



Request for Response Office of the State Treasurer and Receiver General

Address: One Ashburton Place, 12th Floor, Boston, Massachusetts 02108
Telephone #: (617) 367-3900 ext. 239
Internet Address: <http://www.state.ma.us/treasury>
RFR File Name/Title: Transition Management Services
RFR File Number: TRE RFR UCP TMS 2012
RFR Contact Person: Amelia Timbers

SECTION I. SUMMARY AND PURPOSE

The Treasurer and Receiver-General of the Commonwealth of Massachusetts has designated the Unclaimed Property Division to carry out certain responsibilities as required under M.G.L. Chapter 200A. The intent of this Request for Response (“RFR”) is to obtain proposals from qualified firms interested in providing transition management services for the purpose of liquidating approximately \$24 million in US domestic and \$4 million in non-US marketable securities. The transition manager will be fully responsible for providing a pre-trade analysis, providing updates of the liquidation, communicating all trades with the custodian, and providing a post-trade analysis including quality of trade executions to the Assistant Treasurer and staff of the Unclaimed Property Division.

SECTION II. GENERAL INFORMATION

To the maximum extent possible the Office of the State Treasurer and Receiver-General (the “Treasury”) is following the rules and regulations set forth in 801 Code of Massachusetts Regulations (“CMR”) 21.00: Procurement of Commodities and Services in this RFR. All terms, conditions, requirements, and procedures included in this RFR must be met for a response to be qualified as responsive. A response that fails to meet any material term, condition, requirement or procedure of this RFR may be deemed unresponsive and disqualified. The Treasury reserves the right to waive or permit cure of non-material errors or omissions. **The Treasury reserves the right to modify, amend or cancel the terms of the RFR at any time.** Unless otherwise specified, all communications, responses, and documentation regarding this RFR must be in English, all measurements must be provided in feet, inches, and pounds and all cost proposals or figures in U.S. Currency. All responses must be submitted in accordance with the specific terms of this RFR. No electronic responses may be submitted in response to this RFR.

Copies of this RFR may be obtained electronically at the Treasury website at <http://www.mass.gov/treasury> & on Comm-PASS at <http://www.comm-pass.com/>.

THE PROCUREMENT MANAGEMENT TEAM RESERVES THE RIGHT TO MODIFY, AMEND OR CANCEL THE TERMS OF THIS RFR AT ANY TIME.

SECTION III. RFR CALENDAR, INSTRUCTIONS, & EVALUATION PROCESS

A. RFR CALENDAR/TIMELINE

The following is the tentative time schedule for the Treasury’s search for a vendor to provide transition management services. All dates are subject to modification by the Treasury with notice.

Issuance of RFR
Question Deadline

October 24, 2012
October 31, 2012 by 12 noon EDT

B. RFR INSTRUCTIONS

1. **Response Submission.** The original, 5 hard paper copies and a compact disk of the bidder's responses and attachments must be delivered in the same sealed package no later than **November 14, 2012 at 12 noon EDT**. Responses should not be more than 12 double-spaced double-sided pages. This does not include attachments. The Cost Proposal may be submitted in the same package as the rest of the Response, but must be submitted under separate cover in a separate sealed envelope labeled "Cost Proposal." Failure to meet this requirement will result in disqualification of the bid.

Responses and attachments received after the November 14, 2012 date and 12 noon deadline time will not be evaluated. Email or facsimile responses do not qualify as a "submission" for deadline purposes in advance of or in lieu of a hard copy submission.

Responses and attachments should be delivered to:

Amelia Timbers
Legislative and Financial Analyst
Office of the State Treasurer and Receiver General
ATTN: TRE RFR UCP 3TMS 2012
One Ashburton Place, 12th Floor
Boston, Massachusetts 02108

In order to obtain an electronic copy of the holdings intended for sale an e-mail must be sent to Amelia Timbers at atimbers@tre.state.ma.us . The request must stipulate that the requestor agrees that the holdings will only be used for the purpose of providing a pre-trade analysis and the holdings list will not be redistributed or provided to other parties.

Any individuals and/or firms that intend to submit a response are prohibited from contacting any employees of the Treasury or any member of the Procurement Management Team ("PMT"), other than the RFR Contact Person. An exception to this rule applies to individuals or firms that currently do business with the Treasury, but shall be limited to that business, and should not relate to this RFR. FAILURE TO OBSERVE THIS RULE WILL RESULT IN DISQUALIFICATION.

2. **Cost Proposal.** The Cost Proposal must be submitted under separate cover from the rest of the Response in a separate sealed envelope labeled "Cost Proposal." Failure to meet this requirement will result in disqualification of the bid.
3. **Response Provisions.** When responding to this RFR, bidders should take note of the following provisions.
 - a. The Treasury reserves the right to request additional information from firms responding to this Request. Additionally, upon reviewing the responses the Treasury may decide to have certain firms make oral presentations.
 - b. The Treasury reserves the right to reject any and all responses to this request, to waive any minor informality in a response, to request clarification of information from any firm responding and to effect any agreement deemed by the Treasury to be in the Commonwealth's best interest with one or more of the firms responding. The Treasury reserves the right to amend or cancel this RFR at any time.
 - c. All responses and their contents submitted in response to this RFR shall become the property of the Treasury and will not be returned to the Bidder. Bidders are cautioned that ideas, techniques, information, etc., submitted as part of the Bidders response may be used by the Treasury without separate payment to the Bidder or Sub-Contractors.
 - d. The Treasury will not reimburse any firm for any costs associated with the preparation or submittal of any response to this request or for any travel and/or per diem incurred in any presentation of such responses.

- e. The duration of the contract entered into as a result of this RFR will be a two (2) year contract with the additional option to renew the contract for two (2) one (1) year contract extensions.

4. **Disqualification of Responses.**

- a. **Late Proposals:** Proposals that are received after the deadline date and time shall be automatically disqualified.
- b. **Nonresponsive Proposals:** Proposals which are not responsive or which fail to comply with mandatory requirements of the RFR shall be deemed nonresponsive and shall be disqualified. Nonresponsive proposals shall include, but not be limited to those, which fail to address or meet any mandatory item, and those submitted in insufficient number, or in incorrect format.
- c. **Collusion:** Collusion by two or more bidders agreeing to act in a manner intended to avoid or frustrate fair and open competition is prohibited and shall be grounds for rejection or disqualification of a proposal or termination of this contract.
- d. **Debarred Bidders or Subcontractors:** A bidder who is currently subject to any Commonwealth or federal debarment order or determination, shall not be considered for evaluation by the PMT. If a bidder's proposal is dependent upon the services of a named subcontractor and the disqualification of this named subcontractor would materially alter the proposal, then that proposal shall be deemed unresponsive if the named subcontractor is found to be debarred. Proposals that indicate that subcontractors will be used but do not rely on any specifically named subcontractor shall not be deemed unresponsive if the disqualification of a proposed subcontractor will not materially alter the proposal.

