manage client exposure to a given sector and to provide exposure to sectors we believe have good value.

The risk of sector allocation is that clients may not participate fully in an increase in value in any specific sector.

- **Security Selection.** A proprietary credit evaluation process drives our security selection process. The system uses both internally and externally generated credit research to evaluate securities we are considering for purchase. Based on research we conduct internally, our Credit Committee selects securities for our Approved list. The ultimate decision to purchase or sell a security is based on the firm's evaluation of the current price for the security.

The risk of security selection is that the methods of analysis employed will not provide accurate measurement of the risk association with each individual security.

- **Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this sub-strategy when:
 - we believe the securities to be well valued, and/or
 - we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our analysis is incorrect, a security may decline sharply in value before we make the decision to sell.

GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT INVESTMENT STRATEGIES

We invest in Global Asset Allocation portfolios for clients with certain objectives and risk tolerances. This strategy begins with assumptions that the firm develops about the expected long term performance of various asset classes including domestic and foreign stocks and bonds, real estate, commodities, cash and others. Based on the expected returns and risk characteristics of these asset classes, we prepare an asset allocation suitable for the individual client's objectives and risk tolerances. The investment vehicles that we currently employ for this strategy are mutual funds or exchange-traded funds (ETFs) that are designed to track market returns and volatilities.

The mutual funds or ETFs will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances.

Once the client's portfolio is in place, we rebalance it each quarter to the client's target allocation. On an annual basis, at a minimum, we review the costs and performance of our selected investment vehicles to ensure the funds or ETFs are performing as we expect.

The risks of this strategy include (1) that our analysis of long term return expectations will not be correct; (2) that the portfolios will not be properly rebalanced; (3) that the investment vehicles we employ will not track market returns and volatility as we expect. Detailed information on the risks associated with the investments made by the mutual funds or ETFs, will be outlined in each fund's prospectus.

ITEM 8B: MATERIAL RISKS

Risk of Loss. Securities investments are not guaranteed and a client may lose money on their investments. We ask that each client work with us to help us understand their tolerance for risk. Investors should be aware that investment prices may fluctuate as the securities are affected by economic and other factors. As a result, the value of your investment may increase or decrease. Bonds held to maturity will return the full par or face value

amount to the bondholder at maturity (absent a default); however, those sold prior to maturity are subject to gain or loss depending on the market price at the time of sale.

For risks specific to a particular method of analysis or investment strategy, please see Item 8A above.

For risks specific to a particular type of security, please see Item 8C below.

ITEM 8C: RISKS ASSOCIATED WITH PARTICULAR TYPES OF SECURITIES USED

RISKS ASSOCIATED WITH FIXED INCOME SECURITIES

Chandler specializes in investment grade fixed income portfolio management. Despite the generally conservative nature of many fixed income investments, there are a variety of risks associated with fixed income investing.

Fixed income securities represent monies lent by investors to corporate and government institutions. Risks vary according to the type of fixed income investment purchased along with the general level of interest rates in the economy.

The risks most commonly associated with fixed income securities are:

- **Market Risk:** The price of the security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.
- **Interest Rate Risk:** The risk that the value of an interest-bearing investment will change due to changes in the general level of interest rates in the market. The market value of a bond fluctuates inversely to the change in interest rates; that is, as interest rates rise, bond prices fall and vice versa.

Interest rate risk is commonly measured by a bond's duration; the greater a bond's duration, the greater the impact on price of a change in interest rates. Investors may incur a gain or loss from bonds sold prior to the final maturity date.

- **Credit Risk:** The risk that principal and/or interest on a fixed income investment will not be paid in a timely manner or in full due to changes in the financial condition of the issuer. Generally, the higher the perceived credit risk, the higher the rate of interest investors will receive on their investment.

Many bonds are rated by a third party Nationally Recognized Statistical Rating Organization (NRSRO), for example, Moody's Investor Services or Standard & Poor's Inc. While ratings may assist investors to determine the creditworthiness of the issuer, they are not a guarantee of performance.

- **Reinvestment Risk:** The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.
- **Call Risk:** The risk that a bond will be called by its issuer. A callable bond has a provision which allows the issuer to purchase the bond back from the bondholders at a predetermined price. Generally, issuers call bonds when prevailing rates are lower than the cost of the outstanding bond. Call provisions allow an issuer to retire high-rate bonds on a predefined call schedule.
- **Prepayment Risk:** Some types of bonds are subject to prepayment risk. Similar to call risk, prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule of the bonds.

Prepayment risk is particularly prevalent in the mortgage-backed bond market, where a drop in interest rates can trigger loan holders to pre-pay their mortgages. When investors in a bond comprised of the underlying pool of mortgages receives his or her principal back sooner than expected, they may be forced to reinvest at prevailing, lower rates.

- **Liquidity Risk:** The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements.

- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Opportunity Cost Risk:** The risk that an investor may forego profits or returns from other investments.

RISKS ASSOCIATED WITH MUTUAL FUNDS AND ETFs

As discussed in further detail in Item 4B above, Chandler also offers a Global Asset Allocation strategy to clients seeking to attain balanced returns. This strategy provides exposure to various equity, fixed income and other asset classes through investments in indexed or actively managed mutual funds, and exchange traded funds (“ETFs”).

Chandler is not affiliated with any such mutual fund or ETF company, does not share in any fees charged by the mutual fund or ETF and does not participate in any investment decisions relating to the management of the mutual fund or ETF portfolio.

Mutual Funds

A mutual fund is a company that pools money from many investors and invests the money in different securities or assets based on the investment strategy or goals of the particular fund. Each share of a mutual fund represents an investor’s proportionate ownership of the fund’s holdings and the income those holdings generate.

The risks most commonly associated with mutual funds are:

- **Market Volatility:** Investment returns will fluctuate and are subject to market volatility, so that a client’s shares, when redeemed or sold, may be worth more or less than their original cost. Past performance is no guarantee of future results.
- **Tracking Error for Index Funds:** Index mutual funds seek to track the returns of a market benchmark such as the S&P 500 index, by holding the same securities or a representative sample. A risk of using index mutual funds is that the fund may not be able to track its benchmark closely creating the potential for lower returns than the benchmark.
- **Lack of Control/Transparency:** Clients typically are not given the exact make-up of a fund’s portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- **Price Uncertainty:** With an individual stock, a client can obtain real-time pricing information with relative ease by either checking financial websites or by calling a broker. With a mutual fund, the price at which a client purchases or redeems shares will typically depend on the fund’s NAV, which the fund might not calculate until many hours after a client has placed their order. Mutual funds generally calculate their NAV at least once per business day.
- **International Risk:** Chandler invests in Mutual Funds offered by US based fund companies that invest in non-US companies and markets, which entail additional risks. Non-US markets may be more volatile due to a variety of factors including, less liquidity, transparency and oversight of companies or assets. Values of non-US investments may fluctuate due to changes in currency exchange rates. Non-US companies are also subject to risks that come with political and economic stability that may affect their respective countries. These risks may be greater in emerging market countries.

Exchange-Traded Funds (ETFs)

ETFs are investment funds that trade on stock exchanges much like stocks and will fluctuate in market value. ETFs also may trade at prices above or below the ETFs net asset value. Brokerage commissions and ETF expenses will reduce returns. Additionally, frequent trading of ETFs could significantly increase commissions and other costs such that they may offset any savings from low fees or costs.

Equity based ETFs are subject to risks similar to those of stocks and fixed income ETFs are subject to risks similar to those of bonds.

The risks most commonly associated with ETF securities are:

- **Market Volatility:** Investment returns will fluctuate and are subject to market volatility, so that a client's shares, when redeemed or sold, may be worth more or less than their original cost. Past performance is no guarantee of future results.
- **Tracking Error for Index ETFs:** Index ETFs seek to track the returns of a market benchmark such as S&P 500 index, by holding the same securities or a representative sample. A risk of using index ETFs is that the fund may not be able to track its benchmark closely creating the potential for lower returns than the benchmark.
- **Lack of Control/Transparency:** Clients typically are not given the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- **Liquidity Risk:** The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements.
- **International Risk:** Chandler invests in ETFs offered by US based fund companies that invest in non-US companies and markets, which entail additional risks. Non-US markets may be more volatile due to a variety of factors including, less liquidity, transparency and oversight of companies and assets. Values of non-US investments may fluctuate due to changes in currency exchange rates. Non-US companies are also subject to risks that come with political and economic stability that may affect their respective countries. These risks may be greater in emerging market countries.

Chandler does not represent, guarantee or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

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. Neither our firm nor our Management Persons have any reportable disciplinary events to disclose.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

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

ITEM 11A: CODE OF ETHICS

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

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

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement), an initial public offering and certain other securities. Our Code also provides for oversight, enforcement and recordkeeping provisions.

Chandler's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information.

While we do not believe that we have any particular access to non-public information, all employees are periodically reminded that such information may not be used in a personal or professional capacity.

Our Code of Ethics is distributed to all supervised persons of Chandler whenever revisions are made or no less frequently than annually, at which time all employees are required to provide a written acknowledgement and attestation of their intent to abide by Chandler's Code provisions.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to Compliance@chandlerasset.com, or by calling us at 858-546-3737.

ITEM 11B: PRINCIPAL TRADING AND AGENCY CROSS TRADING

Chandler and individuals associated with our firm are prohibited from engaging in principal transactions. Chandler and individuals associated with our firm are prohibited from engaging in agency cross transactions.

ITEM 11C: PERSONAL TRADING

Chandler and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a security(ies) which may also be recommended to a client.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. It is also designed to help prevent employees from benefiting from transactions placed on behalf of advisory clients.

For additional information on how we address the conflicts of interest that arise in connection with personal trading, please see Item 11D below.

ITEM 11D: PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

We may aggregate trades for our self or our employees with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular aggregated order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be excluded in such a pro-rata allocation.

Because the situations outlined above represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. No principal or employee may benefit from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO, private placement investments and certain other securities by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or designee.
6. We have established procedures for the maintenance of all required books and records.
7. Clients may decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.

8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgement of the Code of Ethics by each supervised person (as defined by the Code) of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to sanctions, which may include termination of employment.

ITEM 12 BROKERAGE PRACTICES

ITEM 12A: BROKER-DEALER SELECTION, COMPENSATION & TRADE AGGREGATION

FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT

Chandler requires discretionary clients to provide us with written authority to determine broker-dealer selection and commission costs that will be charged to these clients for transactions placed in their account(s).

Broker-dealers are selected by Chandler on the basis of best execution, a combination of most favorable price and the quality of execution. In selecting a broker to execute a transaction for a client, Chandler may consider a variety of other factors, including (but not limited to) the following:

- the broker-dealer's capital depth;
- the broker-dealer's market access;
- the nature of the security or instrument being traded;
- the size and type of transaction;
- the nature and character of the markets for the security or instrument to be purchased or sold;
- the desired timing of the transaction;
- the execution, clearance and settlement capabilities of the broker-dealer selected and others considered;
- the reputation and perceived soundness of the broker-dealer and others considered;
- Chandler's knowledge of any actual or apparent operational problems with the broker-dealer; and
- the reasonableness of the commission for specific transactions.

While Chandler generally seeks competitive commission rates and dealer spreads, it may not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer and thereby justify higher commissions than would be the case with other transactions requiring more routine services.

In regard to commission rates paid, Chandler's fixed income transactions are generally executed by the broker-dealer on a net basis, which means the execution costs (e.g., commissions) are included in the purchase or sale price of the security. Equity and ETF transactions will be charged commissions.

FIXED INCOME PORTFOLIO MANAGEMENT IN WRAP FEE OR SUB-ADVISORY PROGRAMS

Managed Accounts Select Program

Chandler participates in the Schwab Institutional ("SI") services program offered to independent investment advisers by Charles Schwab & Company, Inc. (Schwab), a FINRA registered broker-dealer unaffiliated with Chandler. Wrap fee clients participating in this program are required to utilize Schwab as the custodian for their assets managed within the program. As part of the SI program, Chandler receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 12A.1 of this Brochure).

Chandler arranges for all securities transactions in wrap program accounts to be executed through the sponsoring party, subject to best execution considerations described above. If Chandler determines that best

execution considerations require trading with brokers other than the sponsoring party, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

Chandler has established a prime brokerage account relationship with Schwab through which it may purchase fixed income products directly from third parties for clients and maintain custody at Schwab. In this situation, Chandler will select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of brokerage costs, commissions and mark-up/mark-downs is based on the broker-dealer's ability to provide professional services, competitive execution, and other services that will help Chandler in providing investment management services to clients. Thus, for fixed income transactions, Chandler may request that it be provided with written authority to determine the broker-dealer to use for client fixed income transactions and the costs that will be incurred by clients for these transactions. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

Client trades in fixed income securities may be aggregated with transactions for other advisory clients to achieve better pricing and commission costs. Fixed income trades will be allocated on a pro-rata basis in the best interest of the client as set forth in Chandler's policy and procedures manual.

Envestnet Separately Managed and Unified Managed Accounts Programs

Chandler participates as a separate account manager in Envestnet's Separately Managed Accounts (SMA) and Unified Managed Accounts (UMA) Programs offered to independent investment advisers by Envestnet Asset Management, Inc., an SEC registered investment adviser unaffiliated with Chandler. SMA and UMA Program clients are required to utilize Charles Schwab & Company, JP Morgan, Pershing Advisor Solutions, or Fidelity as the custodian for their assets managed within the program.

Chandler arranges for all securities transactions in SMA and UMA program accounts through the sponsoring party subject to best execution considerations described above. If Chandler determines that best execution considerations require trading with brokers other than the sponsoring party or client custodian, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

Folio Dynamix Advisory Services Program

Chandler participates as a separate account manager in the Folio Dynamix Advisory Services Program ("Folio Dynamix Program") offered to independent advisers by FDx Advisors Inc. ("FDxA"), an SEC registered investment adviser unaffiliated with Chandler. Clients participating in this program typically will be required to custody their assets managed within the program with a designated custodian.

For example, clients participating in the Folio Dynamix Program through Cetera Investment Management LLC and/or certain other affiliated investment adviser entities under common control (individually referred to as a Cetera Adviser and collectively as Cetera Advisers) are required to custody their program assets with Cetera Investment Services LLC as clearing broker or with a third party clearing broker mutually acceptable to Cetera Adviser, FDxA and Chandler.

Generally, Chandler arranges for all securities transactions in Folio Dynamix Program accounts through the sponsoring party subject to best execution considerations described above. If Chandler determines that best execution considerations require trading with brokers other than the sponsoring party or client custodian, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

ITEM 12A.1: RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Chandler's soft dollar policy prohibits us from entering into third party soft dollar arrangements. The term Soft dollars generally refers to arrangements whereby a discretionary investment adviser is allowed to pay for and receive research, research-related or execution services from a broker-dealer or third-party provider, in addition to the execution of transactions, in exchange for the brokerage commissions from transactions for client accounts.

As disclosed in Item 4D of this Brochure, clients participating in the Schwab Managed Account Select wrap fee program are required to utilize Schwab as the custodian of their assets being managed within that program. Although participating clients are required to establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Chandler is independently owned and operated and not affiliated with Schwab.

Schwab Institutional provides Chandler with access to its institutional trading and operations services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors at no charge to them so long as a specified minimum, generally \$10 million, of the advisor's clients' account assets are maintained at Schwab Institutional.

These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Chandler but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Chandler. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. However, Chandler has a fiduciary responsibility to always place client interests before our own and will only recommend Schwab to clients where we believe it would be beneficial to those clients.

ITEM 12A.2: BROKERAGE FOR CLIENT REFERRALS

Chandler does not direct brokerage in exchange for client referrals.

ITEM 12A.3: DIRECTED BROKERAGE

Chandler's policy and practice is not to accept advisory clients' instructions for directing client's brokerage transactions.

ITEM 12B: AGGREGATING CLIENT TRADES

Order aggregation is the process of adding together or "blocking" orders to purchase and sell the same security as one large order. Chandler will aggregate or "block" trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple

client accounts, and in some cases, employees, so long as transaction costs are shared equally and on a pro-rata (or other fair and reasonable) basis between all accounts included in any such block.

Block trading may allow us to execute trades in a timelier, more equitable manner, at a better overall price.

Chandler may aggregate trades for itself or for its associated persons with client trades, providing that the following conditions are met:

- 1) Chandler's policies for the aggregation of transactions shall be fully disclosed in this Form ADV Part 2A and separately to Chandler's existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
- 2) We will not aggregate transactions unless aggregation is consistent with our duty to seek best execution and the terms of Chandler's investment advisory agreement with each client for which trades are being aggregated;
- 3) No participating account will be favored over any other account; each account that participates in an aggregated order will participate at the average price for all the aggregated order, with transaction costs shared pro-rata, when applicable, on each account's participation in the transaction;
- 4) Chandler will enter aggregated orders into Charles River, our Order Management System ("OMS"), specifying the participating accounts and how we intend to allocate the order among those accounts;
- 5) If the aggregated order is filled in its entirety, it will be allocated among participating accounts in accordance with the allocations entered into the OMS; if the order is partially filled, it will be allocated pro-rata based on the allocations entered into the OMS;
- 6) If the security is purchased from multiple dealers at different prices and is to be allocated among multiple accounts, it will be allocated using a weighted average method;
- 7) Allocations for an aggregated order should constitute no less than 0.50 of 1% (50 basis points) of a selected portfolio. If a proposed allocation would amount to less than 0.50 of 1% (50 basis points) of the selected portfolio, it may be allocated to a more appropriate account different from that specified in the OMS as long as all client accounts receive fair and equitable treatment and the reason for the different allocation is explained in a manner consistent with the procedures listed in number 8 herein;
- 8) Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the OMS if all client accounts receive fair and equitable treatment and the reason for the different allocation is explained in writing and is approved in writing by appropriate supervisory personnel no later than one hour after the opening of the markets on the trading day following the day the order was executed;
- 9) Chandler will receive no additional compensation of any kind as a result of the proposed aggregation;
- 10) Individual investment advice and treatment will be accorded to each advisory client.
- 11) Chandler's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by, and bought and sold for that account.
- 12) Funds and securities for aggregated orders are clearly identified on Chandler's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

There may also be times when Chandler does not aggregate trades when we have an opportunity to do so. Portfolio managers may choose not to aggregate trades in the following situations:

- **Non-discretionary clients:** An advisory client electing not to grant investment discretionary authority to Chandler is advised that trades done in his/her account may be executed subsequent to trades effected in discretionary accounts due to the additional time involved in obtaining the required client approval prior to executing any trade in such non-discretionary client accounts. Consequently, we may not be able to aggregate these trades with other discretionary trades which may result in a difference in the price per share/bond of a given security and the commission rates paid.
- **Client direction:** While rare, an advisory client may choose not to have their trades aggregated or may have cash flow needs that prevent Chandler from aggregating a trade with other pending orders.

