

[Sub-adviser]
[Address]

[Date]

Board of Directors/Trustees
XYZ Fund ("Fund")
[address]

Chief Compliance Officer
[Adviser to XYZ Fund]
[address]

Ladies and Gentlemen:

Except as disclosed here and to the best of our knowledge, [Sub-adviser] certifies that:

- it has complied with the Fund's investment objectives, policies, and restrictions set forth in the Fund's current prospectus and statement of additional information [and any written guidelines agreed upon] during the quarter ended [];
- it had no previously unreported Material Compliance Matters (as defined in Rule 38a-1 under the Investment Company Act of 1940) relating to or affecting the Fund during the quarter ended []; and
- it made no previously unreported material changes to its compliance policies and procedures required by Rule 206(4)-7 under the Investment Advisers Act of 1940 relating to or affecting the Fund during the quarter ended [].

[Sub-adviser]

By: _____

Name:

Title: Chief Compliance Officer

XYZ Funds (“Funds”)

Annual Sub-Adviser Due Diligence Questionnaire

Name of Firm: []

List Fund(s)
Managed by Your Firm:
Separately on
Exhibit A

Name of Chief Compliance
Officer []

Name of Individual
Completing Questionnaire: []

Title: []

Telephone Number: []

Date Completed: []

Complete the questionnaire no later than[] and send in electronic form to:

[name/email address]

(If requested documentation is not available electronically, mail to the address shown below.)

Direct all questions regarding the questionnaire to:

[name/contact information]

To the best of your knowledge, provide this information for the[period ____ to ____ or most recently ended 12-month period].

Organization:

1. Have there been any significant events affecting your firm's operations (*e.g.*, mergers, acquisitions, joint ventures, third-party investments, executive management changes, introduction or termination of a business line, other new products or services)?

Yes No

If yes, describe.

2. Provide your firm's total assets under management by product (*e.g.*, mutual funds (by equity, fixed income, domestic and international funds), separately managed accounts, exchange traded funds, private equity funds, institutional assets, hedge funds).

Compliance:

3. Describe the person(s) or group(s) within your firm primarily responsible for the compliance function, including:
 - a description of the number of persons, their individual backgrounds, and their reporting lines; and
 - any material changes to compliance personnel or resources.

Material Compliance Matters

4. Have any previously unreported Material Compliance Matters (as defined in Rule 38a-1 under the Investment Company Act of 1940) occurred at your firm relating to, among other areas:
 - The code of ethics? Yes No
 - The receipt and use of nonpublic information? Yes No
 - Portfolio management processes (*e.g.*, allocating investment opportunities, compliance with client investment objectives, policies and restrictions in the prospectus/statement of additional information, and other applicable

regulatory requirements)?

Yes **No**

- Trading practices (*e.g.*, best execution obligations, soft dollar arrangements, allocation of aggregated trades among clients, cross trades)?

Yes **No**

- Trading errors, including monitoring, reporting, maintenance of records, and corrections?

Yes **No**

- Proxy voting?

Yes **No**

- The accurate creation and maintenance of required records, including electronic records?

Yes **No**

- The valuation of Fund assets, if applicable?

Yes **No**

- Any other Material Compliance Matters affecting the Funds?

Yes **No**

For each “yes” answer above, describe the matter, including any remedial actions taken.

Changes to Compliance Policies and Procedures

5. Have there been any previously unreported material changes to your firm’s compliance policies and procedures relating to, among other areas:

- The code of ethics?

Yes **No**

- The receipt and use of nonpublic information?

Yes **No**

- Portfolio management processes (*e.g.*, allocation of investment opportunities, compliance with client investment objectives, policies and restrictions in the prospectus/SAI, and other applicable regulatory requirements)?

Yes **No**

- Trading practices (*e.g.*, best execution obligations, soft dollar arrangements, allocation of aggregated trades among clients, cross trades)?

Yes **No**

- Trading errors, including monitoring, reporting, maintenance of records, and corrections? [] **Yes** [] **No**
- Proxy voting? [] **Yes** [] **No**
- The creation and maintenance of required records, including electronic records? [] **Yes** [] **No**
- The valuation of Fund assets, if applicable? [] **Yes** [] **No**
- Any other compliance policies and procedures affecting the Funds that have been adopted under Rule 206(4)-7 under the Investment Advisers Act of 1940 (the “Compliance Rule”)? [] **Yes** [] **No**

For each “yes” answer above, describe the reason for the change and attach a copy of the revised policy/procedure, including a redline copy if available.

Annual Assessment

6. Have you provided to us the results of your firm’s last annual assessment of its compliance policies and procedures under the Compliance Rule?

[] **Yes** [] **No**

If no, either provide a report or a written description of the results of the assessment.

7. To the extent not already covered in a report, discuss your firm’s process for conducting the annual assessment of the firm’s compliance policies and procedures under the Compliance Rule, including:

- the time period covered by the review; and
- an overview of the testing methods used and frequency of testing (including a description of the individuals or entities that conduct the testing).

Compliance Testing

8. Has the process by which you implement and test your compliance policies and procedures in connection with the Funds materially changed (*e.g.*, automated compliance systems, forensic testing)?

Yes **No**

If yes, describe.

Inspections and Proceedings

9. When was your firm's last Securities and Exchange Commission and/or other regulatory inspection relating to money management activities? What was the substance, nature and current status of the inquiry? Provide copies of or descriptions of any matter or issue covered in any inspection letters, or other regulatory inspection/examination letters, and your firm's response.
10. Has your firm or any *advisory affiliate** received any subpoenas or formal information requests (federal or state) relating to money management activities?