C. RFR EVALUATION PROCESS

- 1. **Evaluation Process:** The RFR Evaluation Process will be conducted in three phases. A review team consisting of staff from the Treasury will complete the Phase One Review for all proposal submissions. The purpose of the Phase One Review is to eliminate any bids that are nonresponsive to the requirements of the RFR. Bids that are deemed to be qualified based on the Phase One Review will be submitted to the PMT for additional review. The PMT, consisting of staff from the Treasury, will make a recommendation to the State Treasurer and Receiver General who will then accept or reject the recommendation. Prior to the final recommendation, the PMT may request a "Best and Final" offer from all or some of the bidders. The State Treasurer and Receiver General will make the final selection decision.

(Phase One, Phase Two and Phase Three of this RFR will be Evaluated Separately)

Phase One Review:

Bidders responses will be reviewed based on listed criteria, completeness of response, including mandatory attachments, and compliance to submission criteria (refer to Section V. Phase One Requirements). Bids that do not comply with these components will be rejected and will not proceed to Phase Two Review. Treasury Staff will conduct this portion of the review.

Phase Two Review:

In this phase, proposals will be evaluated based upon the proven ability of the vendor to satisfy the requirements and qualifications necessary to perform the requested services.

Criteria for the evaluation of proposals will be:

20% Financial Strength and Disaster Recovery shall be measured based on financial reports and plans submitted and analyses to be completed by Treasury staff based on data provided in these reports.

40% Availability of Core Services will be scored based on the following criteria:

- 1) Assessment of services to be provided.
- 2) Assessment of time schedules for trading.

- 3) Assessment of reporting options:
 - a) Ability to provide a pre- and post-trade analysis and the
 - b) Ability to provide daily updates of proceeds of sales including, but not limited to, information such as, number of shares sold, average price per share and method of sales i.e. via cross, principal and/or agent.

30% Experience will include: the expertise and experience of the bidder and the bidder's staff assigned to the project.

5% Invest in Massachusetts. All responsive Bidders/Proposers must submit with their bids an Invest in Massachusetts Data Form ("IMD Form"). See the "Forms and Terms" tab of this solicitation as posted on Comm-PASS for further information.

5% Supplier Diversity Program (SDP). The Treasury requires all responsive Bidders to submit a Treasury Supplier Diversity Program Plan Form ("TSDP Plan Form") with its response. (See Section IV.C.14 and the "Treasury Supplier Diversity Program Instructions" Attachment for further information on the TSDP Plan Form, and how this section will be scored).

Phase Three Review:

Cost will be evaluated in relationship to the Phase Two Review and scoring of bidder's responses. The Phase Two score will represent 65% and cost will represent 35% of the Phase Three score in order to determine "best value." The successful bid will be determined based on the one that represents the "best value" overall and achieves the procurement goals.

35% Cost Proposals will be evaluated based on the fee for the services provided. **Please provide cost proposals in accordance with the cost parameters listed in Attachment B.**

The Cost Proposal must be submitted under separate cover from the Technical Proposal in a separate sealed envelope. Failure to meet this requirement will result in disqualification of the bid. Cost proposals must include itemized details of all anticipated expenditures for the life of the contract.

65% Phase Two Criteria. The total Phase Two score will represent 65% of the Phase Three score.

2. **Oral Presentations.** After completion of Phase One and Phase Two, but prior to Phase Three, the PMT shall have the option to invite the bidders to make oral presentations. Oral presentations provide the PMT with an opportunity to evaluate a bidder through the presentation of their proposal. The PMT may limit the number of oral presentations conducted. Bidders will not be informed of their rank at the time of the oral presentations.

The time allotments and the format shall be the same for all oral presentations. The PMT will give notice of at least two (2) business days prior to the date of an oral presentation. The PMT may waive the location and medium requirements of an oral presentation upon the written request of a bidder due to special hardships, such as a bidder with disabilities or limited resources. In these circumstances the PMT may conduct oral presentations through an alternative written or electronic medium (e.g., telephone, video conference, TTY or Internet). The PMT may require the bidder's assigned key personnel to conduct the oral presentation.

A bidder is limited to the presentation of material contained in its proposal, with the limited exception that a bidder may address specific questions posed by the PMT or provide clarification of information contained in its proposal. Any correction or modification of the proposal or the presentation of supplemental information shall be considered prejudicial to the interests of other bidders and fair competition and shall not be permitted. A bidder's attempt to submit such corrections, modifications or supplemental information during an oral presentation may subject the bidder's proposal to disqualification. A bidder's failure to agree to an oral presentation may result in disqualification from further consideration. Oral presentations may be recorded by the Treasury as a matter of public record.

3. **On-Site Visits.** The PMT reserves the right to conduct on site inspections of any or all bidder locations at any time prior to the awarding of this contract to verify the bidder's ability to perform the services required. The PMT shall schedule the time of these site visits and shall provide notice of at least three business days before a visit. Failure to agree to a site visit may result in disqualification of a bidder's proposal.

SECTION IV. SPECIFICATIONS, REQUIREMENTS & COMPONENTS

A. SPECIFICATIONS

1. **Alternatives.** Unless otherwise specified, Bidders should submit responses proposing alternatives that provide equivalent, better or more cost-effective performance than achievable under the stated RFR specifications. These alternatives may include related services that may be available to enhance performance during the period of the contract. The response should describe how any alternative achieves substantially equivalent or better performance to that of the RFR specifications. The Treasury will determine if a proposed alternative method of performance achieves substantially equivalent or better performance. The goal of this RFR is to provide the best value of commodities and services to achieve the procurement goals of the department. Bidders that propose discounts, uncharged commodities and services or other benefits in addition to the RFR specifications may receive a preference or additional points under this RFR as specified.