Consequently, we may not be able to aggregate these client trades with other client trades which may result in a difference in the price per share/bond of a given security and the commission rates paid.

- **Portfolio Manager's discretion:** Portfolio managers may choose to trade certain strategies at the same time while waiting to trade others. The timing of the trades and determination of which strategy to trade is dependent on market conditions.

Additionally, not all portfolio managers will trade their client accounts at the same time and there may be timing differences for trades executed by different portfolio managers. Accordingly, we may not be able to aggregate all trades executed independently by our different portfolio managers, which may result in a difference in the price per share/bond of a given security and the commission rates paid.

ITEM 13 ACCOUNT REVIEWS

ITEM 13A: PERIODIC ACCOUNT REVIEWS

FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT

While the underlying securities within client accounts are continually monitored and reviewed at least monthly in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, liquidity requirements, credit analysis or the market, political or economic environment.

These accounts are reviewed by our Chief Investment Officer and Portfolio Managers.

WRAP FEE PROGRAMS

Program clients should refer to the selected Sponsor's Wrap Fee Program Brochure and, if applicable, the independent advisor's disclosure document for information regarding reviews performed by the sponsor or independent advisor and the frequency of reviews conducted on the client's Program account(s).

CONSULTING SERVICES

While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. Such reviews will be conducted by the client's account representative.

ITEM 13B: OTHER REVIEWS

Chandler reviews accounts on a periodic basis as described above in Item 13A of this brochure.

ITEM 13C: REPORTING

FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT

In addition to the monthly account statements that non-wrap clients receive from their custodian and confirmations of transactions that they receive from the executing broker-dealer, we provide written monthly reports summarizing account performance, balances and holdings, transactions, income earned and cash flow expected for the next 365 days.

WRAP FEE PROGRAMS

Program clients should refer to the selected Sponsor's Wrap Fee Program Brochure and, if applicable, the independent advisor's disclosure document for information regarding the content and frequency of reports provided by the sponsor or independent advisor to the client, if any. Chandler does not send any reports or account statements to wrap fee program clients.

CONSULTING SERVICES

These client accounts will receive written reports as contracted for at the inception of the advisory engagement.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

ITEM 14A: OTHER COMPENSATION

As outlined in Item 12A of this Brochure, certain indirect economic benefits are received by Chandler for clients that custody their assets with Schwab. While Chandler and its employees endeavor at all times to put the interest of our clients first, clients participating in the Schwab wrap programs should be aware that receipt of this indirect additional compensation creates a potential conflict of interest. However, Chandler has a fiduciary responsibility to always place client interests before our own and will only recommend Schwab to clients where we believe it would be beneficial to those clients.

ITEM 14B: CLIENT REFERRALS

Chandler's policy and practice is not to enter into arrangements to pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Compensation paid to certain related persons of Chandler may take into consideration an overall assessment of predetermined objectives in addition to other defined criteria. Notably, this firm practice does not impact the advisory fees paid to Chandler by any client.

ITEM 15 CUSTODY

Chandler does not take custody or possession of the funds or securities that a client has placed under our management. Each client shall appoint a Qualified Custodian ("custodian") to take and have possession of their assets. The fees expressed in the "Fees and Compensation" section (Item 5A) of this Brochure do not include fees a client will incur for custodial services.

From time to time, Chandler may recommend a custodian to clients who do not have an existing custodian relationship established. Among others, Chandler may recommend (in alphabetical order) Bank of America, Bank of New York/Mellon, Charles Schwab & Co., Union Bank, US Bank or Wells Fargo. Some of the above mentioned custodians may offer special pricing for institutional or municipal clients of Chandler. Chandler does not receive any compensation from the custodians we may refer our clients to. The rates offered by the custodian may be based on the size of the portfolio or type of account opened. Client retains full discretionary authority over the selection of the custodian to be used.

Direct Debiting of Fees

Although Chandler does not take custody or possession of the funds or securities that a client has placed under its management, Chandler is deemed by the SEC to have custody of those accounts where fees are debited directly from the client's custodian bank account. We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions and holdings within the account during the reporting period, in addition to any advisory fees paid.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a monthly basis. While Chandler makes every effort to provide accurate statements, we urge our clients to carefully compare the information provided on our statements to statements provided by their custodian in order to ensure that all account transactions, holdings and values are correct and current.

ITEM 16 INVESTMENT DISCRETION

Generally, clients hire us to provide discretionary asset management services. We may provide our services on a non-discretionary basis, if requested by a client.

Our discretionary authority includes the ability to do the following without first obtaining approval from the client:

- Determine the security to buy or sell;
- Determine the amount of the security to buy or sell; and
- Determine the price at which to buy or sell the security;

Clients give us discretionary authority when they sign a discretionary client agreement with our firm, and may limit this authority by giving us written instructions. Such limitations are typically outlined in a client's investment policy statement and may include restrictions on maturity or ratings, issuer or sector concentration limitations, among others. Clients may also change/amend such limitations by once again providing us with written instructions. Chandler reserves the right to decline acceptance of any client account.

ITEM 17 VOTING CLIENT SECURITIES

ITEM 17A: PROXY VOTING

We vote proxies for the securities held in all client accounts; however, all clients retain the right to vote their own proxies should they choose to do so. Clients can exercise this right by instructing us in writing to not vote proxies in their account and instructing their custodian to send proxies directly to their attention.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Nicole Dragoo, our Chief Compliance Officer, by telephone, email, or in writing. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for their account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Nicole Dragoo by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). You can also instruct us on how to cast your vote in a particular proxy contest by contacting Nicole Dragoo by mail at 6225 Lusk Boulevard, San Diego, CA 92121 or by email at Compliance@chandlerasset.com. These requests must be made in writing.

ITEM 17B: WHERE CLIENT RETAINS RIGHT TO VOTE PROXIES

For accounts where we do not vote proxies, Chandler may provide investment advisory services relative to client investment assets. Clients maintain exclusive responsibility for:

- 1) Directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and
- 2) Making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets; and
- 3) Instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

ITEM 18 FINANCIAL INFORMATION

ITEM 18A: FINANCIAL STATEMENT REQUIREMENT

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

ITEM 18B: FINANCIAL CONDITION

Chandler has no financial conditions to disclose that would impair its ability to meet contractual and fiduciary obligations to clients.

ITEM 18C: BANKRUPTCY DISCLOSURE

Chandler has never been the subject of a bankruptcy petition.

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Kay Chandler, CFA

President

Chandler Asset Management, Inc.
 6225 Lusk Boulevard
 San Diego, CA 92121
 (800) 317-4747

This brochure supplement provides information about Kay Chandler that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Mary Catherine (Kay) Chandler
Year of Birth:	1948
Post High School Education:	Oberlin College; BA, Psychology; 1970
Business Background:	2008 to Present: President & Principal – Chandler Asset Management, Inc. 1988 to 2008: President, CEO & Principal – Chandler Asset Management, Inc.
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 1998 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Kay Chandler. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

A. *Investment-Related Activities*

- Kay Chandler is not engaged in any other investment-related activities.
- Kay Chandler does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. *Non-Investment-Related Activities*

- Kay Chandler is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

ITEM 5: ADDITIONAL COMPENSATION

Kay Chandler does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Board of Directors
Title:	
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Martin Cassell, CFA

CEO & Chief Investment Officer

Chandler Asset Management, Inc.
6225 Lusk Boulevard
San Diego, CA 92121
(800) 317-4747

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Martin Dayle Cassell
Year of Birth:	1959
Post High School Education:	California State University Hayward; BS, Finance; 1987
Business Background:	2008 to Present: CEO, Chief Investment Officer & Principal – Chandler Asset Management, Inc. 2003 to 2008: Chief Investment Officer & Principal – Chandler Asset Management, Inc. 1993 to 2003: VP, Portfolio Manager & Principal – Chandler Asset Management, Inc. 1991 to 1993: Portfolio Manager – Chandler Asset Management, Inc.
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 1998 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Martin Cassell. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

A. *Investment-Related Activities*

- Martin Cassell is not engaged in any other investment-related activities.
- Martin Cassell does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. *Non-Investment-Related Activities*

- Martin Cassell is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

Martin Cassell does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Board of Directors
Title:	
Phone Number:	(858) 546-3737

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Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Ted Piorkowski, CFA

Senior Vice President and Portfolio Manager

Chandler Asset Management, Inc.
 6225 Lusk Boulevard
 San Diego, CA 92121
 (800) 317-4747

This brochure supplement provides information about Ted Piorkowski that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Theodore James Piorkowski
Year of Birth:	1959
Post High School Education:	California State University San Diego; BS, Finance; 1982 California State University San Diego; MBA, Finance; 1985
Business Background:	2009 – Present: SVP, Portfolio Manager & Principal – Chandler Asset Management, Inc. 2004 to 2009: SVP, Portfolio Manager – Chandler Asset Management, Inc. 1999 to 2004: VP, Portfolio Manager – Chandler Asset Management, Inc. 1994 to 1999; VP, Fund Manager – Sefton Capital Management, Inc.
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 1991 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Ted Piorkowski. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

A. *Investment-Related Activities*

- Ted Piorkowski is not engaged in any other investment-related activities.
- Ted Piorkowski does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. *Non-Investment-Related Activities*

- Ted Piorkowski is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

Ted Piorkowski does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Martin Cassell
Title:	CEO & Chief Investment Officer
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Jayson Schmitt, CFA

Executive Vice President & Portfolio Manager

Chandler Asset Management, Inc.
6225 Lusk Boulevard
San Diego, CA 92121
(800) 317-4747

This brochure supplement provides information about Jayson Schmitt that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Jayson Arnold Schmitt
Year of Birth:	1969
Post High School Education:	California State University San Diego; BA, Economics; 1995
Business Background:	2016 to Present: EVP, Portfolio Manager & Principal – Chandler Asset Management, Inc. 2010 to 2015: SVP, Portfolio Manager & Principal – Chandler Asset Management, Inc. 2009 to 2010: VP, Portfolio Manager & Principal – Chandler Asset Management, Inc. 2003 to 2009: VP, Portfolio Manager – Chandler Asset Management, Inc. 1995 to 2003: Operations Manager – Chandler Asset Management, Inc.
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 2003 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Jayson Schmitt. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

A. *Investment-Related Activities*

- Jayson Schmitt is not engaged in any other investment-related activities.
- Jayson Schmitt does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. *Non-Investment-Related Activities*

- Jayson Schmitt is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

Jayson Schmitt does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Martin Cassell
Title:	CEO & Chief Investment Officer
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

William Dennehy II, CFA

Executive Vice President & Portfolio Manager

Chandler Asset Management, Inc.
 6225 Lusk Boulevard
 San Diego, CA 92121
 (800) 317-4747

This brochure supplement provides information about William Dennehy II that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

Additional information about William Dennehy II is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	William Dennehy II
Year of Birth:	1970
Post High School Education:	California State University Chico; BS, Business/Finance; 1992
Business Background:	2016 to Present: EVP, Portfolio Manager – Chandler Asset Management, Inc. 2012 to 2015: SVP, Portfolio Manager – Chandler Asset Management, Inc. 2011 to 2012: VP, Portfolio Manager – Chandler Asset Management, Inc. 2001 to 3/2011: Senior Portfolio Manager – Northern Trust Global Investments
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 2000 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of William Dennehy II. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

A. *Investment-Related Activities*

- William Dennehy II is not engaged in any other investment-related activities.
- William Dennehy II does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. *Non-Investment-Related Activities*

- William Dennehy II is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

William Dennehy II does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Martin Cassell
Title:	CEO & Chief Investment Officer
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Jeffrey Probst, CFA

Vice President & Portfolio Manager

Chandler Asset Management, Inc.
 6225 Lusk Boulevard
 San Diego, CA 92121
 (800) 317-4747

This brochure supplement provides information about Jeffrey Probst that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Jeffrey John Probst
Year of Birth:	1984
Post High School Education:	University of California, Davis; BS, Managerial Economics; 2006 University of California, Davis; MS, Agriculture and Resource Economics; 2008
Business Background:	01/2014 to Present: VP, Portfolio Manager – Chandler Asset Management, Inc. 02/2012 to 12/2013: Assistant Portfolio Manager – Chandler Asset Management, Inc. 07/2010 to 02/2012: Senior Investment Analyst – BofI Federal Bank 02/2010 to 6/2010: Fund Treasury Admin – Western Asset Management
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 2013 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Jeffrey Probst. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

C. *Investment-Related Activities*

- Jeffrey Probst is not engaged in any other investment-related activities.
- Jeffrey Probst does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

D. *Non-Investment-Related Activities*

- Jeffrey Probst is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

Jeffrey Probst does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Jayson Schmitt
Title:	Executive Vice President & Portfolio Manager
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Scott Prickett, CTP

Executive Vice President & Portfolio Strategist

Chandler Asset Management, Inc.
801 2nd Avenue, Suite 800
Seattle, WA 98104
(800) 317-4747

Chandler Asset Management, Inc.
1875 Lawrence Street, Suite 920
Denver, CO 80202
(800) 317-4747

This brochure supplement provides information about Scott Prickett that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Scott David Prickett
Year of Birth:	1963
Post High School Education:	University of Northern Colorado; BS, Business Finance; 1987
Business Background:	01/2016 to Present: EVP, Portfolio Strategist – Chandler Asset Management, Inc. 04/2014 to 12/2015: SVP, Portfolio Strategist – Chandler Asset Management, Inc. 05/2006 to 04/2014: SVP, Managing Director, Portfolio Manager – Davidson Fixed Income Mgmt. Inc. 05/2006 to 04/2014: SVP, Managing Director - D.A. Davidson & Co.
Professional Designations:	Certified Treasury Professional (CTP); Association of Financial Professionals; 2000 <i>For an explanation of the CTP designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Scott Prickett. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

E. *Investment-Related Activities*

- Scott Prickett is not engaged in any other investment-related activities.
- Scott Prickett does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

F. *Non-Investment-Related Activities*

- Scott Prickett is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

ITEM 5: ADDITIONAL COMPENSATION

Scott Prickett does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Martin Cassell
Title:	CEO & Chief Investment Officer
Phone Number:	(858) 546-3737

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Julie Hughes

Senior Vice President & Portfolio Strategist

Chandler Asset Management, Inc.
 1875 Lawrence Street, Suite 920
 Denver, CO 80202
 (800) 317-4747

This brochure supplement provides information about Julie Hughes that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Julie Kirschner Hughes
Year of Birth:	1964
Post High School Education:	University of Texas at Austin; BBA, Marketing; 1986 The Wharton School of the University of Pennsylvania; MBA, Entrepreneurial Management; 1992
Business Background:	01/2016 to Present: SVP, Portfolio Strategist – Chandler Asset Management 04/2014 to 12/2015: VP, Portfolio Strategist – Chandler Asset Management 08/2007 to 04/2014: SVP, Portfolio Manager – Davidson Fixed Income Management 08/2007 to 04/2014: SVP, Structured Products – D.A. Davidson & Co.
Professional Designations:	None

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Julie Hughes. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

G. *Investment-Related Activities*

- Julie Hughes is not engaged in any other investment-related activities.
- Julie Hughes does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

H. *Non-Investment-Related Activities*

- Julie Hughes is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

ITEM 5: ADDITIONAL COMPENSATION

Julie Hughes does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Scott Prickett
Title:	Executive Vice President, Portfolio Strategist
Phone Number:	(800) 317-4747

Part 2B of Form ADV: *Brochure Supplement*

Effective Date: January 29, 2015



ITEM 1: COVER PAGE

Genny Lynkiewicz

Vice President & Portfolio Manager

Chandler Asset Management, Inc.
6225 Lusk Boulevard
San Diego, CA 92121
(800) 317-4747

This brochure supplement provides information about Genny Lynkiewicz that supplements the Chandler Asset Management (Chandler) brochure. You should have received a copy of that brochure. Please contact Nicole Dragoo if you did not receive Chandler's brochure or if you have any questions about the contents of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Full Legal Name:	Genevieve Cathryn Lynkiewicz
Year of Birth:	1974
Post High School Education:	University of Wisconsin, Madison; BBA, Finance, Investment & Banking; 1997
Business Background:	10/2015 to Present: VP, Portfolio Manager – Chandler Asset Management 08/2012 to 02/2015: VP, Fixed Income Portfolio Manager – BMO Asset Management Corp. 02/2012 to 08/2012: Fixed Income Portfolio Manager – M&I Investment Management Corp. 03/2007 to 01/2012: Fixed Income Trader – M&I Investment Management Corp.
Professional Designations:	Chartered Financial Analyst (CFA); CFA Institute; 2006 <i>For an explanation of the CFA designation, please see page 10</i>

ITEM 3: DISCIPLINARY INFORMATION

Chandler is required to disclose all material facts regarding any legal or disciplinary events that would materially impact a client's evaluation of Genny Lynkiewicz. No events have occurred that are applicable to this item.

ITEM 4: OTHER BUSINESS ACTIVITIES

Chandler is required to disclose any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

I. *Investment-Related Activities*

- Genny Lynkiewicz is not engaged in any other investment-related activities.
- Genny Lynkiewicz does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

J. *Non-Investment-Related Activities*

- Genny Lynkiewicz is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

ITEM 5: ADDITIONAL COMPENSATION

Genny Lynkiewicz does not receive any economic benefit from a non-advisory client for the provision of advisory services.

ITEM 6: SUPERVISION

Supervisor:	Jayson Schmitt
Title:	Executive Vice President & Portfolio Manager
Phone Number:	(858) 546-3737

Explanations of Professional Designations Held

CFA Charter

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals. There are currently more than 100,000 CFA charterholders working throughout the world. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.

Certified Treasury Professional (CTP)

The Certified Treasury Professional[®] (CTP) designation is evidence that an individual is certified in corporate treasury and cash management. The credential is awarded based upon experience and passing of a rigorous examination that provides an objective measure of an individual's broad-based knowledge and competency in treasury management. Ongoing professional development is required in order to maintain the credential. The CTP is administered by the Association for Financial Professionals, the leading association for treasury and financial management professionals, with more than 29,000 members worldwide.



