

Solicitation Statement

The Ayco Company, L.P. ("Ayco") is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). The SEC requires that Gallagher Benefit Services of CA ("Gallagher") deliver this statement to any prospective investment advisory client along with a copy of Ayco's Form ADV Part II. The SEC also requires that Ayco receive from solicited clients a signed Acknowledgment of Receipt of these two documents.

Gallagher is acting as a solicitor on behalf of Ayco and recommends Ayco to prospective clients. Ayco has retained Gallagher to act as an independent contractor and to refer prospective investment advisory clients to Ayco. There is no other affiliation between Ayco and Gallagher.

For clients that were solicited by Gallagher, Ayco shall pay Gallagher a fee equal to (i) 10% of the fees paid by clients to Ayco for Money in Motion[®] services or SurvivorSupport[®] services (collectively, "Perpetual Services") provided by Ayco during the first year following the date of contract with the clients; (ii) 5% of the fees paid by clients to Ayco for Perpetual Services provided by Ayco during the second through fifth years following the date of contract with the clients and (iii) 10% of the fees paid by clients to Ayco for any other services provided by Ayco during the first year following the date of contract with the clients. Ayco shall pay the referral fee for all services the client purchases from Ayco during the first year of the initial contract between Ayco and the client. No fee will be paid that would violate the laws or regulations of any federal, state or local government, agency, or regulatory body.

No solicited client will be charged an additional fee for receiving Ayco's services as a result of being solicited by Gallagher. The amount and level of fees charged by Ayco to a solicited client is the same as the fees charged to other clients that receive comparable services.

