

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

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This brochure provides information about the qualifications and business practices of Van Eck Associates Corporation (the “Adviser” or “Van Eck”). If you have any questions about the contents of this brochure, please contact us at (212) 293-2000 or info@vaneck.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Van Eck is a registered investment adviser. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Van Eck also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

The Adviser's most recent update to its brochure was made in March 2011. The Adviser's business activities have not changed materially since that time.

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Item 4 Advisory Business

Van Eck is an investment adviser registered with the SEC and has been an investment adviser since 1955. Van Eck acts as investment adviser or sub-adviser to mutual funds, exchange-traded funds, pension plans and other investment accounts. Van Eck was founded in 1955 by John van Eck to manage an international equity fund. In 1968, Van Eck began offering investments in gold shares and other hard assets. The principal owner of Van Eck is Jan van Eck.

Van Eck provides investment advisory services to registered investment companies and other pooled investment vehicles based on the investment objectives and restrictions as set forth in each prospectus or each pooled investment vehicle's offering document. In addition, the Adviser provides investment advisory services to institutional investors through investment accounts based on the individual investment objectives, client restrictions and guidelines of each client, as outlined by the client, and other factors deemed relevant by the client and disclosed to the Adviser. In some instances, clients have similar investment objectives but are charged different fees. The variation in fee structure charged to clients is generally reflective of the differing levels of service required to be provided to that client and the complexity of managing the client's account. The Adviser will be paid a fee at a certain annual rate of assets under management within the ranges described below under "Fees and Compensation."

The Adviser does not currently participate as a manager in wrap fee programs, though it may do so in the future.

As of February 29, 2012, Van Eck managed approximately \$36,592,900,000 of client assets on a discretionary basis and \$212,700,000 of client assets on a non-discretionary basis.

Item 5 Fees and Compensation

The Adviser generally charges asset-based fees (which may be on a sliding scale with breakpoints dependent upon the value of assets under management) which generally range from .25% to 2.50% of assets under management for accounts managed on a discretionary basis, or down to .20% for accounts managed on a non-discretionary basis and may include a performance-based fee which may range from 20% to 40% annually of the increase in value of the account in excess of a benchmark return.

The Adviser will negotiate fees within these limits or may negotiate higher or lower fees, depending upon the nature of the advisory services, its overall relationship with a client or investment services required. It is not anticipated that fees will exceed industry norms, but will be designed to provide reasonable compensation to the Adviser for its services. As noted below, certain related persons of the Adviser may also charge performance-based fees.

The Adviser's advisory fees for its clients are determined prior to commencement of services and are generally billed and paid in arrears. Registered investment company fees accrue daily and are paid monthly or quarterly. It is not anticipated that the Adviser will require the payment of fees six months or more in advance. A client contract may be terminated at any time in accordance with the termination provision in the contract.

The Adviser's fund clients, including the mutual funds and exchange-traded funds, generally will bear custodial, distribution, administrative, accounting and/or auditing, legal and certain other expenses pursuant to agreements with their service providers and as disclosed in their offering materials. The investment accounts managed by the Adviser will bear custodial and administrative expenses and other expenses pursuant to agreements with service providers and according to requirements set out in the investment advisory agreements between each client and the Adviser. The funds and investment accounts will incur brokerage and other transaction costs, as discussed more fully under "Brokerage Practices" below.

At the time of termination of an investment advisory contract for a client who pays fees in advance, the client would be paid a pro rata refund for the portion of the quarter (or other period) for which fees were paid but for which services were not rendered.

Item 6 Performance-Based Fees and Side-By-Side Management

Van Eck receives performance-based fees from certain of the investment accounts it manages. These performance-based fees, as noted above in “Fees and Compensation,” may range from 20% to 40% annually of the increase in value of the account in excess of a benchmark return. With respect to any performance-based fees, the Adviser will be in compliance with Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”) and with applicable no-action positions taken by the SEC. Certain subsidiaries and other related persons of the Adviser may also charge performance-based fees.

The Adviser faces a conflict of interest to the extent that it manages a client account (“Account”) for which it receives a performance-based fee at the same time as it manages one or more Accounts for which it does not receive a performance-based fee or receives a different level of performance-based fee. A performance-based fee arrangement generally entitles an investment adviser to additional compensation if the performance of an Account bearing the performance-based fee exceeds an established benchmark. The Adviser has the potential to receive higher compensation from an Account for which it is paid a performance-based fee than for an Account that is not charged a performance-based fee or is charged a lower performance-based fee. The Adviser may have an incentive to favor Accounts or take increased investment risk on behalf of Accounts for which it receives a performance-based fee or a larger performance-based fee because it could receive greater compensation from such Accounts. For example, the Adviser may have an incentive to trade in non-performance-fee-based Accounts to benefit performance-fee-based Accounts. The Adviser has put into place policies and procedures to address these conflicts of interest, including policies designed to ensure allocation of trades and securities to Accounts on a fair and equitable basis and brokerage commission policies and to monitor trading positions that are held in both performance and non-performance-based fee Accounts. These policies and procedures are described in more detail below under “Brokerage Practices.”

Item 7 Types of Clients

Our types of clients include mutual funds, exchange-traded funds (“ETFs”), pooled investment vehicles, and institutional investors, including pension plans, advised through investment accounts.

The Adviser shall determine from time to time the minimum dollar value of Accounts that shall be accepted for management, since below a certain dollar value the Adviser may be unable to make appropriate investments based on a client’s investment needs. Also, Accounts below a certain asset value are not economical for the Adviser or the client. Currently, the Adviser imposes the following minimum asset criteria for managing certain Accounts, and may increase or decrease the minimum without notice:

Emerging Markets Equity/Fixed-Income Accounts	\$50,000,000
Hard Assets Accounts	\$100,000,000
Global Equities Accounts	\$50,000,000
Gold Accounts	\$50,000,000
Energy Related Accounts	\$50,000,000

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Van Eck provides investment advisory services generally following one of several broad investment strategies. Certain Accounts seek capital appreciation over the long term by investing in securities in a particular market sector (the “Managed Accounts”). Each Managed Account generally focuses on a particular market sector according to its investment objective. The Adviser advises Managed Accounts that invest primarily in the “hard assets” sector, emerging markets sectors, the energy sector, the global bond and global equity sectors, and the gold sector. Certain other of the Managed Accounts utilize a “multi-manager” strategy, under which the Adviser allocates a portion of the Managed Account’s assets among investment advisers that employ a variety of strategies. In advising the Managed Accounts, the Adviser typically utilizes qualitative and quantitative methods of analysis including fundamental analysis and various types of technical analysis such as charting and cyclical analysis. Candidates for each Managed Account’s portfolio are evaluated based on their absolute and relative desirability using a wide range of criteria and are regularly reviewed to ensure that they continue to offer absolute and relative desirability.