Appendix B

Global Investment Performance Standards (GIPS®)



Verification Report

Chandler Asset Management, Inc.
6225 Lusk Boulevard
San Diego, CA 92121

We have verified whether Chandler Asset Management, Inc. (the Firm) (1) complied with all the composite construction requirements of the Global Investment Performance Standards (GIPS[®]) on a firm-wide basis for the periods from July 1, 1997 through March 31, 2016, and (2) designed its policies and procedures to calculate and present performance in compliance with the GIPS standards as of March 31, 2016. The Firm's management is responsible for compliance with the GIPS standards and the design of its policies and procedures. Our responsibility is to express an opinion based on our verification. We conducted this verification in accordance with the required verification procedures of the GIPS standards. We also conducted such other procedures as we considered necessary in the circumstances.

In our opinion, the Firm has, in all material respects:

- Complied with all the composite construction requirements of the GIPS standards on a firm-wide basis for the periods from July 1, 1997 through March 31, 2016; and
- Designed its policies and procedures to calculate and present performance in compliance with the GIPS standards as of March 31, 2016.

This report does not relate to or provide assurance on any composite compliant presentation of the Firm and does not ensure the accuracy of any specific composite compliant presentation.

ACA Performance Services, LLC

ACA Performance Services, LLC
June 21, 2016



GIPS® Disclosures – Ultra Short Bond

Annual Rates of Return 2006 through 2015

Year End	Returns		3 Year Annualized		Dispersion		Number of Portfolios	Assets		Firm (MM)
	Total Gross	Total Net	Composite Index	Standard Deviation	Asset Wtd. Std. Dev.	Composite (MM)		% of Firm Assets		
2006	4.77%	4.51%	4.48%	n/a	0.08%	7	252	8.39%	3,003	
2007	5.82%	5.56%	6.11%	n/a	0.11%	6	222	6.52%	3,406	
2008	4.61%	4.35%	4.32%	n/a	0.24%	7	267	7.32%	3,655	
2009	1.35%	1.10%	0.55%	n/a	0.14%	6	158	3.19%	4,965	
2010	1.51%	1.25%	1.08%	n/a	≤ 5	6	114	1.99%	5,755	
2011	0.81%	0.56%	0.73%	0.45%	≤ 5	5	119	2.01%	5,929	
2012	0.74%	0.49%	0.26%	0.37%	≤ 5	4	77	1.20%	6,431	
2013	0.39%	0.14%	0.22%	0.25%	≤ 5	3	58	0.81%	7,165	
2014	0.46%	0.20%	0.29%	0.22%	≤ 5	5	74	0.83%	8,894	
2015	0.46%	0.21%	0.30%	0.23%	≤ 5	4	62	0.53%	11,747	

Chandler Asset Management claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards.

Chandler Asset Management has been independently verified by ACA Performance Services for the period of July 1, 1997 through March 31, 2016. The verification report is available upon request. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. Verification does not ensure the accuracy of any specific composite presentation.

1. Chandler Asset Management is an independent investment adviser registered as such with the Securities and Exchange Commission under the Investment Adviser's Act of 1940. Registration with the SEC does not imply a certain level of skill or training. Since 1988, Chandler Asset Management has provided fixed income investment management services to the public sector, as well as to foundations, endowments, individuals and corporations. A complete list and description of all of the firm's composites is available upon request.

2. The Ultra Short Bond Composite is a composite of individually managed accounts with an average modified duration approximately equal to the modified duration of the Bank of America Merrill Lynch Blended 0-3 year Treasury index and a maximum final stated maturity of individual securities of three years. The minimum account size required to be included in this composite is \$2 million. This composite was created in November 1988. The name of this composite was changed from Principal Preservation effective June 30, 2009.

3. The B of A Merrill Lynch Blended 0-3 Year Treasury Index is a static, internally-maintained blended benchmark comprised of US Treasury securities issued by the US Government. Prior to 1/1/2001, it consisted of 1 Year T-Bills. Effective 1/1/2001, it consists of the following indices: 30% BofA/ML 3-Month U.S. T-Bill, 30% BofA/ML 6-Month U.S. T-Bill and 40% BofA/ML 1-3 Year U.S. Treasuries. Securities in this benchmark include current 3- and 6-month T-Bills and 1-3 year treasuries that have fixed coupon rates and a maturity not greater than three years regardless of any call features. Indexes are referred to for comparative purposes only and are not intended to parallel the risk or investment style of the portfolios in the Composite. Indexes do not utilize leverage. Index calculations do not reflect fees, brokerage commissions or other expenses of investing. Investors may not make direct investments into any index. Index data contained herein (and all trademarks related thereto) are owned by the indicated index provider, and may not be redistributed. The information herein has not been approved by the index provider.

4. Valuations are computed and performance reported in U.S. Dollars.

5. Performance is calculated using a time-weighted total rate of return, which links performance monthly, and is reported gross of investment management fees and custodial fees, but after all trading expenses. Results reflect the reinvestment of income, dividends and other earnings, and include realized and unrealized gains and losses and interest accrued through the last day of each month. Results do not reflect the potential impact of taxes. Past performance is not indicative of future results. Fees charged by Chandler Asset Management will reduce performance.

6. Net-of-fees performance returns are calculated by reducing the monthly gross performance by one-twelfth (1/12) of the actual maximum applicable fee of 0.25%, which is representative of our current fee schedule for this composite. These monthly returns are then geometrically linked to produce annual returns which are presented before custodial fees but after management fees and all trading expenses. Fees are negotiable and additional information regarding Chandler's fees is included in our Part 2A of Form ADV.

7. Dispersion is calculated using the asset weighted standard deviation for all accounts in the composite for the year. For those years when less than six portfolios were included in the composite for the full year, no dispersion measure is presented. The three-year annualized standard deviation measures the variability of the composite and the benchmark returns over the preceding 36-month period and is required by GIPS for periods beginning after Jan. 1, 2011. Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.



GIPS® Disclosures – Limited Maturity

Annual Rates of Return 2006 through 2015

Year End	Returns		3 Year Annualized		Dispersion		Number of		Assets		Firm (MM)
	Gross	Net	Composite	Index	Asset Wtd	Std. Dev.	Portfolios	Composite (MM)	% of Firm Assets		
2006	4.60%	4.34%	n/a	n/a	n/a	≤5	4	44	1.48%	3,003	
2007	6.88%	6.62%	n/a	n/a	n/a	≤5	6	90	2.65%	3,406	
2008	6.82%	6.56%	n/a	n/a	n/a	0.20%	8	202	5.53%	3,655	
2009	2.10%	1.85%	n/a	n/a	n/a	0.34%	9	224	4.51%	4,965	
2010	2.96%	2.70%	n/a	n/a	n/a	0.38%	8	201	3.50%	5,755	
2011	1.88%	1.62%	1.02%	1.02%	1.02%	0.31%	9	222	3.74%	5,929	
2012	1.16%	0.91%	0.43%	0.73%	0.78%	0.06%	15	474	7.37%	6,431	
2013	0.30%	0.05%	0.36%	0.50%	0.59%	0.08%	18	797	11.12%	7,165	
2014	0.87%	0.61%	0.62%	0.43%	0.54%	0.09%	21	879	9.88%	8,894	
2015	0.74%	0.49%	0.54%	0.56%	0.63%	0.07%	27	1,328	11.31%	11,747	

Chandler Asset Management claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards.

Chandler Asset Management has been independently verified by ACA Performance Services for the period of July 1, 1997 through March 31, 2016. The verification report is available upon request. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. Verification does not ensure the accuracy of any specific composite presentation.

- Chandler Asset Management is an independent investment adviser registered as such with the Securities and Exchange Commission under the Investment Adviser's Act of 1940. Registration with the SEC does not imply a certain level of skill or training. Since 1988, Chandler Asset Management has provided fixed income investment management services to the public sector, as well as to foundations, endowments, individuals and corporations. A complete list and description of all of the firm's composites is available upon request.
- The Limited Maturity Composite is a composite of individually managed accounts with an average modified duration approximately equal to the modified duration of the Bank of America Merrill Lynch 1-3 Year US Treasury Index and a final stated maturity of individual securities of five years. The minimum account size required to be included in this composite is \$2 million. This composite was created September 1988. The name of this composite was changed from Short-Term Fixed Income effective June 30, 2009.
- The B of A Merrill Lynch 1-3 Year US Treasury Index is comprised of US Treasury securities issued by the US Government. All securities in the index must have fixed coupon rates and have at least one year but not greater than three years to maturity regardless of any call features. Indexes are referred to for comparative purposes only and are not intended to parallel the risk or investment style of the portfolios in the Composite. Indexes do not utilize leverage. Index calculations do not reflect fees, brokerage commissions or other expenses of investing. Investors may not make direct investments into any index. Index data contained herein (and all trademarks related thereto) are owned by the indicated index provider, and may not be redistributed. The information herein has not been approved by the index provider.
- Valuations are computed and performance reported in U.S. Dollars.
- Performance is calculated using a time-weighted total rate of return, which links performance monthly, and is reported gross of investment management fees and custodial fees, but after all trading expenses. Results reflect the reinvestment of income, dividends and other earnings, and include realized and unrealized gains and losses and interest accrued through the last day of each month. Results do not reflect the potential impact of taxes. Past performance is not indicative of future results. Fees charged by Chandler Asset Management will reduce performance.
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GIPS® Disclosures – Short Term Bond

Annual Rates of Return 2006 through 2015

Year End	Returns		3 Year Annualized		Dispersion		Number of		Assets		Firm (MM)
	Gross	Total	Index	Composite	Index	Std. Dev.	Asset Wtd	Portfolios	Composite (MM)	% of Firm Assets	
2006	4.44%	4.18%	4.04%	n/a	n/a	0.06%	0.06%	21	898	29.91%	3,003
2007	7.45%	7.18%	7.88%	n/a	n/a	0.17%	0.17%	24	1,074	31.54%	3,406
2008	7.65%	7.40%	8.37%	n/a	n/a	0.53%	0.53%	22	1,202	32.90%	3,655
2009	2.80%	2.50%	0.91%	n/a	n/a	0.35%	0.35%	29	1,554	31.29%	4,965
2010	3.97%	3.70%	3.46%	n/a	n/a	0.11%	0.11%	33	1,906	33.12%	5,755
2011	2.90%	2.64%	3.19%	1.47%	1.65%	0.07%	0.07%	32	1,866	31.48%	5,929
2012	1.80%	1.54%	0.98%	1.18%	1.27%	0.26%	0.26%	38	2,133	33.17%	6,431
2013	0.04%	-0.21%	-0.16%	1.02%	1.10%	0.08%	0.08%	39	2,168	30.26%	7,165
2014	1.42%	1.17%	1.24%	0.96%	0.99%	0.07%	0.07%	40	2,325	26.14%	8,894
2015	1.15%	0.90%	0.96%	1.11%	1.18%	0.07%	0.07%	44	3,403	28.97%	11,747

Chandler Asset Management claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards.

Chandler Asset Management has been independently verified by ACA Performance Services for the period of July 1, 1997 through March 31, 2016. The verification report is available upon request. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. Verification does not ensure the accuracy of any specific composite presentation.

1. Chandler Asset Management is an independent investment adviser registered as such with the Securities and Exchange Commission under the Investment Adviser's Act of 1940. Registration with the SEC does not imply a certain level of skill or training. Since 1988, Chandler Asset Management has provided fixed income investment management services to the public sector, as well as to foundations, endowments, individuals and corporations. A complete list and description of all of the firm's composites is available upon request.

2. The Short Term Bond Composite is a composite of individually managed accounts with an average modified duration approximately equal to the modified duration of the Bank of America Merrill Lynch 1-5 Year US Treasury & Agency Index and a maximum final stated maturity of individual securities of five years. The minimum account size required to be included in this composite is \$2 million. This composite was created in September 1995. The name of this composite was changed from 1-5 Year Government Fixed Income effective June 30, 2009.

3. The B of A Merrill Lynch 1-5 Year US Treasury & Agency Index is comprised of securities issued by entities of the US Government, including the US Treasury and Agencies such as Fannie Mae, Resolution Trust Funding and the Federal Home Loan Bank. Corporate or foreign debt guaranteed by the US Government, such as USAID securities, may also be included in the index. All securities in the index must be investment grade, have fixed coupon rates or rates that change according to a predetermined schedule, and have at least one year but not greater than five years to maturity regardless of any call features. Indexes are referred to for comparative purposes only and are not intended to parallel the risk or investment style of the portfolios in the Composite. Indexes do not utilize leverage. Index calculations do not reflect fees, brokerage commissions or other expenses of investing. Investors may not make direct investments into any index. Index data contained herein (and all trademarks related thereto) are owned by the indicated index provider, and may not be redistributed. The information herein has not been approved by the index provider.

4. Valuations are computed and performance reported in U.S. Dollars.

5. Performance is calculated using a time-weighted total rate of return, which links performance monthly, and is reported gross of investment management fees and custodial fees, but after all trading expenses. Results reflect the reinvestment of income, dividends and other earnings, and include realized and unrealized gains and losses and interest accrued through the last day of each month. Results do not reflect the potential impact of taxes. Past performance is not indicative of future results. Fees charged by Chandler Asset Management will reduce performance.

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Appendix C

Professional Biographies



Investment Management

Martin Cassell, CFA

CEO, Chief Investment Officer

Martin Cassell is the Chief Executive and Investment Officer at Chandler Asset Management and is a principal of the firm. He is responsible for defining, planning, and directing company programs. Martin heads implementation of the firm's investment strategies and portfolio risk management. He designed the proprietary quantitative models that drive our investment process, establishing duration, structure, and asset allocation throughout client portfolios.

Martin joined Chandler in 1991 from the City of San Diego where he managed a \$1 billion fixed income portfolio. He began his investment career in 1987 managing portfolios at World Savings and Loan.

Martin received his B.S. in finance from California State University, Hayward. He is a member of the CFA Society of San Diego and holds the designation of Chartered Financial Analyst. Martin is also a member of the Government Finance Officers Association (GFOA) Treasury and Investment Committee (TIM) and the California Association of Joint Power Authorities (CAJPA) finance committee.

Ted Piorkowski, CFA

Senior Vice President, Portfolio Manager

Ted Piorkowski is a Senior Vice President and Portfolio Manager at Chandler Asset Management. In addition to his duties as a portfolio manager, he oversees daily trading and is responsible for implementing portfolio strategy. Ted leads the Economic and Market Analysis Committee, as well as the Sector Committee.

Prior to joining Chandler in 1999, Ted served as a Vice President and Fund Manager for Sefton Capital Management. He was responsible for the management of over \$300 million in both mutual fund vehicles and individually managed institutional portfolios. From 1988 through 1994, Ted managed money market and enhanced money market funds for San Diego Trust and Savings Bank and its successor, San Diego Financial Capital Management.

Ted earned both his B.S. and M.B.A. in finance from San Diego State University. He is a member of the CFA Society of San Diego and holds the designation of Chartered Financial Analyst.

Jayson Schmitt, CFA

Executive Vice President, Portfolio Manager

Jayson Schmitt is an Executive Vice President and Portfolio Manager at Chandler Asset Management. He has been instrumental in the development and integration of quantitative analytic tools for the portfolio management process. He leads the Quantitative Analysis and Asset Allocation Committees.

Prior to joining Chandler in 1995, Jayson was employed as a Financial Analyst with USA Federal Credit Union in San Diego, managing a \$100 million liquidity book. His responsibilities there also included asset/liability management.

Jayson earned his B.A. in economics from San Diego State University. He is a member of the CFA Society of San Diego and holds the designation of Chartered Financial Analyst.



William Dennehy II, CFA

Executive Vice President, Portfolio Manager

William Dennehy is an Executive Vice President and Portfolio Manager at Chandler Asset Management. He is responsible for implementing portfolio strategy and securities trading in client accounts and leads the Credit Committee.

Prior to joining Chandler in 2011, Bill worked at Northern Trust Global Investments in Chicago, most recently as senior portfolio manager and vice president, with a wide range of responsibilities in asset allocation, quantitative and qualitative analysis.

Bill earned his B.S. in business administration, option in finance, at California State University, Chico. He holds the designation of Chartered Financial Analyst.

Scott Prickett, CTP

Executive Vice President, Portfolio Strategist

Scott Prickett is an Executive Vice President and Portfolio Strategist at Chandler Asset Management. He is responsible for building and maintaining client relationships with a focus upon developing and enhancing client investment programs. Scott actively participates in the portfolio management process and meets with clients on a regular basis to review their accounts, portfolio activity, portfolio strategy and financial markets. Scott has over 27 years of investment industry experience focused largely on managing short-term fixed income strategies for governmental and institutional non-profit clients.

Prior to joining Chandler, Scott was Managing Director and Portfolio Manager at Davidson Fixed Income Management. Scott was directly responsible for managing over \$750 million in client assets and had management responsibilities over multiple business units with combined total assets of over \$5 billion. These included taxable and tax-exempt SMA programs, a Local Government Investment Pool (LGIP) and SeaCap Investment Advisors. At ALPS Mutual Fund Services, Scott played a key role in developing two SEC registered mutual funds. Scott also spent two years at Pacific Investment Management Company (PIMCO) as a fixed income Portfolio Specialist for over \$1.4 billion in assets.

Scott is a graduate of the University of Northern Colorado with a degree in business administration with an emphasis in finance. Scott has earned the Association of Financial Professionals designation as a Certified Treasury Professional (CTP) and is a frequent speaker for various local and national organizations.

Jeff Probst, CFA

Vice President, Portfolio Manager

Jeff Probst joined Chandler Asset Management as an Assistant Portfolio Manager in 2012. Jeff works with the portfolio managers performing portfolio and fixed income research, and transacting securities.

Prior to joining Chandler, Jeff worked at BOFI Federal Bank in San Diego as an Investment Analyst where he analyzed mortgage backed securities and structured debt. He started his career at Western Asset Management as a mutual fund treasury administrator in their proprietary funds division.

Jeff earned his B.S. in managerial economics, as well as his M.S. in agricultural and resource economics, from the University of California, Davis. He holds the designation of Chartered Financial Analyst.



Genny Lynkiewicz, CFA

Vice President, Portfolio Manager

Genny Lynkiewicz is a Vice President and Portfolio Manager at Chandler Asset Management. She is responsible for implementing portfolio strategy and securities trading in client accounts. Prior to joining Chandler in 2015, Genny worked at BMO Asset Management in Chicago where she managed over \$8 billion in taxable money market funds, securities lending portfolios and separately managed accounts.

Genny earned a B.B.A. in Finance, Investment & Banking and a Certificate in International Business from the University of Wisconsin, Madison. She holds the designation of Chartered Financial Analyst.

