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Belador Advisors UK Limited

30 St. Mary Axe., 29th Floor

London, United Kingdom EC3A8EP

(44) 207-469-4225

<http://ballance-group.com>

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This brochure provides information about the qualifications and business practices of Belador Advisors UK Limited (“BAUL”). If you have any questions about the contents of this brochure, please contact us at (44) 207-469-4225 and/or email (isobel.sayer@ballance-group.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

BAUL is registered as an investment adviser with the SEC. SEC registration does not imply a certain level of skill or training.

Item 2. Material Changes

BAUL is a newly registered investment adviser. This is the first time that we have prepared Form ADV Part 2A. In the future, this item will discuss only material changes that are made to the brochure and provide a summary of those changes. We will also reference the date of the last annual update of our brochure.

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Item 4. Advisory Business

Belador Advisors UK Limited (“BAUL”), a United Kingdom limited company, is registered as an investment adviser with the U.S. Securities and Exchange Commission and with the Financial Services Authority (the “FSA”) in the United Kingdom. BAUL is licensed by the FSA to provide its clients with investment advice and also to deal in investments. BAUL is an investment manager of pooled investment vehicles, which may take the form of closed-ended funds or similar pooled investment vehicles (the “Funds”). BAUL, which has been in operation since 2011, is headquartered in the United Kingdom and forms part of the Ballance Group.

The Ballance Group is engaged in seven principal areas of business: equity finance; securities lending; balance sheet management; collateral management; fund management; investment advisory and capital markets. The principals and ultimate beneficial majority owners of BAUL are Simon Pearson and Joseph Penna. BAUL is wholly-owned by Belador Limited (“Belador”), a private limited Cayman Islands company. Belador is wholly-owned by Aurium Limited (“Aurium”), a private limited Gibraltar company. Aurium, in turn, is primarily owned by EIRSP Investments SARL (“EIRSP”) and Estrella Investments SARL (“Estrella”), each of which is a private limited Luxembourg company. Mr. Penna is the sole owner of Estrella and Mr. Pearson is the sole owner of EIRSP through a benefit plan.

BAUL provides fund management and advisory services to its clients through investments in the Funds. BAUL has been appointed as the investment manager pursuant investment management agreements or similar documents (each, an “IMA”) between BAUL and each of the Funds. The IMA details the scope of investment discretion conferred on BAUL by its clients and also sets forth the investment mandate. Ordinarily, BAUL will have discretion to determine the securities in which it should invest, as well as the timing of such investments. Clients are able to impose restrictions on investing in certain securities (or certain types of securities) through the IMA.

BAUL specialises in advising on market neutral strategies which aim to ensure that clients are not exposed to net long or short positions in equities. BAUL typically invests client assets in liquid products including cash, listed equities, listed and over-the-counter derivatives and FX hedging instruments. BAUL ordinarily makes equity investments in large or mid-cap securities on a recognised exchange. BAUL undertakes derivatives transactions, where possible, through an exchange to reduce counterparty credit risk.

BAUL does not participate in wrap fee programs.

As of 31 October 2011 BAUL manages \$235,000,000 of client assets, all on a discretionary basis.

Item 5. Fees and Compensation

Management Fees

Pursuant to each Fund’s IMA and other governing documents, each Fund pays BAUL a management fee ranging from 1% to 2% (on an annualized basis) of the applicable Fund’s net

assets. BAUL may also be entitled to receive an annual performance-based fee with regard to a Fund in an amount ranging from 15-20% of net annual profits, if any, of the applicable Fund for the applicable year subject to a hurdle rate provision.

The foregoing fees may be negotiable in certain circumstances and may be reduced or waived in certain circumstances, including with respect to investors that are employees of BAUL and other persons affiliated with BAUL and BAUL's affiliates. Each Fund has a third party administrator that is responsible for fund accounting. The administrator will arrange payment of fees by each Fund to BAUL. Fees are deducted from each Fund's assets.

Other Expenses

The Funds bear their own organization and ongoing expenses. These ongoing expenses may include brokerage, transaction, administrative, custody, legal, tax preparation, trading systems, accounting systems, investor reporting, valuation agent and appraisal fees and expenses, accounting and audit expenses, as well as any other fees or expenses that are incurred in connection with the business or maintenance of the Funds. Please see Item 12 for a discussion of BAUL's brokerage practices.

The specific manner in which fees are charged by BAUL is established in a client's written agreement with BAUL. BAUL typically deducts fees from the Funds. Management fees are generally paid annually in arrears. Performance fees, if applicable, are paid as of the end of the financial year to which the fee pertains or upon a withdrawal or redemption from or termination of a Fund.

