



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

_____, 2019

DELIVERY VIA ENCRYPTED EMAIL

Re:

Dear

The Staff of the U.S. Securities and Exchange Commission ("SEC") is conducting an examination of Registrants pursuant to Section 204 of the Investment Advisers Act of 1940 (the "IA Act") and Section 31(b) of the Investment Company Act of 1940 ("IC Act"), respectively. The purpose of the examination is to assess the Registrants' compliance with provisions of the IA Act and IC Act and the rules thereunder.

Additional information about compliance examinations and the examination process is included in the enclosed "*Examination Information*" brochure (SEC Form 2389). Also enclosed is information regarding the Commission's authority to obtain the information requested and additional information: "*Supplemental Information for Regulated Entities Directed to Supply Information Other Than Pursuant to a Commission Subpoena*" (SEC Form 1661).

The enclosed information request list specifies the date by which the documents should be provided to the staff. If Registrants become aware of the need for delay in the production of any requested information, please immediately contact the undersigned at the telephone number indicated. During the examination, the Staff may also request additional or follow-up information and will discuss timeframes for Registrants to produce such information.

As part of the pre-examination planning process, the Staff actively coordinates examination oversight to ensure that regulatory efforts are not duplicative. If you have any concerns in this regard, please contact the undersigned.

Your cooperation is greatly appreciated in the examination process. If you have any questions, please contact me at.

Sincerely,

Enclosures:

Information Request List (with attachment)
Examination Information Brochure (Form 2389)
Supplemental Information (Form 1661)
Supplemental Information (Form 2866)
FOIA Acknowledgment Form

1. Copies of organizational charts that identify all affiliates of the Funds, Adviser, Sub-Adviser, principal underwriter, directors, trustees and officers. The chart should also reflect ownership percentages.
2. A list of the current employees, partners, officers, and directors (and their respective titles, responsibilities and locations) who have responsibilities pertaining to the Funds.
3. The names and locations of all affiliated and unaffiliated key service providers to the Funds, as well as a description of all services that they perform.
4. With respect to ACME working groups/business units (*e.g.*, *ACME Investment Management* (“**ACME IM**”)),
 - a. Describe the role of such groups/units with respect to the Registrants, including, without limitation, the names of all such groups/units that perform services on behalf of Registrants and a detailed description of the services performed;
 - b. Produce all documents relating to conflicts of interest between such groups/units, on the one hand, and Registrants, on the other hand (including all policies and procedures ensuring that the Funds’ fiduciaries act in the best interests of the Funds in the event of a conflict with such groups/units); and
 - c. List all personnel not employed by Registrants that have responsibilities pertaining to the Funds (including their respective titles, responsibilities, and locations).
5. A list of any employees, partners, officers, and/or directors of the Registrants who resigned or were terminated within the last two years and who filed or stated complaints alleging potential violations of securities laws as the cause for the resignation or termination. Include the following for each such person: title; location; description of responsibilities; commencement date of employment/association; termination/departure date of employment/association; reason for termination/departure; and a detailed description of all alleged potential violations of the securities laws.
6. A list of threatened, pending and settled litigation or arbitration in which any Registrant was a party or potential party within the last two years. Provide a description of the allegations forming the basis for each claim, the status of each claim, and a brief description of any formal or informal settlement. If none, please provide a written statement to that effect.
7. All correspondence with the Staff of the Commission with respect to any of the Funds, as well as all no-action letters and/or exemptive orders relied upon by any of the Funds.
8. A detailed description of (i) each client or investor complaint against any Registrant within the last two years, along with all supporting documentation regarding the complaint and its resolution, and (ii) the process used by each Registrant to monitor

client/investor correspondence and/or complaints.

9. Provide the following information as of (i) _____, and (ii) _____ for each class of each of the Funds. Please provide a separate spreadsheet for each Fund; the preferred format for this information is in Excel.
 - a. Fund/portfolio/class name;
 - b. Registration number;
 - c. Ticker;
 - d. Commencement date of operations;
 - e. Net asset value;
 - f. Total shares outstanding;
 - g. Number of shareholder accounts;
 - h. Portfolio turnover rate for each of the last 3 calendar years;
 - i. Monthly inflows and outflows for the last 12 months; and
 - j. Sub-adviser(s).
10. Copies of the current Prospectus, Summary Prospectus, and Statement of Additional Information (SAI) for each of the Funds. (Please include materials for all classes.)
11. Any new or amended disclosures for each of the Funds not reflected in documents produced in response to the preceding requests.
12. Annual and semi-annual and quarterly reports for each of the Funds.
13. Information regarding any compensation/economic benefits, whether direct or indirect (such as rebates, discounts, etc.), received by the Adviser or Sub-Adviser from any of the Funds' service providers. Please include information provided to the Board regarding any such compensation.
14. Each Registrant's policies and procedures adopted pursuant to the Compliance Rules. Please be sure to include all policies and procedures regarding portfolio management (including share class selection), brokerage execution (including procedures for obtaining best execution), conflicts of interest, fiduciary duties, communications with investors, recordkeeping, reporting to the Board, Board oversight, compliance with Rule 18f-3 of the IC Act (for the Underlying Funds), and due diligence regarding the Funds of Funds' selection of underlying funds/portfolios.
15. With respect to each of the Funds, all written guidelines adopted by the Board and related procedures in effect during the Examination Period under which the Adviser, Sub-Adviser, other sub-advisers, officers or others (including, without limitation, working groups/business units such as ACME) make determinations delegated to them by the Board.