Julie Hughes

Senior Vice President, Portfolio Strategist

Julie Hughes is a Senior Vice President and Portfolio Strategist at Chandler Asset Management. She is responsible for building and maintaining client relationships with public agencies along with participating actively in the portfolio management process. Julie has over 25 years of finance, strategy, and client relationship management experience.

Prior to joining Chandler, Julie was a Portfolio Manager at Davidson Fixed Income Management, where she managed short-term fixed income portfolios for government and non-profit clients. She was responsible for managing over \$400 million in assets and leading the municipal bond credit research and analysis for a \$300 million tax-exempt bond fund. Julie also has deep expertise in the investment of tax-exempt bond proceeds and hedging interest rate risk for tax-exempt debt. Prior to 2004, she held positions in corporate strategy and management consulting.

Julie earned an MBA from the Wharton School of the University of Pennsylvania and a BBA in Marketing from the University of Texas at Austin.

Shelly Henbest

Vice President, Credit Analyst

Shelly Henbest joined Chandler Asset Management as a Credit Analyst in 2009. She is actively involved in analyzing and assessing the credit suitability of debt issuers and assisting portfolio managers in the portfolio management process. Shelly is a member of the firm's Credit Committee, the Economic and Market Analysis Committee, and is responsible for monitoring developments in the financial markets and providing fundamental economic and investment research.

Shelly has more than 12 years of experience in financial research and analysis. Previously, she was an Associate Analyst at Bear, Stearns & Co. Inc., focusing on the consumer/retail sector. Prior to joining Bear Stearns, Shelly was an Equity Research Associate at C.L. King & Associates. She began her career at Ford Equity Research in San Diego as a Quantitative Equity Analyst. Shelly was a three-year member of Institutional Investor magazine's "All-America Research Team." Shelly is a 2015 Level III Candidate in the CFA Program.

Shelly earned her B.A. in business economics from the University of California, Santa Barbara.

Webster Grouten III

Portfolio Management Associate

Webster Grouten is a Portfolio Management Associate at Chandler Asset Management. He is responsible for assisting the portfolio management team with analysis of individual securities, researching portfolios and transacting securities on behalf of the portfolio managers. Webster joined Chandler Asset Management in 2012 as an Investment Operations Specialist.



Prior to joining Chandler, Webster worked as an Investment Accountant in the Fund Services department at SS&C Technologies. He graduated from the University of Connecticut in 2009 with his B.S. in finance.

Relationship Management

Ned Connolly, CCM

Senior Vice President, Relationship Manager

Ned Connolly is Senior Vice President and Relationship Manager. He is a member of the firm's Relationship Management team which develops client relationships and coordinates the delivery of services related to the review and implementation of recommended practices. Ned works with public agencies in writing and revising investment policies and procedures, developing cash flow projections and providing investment education for finance staff.

Ned joined the firm in 2004. He has 33 years of experience in the investment industry in the areas of institutional fixed-income investing and portfolio management. Ned has been a member of the Government Finance Officers Association's (GFOA) Committee on Treasury and Investment Management. He has spoken on a variety of investment topics before numerous regional and national organizations.

Ned received his B.A. from Boston College and holds the designation of permanent Certified Cash Manager (CCM) through the Association for Financial Professionals.

Stacey Alderson

Client Service Manager

Stacey Alderson joined Chandler Asset Management in 2014. Stacey is part of the client service team and serves as Client Service Manager. She is responsible for developing and maintaining client relationships and working as a liaison between the clients and the Chandler team. Stacey assists clients in developing and maintaining cash flow projections.

Stacey has 11 years' experience in asset management and 5 years of banking experience. She earned her B.A. in business administration with an emphasis in accounting from the University of Montevallo. Stacey has received the AFP designation as a Certified Treasury Professional, CTP.

Operations and Compliance

Nicole Dragoo, IAACP

COO, Chief Compliance Officer

Nicole Dragoo joined the firm in December 2001 and assumed the roles of Chief Operating and Compliance Officer at Chandler Asset Management in 2008. She is responsible for regulatory compliance and legal matters, and implements and oversees the firm's operational and administrative functions. Nicole also directly oversees the investment operations department, which is responsible for maintaining data integrity, trade settlement, performance calculation, client reporting and portfolio accounting.

Nicole joined Chandler as an Operations Associate in 2001 and held various roles working in and managing operations prior to accepting the responsibilities of COO and CCO. Before joining Chandler, Nicole served as a Trading Associate on the institutional fixed income sales desk at Merrill Lynch.



Nicole earned her B.A. from the University of San Diego in business economics and her J.D. from the University Of San Diego School Of Law. She is a member of the State Bar of California, the American Bar Association, the San Diego County Bar Association, and the Southern California Compliance Group. Additionally, Nicole holds the designation of Investment Adviser Certified Compliance Professional (IACCP).

Michael Ramos

Vice President, Operations

Michael Ramos is Vice President of Operations at Chandler Asset Management. He is responsible for leading the investment operations team and managing the firm's IT resources. Mike oversees trade processing, trade settlements, portfolio accounting, statement reconciliation, and client reporting. He joined Chandler Asset Management in 2004 as an Operation Associate. His previous experience includes financial accounting and reporting.

Mike earned his B.S. in business administration with a specialization in finance from California State University, San Marcos in 2003. In 2009, he received his M.B.A. in finance from National University.



Appendix D

Sample Monthly Statements and Quarterly Reports

Monthly Account Statement

Sample Client

December 1, 2015 through December 31, 2015

Please note: This sample client service report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase of such securities was or will be profitable, or representative of the of the composition or performance of the portfolio. The information contained in this sample presentation was obtained from sources we believe to be reliable, but we do not guarantee its accuracy. This presentation contains the current opinions of the author, which are subject to change without notice. Any statements concerning financial market trends or future forecasts are based on current market conditions, which will fluctuate. Past performance is not indicative of future success.

Chandler Team

For questions about your account,
please call (800) 317-4747 or
Email operations@chandlerasset.com

Custodian

Wells Fargo Bank

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Prices are provided by IDC, an independent pricing source.



Sample Client Managed Portfolio Summary

PORTFOLIO CHARACTERISTICS	ACCOUNT SUMMARY	TOP ISSUERS																																					
Average Duration: 1.01 Average Coupon: 0.64 % Average Purchase YTM: 0.70 % Average Market YTM: 0.50 % Average S&P/Moody Rating: AA+/Aaa Average Final Maturity: 1.02 yrs Average Life: 1.02 yrs	<table border="1"> <thead> <tr> <th></th> <th>Beg. Values as of 3/31/16</th> <th>End Values as of 6/30/16</th> </tr> </thead> <tbody> <tr> <td>Market Value</td> <td>100,000,000</td> <td>100,000,000</td> </tr> <tr> <td>Accrued Interest</td> <td>1,000,000</td> <td>1,000,000</td> </tr> <tr> <td>Total Market Value</td> <td>101,000,000</td> <td>101,000,000</td> </tr> <tr> <td>Income Earned</td> <td>1,000,000</td> <td>1,000,000</td> </tr> <tr> <td>Cont/W/D</td> <td>1,000,000</td> <td>1,000,000</td> </tr> <tr> <td>Par</td> <td>100,000,000</td> <td>100,000,000</td> </tr> <tr> <td>Book Value</td> <td>100,000,000</td> <td>100,000,000</td> </tr> <tr> <td>Cost Value</td> <td>100,000,000</td> <td>100,000,000</td> </tr> </tbody> </table>		Beg. Values as of 3/31/16	End Values as of 6/30/16	Market Value	100,000,000	100,000,000	Accrued Interest	1,000,000	1,000,000	Total Market Value	101,000,000	101,000,000	Income Earned	1,000,000	1,000,000	Cont/W/D	1,000,000	1,000,000	Par	100,000,000	100,000,000	Book Value	100,000,000	100,000,000	Cost Value	100,000,000	100,000,000	<table border="1"> <thead> <tr> <th>Issuer</th> <th>% Portfolio</th> </tr> </thead> <tbody> <tr> <td>Government of United States</td> <td>84.6 %</td> </tr> <tr> <td>United States Treasury</td> <td>7.7 %</td> </tr> <tr> <td>Federal Reserve Mortgage Asset</td> <td>3.8 %</td> </tr> <tr> <td>Federal Reserve Loan Asset</td> <td>3.9 %</td> </tr> </tbody> </table>	Issuer	% Portfolio	Government of United States	84.6 %	United States Treasury	7.7 %	Federal Reserve Mortgage Asset	3.8 %	Federal Reserve Loan Asset	3.9 %
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<p>US Treasury (84.6%) Agency (15.4%)</p>	<p>Maturity (Yrs)</p>	<p>AA (100.0%)</p>																																					
PERFORMANCE REVIEW	<table border="1"> <thead> <tr> <th>Current Month</th> <th>Latest 3 Months</th> <th>Year To Date</th> <th>Annualized 10 Yrs</th> <th>Since 9/30/2014</th> </tr> </thead> <tbody> <tr> <td>1.20 %</td> <td>1.10 %</td> <td>1.10 %</td> <td>1.10 %</td> <td>1.10 %</td> </tr> <tr> <td>1.20 %</td> <td>1.10 %</td> <td>1.10 %</td> <td>1.10 %</td> <td>1.10 %</td> </tr> </tbody> </table>		Current Month	Latest 3 Months	Year To Date	Annualized 10 Yrs	Since 9/30/2014	1.20 %	1.10 %	1.10 %	1.10 %	1.10 %	1.20 %	1.10 %	1.10 %	1.10 %	1.10 %																						
Current Month	Latest 3 Months	Year To Date	Annualized 10 Yrs	Since 9/30/2014																																			
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1.20 %	1.10 %	1.10 %	1.10 %	1.10 %																																			
Total Rate of Return As of 6/30/2016 Sample Client 2Yr Held-To-Maturity Treasury Index																																							

This report is intended as a representative illustration of our monthly reporting capabilities only and is not intended as a representation of our performance. Investment advisory fees are described in the firm's Form ADV Part 2A Brochure and will reduce returns. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase of such securities was or will be profitable, or representative of the composition or performance of the portfolio. Past performance is not indicative of future results.



Sample Client

December 31, 2015

COMPLIANCE WITH INVESTMENT POLICY

Assets managed by Chandler Asset Management are in full compliance with State law and with the investment policy.

Category	Standard	Comment
Treasury Issues	2 years maximum maturity	Complies per client directive*
Government Instrumentalities, GSEs	2 years maximum maturity	Complies
Money Market Fund	AAA from one or more NRSRO	Complies
LGIP	AAAm rated	Complies
Maximum Maturity	2 years maximum maturity	Complies

This sample report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. Elements of the Compliance Report are representative of investment guidelines promulgated by State Law or the entity's investment policy.



BOOK VALUE RECONCILIATION	
Beginning Book Value	
Acquisition	
+ Security Purchases	
+ Money Market Fund Purchases	
+ Money Market Contributions	
+ Security Contributions	
+ Security Transfers	
Total Acquisitions	
Dispositions	
- Security Sales	
- Money Market Fund Sales	
- MMF Withdrawals	
- Security Withdrawals	
- Security Transfers	
- Other Dispositions	
- Maturities	
- Calls	
- Principal Paydowns	
Total Dispositions	
Amortization/Accretion	
+/- Net Accretion	
Gain/Loss on Dispositions	
+/- Realized Gain/Loss	
Ending Book Value	

SAMPLE REPORT - NOT FOR DISTRIBUTION



Sample Client

Holdings Report

As of 12/31/15

CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
		5,000,000.00	05/20/2013 0.43 %	5,009,650.00 5,000,821.87	100.01 0.47 %	5,000,385.00 6,319.44	3.86 % (436.87)	Aaa / Aa+ AAA	0.25 0.25
		5,000,000.00	05/09/2013 0.42 %	4,982,700.00 4,988,881.35	99.87 0.64 %	4,985,735.00 364.58	3.85 % (5,146.35)	Aaa / Aa+ AAA	0.48 0.48
		5,000,000.00	05/28/2015 0.65 %	5,009,100.00 5,006,246.39	99.72 0.97 %	4,985,825.00 7,395.83	3.85 % (20,421.39)	Aaa / Aa+ AAA	1.30 1.29
		5,000,000.00	08/14/2015 0.75 %	5,000,050.00 5,000,039.33	99.58 1.07 %	4,978,870.00 6,979.17	3.84 % (21,169.33)	Aaa / Aa+ AAA	1.32 1.30
		5,000,000.00	06/12/2015 0.77 %	4,986,000.00 4,989,916.08	99.53 0.96 %	4,976,600.00 2,690.97	3.84 % (13,316.08)	Aaa / Aa+ AAA	1.41 1.41
		25,000,000.00	0.61 %	24,997,500.00 24,995,905.02	0.82 %	24,935,415.00 23,749.99	19.24 % (60,490.02)	Aaa / Aa+ Aaa	0.95 0.94
		5,000,000.00	01/15/2013 0.40 %	4,995,608.15 4,989,943.82	100.00 0.28 %	5,000,200.00 8,661.68	3.86 % 256.18	Aaa / Aa+ AAA	0.04 0.04
		5,000,000.00	02/27/2014 0.26 %	4,982,968.75 4,999,433.27	99.99 0.30 %	4,989,610.00 4,223.90	3.86 % 176.73	Aaa / Aa+ AAA	0.16 0.16
		5,000,000.00	05/13/2013 0.38 %	4,981,054.69 4,988,137.40	99.98 0.32 %	4,989,025.00 2,663.93	3.86 % 887.60	Aaa / Aa+ AAA	0.29 0.29
		5,000,000.00	06/04/2013 0.48 %	4,966,601.56 4,995,809.68	99.93 0.44 %	4,986,485.00 1,614.01	3.85 % 675.32	Aaa / Aa+ AAA	0.37 0.37
		5,000,000.00	11/07/2014 0.38 %	5,010,156.25 5,003,423.09	99.93 0.61 %	4,986,680.00 10,461.96	3.86 % (6,743.09)	Aaa / Aa+ AAA	0.58 0.58
		5,000,000.00	02/03/2015 0.36 %	5,010,563.63 5,004,472.06	99.89 0.67 %	4,984,335.00 8,447.80	3.86 % (10,137.06)	Aaa / Aa+ AAA	0.67 0.66
		5,000,000.00	11/07/2014 0.47 %	5,002,555.81 5,001,011.21	99.84 0.71 %	4,981,990.00 6,352.46	3.85 % (9,021.21)	Aaa / Aa+ AAA	0.75 0.74
		5,000,000.00	12/18/2014 0.60 %	4,978,906.25 4,980,597.51	99.69 0.75 %	4,984,570.00 3,193.68	3.84 % (6,027.51)	Aaa / Aa+ AAA	0.84 0.83
		5,000,000.00	12/18/2014 0.64 %	4,986,930.81 4,993,869.23	99.73 0.79 %	4,986,720.00 2,185.79	3.85 % (7,149.23)	Aaa / Aa+ AAA	0.92 0.91
		5,000,000.00	12/18/2015 0.74 %	4,984,140.63 4,984,312.05	99.83 0.79 %	4,981,600.00 85.85	3.85 % (2,712.05)	Aaa / Aa+ AAA	1.00 0.99
		5,000,000.00	03/02/2015 0.63 %	4,987,712.06 4,993,048.54	99.63 0.84 %	4,981,640.00 10,461.96	3.85 % (11,408.54)	Aaa / Aa+ AAA	1.09 1.08
		5,000,000.00	03/18/2015 0.67 %	4,983,610.50 4,980,239.96	99.60 0.85 %	4,979,885.00 8,447.80	3.85 % (10,354.96)	Aaa / Aa+ AAA	1.16 1.16
		5,000,000.00	04/23/2015 0.54 %	4,995,719.88 4,997,245.47	99.54 0.87 %	4,977,150.00 6,352.46	3.84 % (20,095.47)	Aaa / Aa+ AAA	1.25 1.24

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Holdings Report

As of 12/31/15

CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
US TREASURY									
		5,000,000.00	10/30/2015 0.63 %	4,999,430.81 4,999,490.10	99.56 0.94 %	4,977,930.00 2,732.24	3.84 % (21,560.10)	Aaa / Aa+ Aaa	1.42 1.40
		5,000,000.00	07/24/2015 0.69 %	4,993,571.44 4,995,014.21	99.50 0.96 %	4,974,805.00 85.85	3.83 % (20,209.21)	Aaa / Aa+ Aaa	1.50 1.49
		5,000,000.00	08/04/2015 0.73 %	4,989,469.88 4,991,631.02	99.44 0.98 %	4,972,070.00 13,077.45	3.84 % (19,561.02)	Aaa / Aa+ Aaa	1.58 1.57
		5,000,000.00	09/08/2015 0.74 %	4,988,883.94 4,990,639.11	99.36 1.01 %	4,967,970.00 10,559.75	3.84 % (22,669.11)	Aaa / Aa+ Aaa	1.67 1.65
		5,000,000.00	10/08/2015 0.63 %	5,000,000.00 5,000,000.00	99.81 1.02 %	4,965,430.00 7,940.57	3.83 % (34,570.00)	Aaa / Aa+ Aaa	1.75 1.73
		5,000,000.00	10/30/2015 0.78 %	4,983,805.81 4,985,085.98	99.17 1.06 %	4,958,595.00 2,732.24	3.82 % (26,490.98)	Aaa / Aa+ Aaa	1.92 1.90
		5,000,000.00	12/04/2015 0.98 %	4,976,171.88 4,976,960.89	99.32 1.09 %	4,966,210.00 103.02	3.83 % (10,750.89)	Aaa / Aa+ Aaa	2.00 1.98
		5,000,000.00	12/18/2015 1.05 %	4,961,640.63 4,981,902.23	99.50 1.12 %	4,975,000.00 18,308.42	3.85 % (6,902.23)	Aaa / Aa+ Aaa	2.09 2.05
Total US Treasury		105,000,000.00	0.61 %	104,799,501.36	0.78 %	104,637,900.00	80.76 %	Aaa / Aa+	1.10
				104,682,266.83		128,692.82	(244,366.83)	Aaa	1.09
TOTAL PORTFOLIO		130,000,000.00	0.61 %	129,797,001.36	0.79 %	129,573,315.00	100.00 %	Aaa / Aa+	1.07
				129,878,171.85		152,442.81	(304,856.85)	Aaa	1.06
TOTAL MARKET VALUE PLUS ACCRUED						129,725,757.81			