Clients generally do not pay fees in advance. However, if a particular client and BAUL adopt a fee arrangement that calls for payment of fees in advance, upon redemption or termination of the advisory relationship or upon investment other than at the beginning of the normal investment cycle, BAUL will refund fees and/or charge that client only for the actual period of time that BAUL provided advisory services.

Neither BAUL nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

BAUL's clients are charged a management fee and may also be subject to a performance fee, as described above in Item 5. The performance fees are structured to comply with Section 205 of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

Performance-based fee arrangements may create an incentive for BAUL to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. BAUL has procedures designed and implemented that are intended to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

It is BAUL's general policy to allocate purchase or sale opportunities on a *pro rata* basis to all applicable clients, measured by reference to the clients' relative amounts of investment capital. However, BAUL recognizes that a *pro rata* allocation of purchase or sale opportunities will not always be feasible or in the best interests of clients. Accordingly, BAUL has adopted procedures that permit BAUL to allocate purchase or sale opportunities on a non-*pro rata* basis under certain circumstances. BAUL may make an exception to its general policy of the *pro rata* allocation of purchase or sale opportunities, subject to the review and approval of the Chief Compliance Officer.

The performance fee may also create an incentive for BAUL to make investments that are riskier or more speculative than would be the case in the absence of a financial incentive based on the performance of a client. BAUL monitors the investments made for clients on an ongoing basis, and endeavors to ensure that investments made for the clients are appropriate without regard to the potential for performance-based fees.

Item 7. Types of Clients

BAUL currently provides investment advice to the Funds. BAUL may advise different types of clients in the future.

Each U.S. investor in the Funds must generally be an "accredited investor" as defined in Regulation D promulgated under the Securities Act of 1933, as amended, and either (1) a "qualified purchaser" under the Investment Company Act of 1940, or (2) a "qualified client," as defined in Rule 205-3 under the Advisers Act. Additional restrictions may apply, and are set forth in the offering or organizational documents for each Fund.

The minimum investment in each Fund, subject to waiver, is €1,000,000. Absent a waiver, Fund investors may not effect a partial redemption of their interest or shares in the applicable Fund if, after such redemption, their investment in the applicable Fund would be less than the required minimum investment.

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

The methods of analysis and significant investment strategies used by BAUL with regard to the Funds are set forth below.

Investments in the Funds are not guaranteed; the instruments in which the Funds invest may lose value. An investment in a Fund involves a risk of loss that a client should be prepared to bear.

Significant Strategies and Methods of Analysis

BAUL provides investment advice to its clients in accordance with an agreed upon investment strategy as set forth in the IMA or other governing documents with regard to a client's account.

The Funds currently managed by BAUL seek to take advantage of short-term arbitrage opportunities between the pricing of equities listed on major exchanges and the price at which their listed derivatives, or over-the-counter contracts, trade, while maintaining a market neutral posture.

More specifically, BAUL generally seeks to trade in equity-related securities such as individual common stocks and securities of small and mid-cap issuers listed on regulated markets while simultaneously trading in derivative instruments, such as futures, where the underlying asset relates to the equity-related securities it holds. BAUL's objective is remain market neutral so that the Fund's investment returns are independent of overall movements in the equity markets.

The Funds may invest in financial derivative positions, including listed options and listed futures of relatively short duration (generally less than one year and typically one week to three months) which may be physically or cash settled or closed out prior to their expiry date. Due to the margining process for listed derivatives, each Fund posts appropriate margin to the relevant exchange while also holding a suitable cash position to allow for daily marking of its positions. Multiple hedges can be overlaid in one position, with long and short positions taken in relation to an underlying asset and this gives rise to variable interest rate exposures. These interest rate exposures are normally hedged with term borrowings or deposits or through the hedging of equities in order to capture additional spreads.

In addition to managing each Fund's position with an objective of maintaining market neutrality and preservation of capital, BAUL will seek to limit interest rate risk, currency risk and credit risk. In this regard, the Fund may invest in any form of derivative instruments, including swaps, short sales, forward contracts, futures or options. The expected effect of utilizing financial derivative instruments for the purposes of efficient portfolio management is a reduction of any associated market risk, interest rate risk, currency risk or other investment risks.

In addition to the above, the Fund will seek to hedge against other risks arising from the equities portfolio, for example corporate action or dividend risk on corporate payouts, using financial derivative instruments or insurance products.