Other Accounts managed by the Adviser seek to replicate the price and yield performance of a particular index (the “Indexed Accounts”). The Indexed Accounts are managed not according to traditional methods of “active” investment management but rather through a “passive” indexing investment approach. Essentially, the indexing investment approach attempts to approximate the investment performance of an Indexed Account’s underlying index by investing in a portfolio of financial instruments or securities that the Adviser believes will track the performance of the underlying index. The indexing investment approach may involve either replication or representative sampling (when replication is impossible or impracticable) of the underlying index. The Adviser manages Indexed Accounts that seek to track underlying indexes in areas including, for example, “hard assets” sectors, commodity markets, certain emerging or other international markets, international bond markets, certain municipal bond markets, environmental and gaming industries.

Depending on the particular investment objective, investment strategies, contractual and other restrictions applicable to an Account, the Adviser may employ leverage, short sales, margin transactions, securities lending, and options writing in seeking to achieve the Account’s investment objective.

The Adviser may in the future manage Accounts that follow different strategies or track different market sector indexes than those described above.

The investment strategies and methodologies employed by the Adviser subject an Account to various risks. An investment in an Account managed by the Adviser involves the risk that the Account will not achieve its investment objective. An Account’s value may vary based on market fluctuations caused by such factors as economic and political developments, changes in interest rates, and perceived trends in security prices. The investment performance of an Account utilizing the particular methods of analysis employed by the Adviser, including various methods of technical or fundamental analysis, may result in an Account performing less well than an Account managed by utilizing other methods of analysis or in the Account not meeting its investment objective. Investment in an Account managed by the Adviser involves the risk of losing money. Investing in securities involves the risk of loss that the clients should be prepared to bear.

Many of the Accounts managed by the Adviser are concentrated in particular industries, geographical regions, market sectors or types of securities. Concentration in a particular industry or sector subjects the Account to the particular economic, political, or other risks associated with those industries, regions, market sectors or types of securities. A negative development in an industry, region, market sector or type of securities in which an Account is concentrated will negatively affect that Account to a greater extent than if the Account’s assets were invested in a wider variety of industries, regions, or market sectors. Similarly, many of the Accounts are not diversified within those industries, regions, and market sectors in which they primarily are invested. By having a greater investment in a single issuer or type of instrument, the Account is more susceptible to financial, economic, or market events affecting that issuer or type of instrument.

The investment performance of certain of the Managed Accounts may depend upon the ability of the personnel of the Adviser to develop and implement investment strategies that achieve the Managed Account’s investment objective. If the Adviser were to lose the services of certain key personnel, the consequence to the Managed

Account could be material.

An Indexed Account's returns may not match the return of its underlying index for a number of reasons. Among other reasons, the Indexed Account may be subject to certain expenses, including operating expenses and the costs associated with buying and selling securities to reflect changes in the composition of the index or with respect to Indexed Accounts that are funds, when raising cash to meet redemptions or deploying cash in connection with newly issued shares, to which the Indexed Account's underlying index will not be subject. In addition, an Indexed Account may not be able to invest in certain securities included in its underlying index due to legal or liquidity restrictions imposed by the governments or by exchanges on which the securities are listed. The Adviser does not "actively" manage the Indexed Accounts; therefore unless a specific security is removed from an Indexed Account's underlying index, the Adviser would generally not sell a security because the security's issuer was in financial trouble or the security was, or was expected to, underperform. Therefore, an Indexed Account's performance could be lower than actively managed account that may actively shift their portfolio assets to take advantage of market opportunities or to lessen the impact of a market decline.

Certain of the Indexed Accounts managed by the Adviser use a representative sampling approach. An Indexed Account's use of a representative sampling approach will result in its holding a smaller number of securities than are in the Indexed Account's underlying index. As a result, an adverse development respecting an issuer of securities held by such Indexed Account could result in a greater decline in net asset value than would be the case if the Indexed Account held all of the securities in its underlying index. To the extent the assets in such Indexed Account are smaller, these risks will be greater.

Certain Accounts managed by the Adviser may employ leverage in their investment programs. Such leverage may be achieved by purchasing securities on margin, borrowing funds from brokers, banks and other lenders and using options, futures, forward contracts, swaps, and other derivative instruments. The use of margin and short-term borrowings creates additional risks. If the value of an Account's securities falls below the margin level required by a prime broker, additional margin deposits would be required. If the Account was unable to satisfy any margin call by a prime broker, such prime broker could liquidate the Account's position in some or all of the securities that are in that Account with the prime broker and possibly cause the Account to incur significant losses. The failure to satisfy a margin call, or the occurrence of other material defaults under margin or other financing agreements, could trigger cross-defaults under the Account's agreements with other brokers, lenders, clearing firms or other counterparties, multiplying the adverse impact to the Account. In addition, because the use of leverage will allow an Account to control positions worth significantly more than its investment in such positions, the amount that an Account may lose in the event of adverse price movements will be high in relation to the amount of its investment. In the event of a sudden decrease in the value of an Account's assets, the Account might not be able to liquidate assets quickly enough to satisfy its margin requirements. In that event, the Account may become subject to claims of financial intermediaries that extended "margin" loans. Such claims could exceed the value of the assets of the Account, resulting in forced liquidations of positions at disadvantageous prices.