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Transaction Ledger

11/30/15 Thru 12/31/15

Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	12/07/2015				99.523	0.98 %	4,976,171.88	16,304.35	4,992,476.23	0.00
Purchase	12/21/2015				99.883	0.74 %	4,994,140.63	14,775.82	5,008,916.45	0.00
Purchase	12/21/2015				99.633	1.05 %	4,981,640.63	17,000.68	4,998,641.31	0.00
	Subtotal		15,000,000.00				14,951,953.14	48,080.85	15,000,033.99	0.00
TOTAL ACQUISITIONS										
			15,000,000.00				14,951,953.14	48,080.85	15,000,033.99	0.00
DISPOSITIONS										
Maturity	12/11/2015				100.000		5,000,000.00	0.00	5,000,000.00	0.00
	Subtotal		5,000,000.00				5,000,000.00	0.00	5,000,000.00	0.00
TOTAL DISPOSITIONS										
			5,000,000.00				5,000,000.00	0.00	5,000,000.00	0.00
OTHER TRANSACTIONS										
Interest	12/11/2015				0.000		34,375.00	0.00	34,375.00	0.00
Interest	12/24/2015				0.000		9,375.00	0.00	9,375.00	0.00
Interest	12/31/2015				0.000		15,625.00	0.00	15,625.00	0.00
Interest	12/31/2015				0.000		18,750.00	0.00	18,750.00	0.00
Interest	12/31/2015				0.000		15,625.00	0.00	15,625.00	0.00
	Subtotal		25,000,000.00				93,750.00	0.00	93,750.00	0.00
TOTAL OTHER TRANSACTIONS										
			25,000,000.00				93,750.00	0.00	93,750.00	0.00

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Sample Client

Income Earned 11/30/15 Thru 12/31/15

CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Unreal G/L Total Income
	Fixed Income					
		06/12/2015	4,988,309.09	86.81	606.99	
		06/15/2015	0.00	0.00	0.00	
		5,000,000.00	4,988,916.08	2,690.37	606.99	0.00
				2,604.16	3,211.15	3,211.15
		01/31/2013	5,001,266.28	32,165.28	0.00	
		01/31/2013	0.00	34,375.00	1,266.28	
		5,000,000.00	5,000,000.00	0.00	(1,266.28)	0.00
				1,909.72	643.44	643.44
		05/09/2013	4,988,683.19	8,177.08	198.16	
		05/09/2013	0.00	9,375.00	0.00	
		5,000,000.00	4,988,681.36	364.58	198.16	0.00
				1,562.50	1,760.66	1,760.66
		08/14/2015	5,000,041.67	3,854.17	0.00	
		08/24/2015	0.00	0.00	2.54	
		5,000,000.00	5,000,039.33	6,979.17	(2.54)	0.00
				3,125.00	3,122.46	3,122.46
		05/20/2013	5,001,108.13	4,236.11	0.00	
		05/20/2013	0.00	0.00	286.26	
		5,000,000.00	5,000,821.87	6,319.44	(286.26)	0.00
				2,083.33	1,797.07	1,797.07
		05/28/2015	5,006,654.05	4,270.83	0.00	
		05/29/2015	0.00	0.00	407.66	
		5,000,000.00	5,006,246.39	7,395.83	(407.66)	0.00
				3,125.00	2,717.34	2,717.34
		02/27/2014	4,998,135.50	3,159.34	297.77	
		02/27/2014	0.00	0.00	0.00	
		5,000,000.00	4,998,433.27	4,223.90	297.77	0.00
				1,064.56	1,362.33	1,362.33
		02/03/2015	5,005,042.57	6,318.68	0.00	
		02/04/2015	0.00	0.00	570.51	
		5,000,000.00	5,004,472.06	8,447.80	(570.51)	0.00
				2,129.12	1,558.61	1,558.61
		11/07/2014	5,001,126.04	4,234.97	0.00	
		11/10/2014	0.00	0.00	114.83	
		5,000,000.00	5,001,011.21	6,352.46	(114.83)	0.00
				2,117.49	2,002.66	2,002.66
		12/18/2014	4,988,638.70	1,596.84	958.81	
		12/19/2014	0.00	0.00	0.00	
		5,000,000.00	4,990,597.51	3,193.68	958.81	0.00
				1,596.84	2,555.65	2,555.65

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Sample Client

Income Earned

11/30/15 Thru 12/31/15

CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Unreal G/L Total Income
		12/18/2014 12/19/2014 5,000,000.00	4,993,300.20 0.00 0.00 4,993,869.23	68.31 0.00 2,185.79 2,117.48	569.03 0.00 569.03 2,686.51	0.00 0.00 2,686.51
		12/18/2015 12/21/2015 5,000,000.00	0.00 4,994,140.63 0.00 4,994,312.05	0.00 849.18 85.85 935.03	171.42 0.00 171.42 1,106.45	0.00 1,106.45
		03/02/2015 03/03/2015 5,000,000.00	4,992,504.36 0.00 0.00 4,993,048.54	8,355.98 0.00 10,461.96 2,105.98	544.18 0.00 544.18 2,650.16	0.00 0.00 2,650.16
		03/18/2015 03/19/2015 5,000,000.00	4,989,526.37 0.00 0.00 4,990,239.96	6,318.68 0.00 8,447.80 2,129.12	713.59 0.00 713.59 2,842.71	0.00 0.00 2,842.71
		04/23/2015 04/24/2015 5,000,000.00	4,997,057.80 0.00 0.00 4,997,245.47	4,234.97 0.00 6,352.46 2,117.49	187.67 0.00 187.67 2,305.16	0.00 0.00 2,305.16
		10/30/2015 11/02/2015 5,000,000.00	4,999,459.47 0.00 0.00 4,999,490.10	85.38 0.00 2,732.24 2,646.86	30.63 0.00 30.63 2,677.49	0.00 0.00 2,677.49
		09/08/2015 09/09/2015 5,000,000.00	4,990,161.63 0.00 0.00 4,990,639.11	7,898.35 0.00 10,559.75 2,661.40	477.28 0.00 477.28 3,138.68	0.00 0.00 3,138.68
		10/08/2015 10/09/2015 5,000,000.00	5,000,000.00 0.00 0.00 5,000,000.00	5,293.72 0.00 7,940.57 2,646.85	0.00 0.00 0.00 2,646.85	0.00 0.00 2,646.85
		10/30/2015 11/02/2015 5,000,000.00	4,984,424.56 0.00 0.00 4,985,085.98	85.38 0.00 2,732.24 2,646.86	661.42 0.00 661.42 3,308.28	0.00 0.00 3,308.28
		12/04/2015 12/07/2015 5,000,000.00	0.00 4,976,171.88 0.00 4,976,960.89	0.00 2,445.65 103.02 2,548.67	789.01 0.00 789.01 3,337.68	0.00 0.00 3,337.68
		01/15/2013 01/15/2013 5,000,000.00	4,999,819.43 0.00 0.00 4,999,943.82	7,082.20 0.00 8,661.68 1,579.48	124.39 0.00 124.39 1,703.87	0.00 0.00 1,703.87

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Income Earned
11/30/15 Thru 12/31/15

CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin	Book Value: Acq	Book Value: Disp	Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Unreal G/L Total Income
912802AA	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	12/18/2015 12/21/2015 5,000,000.00	0.00	4,981,640.63	0.00	4,981,902.23	0.00 (17,000.68) 18,308.42 1,307.74	261.60 0.00 261.60 1,569.34	0.00 0.00 1,569.34
912802AB	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	05/13/2013 05/13/2013 5,000,000.00	4,997,587.49	0.00	0.00	4,997,587.49	1,605.19 0.00 2,663.93 1,058.74	549.91 0.00 549.91 1,608.65	0.00 0.00 1,608.65
912802AC	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	06/04/2013 06/04/2013 5,000,000.00	4,994,847.45	0.00	0.00	4,994,847.45	549.45 0.00 1,614.01 1,064.56	962.23 0.00 962.23 2,026.79	0.00 0.00 2,026.79
912802AD	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	11/07/2014 11/10/2014 5,000,000.00	5,003,923.64	0.00	0.00	5,003,923.64	8,355.98 0.00 10,461.96 2,105.98	0.00 0.00 (500.55) 1,605.43	0.00 0.00 1,605.43
912802AE	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	07/24/2015 07/27/2015 5,000,000.00	4,994,731.14	0.00	0.00	4,994,731.14	13,077.45 15,625.00 85.85 2,633.40	283.07 0.00 283.07 2,916.47	283.07 0.00 2,916.47
912802AF	US Treasury Note 6.25% (Fixed Rate) (2015-2018)	08/04/2015 08/05/2015 5,000,000.00	4,991,181.39	0.00	0.00	4,991,181.39	10,444.97 0.00 13,077.45 2,632.48	449.63 0.00 449.63 3,082.11	449.63 0.00 3,082.11
TOTAL Fixed Income			119,920,530.55	14,951,953.14	5,000,000.00	129,878,171.85	141,856.12	8,836.79	61,944.00
TOTAL PORTFOLIO			119,920,530.55	14,951,953.14	5,000,000.00	129,878,171.85	141,856.12	8,836.79	61,944.00

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Sample Client

Cash Flow Report

From 12/31/2015

Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
01/15/2016	Maturity	912029AA1	5,000,000.00	US Treasury Note 6.875% Due 1/15/2016	5,000,000.00	9,375.00	5,009,375.00
01/31/2016	Interest	912029AA4	5,000,000.00	US Treasury Note 6.875% Due 1/31/2016	0.00	12,500.00	12,500.00
01/31/2016	Interest	912029AA7	5,000,000.00	US Treasury Note 6.875% Due 1/31/2016	0.00	12,500.00	12,500.00
01/31/2016	Interest	912029AA9	5,000,000.00	US Treasury Note 6.875% Due 1/31/2016	0.00	21,875.00	21,875.00
01/31/2016	Interest	912029AA5	5,000,000.00	US Treasury Note 6.875% Due 1/31/2016	0.00	15,625.00	15,625.00
Jan 2016							
02/29/2016	Interest	912029AA4	5,000,000.00	US Treasury Note 6.875% Due 2/29/2016	5,000,000.00	71,875.00	5,071,875.00
02/29/2016	Interest	912029AA5	5,000,000.00	US Treasury Note 6.875% Due 2/29/2016	0.00	12,500.00	12,500.00
02/29/2016	Interest	912029AA7	5,000,000.00	US Treasury Note 6.875% Due 2/29/2016	0.00	15,625.00	15,625.00
02/29/2016	Maturity	912029AA9	5,000,000.00	US Treasury Note 6.875% Due 2/29/2016	5,000,000.00	6,250.00	5,006,250.00
Feb 2016							
03/30/2016	Maturity	912029AA4	5,000,000.00	US Treasury Note 6.875% Due 3/30/2016	5,000,000.00	46,875.00	5,046,875.00
03/31/2016	Interest	912029AA5	5,000,000.00	US Treasury Note 6.875% Due 3/31/2016	0.00	12,500.00	12,500.00
03/31/2016	Interest	912029AA7	5,000,000.00	US Treasury Note 6.875% Due 3/31/2016	0.00	12,500.00	12,500.00
03/31/2016	Interest	912029AA9	5,000,000.00	US Treasury Note 6.875% Due 3/31/2016	0.00	15,625.00	15,625.00
Mar 2016							
04/15/2016	Maturity	912029AA4	5,000,000.00	US Treasury Note 6.875% Due 4/15/2016	5,000,000.00	53,125.00	5,053,125.00
04/20/2016	Interest	912029AA5	5,000,000.00	US Treasury Note 6.875% Due 4/20/2016	0.00	6,250.00	5,006,250.00
04/24/2016	Interest	912029AA7	5,000,000.00	US Treasury Note 6.875% Due 4/24/2016	0.00	18,750.00	18,750.00
04/30/2016	Interest	912029AA9	5,000,000.00	US Treasury Note 6.875% Due 4/30/2016	0.00	18,750.00	18,750.00
Apr 2016							
05/15/2016	Maturity	912029AA4	5,000,000.00	US Treasury Note 6.875% Due 5/15/2016	5,000,000.00	53,125.00	5,053,125.00
					5,000,000.00	6,250.00	5,006,250.00

SAMPLE REPORT - NOT FOR DISTRIBUTION

*This sample report is being provided for illustrative purposes to demonstrate Camden Asset Management's reporting capabilities. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as, an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase or sale of such securities was or will be profitable, or representative of the composition or performance of the portfolio. The information contained in this sample presentation was obtained from sources we believe to be reliable, but we do not guarantee its accuracy.



Sample Client

Cash Flow Report

From 12/31/2015

Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
05/30/2016	Interest	912020AA4	5,000,000.00	FRB/US Note 6.625% Due 11/01/2017	0.00	15,625.00	15,625.00
05/31/2016	Interest	912020AA6	5,000,000.00	US Treasury Note 6.5% Due 11/01/2016	0.00	12,500.00	12,500.00
05/31/2016	Interest	912020AA7	5,000,000.00	US Treasury Note 6.625% Due 05/01/2017	0.00	15,625.00	15,625.00
05/31/2016	Interest	912020AA8	5,000,000.00	US Treasury Note 6.625% Due 11/01/2017	0.00	15,625.00	15,625.00
May 2016							
06/24/2016	Maturity	912020AA5	5,000,000.00	FRB/US Note 6.375% Due 02/01/2016	5,000,000.00	65,625.00	5,065,625.00
06/30/2016	Interest	912020AA9	5,000,000.00	US Treasury Note 6.625% Due 12/01/2016	0.00	15,625.00	15,625.00
06/30/2016	Interest	912020AA3	5,000,000.00	US Treasury Note 6.75% Due 12/01/2017	0.00	18,750.00	18,750.00
06/30/2016	Interest	912020AA8	5,000,000.00	US Treasury Note 6.625% Due 02/01/2017	0.00	15,625.00	15,625.00
Jun 2016							
07/31/2016	Interest	912020AA5	5,000,000.00	US Treasury Note 6.5% Due 12/01/2016	0.00	12,500.00	12,500.00
07/31/2016	Interest	912020AA9	5,000,000.00	US Treasury Note 6.625% Due 12/01/2017	0.00	15,625.00	15,625.00
07/31/2016	Interest	912020AA7	5,000,000.00	US Treasury Note 6.625% Due 05/01/2017	0.00	21,875.00	21,875.00
07/31/2016	Maturity	912020AA4	5,000,000.00	US Treasury Note 6.5% Due 10/01/2016	5,000,000.00	12,500.00	5,012,500.00
Jul 2016							
08/31/2016	Interest	912020AA5	5,000,000.00	US Treasury Note 6.5% Due 02/01/2017	0.00	12,500.00	12,500.00
08/31/2016	Interest	912020AA2	5,000,000.00	US Treasury Note 6.625% Due 05/01/2017	0.00	15,625.00	15,625.00
08/31/2016	Maturity	912020AA4	5,000,000.00	US Treasury Note 6.5% Due 05/01/2016	5,000,000.00	12,500.00	5,012,500.00
Aug 2016							
09/30/2016	Interest	912020AA5	5,000,000.00	US Treasury Note 6.5% Due 05/01/2017	0.00	12,500.00	12,500.00
09/30/2016	Interest	912020AA9	5,000,000.00	US Treasury Note 6.625% Due 05/01/2017	0.00	15,625.00	15,625.00

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Cash Flow Report

From 12/31/2015

Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
09/30/2016	Maturity	912002AF	5,000,000.00	US Treasury Note 6.75% Due 09/30/2016	5,000,000.00	12,500.00	5,012,500.00
Sep 2016							
10/20/2016	Interest	912002BG	5,000,000.00	Federal Note 6.75% Due 09/30/2017	5,000,000.00	40,625.00	5,040,625.00
10/24/2016	Interest	912002AF	5,000,000.00	FYB Note 6.75% Due 09/30/2017	0.00	18,750.00	18,750.00
10/31/2016	Maturity	912002AF	5,000,000.00	US Treasury Note 6.75% Due 10/31/2016	5,000,000.00	9,375.00	5,009,375.00
Oct 2016							
11/30/2016	Interest	912002BG	5,000,000.00	FYB Note 6.625% Due 09/30/2017	5,000,000.00	46,875.00	5,046,875.00
11/30/2016	Interest	912002AF	5,000,000.00	US Treasury Note 6.625% Due 11/30/2017	0.00	15,625.00	15,625.00
11/30/2016	Interest	912002AF	5,000,000.00	US Treasury Note 6.625% Due 11/30/2017	0.00	15,625.00	15,625.00
11/30/2016	Maturity	912002AF	5,000,000.00	US Treasury Note 6.75% Due 11/30/2016	5,000,000.00	12,500.00	5,012,500.00
Nov 2016							
Total					55,000,000.00	600,000.00	55,600,000.00

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DISCLOSURES

Please note: This sample client service report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase of such securities was or will be profitable, or representative of the of the composition or performance of the portfolio. The information contained in this sample presentation was obtained from sources we believe to be reliable, but we do not guarantee its accuracy. This presentation contains the current opinions of the author, which are subject to change without notice. Any statements concerning financial market trends or future forecasts are based on current market conditions, which will fluctuate. Past performance is not indicative of future success.

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CHANDLER ASSET MANAGEMENT

Investment Report

Sample Quarterly Report

Period Ending
December 31, 2015

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Fixed income investments are subject to interest, credit and market risk. Interest rate risk: the value of fixed income investments will decline as interest rates rise. Credit risk: the possibility that the borrower may not be able to repay interest and principal. Low rated bonds generally have to pay higher interest rates to attract investors willing to take on greater risk. Market risk: the bond market in general could decline due to economic conditions, especially during periods of rising interest rates.