BAUL will seek to minimize the risk that the market value of securities in the portfolio will fall due to changes in general interest rates, by structuring the investment portfolio so that investments mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell investments on the open market prior to maturity and investing primarily in shorter-term securities or on deposit.

BAUL will ordinarily use leverage and borrowing in the management of client assets.

In the future, BAUL may employ different investment strategies for other Funds or clients.

Material Risks. The material risks of investing in the Funds are as follows:

- *Market risk.* Prices of the securities held by the Funds will fluctuate sometimes rapidly and unexpectedly. These fluctuations may cause the price of a security to decline for short- or long-term periods and cause the security to be worth less than it was worth when purchased by the Fund.
- *Business Risks; Economic Conditions.* Investments are subject to risk from changes in the economic climate, including, for example, interest rates, inflation rates, industry conditions, competition, technological developments, political and diplomatic events and trends, tax laws, the competency of management, and innumerable other factors, in a similar way to other industrial or commercial companies. None of these conditions are within the control of BAUL. For these and other reasons, there can be no guarantee that companies in which the Funds invests will develop as anticipated or that the consistent, absolute returns sought will actually be achieved.
- *Portfolio Concentration.* BAUL may invest each Fund in a concentrated portfolio. The limited number of investments and the extent to which a Fund's portfolio investments are concentrated may cause the performance of the Fund to be more volatile than the performance of a more diversified investment product.
- *Leverage.* The Funds may seek to enhance returns through the use of leverage, which can be described as exposure to changes in price at a ratio greater than 1:1 in reference to the amount invested. Leverage magnifies both the favorable and unfavorable effects of price movements in the investments made by the Funds, all of which may subject the Funds to substantial risk of loss.
- *Operational Risk.* BAUL views operational risk as the risk caused by failed internal processes, people or systems. Although BAUL seeks to minimize operational risk via the use of vendor systems and internal processes, it is not possible to eliminate operational risk entirely.

BAUL believes that the Funds may be subject to additional material risks and special considerations, as explained below:

- *Recent Market Conditions.* Events in the financial sector in recent years have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign, and in the net asset values of many investment funds, including the Funds. These events have also decreased liquidity in some markets and may continue to do so. Because the situation is unprecedented and widespread, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market events.
- *Equity Securities.* Investment in equity securities involves certain risks, including issuer, industry, market and general economic related risks. BAUL may attempt to reduce these risks; however, adverse developments or perceived adverse

developments in one or more of these areas could cause a substantial decline in the value of equity securities owned by a Fund.

- *Debt and Other Income Securities.* Debt and other income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities.
- *Derivatives.* The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks, such as interest rate risk, market risk, and credit risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate, or index. With an investment in a derivative instrument, an investor could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances.
- *Futures Contracts.* The low margin deposits normally required in futures contract trading (typically between 2% and 25% of the value of the contract purchased or sold) permit an extremely high degree of economic leverage. Accordingly, a relatively small price movement in a futures contract may result in immediate and substantial losses. In entering into over-the-counter futures contracts, there is a credit risk that a counterparty will not be able to meet its obligations to the Fund.
- *Credit Risk.* As discussed above, various of a Fund's investments may be subject to credit risk. A Fund is particularly exposed to credit risk on the counterparties with which it trades in relation to futures and options contracts and contracts for differences that are not traded on a recognised exchange. Such instruments are not afforded the same protections as may apply to participants trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. Each Fund will be subject to the possibility of the insolvency, bankruptcy or default of a counterparty with which such Fund trades, which could result in substantial losses to such Fund and its investors.
- *Illiquid Securities.* During certain market conditions, a Fund might not be able to dispose of illiquid securities promptly or at reasonable prices and might thereby experience difficulty satisfying redemptions. There can be no assurance that a liquid market will exist for any security at any particular time. Any security, including securities determined by BAUL to be liquid, can become illiquid.

- *Foreign Securities.* Investment in equity or debt securities of non-U.S. issuers may involve certain special risks due to economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, issuers of non-U.S. securities are subject to different, often less comprehensive accounting reporting and disclosure requirements than domestic issuers. The securities of some foreign governments and companies and foreign securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets.
- *Arbitrage Risk.* The Fund's employ an arbitrage strategy, with an investment decision typically having regard to the relative prices of a stock against a related future. However, the available spread may in principle be very narrow because investments that are fully hedged by the market do not tend to carry wide spreads and the market will correct any marked widening from the perceived fair value.
- *Currency Risk.* While the net asset value of a Fund will be computed in that Fund's base currency, the investments held for the account of that Fund may be acquired in other currencies. The base currency value of the investments of a Fund may be designated in any currency and may rise and fall due to exchange rate fluctuations in respect of the relevant currency. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital. BAUL generally will seek to minimise the impact of currency risks but it may not be possible or practicable to successfully hedge against the currency risk exposure in all circumstances.