Certain Accounts managed by the Adviser, in particular Accounts that are registered investment companies, may lend their portfolio securities as permitted under the Investment Company Act of 1940 (the "1940 Act") and the particular Account's investment objectives, investment strategies, and investment restrictions. This may include an Account's participating in securities lending programs managed by broker-dealers or other institutions. Securities lending allows an Account to retain ownership of the securities loaned and, at the same time, earn additional income. The borrowings must be collateralized in full with cash, U.S. government securities, or high-quality letters of credit. An Account could experience delays and costs in recovering the securities loaned or in gaining access to the securities lending collateral. If an Account is not able to recover the securities loaned, an Account may sell the collateral and purchase a replacement investment in the market. The value of the collateral could decrease below the value of the replacement investment by the time the replacement investment is purchased. Cash received as collateral and that is invested on behalf of an Account is subject to market appreciation and depreciation, which would be born by the Account.

Certain Accounts managed by the Adviser, in particular the Managed Accounts, depending on each Accounts investment objectives, investment strategies, and investment restrictions, may take temporary defensive positions in anticipation of, or in an attempt to respond to, adverse market, economic, political or other conditions. Such a position could have the effect of reducing any benefit an Account may receive from a market increase.

While certain Accounts may generate income that is exempt from federal or state taxes, there is no guarantee that an Account's income will be subject to a favorable U.S. federal or state income taxes. Federal or state changes in income or alternative minimum tax rates or in the tax treatment of a security may result in the security being less attractive as an investment and cause it to lose value. Changes in the laws of and government regulation by the United States or other jurisdictions could adversely affect an Account's operations or investments impair the ability of an Account to achieve its investment objective.

Investment strategies, methodologies and objectives associated with the Accounts that are registered investment companies are discussed in detail in the publicly available offering materials of each such Account.

The Adviser does not recommend any particular type of security to its clients; rather the Adviser recommends securities and other instruments to its clients based on the investment objectives and strategies of each client. All investments in securities and other instruments involve risk, including the risk that the investment will lose value or will perform less well than expected. Each of the Accounts managed by the Adviser is subject to risk associated with the investment strategy and methods of analysis of the Account. Risks associated with the Accounts that are registered investment companies are discussed in detail in the publicly available offering materials of each such Account.

The primary types of securities and other instruments the Adviser may recommend to its clients, in each case depending on the investment objectives, investment strategies, and restrictions of a particular Account, are set out below with a description of the primary risks of investments in those types of securities or instruments.

Derivatives: In managing certain of the Accounts, the Adviser may use derivatives. The types of derivatives used by the Adviser may include, among others, futures contracts and swaps. Futures contracts include security and interest-rate futures, stock and bond index futures contracts and foreign currency futures contracts. Swaps are two-party contracts to exchange assets or cash flows in the future according to a prearranged formula. They may be settled by an exchange of assets by the parties or by the payment of one party to the other of the gain resulting from a change in the values of the assets. Among other reasons, derivatives may be used for hedging purposes.

Derivatives present risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying security, asset, index, or reference rate, which may be magnified by certain features of the derivatives. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing a fund to lose more money than it would have lost had it invested in the underlying security. The values of derivatives may move in unexpected ways, especially in unusual market conditions, and may result in increased volatility, among other consequences. An Account bears the risk of loss of the amount expected to be received under a derivative contract in the event of the default or bankruptcy of the Account's counterparty. The use of derivatives may also increase the amount of taxes payable by a person or entity that uses them. Derivatives positions may be difficult to terminate or sell. A liquid secondary market may not always exist for derivative positions at times when an Account might wish to terminate or sell such positions. Over the counter instruments (investments not traded on an exchange) may be illiquid, and transactions in derivatives traded in the over-the counter market are subject to the risk that the other party will not meet its obligations. The use of derivatives also involves the risk of mispricing or improper valuation and that changes in the value of the derivative may not correlate perfectly with the underlying security, asset, index or reference rate.

Hard Assets: Hard assets investments include securities or other instruments of companies that are directly or indirectly engaged in the exploration, development, production, servicing, or distribution of one or more of the following: (i) gas, petroleum, petrochemicals, other hydrocarbons or alternative energies such as solar, wind, biofuels and others; (ii) ferrous and non-ferrous metals; (iii) precious metals; (iv) forest products; (v) real estate; and (vi) other basic and agricultural commodities. Investments in the hard assets sector may involve hard asset commodities, which include traded products (such as futures, swaps, options and other financial instruments related to the industries and investments described above) and commodities in the above areas.

The production and marketing of hard assets may be affected by actions and changes in governments. In addition, hard assets and hard asset investments are cyclical in nature. During periods of economic or financial instability, hard asset investments may be subject to broad price fluctuations, reflecting volatility of energy and basic materials

prices and possible instability of supply of various hard assets. In addition, hard asset companies may be subject to the risks generally associated with extraction of natural resources, such as the risks of mining and oil drilling, and the risks of the hazards associated with natural resources, including but not limited to fire, drought, and increased regulatory and environmental costs. Hard asset securities may also experience greater price fluctuations than the relevant hard asset. In periods of rising hard asset prices, such securities may rise at a faster rate; conversely, in time of falling hard asset prices, such securities may suffer a greater price decline.

Equity Securities: Certain Accounts invest in equity and equity derivative securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Account may suffer losses if it invests in equity securities of issuers whose performance diverges from the Adviser's expectations or if equity markets generally move in a single direction and the Account has not hedged against such a general move.

Foreign Securities: The Adviser may invest in foreign securities, including emerging market securities, on behalf of certain Accounts. Foreign investments may be subject to greater risks than U.S. domestic investments. These additional risks may include exchange rate fluctuations and exchange controls; less publicly available information; more volatile or less liquid securities markets; and the possibility of arbitrary action by foreign governments, including the takeover of property without adequate compensation or imposition of prohibitive taxation; or political, economic or social instability. Foreign companies also may be subject to significantly higher levels of taxation than U.S. companies, including potentially confiscatory levels of taxation, thereby reducing the earnings potential of such foreign companies. Some of the risks of investing in foreign securities may be reduced by investing indirectly in foreign securities through American Depositary Receipts (ADRs), European Depositary Receipts (EDRs), American Depositary Shares (ADSs), Global Depositary Shares (GDSs), and other securities which are traded on larger, recognized exchanges and in stronger, more recognized currencies.