Yes **No**

If yes, describe.

11. Has your firm or any advisory affiliate been the focus of any litigation, formal investigation or administrative proceedings (including settlements) relating to money management activities?

Yes **No**

If yes, describe.

12. Has the SEC or NASD issued any orders or other sanctions against your firm or any advisory affiliate relating to money management activities?

Yes **No**

If yes, describe.

Audits

13. Do you have an internal audit department that reviews your firm's internal compliance controls?

* Advisory affiliates are (1) all of your officers, partners, or directors (or any person performing similar functions); (2) all persons directly or indirectly controlling or controlled by you; and (3) all of your current employees (other than employees performing only clerical, administrative, support or similar functions).

Yes **No**

If yes, describe.

14. Has a third party reviewed your firm's internal compliance controls?

Yes **No**

If yes, please include relevant written report(s) (*i.e.*, SAS 70, management letter from independent auditor or similar report).

Recordkeeping

15. Has your firm retained all required books and records relating to the Funds for the required retention periods?

Yes **No**

If no, explain.

Investment Personnel

16. Have there been any material changes (*e.g.*, hirings, departures or transfers) in the key investment personnel (*e.g.*, portfolio managers, analysts) who perform services for the Funds?

Yes **No**

If yes, describe, including, for new personnel, a summary of their education, experience, and various responsibilities.

17. Have there been any material changes in the manner in which compensation is determined for the person or persons who are primarily responsible for the day-to-day management of the Funds' portfolios, including both cash and non-cash remuneration, such as salary, bonus, deferred compensation, and pension and retirement plans and arrangements?

Yes **No**

If yes, describe.

Investment Process

18. Have there been any material changes implemented by your firm in the investment process (selection and analysis of investments) for the Funds?

Yes **No**

If yes, describe.

19. Is your firm managing the Funds in accordance with the investment objectives, policies, and restrictions contained in the Funds' prospectus/SAI, including, if applicable, the requirements of Rule 35d-1 under the Investment Company Act ("mutual fund name rule")?

Yes **No**

If no, describe differences.

20. Did your firm file Schedules 13D or G with the SEC for any portfolio securities held by the Funds?

Yes **No**

If yes, describe.

21. Does your firm state on its Form 13F filings that it is reporting for the Funds' adviser?

Yes **No**

Other Accounts

22. Are any of the Funds' portfolio managers also portfolio managers for a separately managed account or private investment company (hedge funds, other types of private partnerships or limited liability companies) (collectively, "Other Accounts")?

Yes **No** (If no, skip this section.)

23. Have there been any material changes to how your firm monitors and manages potential conflicts of interest that are associated with side-by-side management of Other Accounts and the Funds, including:

- use of short sales (or differing positions in the same or related securities for different client accounts);
- allocation of IPOs, private placements and other limited availability investment opportunities;
- use of cross trades;
- aggregation and allocation of trades, including partial fills;
- sequential transactions (*i.e.*, transactions for one account followed by related transactions for another account); and
- performance fees?

Yes **No**

If yes, describe.

Brokerage

Broker Selection

24. Have there been material changes to your firm's process and the factors used for selecting and reviewing brokers to execute transactions for the Funds?

Yes **No**

If yes, describe.

25. What was the average per share commission price paid by each Fund?

26. Identify the top five brokers utilized for each Fund, including for each broker the percentage of the Funds' commissions paid to that broker.

Affiliated Brokers

27. Does your firm use affiliated brokers and/or underwriters in connection with the purchase and sale of securities for the Funds?

Yes **No** (If no, skip this section)

28. Did the transactions meet the requirements of Rule 17e-1 under the Investment Company Act? Rule 10f-3 under the Investment Company Act? Any relevant procedures approved by the Funds' board?

Yes No

If no, explain.

29. What was the average per share commission price paid by each Fund for each affiliated broker?

Soft Dollars

30. Does your firm allocate the Funds' brokerage for research and/or other services?

Yes No (If no, skip this section)

31. Are your firm's soft dollar transactions in connection with the Funds limited to those covered by the safe harbor provisions of Section 28(e) of the Securities Exchange Act of 1934?

Yes No

If no, describe.

32. What were the total commission dollars paid by each Fund for non-proprietary soft dollar services?

33. List each soft dollar arrangement entered into by your firm using commission dollars paid by the Funds, describing for each arrangement:

- the name of the broker involved;
- the products or services received; and
- the total commissions paid to the broker.

Proxy Voting

34. If your firm votes proxies for the Funds, does your firm outsource shareholder proxy voting to an outside vendor?

Yes **No**

If yes, who is the vendor? Does your firm use the vendor's standard voting policy, the Funds' adviser's standard voting policy or its own voting policy?

Insurance

35. As applicable, have there been any material changes to your firm's fidelity bond insurance, error & omission insurance, and/or director & officer insurance?

Yes **No**

If yes, describe.

Business Continuity/Business Recovery Plan

36. Has your firm's business continuity/business recovery plan been tested?

Yes **No**

If yes, describe.

37. Have there been any material changes made to your firm's business continuity/business recovery plan or policies relating to, among other areas:

- protection and recovery of your firm's human, information, and physical assets;
- oversight structure and process;
- maintenance of offsite facilities;
- frequency of tests that are conducted; or
- back-up procedures?

Yes **No**

If yes, describe, including the reason for the change.

In addition to any documents requested above, provide the following:

- Form ADV Part II
- Organizational chart(s) showing senior executives and key investment personnel (*e.g.*, portfolio managers, investment analysts) who perform services for the Funds

Exhibit A:

List of XYZ Fund(s) Managed by Your Firm