16. With respect to each of the Funds, all other operating or compliance procedures in effect during the Examination Period adopted by such Fund's Board, the Adviser, and Sub-Adviser.
17. A current inventory of compliance risks for each Registrant. If changes were made to this inventory of risks during the Examination Period, please provide a description and date of each such change. Please provide this information, if possible, in Word or Excel.
18. Copies of reports by each Fund's Chief Compliance Officer ("CCO") during the Examination Period, including, without limitation, annual reports submitted to the Board. Please include any attachments to the reports.
19. Portfolio compliance exception reports for each Fund of Funds.
20. Documents that establish investment guidelines for each Fund of Funds.
21. Documents reflecting all formal and informal agreements/arrangements (as well as all amendments/modifications thereto) regarding fees and expenses of the Funds, including, without limitation, advisory agreements, sub-advisory agreements, distribution agreements, third-party agreements (including, without limitation, agreements with service providers), intercompany agreements, fee waiver/expense limitation agreements (including agreements with the Funds, affiliates, and third parties), recoupment/reimbursement/rebate agreements and side letters. Please group all documents by Fund. *For each Underlying Fund, materials should be provided from the earlier of (i) _____, or (ii) the launch of the first Class X, X2 or X3 shares (the "X Shares") (including all relevant pre-launch materials).* *For each Fund of Funds, materials should be provided from the earlier of (i) _____, or (ii) the date that X Shares were initially available in any Underlying Fund held by such Fund of Funds.*
22. To the extent not previously provided, with respect to the Underlying Funds, all materials regarding the allocation of expenses among share classes, including, without limitation, (i) all relevant documents prepared by fund accountants and other accounting documents, (ii) all relevant reporting documents and (iii) all relevant disclosure documents. *Materials should be provided from the earlier of (i) _____, or (ii) the launch of the X Shares (including all relevant pre-launch materials).*
23. To the extent not previously provided, documents relating to (i) the recoupment of fees that were previously waived by the Adviser, Sub-Adviser, any of their affiliates, and/or any unaffiliated service providers with respect to the Funds (but which the Funds later paid), (ii) the reimbursement of expenses that were initially borne or waived by another party on behalf of the Funds (but which the Funds later paid), and (iii) all similar actions and arrangements, including, without limitation, the following. *For each Underlying Fund, materials should be provided from the earlier of (i) _____, or (ii) the launch of the first Class X, X2 or X3 shares (the "X Shares") (including all relevant pre-launch materials).* *For each Fund of Funds,*

materials should be provided from the earlier of (i) _____, or (ii) the date that X Shares were initially available in any Underlying Fund held by such Fund of Funds.

- a. Documents relating to the exercise of recoupment/reimbursement (or similar) provisions contained in fee waiver/expense limitation agreements (or similar agreements or arrangements); and
 - b. A list of all such recoupments/reimbursements (or similar actions/arrangements), including (1) dates, (2) dollar amounts, (3) parties involved, and (4) descriptions of the rationales for such recoupments/reimbursements (or similar actions/arrangements).
24. Describe all fee splitting/expense sharing and commission-sharing or revenue sharing arrangements, including, without limitation, the following: (i) a brief description of such arrangements and relevant agreements; (ii) parties involved (state whether each is an affiliate); (iii) dollar amounts involved during the Examination Period; and (iv) a description of any impact on any of the Funds or their shareholders.
25. Please provide a list of shareholders/investors in each share class of each Underlying Fund including the following information as of (i) _____, and (ii) _____. The preferred format for this information is Excel; provide a separate spreadsheet for each Underlying Fund.
- a. Shareholder name and account number;
 - b. Shareholder description (e.g., individual, company, defined contribution plan, defined benefit plan/administrator, fund of funds, other SEC-registered investment company that is not a fund of funds, other pooled investment vehicle, or other);
 - c. Shareholder's SEC registration number (if applicable and if known);
 - d. A statement regarding whether the shareholder is an affiliate;
 - e. Value of assets in the share class;
 - f. Name and type of entity (e.g., investment adviser) that has discretionary authority or is the investment adviser of record over the account, as well as
 - i. A statement regarding whether this entity is an affiliate, and
 - ii. The entity's SEC 801-number (if an investment adviser) or other SEC registration number, if known; and
 - g. If less expensive share classes were available, a brief statement regarding the reason(s) that the shareholder was invested in a more expensive class.
26. For each Underlying Fund, provide the following information. *Materials should be provided from the earlier of (i) _____, or (ii) the launch of the X Shares (including all relevant pre-launch materials).*
- a. A list of the current and former employees, partners, officers, directors, and/or