Emerging Markets Securities: Emerging markets securities typically present even greater exposure to the risks described under "Foreign Securities" and may be particularly sensitive to certain economic changes. Emerging markets securities are exposed to a number of risks that may make these investments volatile in price or difficult to trade. Political risks may include unstable governments, nationalization, restrictions on foreign ownership, laws that prevent investors from getting their money out of a country and legal systems that do not protect property rights as well as the laws of the U.S. Market risks may include economies that concentrate in only a few industries, securities issued that are held by only a few investors, limited trading capacity in local exchanges and the possibility that markets or issues may be manipulated by foreign nationals who have inside information.

Foreign Currency Transactions: An investment transacted in a foreign currency may lose value due to fluctuations in the rate of exchange. These fluctuations can make the return on an investment go up or down, entirely apart from the quality or performance of the investment itself. The Adviser may enter into foreign currency transactions on behalf of certain Accounts either to facilitate settlement transactions or for purposes of hedging exposure to underlying currencies. To manage currency exposure, the Adviser may enter into forward currency contracts on behalf of an Account to "lock in" the U.S. dollar price of the security. A forward currency contract involves an agreement to purchase or sell a specified currency at a specified future price set at the time of the contract.

Fixed Income Securities: Fixed income securities are subject to credit risk and interest rate risk. Credit risk refers to the possibility that the issuer of a security will be unable or unwilling to make timely interest payments or repay the principal on its debt. Debt instruments are subject to varying degrees of credit risk which may be reflected in credit ratings. There is a possibility that the credit rating of a fixed income security may be downgraded after purchase, which may adversely affect the value of the security. Interest rate risk refers to fluctuations in the value of a fixed income security resulting from changes in the general level of interest rates. When the general level of interest rates goes up, the prices of most fixed income securities go down. When the general level of interest rates goes down, the prices of most fixed income securities go up. An Account may hold securities that are insured by a bond insurer. A downgrade of the credit rating of such bond insurer may cause the value of the insured security to decline.

Municipal Securities: Municipal securities are subject to the risk that litigation, legislation or other political events, local business or economic conditions or the bankruptcy of the issuer could have a significant effect on an issuer's ability to make payments of principal and/or interest. Municipal securities can be significantly affected by political

changes as well as uncertainties in the municipal market related to taxation, legislative changes or the rights of municipal security holders. Because many securities are issued to finance similar projects, especially those relating to education, health care, transportation and utilities, conditions in those sectors can affect the overall municipal market. In addition, changes in the financial condition of an individual municipal insurer can affect the overall municipal market. The market for municipal bonds may be less liquid than for taxable bonds. There may also be less information available on the financial condition of issuers of municipal securities than for public corporations.

High Yield Securities: High yield securities generally offer a higher current yield than that available from higher grade issues, but typically involve greater risk. Securities rated below investment grade are commonly referred to as “junk bonds.” Junk bonds are subject to greater risk of loss of income and principal than higher rated securities. The prices of junk bonds are likely to be more sensitive to adverse economic changes or individual municipal developments than higher rated securities. During an economic downturn or substantial period of rising interest rates, junk bond issuers may experience financial stress that would adversely affect their ability to service their principal and interest payment obligations, to meet their projected business goals or to obtain additional financing. The secondary market for municipal securities that are junk bonds may be less liquid than the markets for higher quality securities or junk bonds issued by corporate issuers and, as such, may have an adverse effect on the market prices of certain securities.

Pre-Refunded Bonds: Pre-refunded bonds are bonds that have been refunded to a call date prior to the final maturity of principal, or, in the case of pre-refunded bonds commonly referred to as “escrowed-to-maturity bonds,” to the final maturity of principal, and remain outstanding in the municipal market. The payment of principal and interest of the pre-refunded bonds held by an Account is funded from securities held in a designated escrow account where such securities are obligations of and carry the full faith and credit of the U.S. Treasury. The securities held in the escrow fund pledged to pay the principal and interest of the pre-refunded bond do not guarantee the price of the bond. Investment in pre-refunded bonds held by an Account may subject the Account to interest rate and reinvestment risk.

Callable Bonds: Certain Accounts managed by the Adviser may invest in callable bonds, and such issuers may “call” or repay these securities with higher coupon or interest rates before the security’s maturity date. If interest rates are falling, an Account may have to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in an Account’s income.

Private Activity Bonds: The issuers of private activity bonds in certain Accounts managed by the Adviser may be negatively impacted by conditions affecting either the general credit of the user of the private activity project or the project itself. An Account’s private activity bond holdings also may pay interest subject to the alternative minimum tax.

Investments in Other Investment Companies: An Account’s investment in another investment company may subject an Account indirectly to the underlying risks of the investment company. The Account also will bear its share of the underlying investment company’s fees and expenses, which are in addition to the Account’s own fees and expenses. Shares of closed-end funds and ETFs may trade at prices that reflect a premium above or a discount below the investment company’s net asset value, which may be substantial in the case of closed-end funds. If investment company securities are purchased at a premium to net asset value, the premium may not exist when those securities are sold and the Account could incur a loss.

Small- and Medium-Capitalization Companies: Securities of small- and medium-sized companies are often subject to less analyst coverage and may be in early and less predictable periods of their corporate existences. In addition, these companies often have greater price volatility, lower trading volume and less liquidity than larger, more established companies. These companies tend to have smaller revenues, narrower product lines, less management depth and experience, smaller shares of their product or service markets, fewer financial resources and less competitive strength than larger companies. The stocks of small and medium-sized companies may have returns that vary, sometimes significantly, from the overall stock market.

Commodities and Commodity-Linked Derivatives: Subject to each Account’s investment objectives and restrictions and the Commodity Exchange Act, the Adviser may facilitate investments in commodities and commodities futures contracts. A commodity futures contract is an agreement to take or make delivery of a specified

amount of a commodity, such as gold, at a set price on a future date. Investments in commodities futures may also include futures on natural resources and natural resources indices. Among other reasons, this strategy may be used for hedging purposes.