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SECTION 2	Account Profile
SECTION 3	Portfolio Holdings

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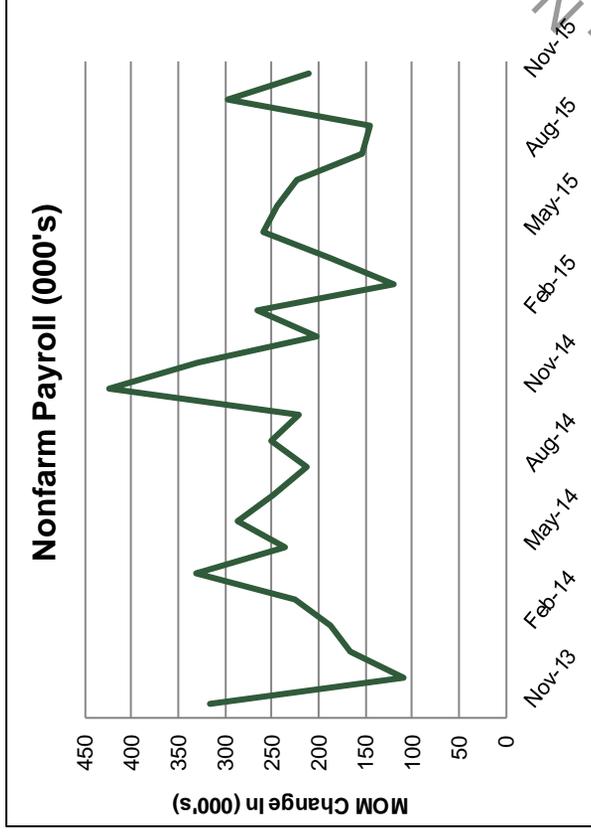


SECTION 1

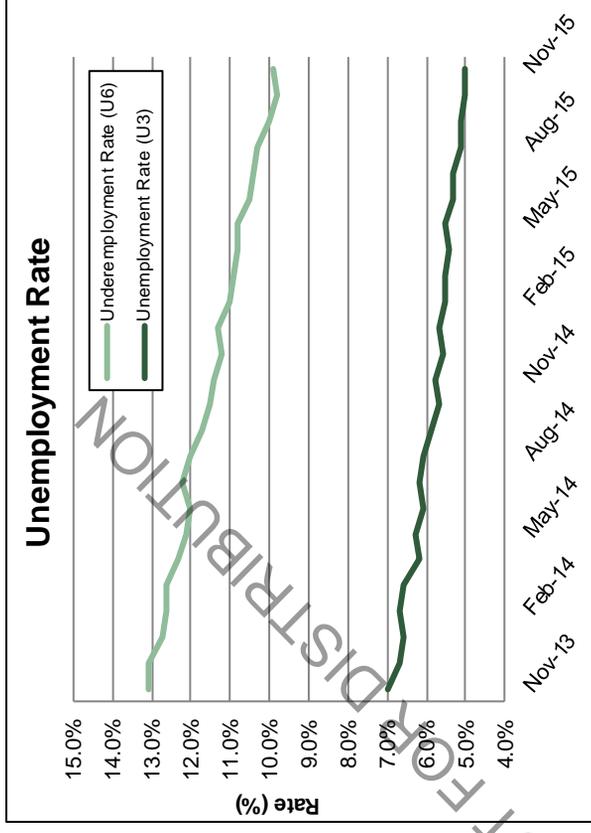
Economic Update

- As expected, in December the Federal Open Market Committee (FOMC) increased the fed funds target rate by 25 basis points. It was the first fed funds target rate increase since June 2006. Although the Fed took its first step toward normalizing monetary policy, the tone of the FOMC statement was dovish, suggesting the pace of additional policy tightening will be slower than historical Fed tightening cycles. Policymakers' median projection for the fed funds rate at the end of 2016 is 1.375%. In the longer-run, the target fed funds rate is roughly 3.5%. However, the FOMC has emphasized that monetary policy adjustments will be gradual and the path of the fed funds rate will depend on the economic outlook. Notably, the FOMC will continue to reinvest principal payments from its holdings of Agency and Mortgage-Backed securities and will continue rolling over maturing Treasury securities until normalization of the fed funds rate is well underway. Overall, monetary policy remains highly accommodative and the Fed is proceeding with caution as it moves toward a more normalized policy stance.
- Economic data is mixed. Trends in the labor market remain favorable, and consumer confidence rebounded in December. However, the manufacturing sector remains weak and housing sector data has been volatile. The ISM manufacturing index declined to 48.2 in December, to the weakest level since July 2009. In terms of housing, new and existing home sales were recently weaker than expected but home prices remain firm. Nevertheless, payrolls have increased by an average of 218,000 per month over the past three reporting periods and the unemployment rate declined to 5.0%, which should provide a strong tailwind for economic growth this year. Third quarter GDP grew at an annualized pace of 2.0%, following growth of 3.9% in the second quarter. Market participants are currently forecasting GDP growth of 2.1% in the fourth quarter, and 2.5% in 2016.
- During 2015, 2-year Treasury yields increased nearly 40 basis points, while 10-year Treasuries increased roughly 10 basis points. This bear flattening (with short-term rates rising more than long-term rates), is consistent with previous Fed tightening cycles and we expect this trend to continue. Over much of the past year, financial market volatility has been elevated due to mixed US economic data, the uncertain timing of the first rate hike, weak global economic growth, divergent global central bank monetary policies, turmoil in Asian stock markets, and geopolitical concerns. Ongoing uncertainty about the future pace of monetary policy normalization, and how the Fed communicates its economic projections, will likely continue to fuel financial market volatility.

**Please see disclosures at the end of this presentation.*



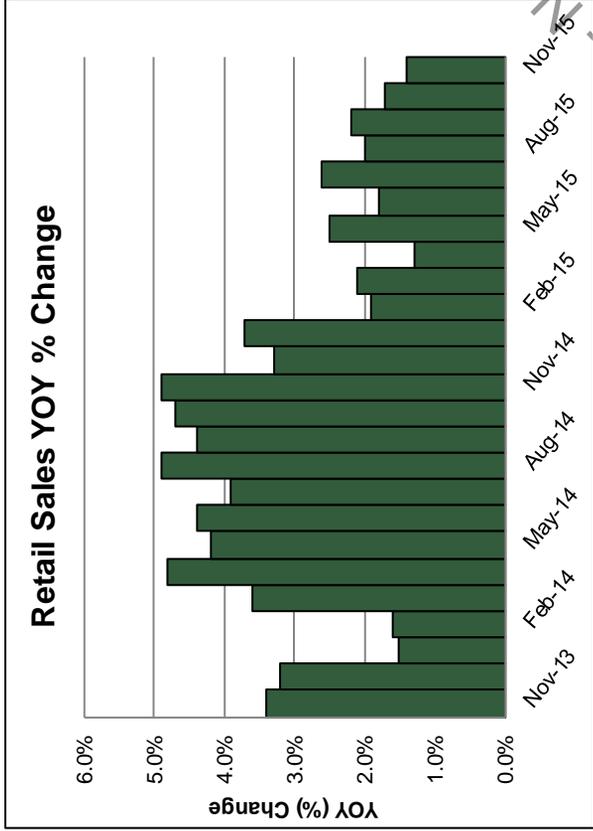
Source: US Department of Labor



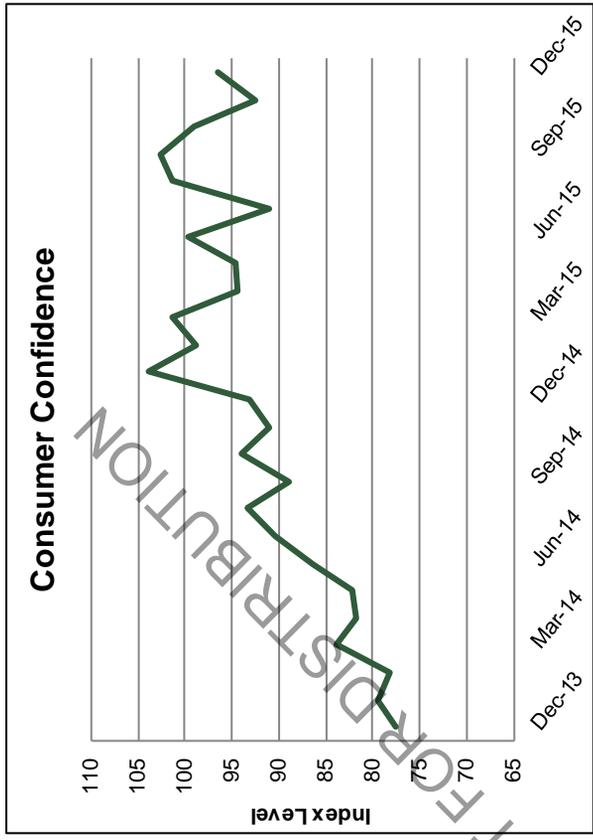
Source: US Department of Labor

The November employment report was stronger than expected. Nonfarm payrolls rose by 211,000 in November, above the consensus forecast of 200,000. September and October payrolls were revised up by a total of 35,000. The unemployment rate was unchanged at 5.0%. The participation rate edged up to 62.5% from 62.4%. However, a broader measure of unemployment called the U-6, which includes those whom are marginally attached to the labor force and employed part time for economic reasons, inched up to 9.9% from 9.8%. Wages increased 0.2% on a month-over-month basis in November, and were up 2.3% on a year-over-year basis. Over the past three months, payrolls have increased by an average of 218,000 per month, compared to the trailing six-month average of 213,000.

*Please see disclosures at the end of this presentation.



Source: US Department of Commerce

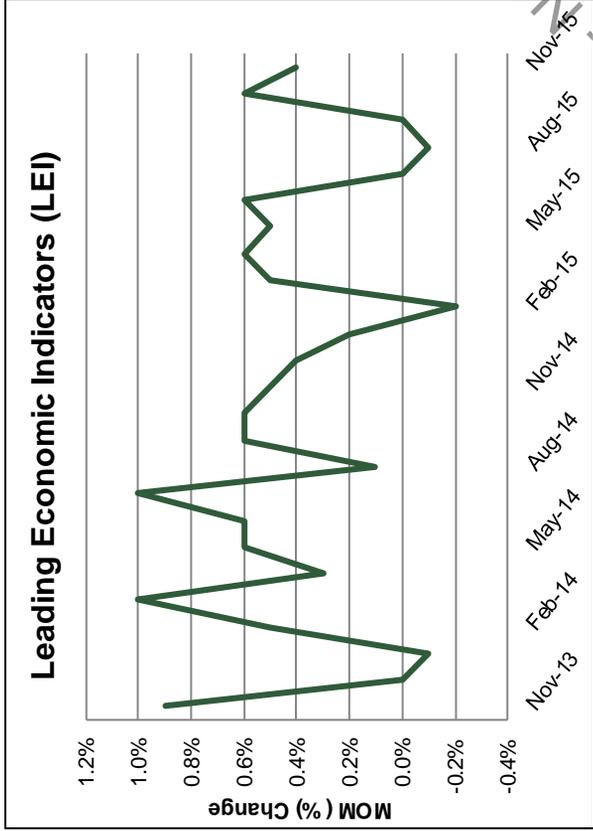


Source: Federal Reserve

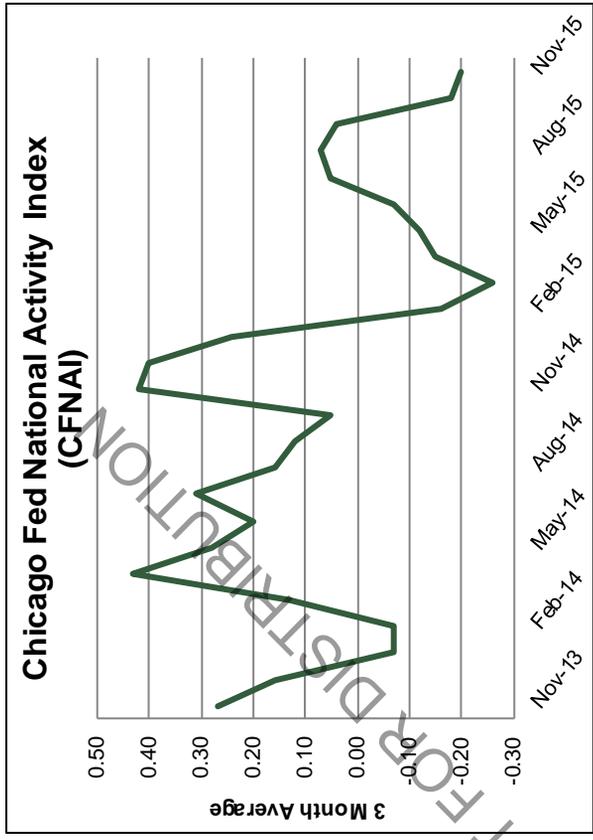
On a year-over-year basis, retail sales were up 1.4% in November, versus growth of 1.7% in October. On a month-over-month basis, retail sales rose 0.2% in November, below the consensus forecast of 0.3%. However, excluding autos and gas, the figure was up 0.5%, stronger than the consensus forecast. Discretionary categories like restaurants, electronics & appliances, and clothing & accessories posted healthy gains. Online sales were also strong in November. The consumer confidence index rebounded to 96.5 in December after declining to 90.4 in November, which should bode well for retailers' fourth quarter holiday sales. Ongoing improvement in the labor market, low gas prices, and relatively strong consumer confidence should continue to benefit consumer spending.



Economic Activity



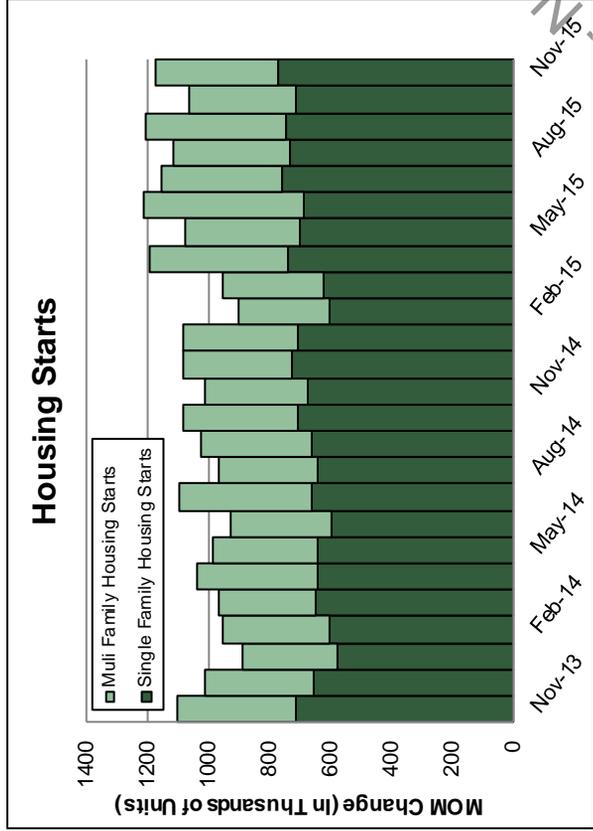
Source: The Conference Board



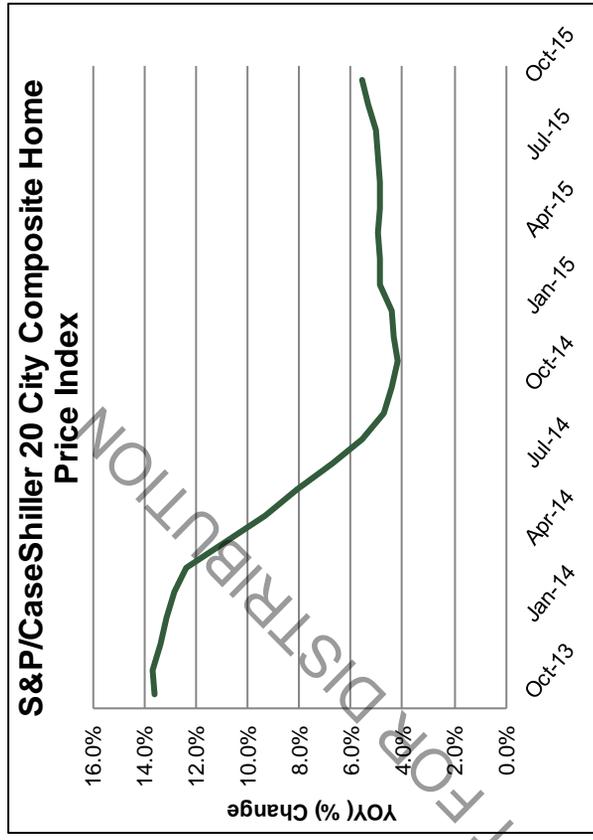
Source: Federal Reserve Bank of Chicago

The index of leading economic indicators rose 0.4% in November, following a 0.6% increase in October. This index points to modest economic activity in the months ahead. The Chicago Fed National Activity Index (CFNAI) 3-month moving average declined to -0.20 in November from -0.18 in October. Overall, this index is indicative of below-average economic activity. A reading below -0.70 on a 3-month moving average basis has historically corresponded with the onset of a recession, so fortunately the CFNAI remains safely above that level.

*Please see disclosures at the end of this presentation.



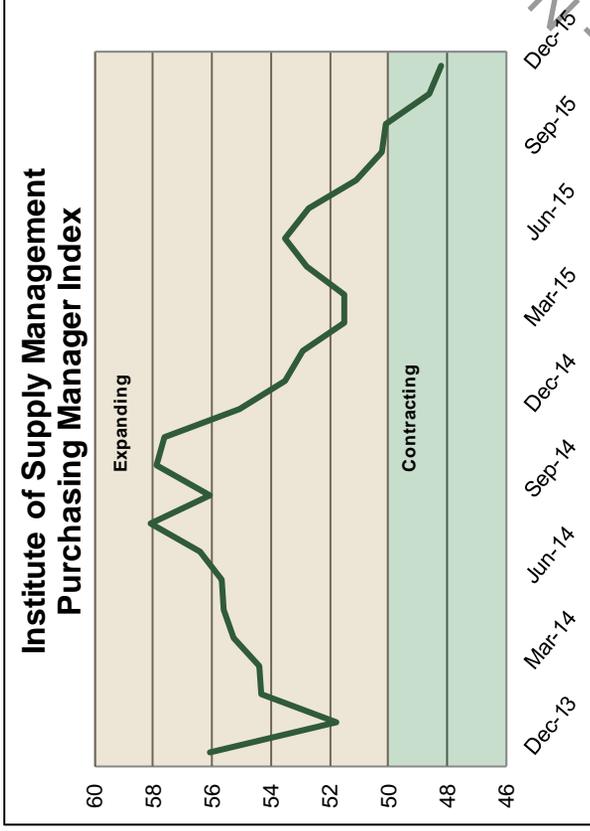
Source: US Census Bureau



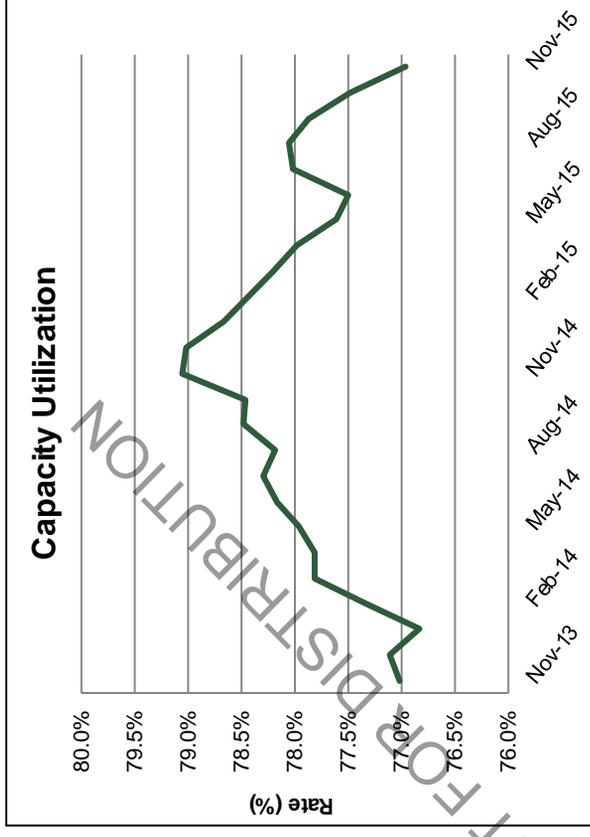
Source: S&P

Total housing starts rose 10.5% in November, exceeding expectations. Single-family housing starts rose 7.6% while multi-family starts rose 16.4%. Housing starts tend to be volatile on a month-to-month basis, but the trend is favorable. Housing permits rose 11.0% in November, also exceeding expectations. However, new and existing home sales were both weaker than expected in November. Pricing has remained firm, which may be keeping some first-time home buyers on the sidelines. The S&P Case-Shiller home price index was up 5.5% year-over-year in October.