consultants who are/were primarily responsible for the following. Please include each person's name, title, and role with respect to each item below. Also identify any working groups/business units (*e.g.*, *ACME*) that had significant involvement with respect to each item, as well as all relevant personnel.

- i. The creation and launch of the X Shares for each Underlying Fund;
 - ii. Share class pricing analyses and determinations and approvals;
 - iii. Analyses regarding fees, expenses, waivers, reimbursements, and recoupment options with respect to X Shares for each Underlying Fund;
 - iv. Analyses regarding expense allocations among X Shares and other classes of each Underlying Fund;
 - v. Financial and profitability analyses;
 - vi. Cost/benefit analyses;
 - vii. Cross-subsidization analyses;
 - viii. Compliance with Rule 18f-3 under the IC Act;
 - ix. Compensation arrangements related to share class distribution;
 - x. Conflicts of interest;
 - xi. Determinations and approvals regarding which investors should/could be invested in X Shares;
 - xii. Determinations and approvals regarding why certain funds of funds were invested in X Shares, while other funds of funds were invested in more expensive share classes;
 - xiii. Distribution issues relating to the X Shares (as well as distribution issues relating to Funds of Funds investing in the X Shares), including without limitation, platform arrangements (including platform proposals, negotiations, and changes to accommodate menu requirements, such as the "ACME Retirement Solutions Menu 5 Platform");
 - xiv. Preparation of Board materials relating to X Shares; and
- b. To the extent not previously provided, copies of the initial Prospectus, Summary Prospectus, and Statement of Additional Information (SAI) for each X Share.
 - c. Identify the launch dates of the first X Share and all subsequent share class launches thereafter, as well as the following corresponding information:
 - i. A description of eligible investors for each class; and
 - ii. A brief description of why the share class was launched and how it is different from other share classes.
 - d. All Adviser and Sub-Adviser materials regarding share class creation and launch, including, without limitation, internal discussions (as well as decisions made); discussions with affiliates and ACME working groups/business units (as well as decisions made); management reports; memoranda; presentations; spreadsheets; and other relevant analyses;
 - e. State the method used by each Underlying Fund under Rule 18f-3(c) to allocate

income, realized gains and losses, unrealized appreciation and depreciation, and fund-wide expenses.

- f. To the extent not previously provided in response to Request 7 above, all correspondence with the Staff of the Commission relating to the X Shares, as well as all no-action letters and/or exemptive orders relied upon in connection with the X Shares.
27. To the extent not previously produced, all materials regarding underlying share class selection by the Funds of Funds, including, without limitation, (i) Adviser and Sub-Adviser materials, including, without limitation, materials relating to internal discussions (as well as decisions made); discussions with affiliates and ACME working groups/business units (as well as decisions made); management reports; memoranda; presentations; spreadsheets; and other relevant analyses); (ii) all documents relating to why certain funds of funds are invested in X Shares, while other funds of funds are invested in more expensive share classes of the same funds, (iii) materials regarding conflicts of interest; (iv) materials relating to costs/benefits to shareholders, and (v) all disclosures to investors and to the Funds' Boards. *Materials should be provided from the earlier of (i) _____, or (ii) the date that X Shares were initially available in any Underlying Fund held by such Fund of Funds.*
28. The following materials with respect to meetings of the Board of Directors or committees thereof ("Board") of each of the Funds, including any special meetings of the Board, whether in person or by telephone or video conference call. *For each Underlying Fund, materials should be provided from the earlier of (i) _____, or (ii) the launch of the X Shares (including all relevant pre-launch materials).* *For each Fund of Funds, materials should be provided from the earlier of (i) _____, or (ii) the date that X Shares were initially available in any Underlying Fund held by such Fund of Funds.*

Please organize these materials by Registrant and group together – for each meeting – (i) the agenda, (ii) minutes, (iii) materials provided to the Board relating to each item below, (iv) all relevant correspondence between meetings relating to such issues; and (v) any documents supporting action taken or determinations made by the Board with respect to such items. Please ensure that all materials are clearly labeled and well organized.