Exposure to the commodities markets may subject an Account to greater volatility than investments in traditional securities. The commodities markets may fluctuate widely based on a variety of factors including changes in overall market movements, political and economic events and policies, war, acts of terrorism and changes in interest rates or inflation rates. Prices of various commodities may also be affected by factors such as drought, floods, weather, embargoes, tariffs and other regulatory developments. The prices of commodities can also fluctuate widely due to supply and demand disruptions in major producing or consuming regions. Certain commodities may be produced in a limited number of countries and may be controlled by a small number of producers. As a result, political, economic and supply-related events in such countries could have a disproportionate impact on the prices of such commodities.

Commodity-Linked “Structured” Securities: Because the value of a commodity-linked derivative instrument typically is based upon the price movements of a physical commodity, the value of the commodity-linked derivative instrument may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry. The value of these securities will rise or fall in response to changes in the underlying commodity or related index of investment.

Structured Notes: The Adviser may facilitate investments in structured notes. Structured notes are two-party agreements for indexed securities purchases and sales. When a structured note is purchased, payment of principal will be made to the counterparty. Some structured notes have a guaranteed repayment of principal while others place a portion (or all) of the principal at risk. The Adviser monitors the liquidity of structured notes. If determined to be illiquid, structured notes are aggregated with other illiquid securities for purposes of an Account’s limitations on illiquid securities. Structured notes expose an Account economically to movements in commodity prices. The performance of a structured note is determined by the price movement of the commodity underlying the note. A highly liquid secondary market may not exist for structured notes, and there can be no assurance that one will develop. These notes are often leveraged, increasing the volatility of each note’s market value relative to changes in the underlying commodity, commodity futures contract or commodity index.

The use of structured notes, including a commodity-linked structured note, involves risks that are different from those associated with ordinary portfolio securities transactions. An Account’s use of one or a limited number of counterparties and its investments in commodity-linked structured notes issued by only a limited number of issuers increases an Account’s exposure to counterparty credit risk. Structured notes also may be considered to be illiquid. **Repurchase and Reverse Repurchase Agreements:** A repurchase agreement exposes an Account to the risk that the party that sells the security may default on its obligation to repurchase it. The Account may lose money if it cannot sell the security at the agreed-upon time and price or the security loses value before it can be sold. A reverse repurchase agreement involves the risk that the market value of the securities an Account is obligated to repurchase under the agreement may decline below the repurchase price. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, an Account’s use of proceeds of the agreement may be restricted pending a determination by the other party, or its trustee or receiver, whether to enforce an Account’s obligation to repurchase the securities.

Below Investment Grade Securities: Below investment grade securities are more speculative than higher-rated securities. These securities have a much greater risk of default (or in the case of bonds currently in default, of not returning principal) and may be more volatile than higher-rated securities of similar maturity. The value of these securities can be affected by overall economic conditions, interest rates, and the creditworthiness of the individual issuers. Additionally, these securities may be less liquid and more difficult to value than higher-rated securities.

Options: Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks especially when such options are not used as a hedge or are uncovered. Because option premiums paid or received by an Account will be small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the leverage offered by trading in options could cause an Account’s asset value to be subject to more frequent and wider fluctuations than would be the case if an Account did not invest in options.

Item 9 Disciplinary Information

Neither the Adviser nor its management persons have been subject to legal or disciplinary events that are material to its advisory business or that would be material to its existing or prospective clients' evaluation of its advisory business or the integrity of its management.

Item 10 Other Financial Industry Activities and Affiliations

Van Eck provides investment advisory services pursuant to investment advisory agreements to registered investment companies, consisting of series of the Van Eck Funds, the Van Eck VIP Trust, and Market Vectors ETF Trust, and several investment accounts. Van Eck's investment advisory services to each of these types of clients are material to its advisory business.

The Adviser owns 100% of the voting common stock of Van Eck Absolute Return Advisers Corp. ("VEARA"), 335 Madison Avenue, New York, NY 10017, an entity providing investment advisory services to investment accounts and pooled investment vehicles. VEARA is registered with the Commodities Futures Trading Commission as a Commodity Pool Operator and Commodity Trading Adviser, and is registered with the SEC as an investment adviser. VEARA serves as the investment manager or general partner to several private funds. VEARA also serves as investment adviser for certain clients through investment accounts.

VEARA receives performance-based fees for certain Accounts, including Accounts that it manages and private funds for which it serves as investment adviser. The Adviser's investment advisory services to each of these types of clients are material to its advisory business. For a discussion on conflicts of interests related to performance-based fees, see the discussion in "Performance-Based Fees and Side-By-Side Management" above.

The Adviser owns 100% of the common stock of Van Eck Securities Corporation, 335 Madison Avenue, New York, NY 10017. Van Eck Securities Corporation's principal business is acting as the principal underwriter of investment companies for which the Adviser serves as investment adviser.

Van Eck Securities Corporation does not intend to act as broker or effect a transaction for any Account managed by the Adviser. If Van Eck Securities Corporation were to so act or effect transactions, it would do so in accordance with procedures adopted pursuant to Rule 17e-1 adopted under the 1940 Act with respect to investment companies registered under the 1940 Act, and after disclosure to and consent from non-investment company Accounts. It is not currently engaged in any other business. Furthermore, Van Eck Securities Corporation is the exclusive marketer of the Market Vectors Currency ETNs.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The Adviser has adopted a Code of Ethics (the “Code”) in accordance with Rule 17j-1 under the 1940 Act and 204A-1 under the Advisers Act. The Code is based on the Adviser’s fiduciary duty to its clients. The fundamental tenants of the Code include: (1) place the interests of clients first at all times; (2) conduct their personal securities transactions in a manner so as to be consistent with the Code and avoid any actual or potential conflict of interest or any abuse of an employee’s position of trust and responsibility; (3) refrain from taking inappropriate advantage of the relationship with the clients; (4) maintain the confidentiality of security holdings and financial circumstances of clients; and (5) maintain independence in the investment decision making process.

As a fiduciary, the Adviser and its employees owe an affirmative duty of care, loyalty, honesty, and good faith to act in the best interests of its clients. Generally, the Code imposes the following five basic requirements on the Adviser and its employees: (1) they must comply with all applicable federal law; (2) they must avoid all conflicts of interest and disclose all material facts concerning any conflict that may arise with respect to any client; (3) their conduct must conform with the ethical standards set forth in the Code; (4) their personal securities transactions must comply with the Code; and (5) they must obtain prior approval for securities transactions as required under the Code.

