

Beach Investment Counsel, Inc.

March 2014

This brochure provides information about the qualifications and business practices of Beach Investment Counsel, Inc. (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at (610) 940-1111. This information has not been approved or verified by the SEC or by any state securities authority.

Additional information about Beach Investment Counsel, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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Item 2. Material Changes

On March 4, 2014, we filed our annual updating amendment for fiscal year 2013 and amended Item 4 of this Brochure to reflect assets under management of \$1,431,780,680.05.

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Item 4. Advisory Business

The Adviser is an investment adviser with its principal place of business in West Conshohocken, Pennsylvania. The Adviser commenced operations as an investment adviser on May 1, 1996 and has been registered with the SEC since 1996. Mr. Thomas E. Beach and Mr. Walter T. Beach are the managing directors of the Adviser.

The Adviser provides discretionary investment advisory services and management services to individuals and institutions with separately managed accounts. The Adviser provides advice to its clients based on specific investment objectives and strategies. The Adviser will tailor advisory services to the individual needs of investors. Investors may impose restrictions on investing in certain securities or certain types of securities.

As of December 31, 2013, the Adviser had \$1,431,780,680.05 assets under management, all on a discretionary basis.

Item 5. Fees and Compensation

The management fee schedule for investment advisory services to be rendered by the Adviser to its clients that are not individuals, trusts or charitable foundations (the "Core Managed Account Group") will generally range from 0.20% to 1.5% per annum of the market value of assets for which advisory services are rendered. The management fee schedule for investment advisory services to be rendered by the Adviser to Private Client Group Clients will generally range from 0.20% to 1% per annum of the market value of assets for which advisory services are rendered. These ranges of fees correspond to the range of advisory services provided to clients, from basic advisory services for large pensions to comprehensive money management services for other clients. Accounts managed on behalf of persons associated with the Adviser or members of their families may be managed without charge by the Adviser. Fees for services provided to the Core Managed Account Group are generally payable in arrears and are prorated if the client agreement is not in effect for the entire fiscal quarter. For certain clients, fees may be paid in advance, in which case in the event of the termination of the client agreement during a fiscal quarter, any advance fee payable for the remaining portion of the fiscal quarter shall be refunded to the client. Investment advisory contracts will be terminable at the end of any month upon 30 days prior written notice.

All fees paid to the Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. We generally seek to avoid funds with sales charges. However, some funds may have early redemption fees if sold prior to the expiration of their holding periods.

A client could invest in a mutual fund directly, without the services of the Adviser. In that case, the client would not receive the services provided by the Adviser which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by the Adviser to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

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

The Adviser receives a performance-based allocation from certain clients as negotiated on a case by case basis. In addition, the Adviser's investment personnel may be compensated on a basis that includes a performance-based component.

Performance-based fee arrangements may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. The fee may be earned on both realized and unrealized net gains in an account's value.

Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Adviser has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7. Types of Clients

The Adviser provides portfolio management services to individual clients, based on the individual financial needs of such clients. These services generally include the selection and monitoring of the performance of securities and advice regarding asset allocation in accordance with the investment objectives and risk tolerance of particular clients, many of whom are long-standing clients of the Adviser. As discussed below, investment advisory services may also be provided to a specific segment of clients the focus of which may differ from the services provided to the Adviser's long-standing clients.

The Adviser also provides to certain institutional clients, including pension plans, advice with respect to the selection of portfolio managers and/or investment vehicles unaffiliated with the Adviser. This "manager-of-managers" service may be limited to selected classes of assets and in cases where this service includes investment supervisory services and continuous monitoring of the account involved, for a fee based on a percentage of assets in the account.

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

The Adviser seeks a long-term total return by investing in a combination of asset classes, including, but not limited to U.S. equities, small- to mid-capitalization companies, real estate investment trusts and fixed income securities.

In carrying out its investment objective, the Adviser uses fundamental research, charting analysis, and technical analytical tools and approaches. The Adviser employs several techniques, including short sales and leverage in certain client accounts. The Adviser anticipates that the portfolio turnover rates could be substantial.

These strategies and investments involve risk of loss to the portfolio and Investors must be prepared to bear the loss of their entire investment.

Interest Rate Risks. Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

Lack of Diversification. The portfolios will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, portfolios are subject to more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments.

Leverage. Performance may be more volatile if a portfolio employs leverage.

Short Selling Risk. The Adviser's investment program may include a significant amount of short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short

sellers of the subject security are receiving similar requests, a “short squeeze” can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

The Adviser’s strategies may require frequent trading, which may result in significantly higher commissions and charges to its clients due to increased brokerage, which will offset profits.