*Please see disclosures at the end of this presentation.



Source: Institute for Supply Management



Source: Federal Reserve

In December, the Institute for Supply Management (ISM) manufacturing index declined to 48.6 in November. Overall, manufacturing trends remain under pressure. A reading below 50.0 suggests the manufacturing sector is contracting. The index fell below 50.0 in November 2015, for the first time since November 2012. Notably, a reading above 43.1 over a period of time is generally indicative of overall economic expansion, based on the historical relationship between the index and GDP growth. Meanwhile, capacity utilization, which is production divided by capacity, declined to 77.0% in November from 77.5% in October. The capacity utilization rate is lower than the long-run average of 80.1% (1972-2014), suggesting there is excess capacity in the industrial sector. Overall, growth in the US manufacturing sector continues to be hindered by the strong US dollar and a sluggish global economy.

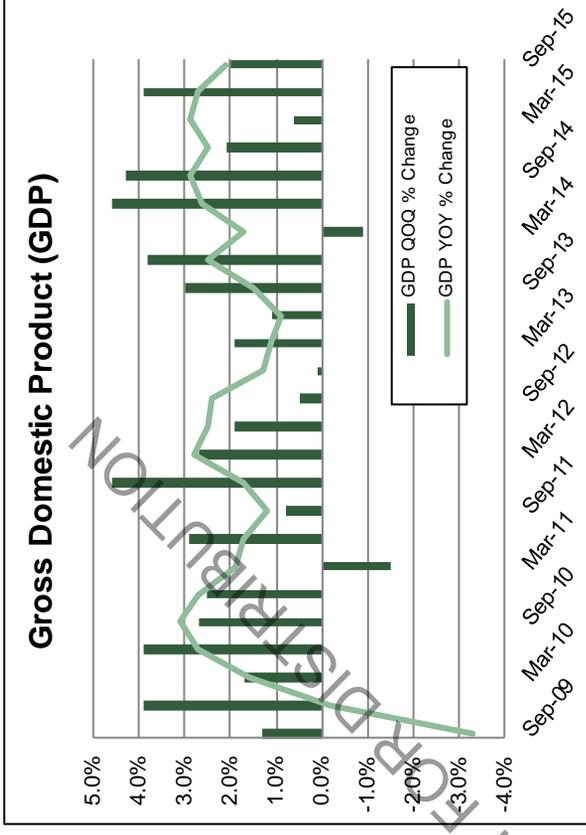
*Please see disclosures at the end of this presentation.



Gross Domestic Product (GDP)

Components of GDP	12/14	3/15	6/15	9/15
Personal Consumption Expenditures	2.9%	1.2%	2.4%	2.0%
Gross Private Domestic Investment	0.4%	1.4%	0.9%	-0.1%
Net Exports and Imports	-0.9%	-1.9%	0.2%	-0.3%
Federal Government Expenditures	-0.4%	0.1%	0.0%	0.0%
State and Local (Consumption and Gross Investment)	0.2%	-0.1%	0.5%	0.3%
Total	2.1%	0.7%	3.9%	2.0%

Source: US Department of Commerce



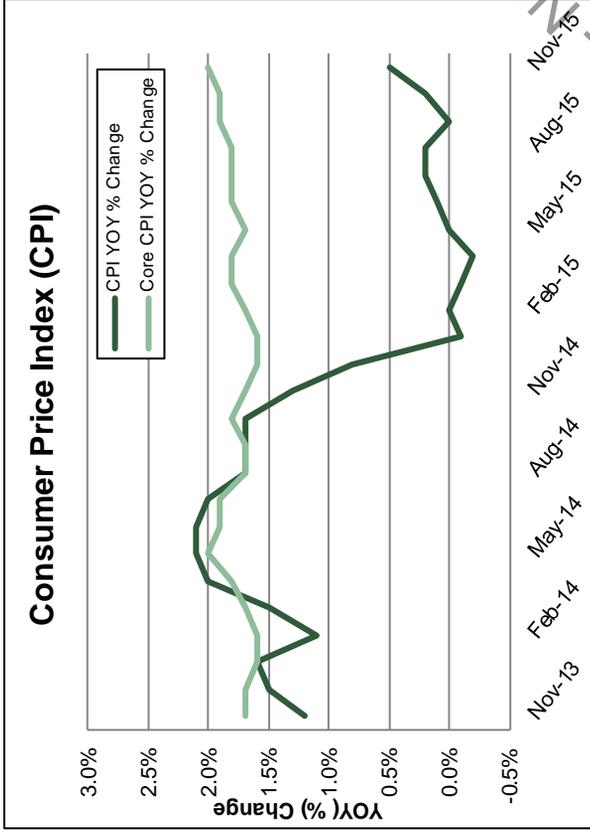
Source: US Department of Commerce

Third quarter GDP grew at an annualized pace of 2.0% (revised down from the second estimate of 2.1%, and up from the advance estimate of 1.5%). This follows growth of 3.9% in the second quarter. Last month, the consensus forecast called for GDP growth of 2.1% in the fourth quarter, but some economists have since lowered their forecast.

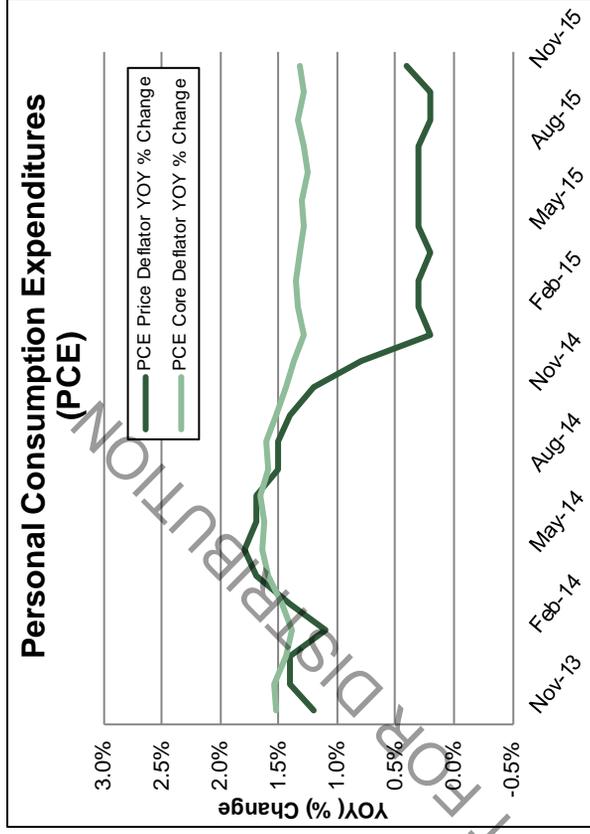
*Please see disclosures at the end of this presentation.



Inflation



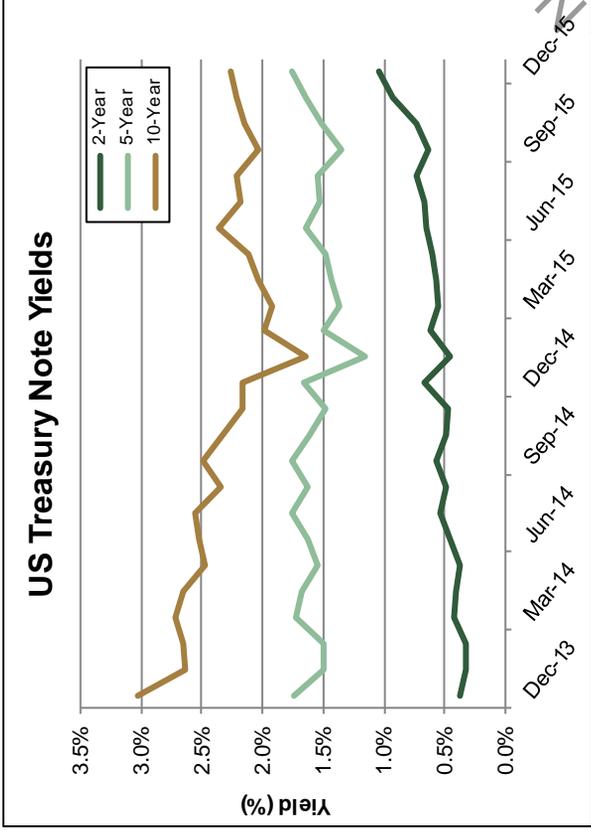
Source: US Department of Labor



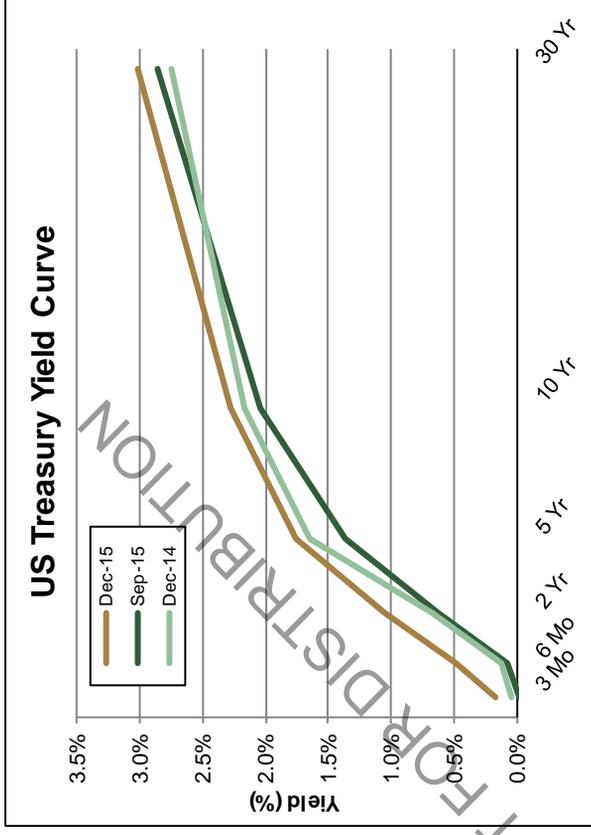
Source: US Department of Labor

In November, the Consumer Price Index (CPI) rose 0.5% on a year-over-year basis, up from 0.2% in October. Year-over-year comparisons have become easier, given the precipitous decline in energy prices at the end of 2014. Meanwhile, Core CPI (CPI less food and energy) was up 2.0% in November on a year-over-year basis, vs. up 1.9% in October. The Personal Consumption Expenditures (PCE) price index was up 0.4% on a year-over-year basis in November, up from 0.2% in October. Core PCE (excluding food and energy) was unchanged in November, up 1.3% on a year-over-year basis. Overall, inflation isn't showing signs up significant upward pressure and remains below the Fed's 2.0% target.

*Please see disclosures at the end of this presentation.



Source: Bloomberg



Source: Bloomberg

The yield on the two-year Treasury note rose roughly 12 basis points in December to 1.05%. Meanwhile, the yield on the ten-year Treasury note rose just six basis points in December to 2.27%. Overall, the Treasury yield curve flattened during 2015 in anticipation of monetary policy normalization by the Federal Reserve and we expect this trend to continue. Looking ahead, we believe the pace of subsequent rate hikes will be slower than historical Fed tightening cycles, in light of ongoing sluggishness in the global economy.

*Please see disclosures at the end of this presentation.



SECTION 2

Account Profile

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Investment Objectives

- Safety of principal is the foremost objective of the investment program.
- The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated.
- The Client's portfolio shall earn a competitive market rate of return on available funds throughout budgetary and economic cycles.

Chandler Asset Management Performance Objectives

The performance objectives for the Client's portfolios are to achieve market rate of return or higher compared to indices selected by the Director of Finance, taking into account the objectives of the Investment Policy and Master Bond Resolution.

Strategy

In order to achieve its objectives, we will invest the Client's funds in a well diversified portfolio comprised primarily of U.S. Treasury and Agency securities. All securities will be in compliance with the Client's investment Policies and CRS 24-75-601.



Managed Portfolio Summary as of 12/31/2015

PORTFOLIO CHARACTERISTICS	ACCOUNT SUMMARY	TOP ISSUERS
<p>Average Duration: 1.06</p> <p>Average Coupon: 0.54 %</p> <p>Average Purchase YTM: 0.61 %</p> <p>Average Market YTM: 0.79 %</p> <p>Average S&P/Moody Rating: AA+/Aaa</p> <p>Average Final Maturity: 1.07 yrs</p> <p>Average Life: 1.07 yrs</p>	<p>Market Value</p> <p>Accrued Interest</p> <p>Total Market Value</p> <p>Income Earned</p> <p>Cont/Wd</p> <p>Par</p> <p>Book Value</p> <p>Cost Value</p>	<p>Issuer</p> <p>% Portfolio</p>
SECTOR ALLOCATION	MATURITY DISTRIBUTION	CREDIT QUALITY (S&P)
<p>US Treasury (80.8 %)</p> <p>Agency (19.2 %)</p>		
PERFORMANCE REVIEW	<p>Current Month: 3 Months</p> <p>Year To Date: 1 Yr</p> <p>Annualized: 3 Yrs, 5 Yrs, 10 Yrs</p> <p>Since 9/30/2014: 9/30/2014</p>	
<p>Total Rate of Return As of 12/31/2015</p> <p>Sample Client</p> <p>2Yr Held-To-Maturity Treasury Index</p>	<p><i>This report is intended as a representative illustration of our monthly reporting capabilities only and is not intended as a representation of our performance. Investment advisory fees are described in the firm's Form ADV Part 2A Brochure and will reduce returns. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase of such securities was or will be profitable, or representative of the composition or performance of the portfolio. Past performance is not indicative of future results.</i></p>	

Sample Client
December 31, 2015



COMPLIANCE WITH INVESTMENT POLICY

Assets managed by Chandler Asset Management are in full compliance with State law and with the investment policy.

Category	Standard	Comment
Treasury Issues	2 years maximum maturity	Complies per client directive*
Government Instrumentalities, GSEs	2 years maximum maturity	Complies
Money Market Fund	AAA from one or more NRSRO	Complies
LGIP	AAAm rated	Complies
Maximum Maturity	2 years maximum maturity	Complies

**This sample report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. Elements of the Compliance Report are representative of investment guidelines promulgated by State Law or the entity's investment policy.*



Account Profile

Portfolio Characteristics

Sample Client

	12/31/2015	09/30/2015
	Benchmark*	Portfolio
Average Maturity (yrs)	1.01	0.93
Modified Duration	1.00	0.92
Average Purchase Yield	n/a	0.52 %
Average Market Yield	0.75 %	0.38 %
Average Quality**	AA+	AA+/Aaa
Total Market Value		125,252,064

* 2Yr Held-To-Maturity Treasury Index

** Benchmark is a blended rating of S&P, Moody's, and Fitch. Portfolio is S&P and Moody's respectively.

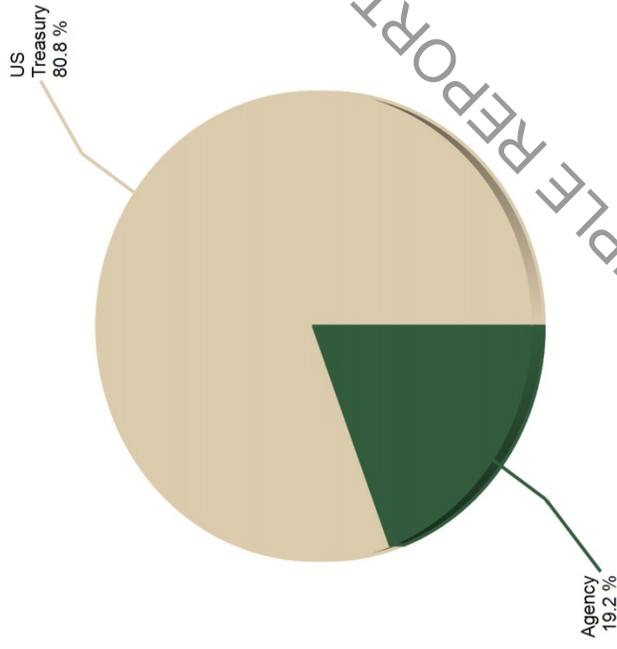
**Please see disclosures at the end of this presentation.*



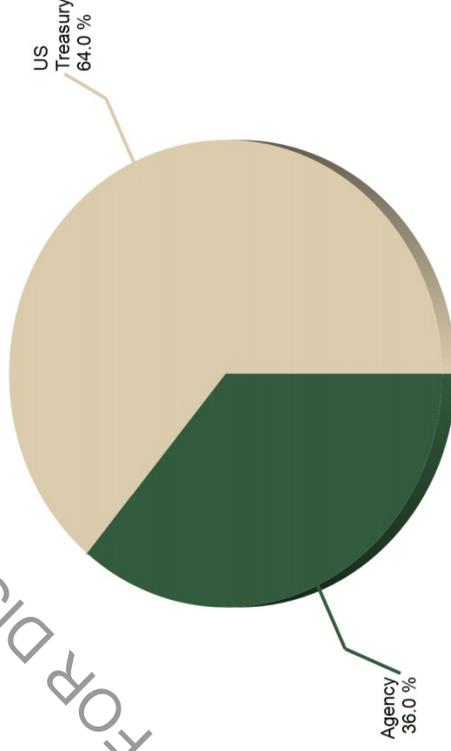
Sector Distribution

Sample Client

December 31, 2015



September 30, 2015



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Issuer Report
As of 12/31/2015