In addition, at the commencement of employment and thereafter annually, all access persons must sign an acknowledgment that they have received, read and understand all provisions of the Code and agree to be subject to the Code, and any amendments. Access persons are supervised persons who have access to non-public information regarding a client’s purchase or sale of securities or to non-public information regarding portfolio holdings, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

Generally, the Code requires access persons to obtain pre-clearance of all covered transactions in their own personal accounts, as well as accounts held by relatives that are members of their household. In addition, access persons must report all investment holdings in these accounts. The Code also requires that access persons report all transactions in securities, with limited exceptions, to the Chief Compliance Officer no later than 30 days after the end of the calendar quarter. The Code exempts non-interested board members from pre-clearance requirements on personal securities transactions.

In addition, the Code prohibits access persons from buying or selling any security for his or her account if he or she knows at the time of the transaction that the security is being purchased or sold, or is being considered for purchase or sale by an Adviser’s client or account.

The Code enables access persons to purchase securities in an IPO or a private placement, provided that he or she makes certain representations on a pre-clearance form and obtains approval of the purchase.

In addition, no access person may engage in short-term trading, as defined in the Code, of any security.

A copy of the Adviser’s Code of Ethics will be provided upon request.

From time to time, the accounts of which the Adviser is the sole limited partner, of which an affiliate of the Adviser is the general partner and in which the Adviser or affiliated or owner or related persons may have a material economic interest, as well as the pooled investment vehicles advised by VEARA or other related parties, may buy or sell securities which are recommended to other clients for purchase or sale. The Adviser recognizes that this practice may result in conflicts of interest. However, to minimize or eliminate such conflicts, certain procedures have been instituted, which provide that transactions in securities of limited availability, sequential transactions for different Accounts, and opposing transactions in the same security are reviewed by the Adviser’s compliance personnel for evidence of abusive practices. When securities of limited availability are purchased for the limited partnerships, the Adviser documents its investment strategy for all Accounts involved.

The Adviser may from time to time recommend to clients the purchase of securities of issuers to which an affiliate of the Adviser acts as adviser or broker. Van Eck Securities Corporation, an affiliate of the Adviser, may receive fees, such as 12b-1 fees, from shares of registered investment companies for which it acts as broker, including shares

held in Accounts managed by the Adviser or its affiliates. While this practice may create conflicts of interest, the Adviser has adopted procedures to minimize such conflicts, including to waive fees associated with those transactions.

While the Adviser does not expect to, for its own account, buy a security from, or sell a security to, the account of a client (*i.e.*, engage in principal transactions) in its normal course of business, the Adviser may act as principal in a securities transaction with a client. However, to minimize or eliminate such conflicts, the Adviser has instituted procedures that provide that the Adviser will not act as principal in a transaction without providing written disclosure to the client, as specified in Section 206(3) of the Advisers Act. The Adviser will act as principal only to the extent acting in such capacity is consistent with its duty to obtain best execution for the client.

The Adviser, its affiliates and related persons may hold securities or other investments which are purchased or recommended for purchase by Accounts in the open market, as part of initial public or secondary offerings. If these holdings entitle the Adviser, its affiliates and related persons to participate in initial public or secondary offerings, these persons will, at their discretion, participate in such offerings on terms deemed by the Adviser equitable to other Accounts advised by the Adviser.

Generally, the Adviser, its officers, directors, employees, and related persons are prohibited from buying or selling any security for his or her account if he or she knows at the time of the transaction that the security is being purchased or sold, or is being considered for purchase or sale, for an Account. A security is “considered for purchase or sale” when a recommendation to purchase or sell a security is being made or has been made and communicated and is “recommended” when the person making the recommendation seriously considered making the recommendation. However, the Adviser or its affiliates or the Accounts (including funds) that it manages may buy, sell or recommend the purchase or sale of a security or other instruments if the Adviser or an employee, affiliate or related person owns an interest in the Account or receives a performance fee. In some circumstances, the Adviser, an affiliate, or an employee may be deemed to be a principal for those transactions because of that ownership interest. The Adviser seeks to fairly allocate opportunities and monitors the Accounts that it manages with respect to allocation. For more details on the Adviser, its affiliates, employees and related personal trading, see the discussion of the Code of Ethics above.

Item 12 Brokerage Practices

Generally, the Adviser has authority to determine without client consent the amount of securities or other instruments to be bought and sold and the specific securities or other instruments to be bought and sold. Limitations on the ability of an Account to engage in transactions may include restrictions in the registration statement, offering material or contract agreement applicable to the Account and regulatory diversification, concentration or other limitations. In transactions on stock and commodity exchanges in the United States, brokerage commissions are negotiated and a particular broker-dealer may charge different commissions according to such factors as the difficulty and size of the transaction and the volume of business done with such broker-dealer, whereas on foreign stock and commodity exchanges, these commissions are generally fixed and are generally higher than brokerage commissions in the United States. In the case of securities traded on the over-the-counter markets, there are generally no stated commissions, but the price usually includes an undisclosed commission or markup. In underwritten offerings, the price often includes a disclosed fixed commission or discount retained by the underwriter or dealer.

In determining the broker-dealers through which to effectuate securities transactions for Accounts, it is the Adviser's policy to obtain quality execution at the most favorable prices. In selecting a broker-dealer, the Adviser may consider various relevant factors, although no one factor is determinative in the Adviser's decision-making process. These factors include one or more, but are not limited to, best price, current market conditions, time constraints, liquidity, volatility in the markets, volatility in the particular type of security or asset, size and type of transaction, the nature and character of the market for the security or asset in the transaction, confidentiality, execution efficiency, settlement capabilities, financial condition of the broker-dealer, full range and quality of the broker-dealer's services, the responsiveness, reputation, reliability and experience of the broker-dealer, the reasonableness of any commissions or spreads, difficulty of execution, ability and willingness to commit capital to the transaction, past effectiveness in executing illiquid or difficult types of securities or assets or difficult types of orders and the value of brokerage and research services provided.