Investors and prospective investors should review the offering memorandum of the Fund in which they are invested (or are seeking to invest), if any, for additional information about the risks associated with an investment in such Fund.

Item 9. Disciplinary Information

This item requires BAUL to disclose any legal or disciplinary events material to a client's or prospective client's evaluation of our business or the integrity of our management. Currently, there are no legal or disciplinary events material to a client's or prospective client's evaluation of our business or the integrity of our management to disclose in this Item.

Item 10. Other Financial Industry Activities and Affiliations

Neither BAUL nor any of its management persons is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO") or commodity trading advisor ("CTA"). In addition, neither BAUL nor any of its management persons is an associated person of an FCM, a CPO or CTA.

Two of BAUL's affiliates, Ballance Overseas Management Limited ("BOML") and Reverio UK Limited ("Reverio"), are licensed by the FSA to deal as principal. Both BOML and Reverio focus on proprietary trading functions. However, BOML also provides certain back office support functions to BAUL, including reconciliation of net asset values, follow-up of trade settlements, accounting functions and information technology support. BAUL does not consider its relationship and affiliation with Reverio and BOML to be material to BAUL's advisory business or to BAUL's clients, or to create material conflicts of interest with BAUL's clients. Nevertheless, BAUL, BOML and Reverio have adopted procedures that are intended to ensure that all employees are aware of their obligations with regards to conflicts of interest, market abuse, confidentiality of non-public information and similar matters.

BAUL does not recommend or select other investment advisers for its clients.

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

BAUL has adopted a Code of Ethics ("Code") pursuant to Rule 204A-1 under the Advisers Act. All "access persons" (including employees, managers and officers) of BAUL must comply with the Code. The Code states that BAUL personnel must always place the interests of BAUL's clients first. The Code sets forth standards of conduct expected of BAUL's personnel, which reflect the fiduciary obligations of BAUL and its personnel to its clients, and requires BAUL's personnel to comply with applicable federal securities laws. The Code also requires any employee of BAUL to report potential violations of the Code promptly to the Chief Compliance Officer ("CCO"). BAUL provides each employee with a copy of the Code and any amendments, and employees are required to provide a written acknowledgement that they have received the Code, as amended from time to time.

Under the Code, access persons must obtain prior approval from the Chief Compliance Officer before buying or selling certain securities and other investments. In addition, access persons must submit an annual report of brokerage accounts and holdings along with an annual acknowledgement and certification stating that the individual will comply with the Code. The Code further requires personnel to submit quarterly transaction reports (or brokerage statements) that detail the individual's securities transactions for the quarter, and for the CCO to review those reports.

BAUL keeps records of reports and other information that access persons are required to provide under the Code. The CCO reports on issues that arise under the Code to BAUL's senior management at least annually. Clients and prospective clients can obtain a copy of the Code upon request by contacting BAUL by telephone (44) 207-469-4225 or by email (isobel.sayer@ballance-group.com).

Item 12. Brokerage Practices

BAUL is responsible for determining what securities will be purchased and sold for each client and selecting the broker-dealer to execute the transactions on behalf of clients. Purchases and sales of securities for clients must be made in accordance with the investment objectives, strategies and policies of each client. It is BAUL's policy to seek best execution on behalf of its

clients – that is, BAUL seeks to achieve the best overall qualitative execution for a client in a particular circumstance. “Best execution” is not synonymous with the lowest brokerage commission, meaning that, in a particular transaction a client may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction.

In seeking to achieve best execution, BAUL considers the full range and quality of services a broker may provide, including (among other things), the size of the transaction, including the ability to effect the transaction at all where a large block is involved; the security price and its volatility; commission rates; the broker’s past history of prompt and reliable execution of client trades; the experience and skill of the broker’s securities traders; the broker’s accessibility to primary markets and quotation services; the financial strength and stability of the broker; the broker’s administrative efficiency; the overall net economic result to a client (involving both price paid or received and any commissions and other costs paid); and the receipt of research services. As a result, BAUL may cause a client to pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction if it determines that the commission paid was reasonable in relation to the value of the services provided by the broker.

In addition, because the investment strategy of the Funds involve the use of financial leverage, the banks providing the Fund with financing may require that the Fund’s execute trades using only brokerage firms that such banks deem creditworthy. This restriction may impact BAUL’s ability to select the brokers that BAUL prefers to use in certain circumstances.