- a. Date, agenda, and minutes for each meeting in which any of the items below were considered and/or materials were provided;
- b. Copies of all "Methodology Guides" utilized by the Board (as referenced in the Funds' annual reports);
- c. All materials relating to compliance with Section 15(c) of the IC Act, including all materials reflecting consideration by the Board of such issues, relevant correspondence between meetings relating to such issues, determinations made, and actions taken.

- d. All materials relating to the Underlying Funds' compliance with Rule 18f-3 under the IC Act, including all materials reflecting consideration by the Board of such issues (including class launch and pre-launch materials), relevant correspondence between meetings relating to such issues, determinations made, and actions taken. Such materials should include, without limitation, the following.
 - i. Materials relating to the Board's determination under Rule 18f-3(d) (both before the first issuance of a share of any class in reliance on Rule 18f-3 and before any material amendment of the Rule 18f-3 plan) that the plan, including the expense allocation, is in the best interests of each class individually and the Fund as a whole, as well as all materials reflecting consideration by the Board of such issues, determinations made, and actions taken. Please include the following:
 - 1. Materials relating to the Board's consideration of potential conflicts of interest among classes regarding the allocation of fees, services, waivers and reimbursements of expenses, and voting rights; and
 - 2. Materials relating to the Board's evaluation of the level of services provided to each class and the cost of those services to ensure that the services are appropriate and that the allocation of expenses is reasonable.
 - ii. Materials relating to the Board's monitoring of the use of waivers and reimbursements and analyses/assessments regarding potential cross-subsidization issues among classes; and
 - iii. Materials relating to costs/benefits to shareholders.
- e. To the extent not previously produced, all materials provided to the Board relating to share classes of the Funds, including, without limitation, the following. Please also include all materials reflecting consideration by the Board of such issues, relevant correspondence between meetings relating to such issues, determinations made, and actions taken.
 - i. All materials regarding share class creation and launch (including pre-launch materials);
 - ii. All materials relating to financial analyses, including pricing analyses and determinations; economic and profitability analyses (including, without limitation, materials relating to profitability by class and/or in comparison to other funds) and cost/benefit analyses;
 - iii. All materials relating to distribution arrangements; platform arrangements (including, without limitation, platform proposals, negotiations and changes to

accommodate menu requirements, such as the “ACME Retirement Solutions Menu 5 Platform”); and related compensation arrangements;

- iv. All materials relating to share class selection and eligibility analyses, determinations and approvals with respect to ACME funds’ investments in underlying affiliated funds (including, without limitation, why certain ACME funds of funds were invested in X Shares of certain underlying funds, while other ACME funds of funds were invested in more expensive share classes of the same funds);
 - v. All materials relating to fees and expenses, including fee waivers/expense limitation agreements/arrangements, recoupment/reimbursement agreements/arrangements, side letters, allocation of expenses among classes, and comparison of advisory fees across funds and classes; and
 - vi. All materials relating to conflicts of interest.
- f. All materials provided to the Board relating to Condition 11 of the 2004 XXX Inc. *et al.* Order Under Sections 6(c) and 17(b) of the Investment Company Act of 1940 Granting an Exemption from Section 17(a) of the Act and under Section 12(d)(1)(J) of the Act Granting an Exemption from Sections 12(d)(1)(A) and 12(d)(1)(B) of the Act (Release Nos. IC-27___ (Notice) and IC- 27___ (Order)), as well as all materials reflecting consideration by the Board of such issues, relevant correspondence between meetings relating to such issues, determinations made, and actions taken. Condition 11 requires in part:

“Prior to approving any investment advisory or management contract under section 15 of the Act, the Board of each Fund of Funds, including a majority of the Disinterested Trustees, will find that the advisory or management fees charged under such contract are based on services provided that are in addition to, rather than duplicative of, the services provided under the advisory contract(s) of any Affiliated Underlying Funds or Unaffiliated Funds in which the Fund of Funds may invest. This finding, and the basis upon which the finding was made, will be recorded fully in the minute books of the Fund of Funds.”

29. For each Fund of Funds, a list of the registered fund/registered portfolio holdings that were added within the last five years (including changes from one share class to another—in this event, please indicate the share class previously held and the reason for the change). Indicate whether each holding is affiliated with or proprietary to the Funds, Adviser, and/or Sub-Adviser.
30. Please provide an Activity Blotter, Initial Position Spreadsheet, and Closing Position Spreadsheet for each Fund of Funds in the format indicated in the Excel spreadsheet attached as Annex A, but limit responses to include only requested information for mutual funds and insurance-dedicated portfolios held or transacted in by each Fund

of Funds during the Examination Period. Please provide a separate spreadsheet for each Fund of Funds.

[END OF INFORMATION REQUEST LIST]