Contractors may also propose alternatives for equivalent, better or more cost-effective performance than specified under the Contractor's original response to enable the department to take advantage of enhanced technologies, commodities or services that become available during the term of the contract

2. **Best Value Selection and Negotiation.** The PMT and/or the State Treasurer and Receiver-General may select the response(s) that demonstrates the "Best Value" overall, including proposed alternatives that will achieve the procurement goals of the Treasury. The PMT and/or the State Treasurer and Receiver-General and the selected Bidder, or Contractor, may negotiate a change in any element of contract performance or cost identified in the original RFR or the selected Bidder's or Contractor's response, which results in lower costs or in a more cost-effective or better value than was presented in the selected Bidder's or Contractor's original response.
3. **Bidder Communication.** Bidders are prohibited from communicating directly with any employees of the Treasury or any member of the PMT regarding this RFR, except as specified in this RFR, and no other individual Commonwealth employee or representative is authorized to provide any information or respond to any question or inquiry concerning this RFR. Bidders may contact the contact person for this RFR in the event this RFR is incomplete or the Bidder is having trouble obtaining any required attachments electronically through Comm-PASS. Failure to observe this rule will result in disqualification

In addition, firms that intend to submit a bid/proposal should not discuss this RFR with members of the Deferred Compensation Plan Committee, employees of the Pension Reserves Investment Management Board ("PRIM"), or any employee of the Commonwealth's current third-party administrator (Great-West Retirement Services), investment managers, consultants (Hewitt EnnisKnupp), legal counsel or other advisors.

4. **Brand Name or Equal.** Unless otherwise specified in this RFR, any reference to a particular trademark, trade name, patent, design, type, specification, producer or supplier is not intended to restrict this RFR to any manufacturer or proprietor or to constitute an endorsement of any service. The Treasury will consider clearly identified offers of substantially equivalent services submitted in response to such reference.
5. **Comm-PASS.** Comm-PASS is the official system of record for all procurement information which is publicly accessible at no charge at www.comm-pass.com. Information contained in this document and in each tab of the Solicitation, including file attachments, and information contained in the related Bidders' Forum(s), are all components of the Solicitation.

Bidders are solely responsible for obtaining all information distributed for this Solicitation via Comm-PASS, by using the free Browse and Search tools offered on each record-related tab on the main navigation bar (Solicitations and Forums). Forums support Bidder submission of written questions associated with a Solicitation and publication of official answers. All records on Comm-PASS are comprised of multiple tabs, or pages. For example, Solicitation records contain Summary, Rules, Issuer(s), Intent or Forms & Terms and Specifications, and Other Information tabs. Each tab contains data and/or file attachments provided by the PMT. All are incorporated into the Solicitation.

It is each Bidder's responsibility to check Comm-PASS for:

- Any addenda or modifications to this Solicitation, by monitoring the “Last Change” field on the Solicitation’s Summary tab, and
- Any Bidders’ Forum records related to this Solicitation (see Locating an Online Bidders’ Forum for information on locating these records).

The Commonwealth accepts no responsibility and will provide no accommodation to Bidders who submit a Response based on an out-of-date Solicitation or on information received from a source other than Comm-PASS.

Bidders may not alter (manually or electronically) the RFR language or any RFR component files. Modifications to the body of the RFR, its specifications, or terms and conditions, which change the intent of this RFR are prohibited and may disqualify a response.

6. **Comm-PASS SmartBid Subscription.** Bidders may elect to obtain an optional SmartBid subscription which provides value-added features, including automated email notification associated with postings and modifications to Comm-PASS records. When properly configured and managed, SmartBid provides a subscriber with:
 - A secure desktop within Comm-PASS for efficient record management;
 - A customizable profile reflecting the subscriber’s product/service areas of interest;
 - A customizable listing in the publicly accessible Business Directory, an online “yellow-pages” advertisement;
 - Full-cycle, automated email alert whenever any record of interest is posted or updated;
 - Access to Online Response Submission, when allowed by the Issuer, to support: paperless bid drafting and submission to an encrypted lock-box prior to close date; electronic signature of OSD forms and terms; agreement to defer wet-ink signature until Contract award, if any; withdrawal of submitted bids prior to close date; and online storage of submitted bids.

Every public purchasing entity within the borders of Massachusetts may post records on Comm-PASS at no charge. Comm-PASS has the potential to become the sole site for all public entities in Massachusetts. SmartBid fees are only based on and expended for costs to operate, maintain and develop the Comm-PASS system.

7. **Conflict of Interest.** Prior to award of any contract, the Bidder/Vendor shall certify in writing to the procuring agency that no relationship exists between the Bidder/Vendor and the procuring or contracting agency that interferes with fair competition or is a conflict of interest, and no relationship exists between the Bidder/Vendor and another person or organization that constitutes a conflict of interest with respect to a state contract. The Treasury may waive this provision, in writing, if these activities of the Bidder/Vendor will not be adverse to the interests of the Commonwealth. No official or employee of the Commonwealth who exercises any function or responsibility in the review or approval of the undertaking or carrying out of this project shall, prior to the completion of the project, voluntarily acquire any personal interest, either directly or indirectly, in this contract or proposed contract.

The Bidder shall provide assurance that it presently has no interest and shall not acquire any interest, either directly or indirectly, which will conflict in any manner or degree with the performance of its services hereunder. The Bidder shall also provide assurances that no person having any such known interests shall be employed during the performance of this contract.

8. **Costs.** Costs that are not specifically identified and defined in the Bidder’s response, and accepted by the Treasury as part of a Contract, will not be compensated under any Contract awarded pursuant to this RFR. The Commonwealth will not be responsible for any costs or expenses incurred by Bidders responding to this RFR.
9. **Electronic Communication/Update of Bidder’s/Contractor’s Contact Information.** It is the responsibility of the prospective Bidder and awarded Contractor to keep current the E-mail address of the Bidder’s contact person and prospective contract manager, if awarded a contract, and to monitor that E-mail inbox for communications from the PMT, including requests for clarification. The PMT and the Commonwealth assume no responsibility if a prospective Bidder’s/awarded Contractor’s designated E-mail address is not current, or if technical problems, including those with the prospective Bidder’s/awarded Contractor’s computer, network or Internet service provider (ISP) cause E-mail communications sent to/from the prospective Bidder/awarded Contractor and the PMT to be lost or rejected by any means including E-mail or spam filtering.