Agency cross transactions (i.e., a transaction in which the Adviser or an affiliate of the Adviser acts as agent for the parties on both sides of the transaction) may be effected for an Account to the extent permitted by law. Client consent to agency cross transactions may be revoked at any time.

Agency cross transaction on behalf of clients that are employee benefit plans subject to the Employee Retirement Income Security Act of 1974 ("ERISA") are effected only in accordance with the restrictions and conditions contained in ERISA and rules, regulations, and exemptions promulgated by the U.S. Department of Labor.

The Adviser may effect transactions through a broker-dealer who furnishes brokerage and/or research services that result in the payment of a commission in excess of the commission another broker-dealer would have received for executing the transaction. The use of client brokerage commissions to obtain research or other products or services benefits the Adviser because the Adviser does not have to produce or pay for the research, products or services received in exchange for the commissions. The Adviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its clients' interest in receiving most favorable execution.

Any research service received through a broker-dealer may be used by the Adviser in connection with Accounts other than those Accounts that pay commissions to such broker-dealer. The research service received by the Adviser, through a soft dollar arrangement, may benefit an Account, regardless of whether such Account paid commissions to the broker-dealer through which such research service was received. The Adviser does not seek to allocate soft dollar benefits to Accounts proportionately to the soft dollar credits that the Accounts generate.

This will occur when the Adviser determines in good faith that such commission is reasonable in relation to the value of the brokerage and/or research services, as defined in Section 28(e) of the Securities Exchange Act of 1934, which have been or will be provided by the effectuating broker-dealer. In making any such determination, the Adviser will not attempt to place a specific dollar value on the brokerage and research services provided or to determine what portion of the commission should be related to such services. Such research services may include, but are not limited to, the following: computer analyses of securities portfolios, performance measurement services

used in making investment decisions, stock price quotation services, computerized historical financial databases and equipment to retrieve such data, brokerage analysts' earnings estimates, publications concerning performance of various investment portfolios, charts or statistical analysis of individual portfolio securities versus other securities in the same industry, including stock history, volatility and performance, software dedicated to research, conference calls and seminars (not including airfare and living expenses), political analyses, and specialized political or economic analyses. Such services may be provided by broker-dealers which execute portfolio transactions for the clients of the Adviser or by third parties with whom these broker-dealers have arrangements. All soft dollar arrangements providing nonproprietary research requires approval from the Compliance Department.

All other services obtained by the use of commissions arising from clients' investment transactions will be limited to services that would otherwise be an Account expense. The use of commissions to obtain such other services may be outside the parameters of Section 28(e).

Soft dollar arrangements may also include services which are subject to "mixed use" both for research purposes as well as for non-research purposes. In such cases, the Adviser will make a good faith determination of such allocation based upon its review of the usage of each product. The Adviser reimburses the soft dollar broker for the non-research portion of the product or service.

Generally, Section 28(e) of the Securities Exchange Act of 1934 is limited to agency transactions. If the Adviser executes a principal transaction or the transaction occurs in a market in which the dealer traditionally acts as a principal (*e.g.*, OTC market-maker), there may be questions as to the ability to engage in soft dollar transactions. To the extent the Adviser engages in principal transactions, generally it will engage in only riskless principal transactions. The Adviser will only effectuate riskless principal transactions when the transaction (1) fully discloses the amount of the mark-up, markdown or commission equivalent and (2) the transaction is reported under conditions that provide independent and objective verification of the transaction price subject to self-regulatory organization oversight.

It is the Adviser's policy that no soft dollar transactions will be placed for the ETFs it manages. In accordance with Rule 12b-1(h)(1) of the 1940 Act, the Adviser prohibits the direction of brokerage as compensation to broker-dealers for the promotion and/or sale of shares of investment companies advised by the Adviser ("Shares").

In addition, the Adviser prohibits indirectly compensating a broker-dealer through a step-out transaction, mark-up, mark-down, or other fee (or portion thereof) received or to be received through any other arrangement to share a commission from the portfolio transactions effected through any other broker-dealer. Nonetheless, in satisfying its fiduciary responsibility to seek best execution for its clients, the Adviser may select a broker-dealer that sells and/or promotes Shares ("Selling Broker-Dealer"). Selection of a Selling Broker-Dealer to execute portfolio transactions will only occur under the following conditions: (1) when selecting an executing broker-dealer for portfolio transactions, the persons responsible for the selection ("Traders") shall not consider whether the executing broker-dealer promotes and/or sells Shares; (2) under no circumstances will any person employed by the principal underwriter and distributor of Shares ("Distributor") attempt to influence, directly or indirectly, the selection of the broker-dealer firms for the execution of portfolio transactions to compensate such firms for the promotion and/or sale of Shares; and (3) neither the Adviser, funds managed by the Adviser, nor any Distributor may enter into any agreement (whether written or oral) or other direct or indirect understanding or arrangement under which the Adviser directs (or is expected to direct) brokerage transactions (or revenue derived from such transactions), or any remuneration, including but not limited to any commission, mark-up or mark-down, or other fee (or portion thereof) received or to be received from portfolio transactions effected through any other broker-dealer firm, to a broker-dealer firm in consideration for the promotion or sale of Shares.

The Adviser or its affiliates may receive certain other services from brokers that are beneficial to the Adviser or its affiliates, but not necessarily beneficial to the Accounts managed by the Adviser, including, without limitation, capital introduction services. Such services may present conflicts of interest for the Adviser, which is responsible for negotiating with brokers for margin, brokerage, or other fees. To address potential conflicts of interest associated with capital introduction services, the Adviser's investment committee reviews all brokerage quarterly to ensure compliance with the Adviser's policies and procedures as discussed above.

When more than one of the Accounts or an account of an affiliate, including a fund, trades in the same security at

the same time, to the extent permissible, the Adviser will bunch the orders if the Adviser believes it is in the best interest of its clients. The Adviser and its affiliate will bunch orders of mutual funds, hedge funds and investment accounts whether or not within the same family of funds or with the same client as long as no party is favored to the detriment of another party, and it does not breach the Adviser's fiduciary duties to its clients.