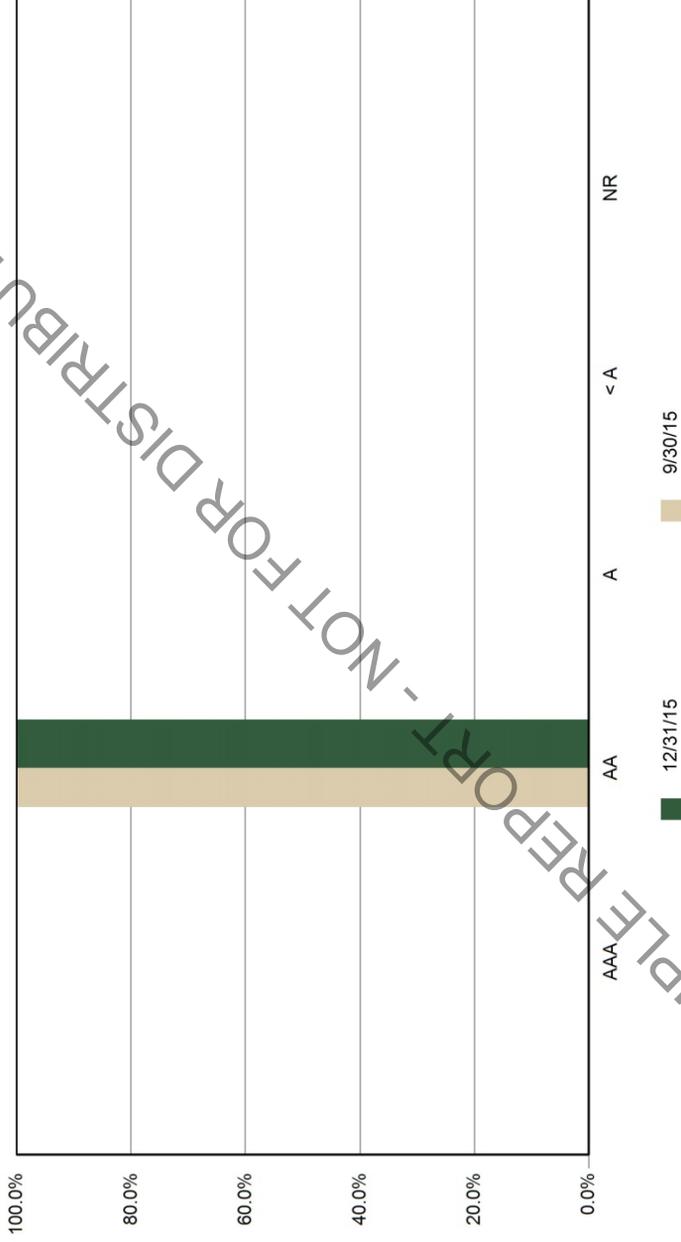
Issue Name	Investment Type	% Portfolio
Government of United States	US Treasury	88.76%
Federal National Mortgage Association	Agency	7.21%
Federal Home Loan Bank	Agency	2.68%
Federal Farm Credit Bank	Agency	1.34%
Total		100.00 %

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Sample Client

December 31, 2015 vs. September 30, 2015



	AAA	AA	A	<A	NR
12/31/15	0.0 %	100.0 %	0.0 %	0.0 %	0.0 %
9/30/15	0.0 %	100.0 %	0.0 %	0.0 %	0.0 %

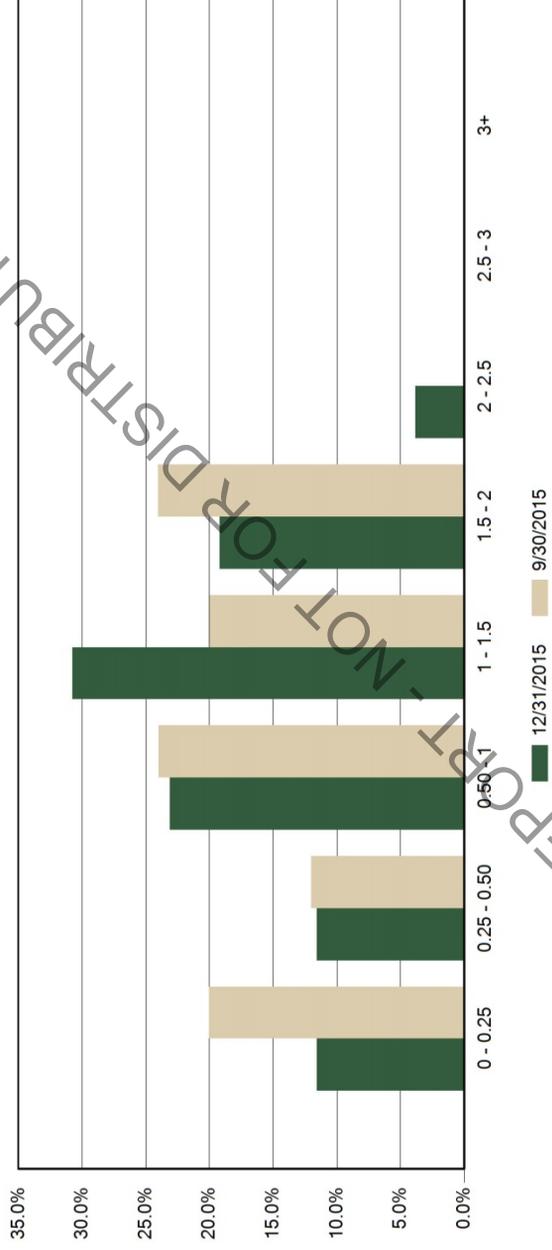
*Please see disclosures at the end of this presentation. Source: S&P Ratings



Duration Distribution

Sample Client

December 31, 2015 vs. September 30, 2015



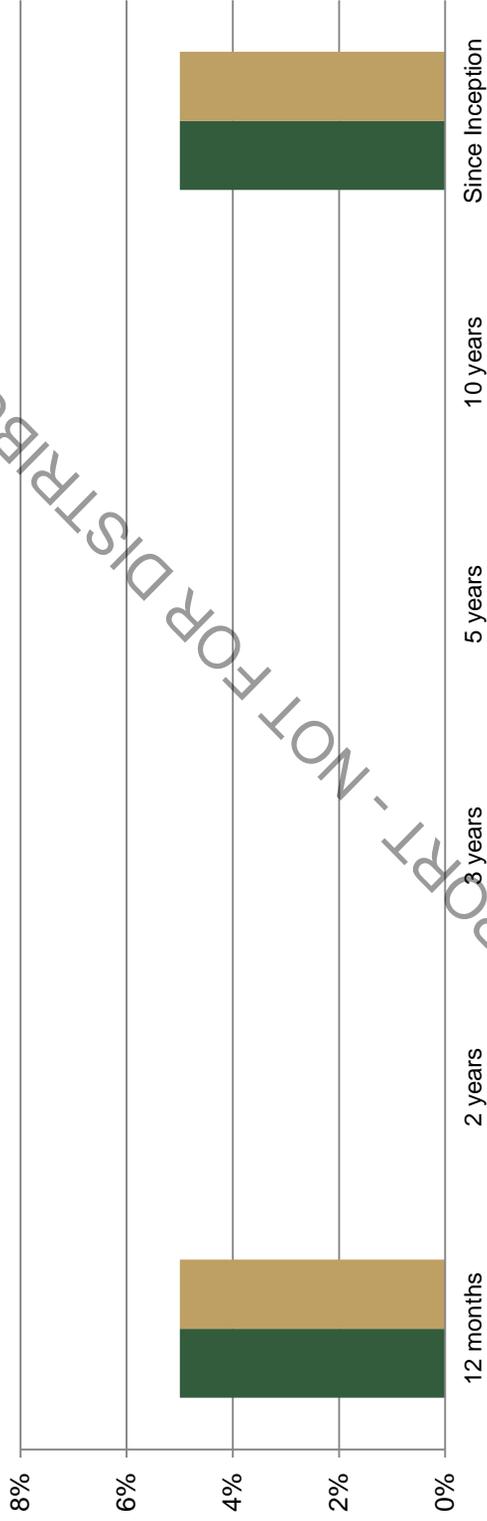
	0 - 0.25	0.25 - 0.50	0.50 - 1	1 - 1.5	1.5 - 2	2 - 2.5	2.5 - 3	3+
12/31/15	11.6 %	11.6 %	23.1 %	30.7 %	19.2 %	3.8 %	0.0 %	0.0 %
9/30/15	20.0 %	12.0 %	24.0 %	20.0 %	24.0 %	0.0 %	0.0 %	0.0 %

*Please see disclosures at the end of this presentation.



Investment Performance

Sample Client
 Period Ending December 31, 2015
 Total Rate of Return
 Annualized Since Inception {September 30, 2014}



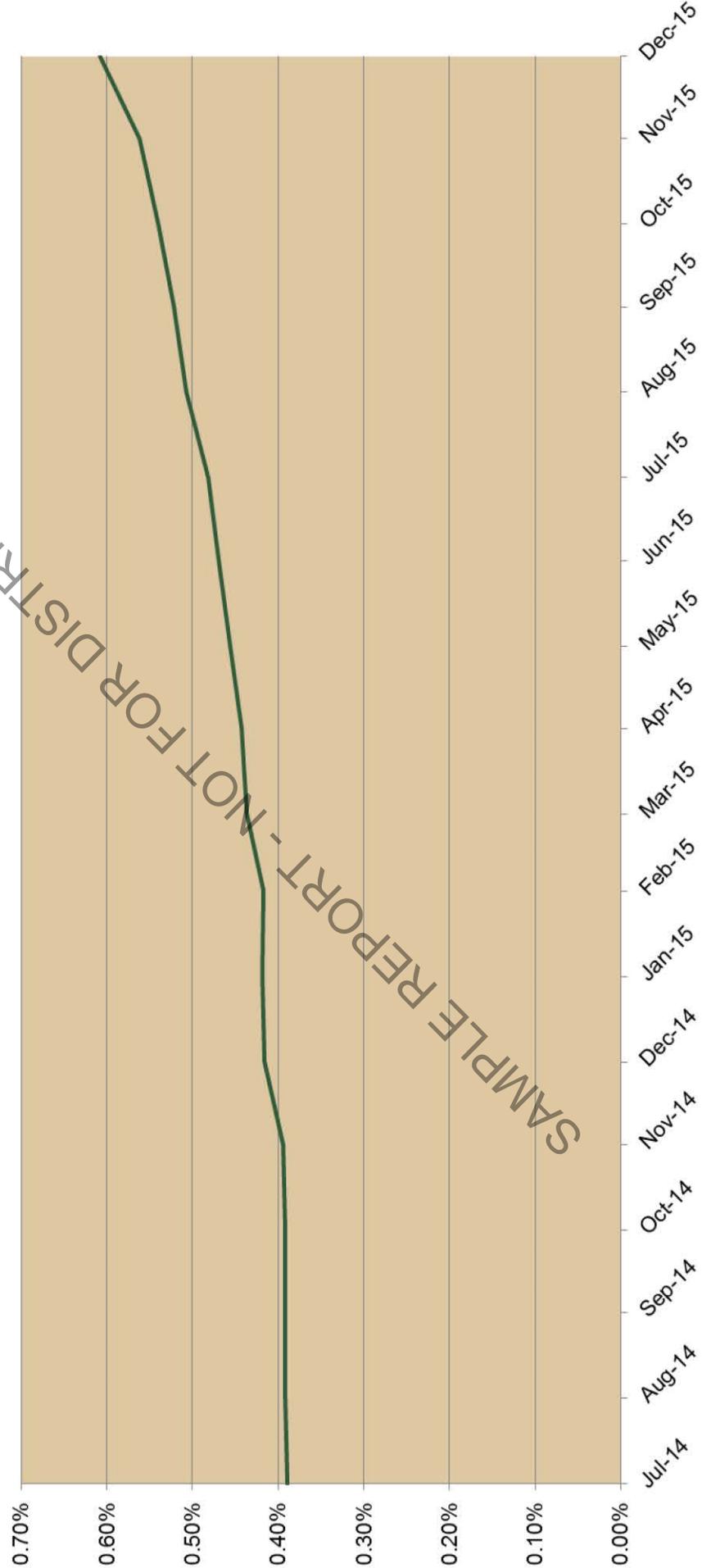
	Annualized						
	3 months	12 months	2 years	3 years	5 years	10 years	Since inception
Sample Client	%	%	%	%	%	%	%
2Yr Held-to-Maturity Index	%	%	%	%	%	%	%

Total rate of return: A measure of a portfolio's performance over time. It is the internal rate of return, which equates the beginning value of the portfolio with the ending value; it includes interest earnings, realized and unrealized gains and losses in the portfolio.

This report is intended as a representative illustration of our monthly reporting capabilities only and is not intended as a representation of our performance. Investment advisory fees are described in the firm's Form ADV Part 2A Brochure and will reduce returns. Past performance is not indicative of future results.

Historical Average Purchase Yield

Client Purchase Yield as of 12/31/2015 = 0.61%



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SECTION 3

Portfolio Holdings





Holdings Report

As of 12/31/15

CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
AGENCY									
912801AA	FYLB Note 0.15% Due 12/22/2015	5,000,000.00	05/20/2013 0.43 %	5,009,650.00 5,000,821.87	100.01 0.47 %	5,000,385.00 6,319.44	3.86 % (436.87)	Aaa / A++ AAA	0.25 0.25
912801AB	FYLB Note 0.20% Due 12/22/2015	5,000,000.00	05/09/2013 0.42 %	4,992,700.00 4,998,881.35	99.87 0.64 %	4,995,735.00 364.58	3.85 % (5,146.35)	Aaa / A++ AAA	0.48 0.48
912801AC	FYLB Note 0.15% Due 12/22/2015	5,000,000.00	05/28/2015 0.65 %	5,009,100.00 5,006,246.39	99.72 0.97 %	4,985,825.00 7,395.83	3.85 % (20,421.39)	Aaa / A++ AAA	1.30 1.29
912801AD	FYLB Note 0.15% Due 12/22/2015	5,000,000.00	08/14/2015 0.75 %	5,000,050.00 5,000,039.33	99.58 1.07 %	4,978,870.00 6,979.17	3.84 % (21,169.33)	Aaa / A++ AAA	1.32 1.30
912801AE	FYLB Note 0.15% Due 12/22/2015	5,000,000.00	06/11/2015 0.77 %	4,986,000.00 4,989,916.08	99.53 0.96 %	4,976,600.00 2,690.97	3.84 % (13,316.08)	Aaa / A++ AAA	1.41 1.41
Total Agency		25,000,000.00	0.61 %	24,997,500.00 24,995,905.02	0.82 %	24,935,415.00 23,749.99	19.24 % (60,490.02)	Aaa / A++ Aaa	0.95 0.94
US TREASURY									
912801AA	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	01/15/2013 0.40 %	4,995,608.15 4,999,943.82	100.00 0.28 %	5,000,200.00 8,661.68	3.86 % 256.18	Aaa / A++ AAA	0.04 0.04
912801AB	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	02/27/2014 0.26 %	4,992,968.75 4,999,433.27	99.99 0.30 %	4,999,610.00 4,223.90	3.86 % 176.73	Aaa / A++ AAA	0.16 0.16
912801AC	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	05/13/2013 0.38 %	4,981,054.69 4,988,137.40	99.98 0.32 %	4,999,025.00 2,663.93	3.86 % 887.60	Aaa / A++ AAA	0.29 0.29
912801AD	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	06/04/2013 0.48 %	4,966,601.56 4,995,809.68	99.93 0.44 %	4,996,485.00 1,614.01	3.85 % 675.32	Aaa / A++ AAA	0.37 0.37
912801AE	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	11/07/2014 0.38 %	5,010,156.25 5,003,423.09	99.93 0.61 %	4,996,680.00 10,461.96	3.86 % (6,743.09)	Aaa / A++ AAA	0.58 0.58
912801AF	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	02/03/2015 0.36 %	5,010,563.63 5,004,472.06	99.89 0.67 %	4,994,335.00 8,447.80	3.86 % (10,137.06)	Aaa / A++ AAA	0.67 0.66
912801AG	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	11/07/2014 0.47 %	5,002,555.81 5,001,011.21	99.84 0.71 %	4,991,990.00 6,352.46	3.85 % (9,021.21)	Aaa / A++ AAA	0.74 0.75
912801AH	US Treasury Note 0.20% Due 12/22/2015	5,000,000.00	12/18/2014 0.60 %	4,978,906.25 4,990,597.51	99.69 0.75 %	4,984,570.00 3,193.68	3.84 % (6,027.51)	Aaa / A++ AAA	0.84 0.83
912801AI	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	12/18/2014 0.64 %	4,986,930.81 4,993,869.23	99.73 0.79 %	4,986,720.00 2,185.79	3.85 % (7,149.23)	Aaa / A++ AAA	0.92 0.91
912801AJ	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	12/18/2015 0.74 %	4,994,140.63 4,994,312.05	99.83 0.79 %	4,991,600.00 85.85	3.85 % (2,712.05)	Aaa / A++ AAA	1.00 0.99
912801AK	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	03/02/2015 0.63 %	4,987,712.06 4,993,048.54	99.63 0.84 %	4,981,640.00 10,461.96	3.85 % (11,408.54)	Aaa / A++ AAA	1.09 1.08
912801AL	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	03/18/2015 0.67 %	4,983,610.50 4,990,239.96	99.60 0.85 %	4,979,885.00 8,447.80	3.85 % (10,354.96)	Aaa / A++ AAA	1.16 1.16
912801AM	US Treasury Note 0.15% Due 12/22/2015	5,000,000.00	04/23/2015 0.54 %	4,995,719.88 4,997,245.47	99.54 0.87 %	4,977,150.00 6,352.46	3.84 % (20,095.47)	Aaa / A++ AAA	1.25 1.24

* This sample report is being provided for illustrative purposes to demonstrate Chandler Asset Management's reporting capabilities. References to specific securities and their characteristics are examples of securities held in the portfolio and are not intended to be, and should not be interpreted as an offer, solicitation or recommendation to purchase or sell any financial instrument, an indication that the purchase of such securities was or will be profitable, or representative of the composition or performance of the portfolio. The information contained in this sample presentation was obtained from sources we believe to be reliable, but we do not guarantee its accuracy.



DISCLOSURES

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Fixed income investment are subject to interest, credit and market risk. Interest rate risk: the value of fixed income investments will decline as interest rates rise. Credit risk: the possibility that the borrower may not be able to repay interest and principal. Low rated bonds generally have to pay higher interest rates to attract investors willing to take on greater risk. Market risk: the bond market in general could decline due to economic conditions, especially during periods of rising interest rates.

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