BAUL does not intend to generate “soft dollars” in connection with its trading, but if it does generate soft dollars, BAUL will comply with requirements set forth in Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended.

BAUL does not consider, in selecting or recommending broker-dealers, any client referrals it may receive from a broker-dealer or third party. BAUL does not recommend, request or require that a client direct the execution of transactions through a specified broker-dealer, nor does it have any arrangement in which it directs transactions for any client to a specific broker-dealer based on any other consideration than best execution and the client’s best interests.

BAUL’s clients may periodically seek to buy and sell the same investments. In circumstances where BAUL believes that aggregating client trades will result in the execution of transactions in a more timely and efficient manner, such as a reduction in overall execution costs and impact on the market price of the underlying securities, BAUL may aggregate purchases and sales.

Item 13. Review of Accounts

BAUL’s Chief Executive Officer, Chief Compliance Officer and an external compliance firm conduct a quarterly review of compliance matters such as valuation, allocation, execution and compliance with investment guidelines. In addition to the formal quarterly review, BAUL’s Chief Compliance Officer reviews the foregoing compliance matters on an ad-hoc basis.

In addition, BAUL receives daily net asset value calculations from custodians, which BAUL's Investment Managers then reconcile against any open transactions and economic payouts that may be expected on previously held physical positions.

Once BAUL enters into a transaction on behalf of a client, the outcome will be binary, dependent on the movements in interest rates and any economic payout on an investment position. Accordingly, BAUL's Investment Managers constantly review a client's investment strategy until such time as BAUL effects each transaction on behalf of that client. Upon a trigger event, such as a change in the interest rate or an economic payout on the investment position, BAUL's Investment Manager will determine the impact of the trigger event on each transaction.

In general, each client receives an annual audited financial report for the Fund in which they have invested. Clients may also receive other periodic reports as described in the applicable Fund's offering or organizational documents.

Item 14. Client Referrals and Other Compensation

BAUL does not receive an economic benefit from any person who is not a client for providing investment advice or other advisory services.

BAUL may, from time to time, enter into arrangements with third parties for marketing and solicitation activities in respect of BAUL. Solicitation arrangements may create conflicts of interests for BAUL and/or the third parties because the third parties receive compensation for introductions regardless of the merit of the Funds. BAUL seeks to address these conflicts by only paying these third parties out of its own management and performance fees. BAUL also seeks to address these conflicts by fully disclosing the referral arrangement to all introduced clients, in advance of the investments, to enable such clients to make informed decisions in connection with their investments.

Item 15. Custody

BAUL has custody of the assets of each Fund. To comply with the requirements of the Advisers Act, each Fund is audited each year by an independent public accountant and these audited financial statements are provided to clients within 120 days of fiscal year end.

Item 16. Investment Discretion

BAUL has discretionary authority over the investment activities of the Funds. This discretionary authority is generally granted to BAUL pursuant to the organizational documents of each Fund and/or pursuant to BAUL's investment advisory agreement with such Fund. BAUL is obligated to exercise its investment discretion in a manner consistent with the stated investment objectives, policies, guidelines, and restrictions/limitations for a particular client account.

Item 17. Voting Client Securities

Each IMA specifies whether the client has retained the power to vote proxies or whether this power has been delegated to BAUL. In every such case in which a client has delegated the power to vote proxies to BAUL, BAUL will exercise such authority in accordance with Rule 206(4)-6 of the Advisers Act and in the best interest of the particular client.

Specifically, if a client has delegated the power to vote proxies to BAUL, BAUL generally will vote proxies so as to promote the long-term economic value of the underlying securities held by BAUL's clients. BAUL believes that the recommendation of management should be given substantial weight, but BAUL will not support management proposals that BAUL believes may be detrimental to the underlying value of client positions.

Any actual or apparent conflict of interest between the interests of BAUL and its clients is resolved in a manner that is consistent with the best interests of the clients and in a manner not affected by such actual or apparent conflict of interest.

The Chief Compliance Officer is responsible for administering and overseeing the proxy voting process.

Clients may obtain a copy of these proxy voting policies, obtain information about how BAUL has voted its clients' proxies or discuss any particular solicitation by calling (44) 207-469-4225.

Item 18. Financial Information

BAUL does not require or solicit prepayment of any advisory fees from the Funds. As a result, BAUL is not required to provide a balance sheet for its most recent fiscal year. BAUL is unaware of any financial condition that is reasonably likely to impair its ability to meet its commitments to its clients. BAUL has not been the subject of a bankruptcy petition during the past 10 years.