- 10. Environmental Response Submission Compliance.** In an effort to promote greater use of recycled and environmentally preferable products and minimize waste, all responses submitted should comply with the following guidelines:
- All copies should be printed double sided.
 - All submittals and copies should be printed on recycled paper with a minimum post-consumer content of 30% or on tree-free paper (i.e., paper made from raw materials other than trees, such as kenaf). To document the use of such paper, a photocopy of the ream cover/wrapper should be included with the response.
 - Unless absolutely necessary, all responses and copies should minimize or eliminate use of nonrecyclable or nonreusable materials such as plastic report covers, plastic dividers, vinyl sleeves, and GBC binding. Three ringed binders, glued materials, paper clips, and staples are acceptable.
 - Bidders should submit materials in a format which allows for easy removal and recycling of paper materials.
 - Bidders are encouraged to use other products that contain recycled content in their response documents. Such products may include, but are not limited to, folders, binders, paper clips, diskettes, envelopes, boxes, etc. Where appropriate, bidders should note which products in their responses are made with recycled materials.
 - Unnecessary samples, attachments, or documents not specifically asked for should not be submitted.
- 11. Estimated Provisions.** The Treasury makes no guarantee that any commodities or services will be purchased from any contract resulting from this RFR. Any estimates and/or past or current procurement volumes referenced in this RFR are included only for the convenience of Bidders, and are not to be relied upon as any indication of future purchase levels.
- 12. HIPAA: Business Associate Contractual Obligations.** Bidders are notified that any department meeting the definition of a Covered Entity under the Health Insurance Portability and Accountability Act of 1996 (HIPAA) will include in the RFR and resulting contract sufficient language establishing the successful bidder's contractual obligations, if any, that the department will require in order for the department to comply with HIPAA and the privacy and security regulations promulgated thereunder (45 CFR Parts 160, 162, and 164) (the Privacy and Security Rules). For example, if the department determines that the successful bidder is a business associate performing functions or activities involving protected health information, as such terms are used in the Privacy and Security Rules, then the department will include in the RFR and resulting contract a sufficient description of business associate's contractual obligations regarding the privacy and security of the protected health information, as listed in 45 CFR 164.314 and 164.504 (e), including, but not limited to, the bidder's obligation to: implement administrative, physical, and technical safeguards that reasonably and appropriately protect the confidentiality, integrity, and availability of the protected health information (in whatever form it is maintained or used, including verbal communications); provide individuals access to their records; and strictly limit use and disclosure of the protected health information for only those purposes approved by the department. Further, the department reserves the right to add any requirement during the course of the contract that it determines it must include in the contract in order for the department to comply with the Privacy and Security Rules. Please see other sections of the RFR for any further HIPAA details, if applicable.
- 13. Minimum Bid Duration.** Bidder responses/bids made in response to this RFR must remain in effect for 120 days from the date of bid submission and thereafter until either the Bidder withdraws the response in writing, a contract is executed or the procurement is canceled, whichever occurs first
- 14. Public Records.** All responses and information submitted in response to this RFR are subject to the Massachusetts Public Records Law, Massachusetts General Laws ("M.G.L."), Chapter 66, Section 10, and Chapter 4, Section 7, Subsection 26. Any statements in submitted responses that are inconsistent with these statutes will be disregarded. Bidders are advised that all proposals are deemed sealed, and therefore their contents will be treated as confidential and will not be disclosed to competing Bidders until the evaluation process has been completed, the contract has been awarded and negotiations are finalized.
- 15. Reasonable Accommodation.** Bidders with disabilities that seek reasonable accommodation, which may include the receipt of RFR information in an alternative format, must communicate such requests in writing to the contact person. Requests for accommodation will be addressed on a case-by-case basis. A Bidder requesting accommodation may be required to confirm his or her request in writing to the contact person. The request must state that it is based on a disability and specifically identify the accommodation desired. Although entities of the Commonwealth will make all reasonable efforts to accommodate the requests of Bidders with disabilities, they reserve the right to reject unreasonable requests.

16. **Restriction on the Use of the Commonwealth Seal.** Bidders and contractors are not allowed to display the Commonwealth of Massachusetts Seal in their bid package or in any subsequent marketing materials if they are awarded a contract. Use of the coat of arms and the Great Seal of the Commonwealth for advertising or commercial purposes is prohibited by law.
17. **Prohibition Against Selling or Distributing Information.** Any Bidder awarded a contract under this RFR is prohibited from selling or distributing any information collected or derived from the contract and/or procurement process, including lists of participating or eligible Commonwealth of Massachusetts employee names, telephone numbers, email addresses or addresses.

The PMT reserves the right to modify, amend, or cancel the terms of this RFR at any time.

B. COMPONENTS OF PROCUREMENT

1. DURATION AND RENEWAL OPTIONS

The State Treasurer and Receiver-General intends to enter into a 120 day contract with the selected Bidder(s) for the services solicited in this RFR. Bidders who offer price guarantees for the life of the contract will be held to that offer or such better terms as are negotiated.

2. ACQUISITION METHOD

<input type="checkbox"/> Outright Purchase	<input checked="" type="checkbox"/> Fee for Service
<input type="checkbox"/> License	<input type="checkbox"/> Tax-exempt Lease Purchase
<input type="checkbox"/> Lease Purchase	<input type="checkbox"/> Term Lease
<input type="checkbox"/> Rental (not to exceed 6 months)	<input type="checkbox"/> Other (specify)

3. SINGLE OR MULTIPLE CONTRACTS

The State Treasurer and Receiver General reserves the right to award contracts to a single vendor or multiple vendors, in the best interest of the Treasury.

The contractor must agree to cooperate with such other contractors, and must not commit or permit any act that may interfere with the performance of work by any other contractor.

4. CONTRACT GUIDELINES

<input checked="" type="checkbox"/> Only Office of the State Treasurer and Receiver General may contract under RFR
<input type="checkbox"/> Option to allow other Departments/political subdivisions to contract under RFR
<input type="checkbox"/> Statewide Contract
<input type="checkbox"/> Multi-Office of the State Treasurer and Receiver General User Contract
<input type="checkbox"/> Pre-Qualification List

5. ANTICIPATED EXPENDITURES, FUNDING OR COMPENSATION FOR EXPECTED DURATION

Subject to selected bidder's quotes and rates, and subject to negotiation.