In general, all contemporaneous trades for Accounts managed using the same strategy would typically be bunched in a single order to the extent permitted by the particular market. Additionally, other trades may be bunched if the trader believes the bunched trade would provide each client an opportunity to achieve a more favorable execution or a potentially lower execution cost. The costs associated with a bunched order will be shared pro rata among the Accounts in the bunched order. Generally, if an order is filled at several different prices through multiple trades, all Accounts participating in the order will receive the average price except in the case of certain international markets where average pricing is not permitted.

Generally, bunching of orders will occur only when the same investment decision is made for more than one Account. In this event the executed portion of combined transaction orders for two or more Accounts will be allocated, when possible, on a pro rata basis (to the nearest round lot), with each Account receiving a percentage of the executed portion of the order based upon each Account's percentage of the original order. This policy will apply to all Accounts participating in the execution under the same trading circumstances (price limits, time of entry, etc.). The allocation will be made at the average price except in the case of certain international markets where average pricing is not permitted. The trader will give the bunched order to the executing broker that the trader has identified as being able to provide the best execution for the order. Orders for the purchase or sale of securities will be placed within a reasonable amount of time of the order receipt and bunched orders will be kept bunched only long enough to execute the order.

Generally, allocation of trades should be pro rata across similar Accounts. When allocating trades among clients, the Adviser will consider an Account's restrictions and liquidity. The Adviser will not allocate opportunities to favored Accounts (such as Accounts paying performance fees) or in order to level performance among multiple Accounts. Non-pro rata allocations are reviewed by the Adviser's investment committee on a quarterly basis.

Normally, new issues and secondary offerings (i.e., "limited opportunity securities") will be allocated pro rata across similar Accounts (see above). Any divergence from this rule (i.e., a non-pro rata allocation) must be explained. Non-pro rata allocations may be made for a variety of reasons such as issuer, sector, geographic diversification, risk management, etc. However, if the size of the combined order appears to be unobtainable, the Adviser's employees responsible for the allocation (traders & portfolio managers) will allocate the executed portion of the transaction in a fair and reasonable manner across all interested Accounts, which may include Accounts managed by affiliates.

Generally, orders will be allocated on a pro rata basis, with consideration given to maintain round lots. The Adviser may decide, in its discretion, that de minimis allocations are not appropriate. Non pro rata post-execution allocations will be documented by the Adviser's employee responsible for the allocation with a brief notation as to the reason.

If an Account has provided information to Van Eck or an affiliate that the Account is not permitted by FINRA Rules 5130 and 5131 to participate in a new issue, then Van Eck will only make the security available when a reasonable period has passed after the offering in accordance with Rules 5130 and 5131 and related guidance.

The Adviser may from time to time allocate securities it holds to Accounts on a pro rata or other equitable basis in conformity with Section 206(3) of the Advisers Act and the applicable rules thereunder.

Item 13 Review of Accounts

For investment management purposes, each Account is assigned to a portfolio manager or to a team of managers who has primary responsibility for the Account. The frequency of reviews varies and is dependent on various factors such as relevant market, economic, political, social, and monetary events. Generally, each Account is reviewed by the portfolio manager at least quarterly.

The overall portfolio strategy and implementation is the responsibility of the portfolio manager(s) assigned to the Account. Generally, when constructing portfolio strategy, the portfolio manager(s) works in conjunction with internal analysts, other Van Eck portfolio managers and outside research sources. Daily investment meetings are held, which include portfolio managers, analysts and traders. Investment strategy and tactics are discussed at monthly meetings. Major changes in investment strategy are then communicated to Accounts.

Non-investment company advisory clients receive written statements on a monthly, quarterly or semi-annual basis, listing investments in the Account, and showing cost, current market value, yield or income information as may be required or requested by a client. A discussion of investment strategy of an Account is also generally included in the reports to clients.

Item 14 Client Referrals and Other Compensation

The Adviser may have arrangements with companies and individuals who act as solicitors in obtaining new advisory business. The solicitors may be compensated by the Adviser under differing schedules. In addition to a possible monthly fee, the solicitor may receive a percentage of the investment management fee received by the Adviser with respect to such new business. In the event of a solicitor's termination, a solicitor may receive a continuing payment from the Adviser for one year thereafter. The advisory fees charged to a client or investor are not affected because of such payments to the solicitor.

Item 15 Custody

Certain clients of Van Eck will receive account statements from broker-dealers, banks or other qualified custodian with respect to their assets managed by Van Eck. Clients should carefully review the account statements they receive from qualified custodians. As these clients may also receive account statements from Van Eck, they should compare those statements with the account statements they receive from the qualified custodian.

Item 16 Investment Discretion

Van Eck has discretionary authority to manage securities accounts on behalf of some clients. Van Eck's authority to take actions on behalf of each Account is described and agreed to by each client in the investment management agreement between Van Eck and the client. The investment management agreement may include limited powers of attorney granted to VEARA in connection with its investment management services to the client.

Item 17 Voting Client Securities

In accordance with Rule 206(4)-6 under the Advisers Act, the Adviser has adopted and implemented written policies and procedures for voting client proxies it receives. Generally, the Adviser, when granted proxy voting authority by a client, will fulfill its obligations by voting in a manner that is in the best interest of its client. The Adviser may abstain from voting, but only if the Adviser determines that it is in the client's best interest. The Adviser will vote proxies on behalf of clients, unless otherwise instructed by the client. The Adviser intends to vote all proxies in accordance with applicable rules and regulations, and in the best interests of clients without influence by real or apparent conflicts of interest. To assist in its responsibility for voting proxies and the overall voting process, the Adviser has engaged an independent third party proxy voting specialist, Glass Lewis & Co., LLC. The services provided by Glass Lewis include in-depth research, global issuer analysis, voting recommendations, and vote execution, reporting and recordkeeping.

The Adviser will maintain records for each matter relating to a portfolio security with respect to which a client was entitled to vote.

A copy of the Adviser's proxy voting policies and its voting record will be provided upon request.

While it is the Adviser's policy to generally follow the Guidelines, the Adviser retains the right, on any specific proxy, to vote differently from the Guidelines, if the Adviser believes it is in the best interests of its clients. Any such exceptions will be documented by the Adviser and reviewed by the Chief Compliance Officer.

Item 18 Financial Information

VEAC is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.