6. CONTRACT PERFORMANCE AND BUSINESS SPECIFICATIONS

- Evaluation and Selection of Contractor.** The Treasury shall have sole authority to evaluate and make the final selection of Bidder(s) for contract negotiation(s) pursuant to this RFR. The selection will be made after evaluation of both technical and cost proposals by the PMT and final approval by the State Treasurer and Receiver-General.
- Change in Terms.** The Treasury reserves the right to modify the specifications identified in the RFR at any time prior to the closing date. The Treasury reserves the right to negotiate with the selected Bidder(s) as to any element of cost or performance, including without limitation, elements identified in the RFR and/or the selected Bidder's response in order to achieve the best value for the Commonwealth. The Treasury reserves the right to request from any Bidder a "best and final offer" as to the Bidder's proposal or cost proposal.

- c. **Termination or Suspension.** Vendor/Contractor's services may be terminated or suspended from the Treasury's contract for various reasons, including but not limited to poor performance, failure to perform, fraud or other cause immediately upon written notice by the Treasury. Vendors/contractors may be terminated from the contract without cause upon thirty (30) days prior written notice. The Vendor/Contractor may not terminate the contract or performance thereunder except upon a minimum of 180 days written notice to the Treasury. Other terms regarding contract termination are subject to negotiation between the selected Bidder(s) and the Treasury.
- d. **Permits and Compliance.** The Vendor/Contractor shall procure and pay for all permits, licenses and approvals necessary to perform the services solicited in this RFR. The Vendor/Contractor shall comply with all applicable laws, ordinances, rules, orders and regulations related to the performance of the services solicited. The Treasury may, at its option, request documentation evidencing the Vendor/Contractor's compliance.
- e. **Rejection of Proposals.** The Treasury reserves the right to reject any and all proposals submitted under this solicitation.
- f. **Fees Subject to Office of the State Treasurer and Receiver-General Signatory Authorization.** All fees must be approved by the State Treasurer and Receiver-General or his designee and are subject to verification of performance.
- g. **Confidentiality Policy Regarding Bidder's Support Staff and/or Vendors.** The Treasury may require Bidders' support staff or outside vendors to sign a confidentiality agreement for the confidential information they will have or have access to.
- h. **Subcontracting Policies.** Prior approval of the department is required for any subcontracted service of the contract. Contractors are responsible for the satisfactory performance and adequate oversight of its subcontractors. Human and social service subcontractors are also required to meet the same state and federal financial and program reporting requirements and are held to the same reimbursable cost standards as contractors.
- i. **Contract Expansion.** If additional funds become available during the contract duration period, the department reserves the right to increase the maximum obligation to some or all contracts executed as a result of this RFR or to execute contracts with contractors not funded in the initial selection process, subject to available funding, satisfactory contract performance and service or commodity need.
- j. **Concurrent Contracts Running (Renewals and Transitions).** The Treasurer and Receiver-General shall cancel the contract if funds are not appropriated or otherwise made available to support continuation of performance in any fiscal year succeeding the first year or if satisfactory performance by the contractor does not ensue. The Treasurer and Receiver-General will also have the right to sole discretion in exercising an option to renew, which will not be subject to contractor acceptance or agreement. Any assistance required for this transition must be provided in a smooth and timely manner. If at any time the contract is canceled, terminated or expires, and a contract is subsequently executed with a firm other than the contractor, the contractor has the affirmative obligation to assist in the smooth transition of contract services to the subsequent contractor.
- k. **Pricing: Federal Government Services Administration (GSA) or Veteran's Administration Supply.** The Commonwealth reserves the right to request from the successful Bidder(s) initial pricing schedules and periodic updates available under their GSA or other federal pricing contracts. In the absence of proprietary information being part of such contracts, compliance for submission of requested pricing information is expected within 30 days of any request. If the contractor receives a GSA or Veteran's Administration Supply contract at any time during this contract period, it must notify the Commonwealth contract manager. The Commonwealth requires the same rate if it is more favorable.
- l. **Pricing: Price Limitation.** The Bidder must agree that no other state or public entity customer within the United States of similar size and with similar terms and conditions shall receive a lower price for the same commodity and service during the contract period, unless this same lower price is immediately effective for the Commonwealth. If the Commonwealth believes that it is not receiving this lower price as required by this language, the Bidder must agree to provide current or historical pricing offered or negotiated with other state or public entities at any time during the contract period in the absence of proprietary information being part of such contracts.
- m. **Submission of Proposal Materials and Oral Presentation.** All materials, representations and submissions made within the proposal and at the oral presentation are subject to becoming part of the contract binding the selected bidder to uphold the materials, representations and submissions made by the selected bidder within the proposal and at the oral presentations.

SECTION V. PHASE ONE REQUIREMENTS

Compliance with all criteria listed below is mandatory in order for a bid to be accepted for further review. Lack of compliance will automatically disqualify the bidder.

Phase One of each Bidder's response should demonstrate compliance with each of the conditions qualifying an institution to propose as outlined below. **The Bidder's response to each component should be "yes" or "no" for each mandatory requirement followed by a detailed statement of explanation. Please see Attachment A.**

A. MANDATORY MINIMUM QUALIFICATIONS

A response **must** meet the following minimum qualifications to be given further consideration in the search for a transition manager. Failure of a firm to meet the minimum qualifications applicable to the investment management services for which it is submitting a proposal will result in disqualification of the response.

All firms submitting responses must meet the following minimum criteria:

- The firm must have at least three years experience in transition services as of October 1, 2012
- The candidate must have been in operation as a transition manager for at least one year as of October 1, 2012

B. MANDATORY LEGAL AND OTHER REQUIREMENTS

***On the Bidder's letterhead, signed by an individual with the authority to bind the firm, please address/respond to each of the requirements listed in this section. (Where you are asked to provide documentation, please just indicate whether or not the requested document(s) has been attached).**

1. **Solvency.** Certification that the Bidder has not been in bankruptcy and/or receivership within the last three (3) calendar years.
2. **Corporate Good Standing.** If incorporated, identification of the Bidder's state of incorporation and a statement that it is in good standing in that state, and, if the state of incorporation is not Massachusetts, a statement that the Bidder has complied with all filing requirements of the Massachusetts Secretary of State.
3. **Licenses and Registrations.** A statement that the Bidder meets all applicable state and federal requirements, and has all the licenses and registrations necessary to perform the contract.
4. **Pending Litigation.** Details of any pertinent judgment, criminal conviction, investigation or litigation pending against the Bidder or any of its officers, directors, employees, agents, or subcontractors of which the Bidder has knowledge or a statement that there are none. The Treasury reserves the right to reject a response based on this information. If separate responses are required for different divisions or subsidiaries of the Bidder, the Bidder must submit a separate response for each division or subsidiary.
5. **Compliance with RFR Requirements.** A statement that the Bidder agrees to meet every specification, requirement, or condition set forth in the RFR. (This statement will not be deemed to encompass any requirement or condition for which the RFR indicates that a preference may or will be given by the Treasury. Only a Bidder seeking the preference must meet any such requirement or condition.)
6. **Fidelity Bond or Certificate of Liability Insurance.** A copy or proof of any fidelity bond or liability insurance policy extending to any or all employees who perform work under the contract are covered.
7. **Cease and Desist.** If selected for any services solicited through this RFR, the financial institution must agree to immediately notify the Treasury of any cease and desist order issued.
8. **Confidentiality.** The Bidder must submit a statement acknowledging that all materials and information provided to the Contractor by the Treasury or acquired by the Contractor on behalf of the Treasury shall be regarded as confidential information in accordance with Federal and State law, and ethical standards. The contractor must take all necessary steps to safeguard the confidentiality of such materials or information. Furthermore, each party will sign a mutually agreed upon confidentiality statement.

9. **Ratings.** If selected to provide any services solicited through this RFR, the financial institution must agree to notify the Treasury of any changes to its ratings by federal or state regulatory agencies and issuers approved by the State Treasurer and Receiver General.

C. MANDATORY ATTACHMENTS

Phase One of the bidder's response shall include the completed mandatory attachments listed below. Any attachments referenced in this RFR as a document required to be filed can be found in the comm-PASS Forms and Information section under OSD Forms on www.comm-pass.com. These documents may be downloaded and printed for you to complete and submit. **The EFT Form is the only exception.** If you do not understand these instructions or you require additional assistance, please contact the comm-PASS help desk at 1-888-627-8283.

Phase One of the Bidder's response shall include the completed mandatory attachments listed below. Any attachments referenced in this RFR as a document required to be filed can be found in Comm-PASS with this RFR. Many of the required documents referenced in this RFR are also available at the OSD website, www.mass.gov/osd, in the OSD Forms section.

These documents may be downloaded and printed for you to complete and submit. If you do not understand these instructions or you require additional assistance, please contact the OSD/Comm-PASS help desk at 1-888-627-8283. Note: The mandatory attachments indicated below are in addition to the inclusion of the RFR questions and answers and must be attached to the bidder's response.

Please complete Attachment A ("Mandatory Attachment Checklist") to ensure completion of each mandatory item and attach it to the cover letter. The Bidder's response must include all completed mandatory attachments/items listed below:

1. **Cover Letter** (signed). The Response must include an original hard paper copy of the cover letter, which will be considered an integral part of the Proposal. The cover letter must be signed by at least one individual who is authorized to bind the firm contractually and must include:
 - The firm name
 - The firm address
 - The firm telephone/fax number/email address
 - The client contact
 - The title or position which the signer of the cover letter holds in the firm
 - A statement to the effect that the Proposal is a firm and irrevocable offer that will be valid for 120 days from the date of submission
2. **Cost Proposal** (signed). The original and five (5) copies of the cost proposal, must be placed in a separate, sealed envelope, clearly identified on the outside as "Cost Proposal submitted by (COMPANY NAME)".
3. **Consultant Contractor Mandatory Submission Form** (completed/signed). Each Bidder must complete and return this form with its response, even if not applicable, in order to be considered responsive.
4. **Commonwealth Terms and Conditions** (signed). The Commonwealth Terms and Conditions shall be incorporated by reference into any contract for services executed pursuant to this RFR. A Bidder is required to execute the Commonwealth Terms and Conditions only once. Complete all blanks and required information fully and accurately without modification.
5. **Standard Contract Form and Instructions** (signed). This form must be executed in order to be awarded a contract. This form must be completed and returned as part of the Bidder's RFR response. This document shall not become a final contract unless and until the Treasury accepts the Bidder's response and the Standard Contract Form is executed by an authorized signatory of the Treasury.
6. **Request for Taxpayer Identification Number and Certification (W-9)** (signed). The W-9 Form must be completed and signed.
7. **Contractor Authorized Signature Verification Form** (signed & notarized). If the Bidder is a corporation, partnership or other business entity, complete the form as indicated.

8. **Business Reference Form.** Bidders must (in addition to questionnaire responses) identify three (3) customer references for which the Bidder has performed similar services to those described in this RFR or customers that can confirm the quality of the bidder's performance on previous contract work.
9. **Tax Compliance Certification** (certificate / proof of application). The Bidder must demonstrate that it is in compliance with all Federal and Commonwealth tax laws (regardless of corporate locations) including M.G.L. Chapter 62C, Section 49A. The Bidder must submit an original or photocopy of a Certificate of Tax Compliance in Good Standing, which has been issued by the Commonwealth of Massachusetts Department of Revenue (DOR) within the past year. This Certificate may be obtained by submitting a request to:

Taxpayer Services Division, Certificate Unit
Department of Revenue
PO Box 7066
Boston, Massachusetts 02204
(617) 887-6550

The application must list the tax types for which the business is liable, including such items as meals, room occupancy, sales, use, withholding, corporate income and others as applicable. The issuance of the certificate normally takes several weeks, and as such, Bidders should indicate that their request for a certificate is sought in connection with a Commonwealth solicitation (with a deadline). If the Bidder does not submit the requested tax certificate with the proposal, the Bidder must submit documentation evidencing that the appropriate application has been filed. Evidence includes: facsimile transmittal, mailing receipt, receipt-stamped application, etc. The Certificate must be issued and provided to the Treasury prior to the final execution of the Standard Contract Form.

10. **Treasury Supplier Diversity Program (TSDP) Plan Form** (signed). The Treasury is committed to developing and strengthening Minority and Women Business Enterprises (M/WBEs) and expanding equal opportunity in the primary and any secondary industries affected by this RFR. Consequently, the Treasury requires all responsive Bidders to submit a *Treasury Supplier Diversity Program Plan Form* ("TSDP Plan Form") with its response. Bidders that clearly demonstrate the intent to further the development of M/WBEs or the existence of a relationship which does further these goals will receive favorable consideration from the PMT. Additionally, a Bidder, which is a Massachusetts SDO certified vendor, may be found "Advantageous," based on the Bidder's Massachusetts certification status. (See "Treasury Supplier Diversity Program Instructions" Attachment for further information on the TSDP Plan Form, and how this section will be scored. This Attachment and the TSDP Plan Form can be found on the Comm-Pass Website at www.comm-pass.com under the "Forms & Terms" Tab for this solicitation).

Treasury Supplier Diversity Program Subcontracting Policies. Prior approval of the Treasury is required for any subcontracted service of the contract. The Treasury may define required deliverables including, but not limited to, documentation necessary to verify subcontractor commitments and expenditures with Minority- or Women-Owned Business Enterprises (M/WBEs) for the purpose of monitoring and enforcing any compliance of subcontracting commitments made in a bidder's *Treasury Supplier Diversity Program Plan Form* (TSDP Plan Form). Contractors are responsible for the satisfactory performance and adequate oversight of its subcontractors.

11. **Invest in Massachusetts Plan:** The Treasury ("Treasury") encourages investment in our local economy and is committed to advancing the creation and preservation of jobs in the Commonwealth. Consequently, all responsive Bidders/Proposers must submit with their bids an *Invest in Massachusetts Data Form* ("IMD Form"). See the "Invest in Massachusetts – Instructions" Attachment for further information. Both this Attachment and the IMD Form can be found on the Comm-Pass Website at www.comm-pass.com under the "Forms & Terms" Tab for this solicitation).
12. **Certificate of Non-Collusion.** Bidders are advised that they are required to certify that the bid that they are submitting has not been arrived at because of any collusive activity.
13. **Fidelity Bond or Certificate of Liability Insurance.** Bidders are required to provide a copy or proof of any fidelity bond or liability insurance policy extending to any or all employees who perform who perform work under the contract.

14. **Executive Order 504.** Effective January 1, 2009, Executive Order 504 establishes new requirements designed to adopt and implement the maximum feasible measures reasonably needed to ensure the security, confidentiality and integrity of personal information, as defined in M.G.L. c. 93H and personal data, as defined in M.G.L. c. 66A, maintained by state agencies (herein collectively “personal information”). This requirement only pertains to contracts that require the Contractor’s access to personal information owned or controlled by the contracting agency and systems that contain such data. The Executive Order applies to all state agencies in the Executive Department, including all executive offices, boards, commissions, agencies, departments, divisions, councils, bureaus, and offices, now existing and hereafter established.
15. **Electronic Funds Transfer (EFT).** All bidders responding to this RFR must agree to participate in the Commonwealth Electronic Funds Transfer (EFT) program for receiving payments, unless the bidder can provide compelling proof that it would be unduly burdensome. EFT is a benefit to both contractors and the Commonwealth because it ensures fast, safe and reliable payment directly to contractors and saves both parties the cost of processing checks. Contractors are able to track and verify payments made electronically through the Comptroller’s Vendor Web system. A link to the EFT application can be found on the OSD Forms page (www.mass.gov/osd). Additional information about EFT is available on the VendorWeb site (www.mass.gov/osc). Click on MASSfinance.

Successful bidders, upon notification of contract award, will be required to enroll in EFT as a contract requirement by completing and submitting the *Authorization for Electronic Funds Payment Form* to this department for review, approval and forwarding to the Office of the Comptroller. If the bidder is already enrolled in the program, it may so indicate in its response. Because the *Authorization for Electronic Funds Payment Form* contains banking information, this form, and all information contained on this form, shall not be considered a public record and shall not be subject to public disclosure through a public records request.

The requirement to use EFT may be waived by the PMT on a case-by-case basis if participation in the program would be unduly burdensome on the bidder. If a bidder is claiming that this requirement is a hardship or unduly burdensome, the specific reason must be documented in its response. The PMT will consider such requests on a case-by-case basis and communicate the findings with the bidder

SECTION VI. SCOPE OF SERVICES

A. PHASE II EVALUATION

Phase II requires that the Bidder explain how it will meet the criteria set forth in the SCOPE OF SERVICES. The Bidder’s response must enable the Treasury to review and evaluate the Bidder’s experiences and capabilities for providing the needed services for the Unclaimed Property Division

Pursuant to M.G.L. 200A, § 9 the Treasurer may liquidate property transferred in accordance with G.L.c.200A, § 5B at anytime not earlier than one year after the property is reported to the Commonwealth.

The custodian for the securities to be sold is Citi.

The purpose of the RFR is to select an experienced transition manager for the purpose of liquidating securities on behalf of the Commonwealth. Responsibilities will include:

- Providing a pre-trade analysis as part of the response
 - **In order to obtain an electronic copy of the holdings intended for sale, an e-mail must be sent to Amelia Timbers at atimbers@tre.state.ma.us . The request must stipulate that the requestor agrees that the holdings will only be used for the purpose of providing a pre-trade analysis and the holdings list will not be redistributed or provided to other parties.**
- Establish an interface with the custodian to facilitate settlement of all trades
- Provide favorable and quality trade executions
- Providing daily updates of sales as it proceeds including information such as, number of shares sold, average price per share and method of sales i.e. via cross, principal and/or agent
- Investigate and resolve execution discrepancies as they occur

- Communicate all trades with custodian
- Provide a post-trade analysis including quality of executions

B. SCOPE OF SERVICES

Bidder's responses must conform both in substance and order to the format instructions defined below. Forms defined in this RFR and on Comm-PASS may not be altered in any way.

Along with the above mentioned mandatory requirements, the interested firm must complete the following QUESTIONNAIRE

TRANSITION MANAGEMENT SERVICES

FIRM NAME: _____

ADDRESS: _____

TELEPHONE #: _____

FACSIMILE #: _____

E-MAIL ADDRESS: _____

CLIENT CONTACT: _____

SIGNED: _____

NAME (Print): _____

TITLE: _____

DATE: _____

A. COMPANY BACKGROUND AND GENERAL DESCRIPTION

1. Indicate your firm's fiduciary classification:

_____ Bank

_____ Market Center

_____ Insurance Company

_____ Registered Investment Advisor
(Investment Advisors Act of 1949)

_____ Affiliate of Fiduciary
(Name and Classification): _____

_____ Other: _____

2. Give a brief history of the firm including:

- The month and year of SEC 1940 Act registration,
- The month and year the firm began offering transition management services

3. Describe the ownership of the firm, including but not limited to:

- ownership structure
- affiliated companies or joint ventures,

4. Provide an organization chart diagramming the relationships between the professional staff as well as the parent-subsidiary, affiliate, or joint venture entities.

5. List the total number of persons in transition management.

	<u>Total</u>
Portfolio Managers	_____
Research Analysts	_____
Economists	_____
Marketing	_____
Trading	_____
Administration	_____
Credit Research	_____
Client Service	_____
Other (Specify)	_____
Total	_____

6. Describe the levels (U.S. dollar amounts of coverage for SEC-required (17g-1) fidelity bonds, errors and omissions coverage and any other fiduciary coverage, which your firm carries. List the insurance carriers supplying the coverage.
7. Over the past five years, had your organization or any of its affiliates or parent, or any officer or principal been involved in any business litigation, regulatory or legal proceedings? If so, provide a detailed explanation and indicate the current status. **Also provide a completed form ADV (Parts I and II and accompanying schedules).**
8. Describe in detail any potential conflicts of interest your firm may have in the management of this account. Include any activities of affiliated or parent organizations, brokerage activities, and investment banking activities. Include any other pertinent activities, actions, or relationships not specifically outlined in this question.
9. Do you have a plan and arrangements in place for an alternative worksite should your facilities become inoperative because of fire, earthquake, etc. Describe.
10. Describe your firm's overall business strengths, weaknesses and uniqueness.
11. Describe any commission recapture programs that are available.

B. TRANSITION MANAGEMENT ASSETS

	<u>12/31 2007</u>	<u>12/31 2008</u>	<u>12/31 2009</u>	<u>12/31 2010</u>	<u>12/31 2011</u>
(a) Total Assets Transitioned (all assets classes) (\$millions)	_____	_____	_____	_____	_____
(b) Total U.S. Equity Assets Transitioned	_____	_____	_____	_____	_____
(c) Total U.S. Fixed Income Assets Transitioned	_____	_____	_____	_____	_____

1. Please list the 5 largest most recent transitions.

<u>Name</u>	<u>Date</u>	<u>Transition Market Value</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

-
-
2. Describe your firm's philosophy in transition management.
 3. Describe your firm's advantage relative to other transition managers.
 4. Provide the client name, address, phone number, contact name, title, and account type (e.g. defined benefit, defined contribution, endowment) of clients that have used your firm's transition management services.
 5. Provide the names and experience of the individuals that will be responsible for the transition of the \$28 million in marketable securities.
 6. Provide a pre-trade analysis of the marketable securities, including estimates for any internal and external crossing. Include in the pre-trade analysis an executive summary including total estimated costs for the transition.
 7. Provide a detailed implementation plan, including timelines, to liquidate the marketable securities within 10 trading days.
 8. Describe how your firm would recommend handling illiquid securities.
 9. Describe how you would propose to implement an electronic interface with the Commonwealth's custodian.

C. COMPLIANCE/INTERNAL CONTROL STRUCTURE

1. Provide a detailed summary of your firm's compliance regime. Identify senior or key personnel in the firm's compliance process.
2. Does your firm maintain a code of ethics? If so, please attach.
3. During the past five years, has the firm been subject to any governmental regulatory or law enforcement agency's investigation, examination, or other proceeding directly involving the firm, its owners, or employees other than such examination or other proceedings as are routinely conducted in the ordinary course of the firm's business?
4. During the past five years, has the firm been subject to any litigation alleging fraud, breach of fiduciary duty, or other willful misconduct?
5. Provide a detailed summary of your firm's internal control structure. Does the firm conduct periodic risk assessment? Provide a copy of SAS 70, if applicable, or other internal control review documentation, preferably prepared by an independent third party.

6. Provide copies of the firm's most recent audited financial statements and auditor's management letter.
7. Provide a copy of your standard transition management contract

ATTACHMENT A

MANDATORY ATTACHMENT CHECKLIST

(Complete and Attach to the Cover Letter)

Firm Name: _____

Mandatory items as detailed in Section V:

(Check appropriate box to insure item is completed and submitted)

1. Minimum Requirements	Yes	<input type="checkbox"/>	(acknowledged statements)
2. Legal and Other Requirements	Yes	<input type="checkbox"/>	(acknowledged statements)
3. Cover Letter	Yes	<input type="checkbox"/>	(signed)
4. Cost Proposal (Separate)	Yes	<input type="checkbox"/>	(signed)
5. Consultant Contractor Mandatory Submission Form	Yes	<input type="checkbox"/>	(completed/signed)
6. Commonwealth Terms & Conditions	Yes	<input type="checkbox"/>	(signed)
7. Standard Contract Form & Instructions	Yes	<input type="checkbox"/>	(signed)
8. Taxpayer Identification Number and Certification (W-9)	Yes	<input type="checkbox"/>	(signed)
9. Contractor Authorized Signature Verification Form	Yes	<input type="checkbox"/>	(signed & notarized)
10. Business Reference Form	Yes	<input type="checkbox"/>	(in addition to questionnaire info)
11. Tax Compliance Certification Form	Yes	<input type="checkbox"/>	(certificate / proof of application)
12. Treasury Supplier Diversity Program (TSDP) Plan Form	Yes	<input type="checkbox"/>	(completed/signed)
13. Invest in Massachusetts Data (IMD) Form	Yes	<input type="checkbox"/>	(completed/signed)
14. Certificate of Non-Collusion	Yes	<input type="checkbox"/>	(signed)
15. Fidelity Bond or Certificate of Liability Insurance	Yes	<input type="checkbox"/>	
16. Executive Order 504 Form	Yes	<input type="checkbox"/>	(signed)
17. EFT Form	Yes	<input type="checkbox"/>	(signed)
18. Phase II Response Questionnaire	Yes	<input type="checkbox"/>	(signed)

*Cover letter must be:

- ☐ Signed by at least one individual who is authorized to bind the firm contractually.

*Cover letter must include:

- ☐ The firm name
- ☐ The firm address
- ☐ The firm telephone/fax number/e-mail address
- ☐ The client contact
- ☐ The title or position that the signer of the cover letter holds in the firm

ATTACHMENT B

COST PROPOSAL REQUIREMENTS

(Please attach any additional tables or documents if the cost proposal varies from the below chart)

Domestic Equity Assets

Cents per Share	Basis Point

Domestic Small-Cap Equity Assets

Cents per Share	Basis Point

Non-U.S. Developed Equity Market Assets

Cents per Share	Basis Point

Emerging Market Assets

Cents per Share	Basis Point

Domestic Fixed-Income Assets

Cents per Share	Basis Point

Non-US Fixed-Income Assets

Cents per Share	Basis Point