Commodity Futures and Options. Commodity futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage may be typical of a pooled investment vehicle engaging in commodity futures trading. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses to such a pooled investment vehicle. Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted, and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and “growth” stocks can react differently from “value” stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Fixed-Income and Debt Securities. Investment in fixed-income and debt securities such as bonds, notes and asset-backed securities, subject a client’s portfolios to the risk that the value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio’s income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner, or that negative perceptions of the issuer’s ability to make such payments will cause the price of that debt to decline. Lastly, investments in debt securities will also subject the investments to the risk that the securities may fluctuate more in price, and are less liquid than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially, and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.

Illiquid Instruments. Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and the Adviser’s ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the Adviser to obtain market quotations based on actual trades for the purpose of valuing a portfolio.

Non-U.S. Securities. Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

REITs. REITs in which the portfolios invest are affected by underlying real estate values, which may have an exaggerated effect to the extent that REITs in which the Adviser invests concentrate investments in particular geographic regions or property types. Investments in REITs are also subject to the risk of interest rate volatility. Further, rising interest rates will cause investors in REITs to demand a higher annual yield from future distributions, which will in turn decrease market prices for equity securities issued by REITs. REITs are subject to risks inherent in operating and financing a limited number of projects because they are dependent upon specialized management skills, and have limited diversification. REITs depend generally on their ability to generate cash flow to make distributions to investors.

Security Futures and Options. In connection with the use of futures contracts and options, there may be an imperfect correlation between the change in market value of a security and the prices of the futures contracts and options in the portfolio. In addition, the Adviser's investments in security futures and options may encounter a lack of a liquid secondary market for a futures contract and the resulting inability to close a futures position prior to its maturity date.

Item 9. Disciplinary Information

This Item is inapplicable.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser has an affiliate, Beach Investment Management, LLC ("BIM"). BIM provides discretionary investment advisory services and management services to Garden Lane Investment Fund, Ltd. and Mill Creek Investment Partners, L.P., each a pooled investment vehicle intended for sophisticated investors and institutional investors. Mr. Thomas E. Beach and Mr. Walter T. Beach are the managing members of BIM.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its personnel to put the interests of clients before their own interests. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Investors or prospective investors may obtain a copy of the Code by contacting Cheri Cecchin, our CCO, by email at CheriCecchin@beachinvest.com, or by telephone at (610) 940-1111.

The Adviser, in the course of its investment management and other activities (e.g., board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its personnel have invested or seek to invest on behalf of the clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is one of the clients. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to the clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the clients or using such information for the clients' benefit.

Under certain circumstances, an adviser who trades in parallel with its clients could cause its clients to participate in transactions on a less favorable basis than the adviser itself, appropriate investment opportunities that would be suitable for clients for its own benefit, and/or otherwise act in a manner that could disadvantage its clients. Opportunities for such overreaching can arise when transaction orders for an adviser and its clients are combined ("aggregation of orders") if securities purchased (or proceeds obtained) are disproportionately or unfairly allocated to the participating account. Overreaching can also

occur in connection with transactions in restricted, thinly-traded issues or “new” issues (“limited access securities”) that are placed simultaneously or within a short time frame for both the adviser and its clients. In addition, such trading could give rise to “front running,” a practice whereby an adviser who trades in advance of a “buy” recommendation seeks to take advantage of an expected upward move in the price of the security recommended or, conversely, sells securities on behalf of client accounts before purchasing the same issue, in order to take advantage of an expected downward movement in the value of the security involved.

Many investment advisory organizations seek to manage this conflict of interest and attendant risks by adopting policies that prohibit portfolio managers from purchasing or selling any security that is known by the manager to be under consideration for purchase or sale by clients of the organization. Because the Adviser is a small organization, such a flat prohibition would essentially preclude the Adviser’s managing members from continuing to manage their own assets and thus is inconsistent with their ability to continue to offer investment advisory services to its clients. The Adviser is, however, committed to maintaining the highest standards of ethical dealing and integrity. In furtherance of this objective, the Adviser has adopted policies that, among other things, establish procedures relating to securities transactions in any Associated Account. These procedures rely upon record keeping and client disclosure to manage the conflicts of interest that are inherent in managing client and personal accounts simultaneously.

Aggregation of Orders. To assure that clients are not disadvantaged in connection with the aggregation of securities orders, particularly in cases where Associated Accounts participate in aggregated orders, the following procedures are followed by the Adviser.

Securities orders will be aggregated if it is reasonably believed that doing so will allow the Adviser to obtain lower transaction charges for clients or otherwise to effect the trade more efficient than would be likely if it were placed individually. Aggregated orders may include orders for clients as well as for Associated Accounts. The proposed aggregation must be consistent with the Adviser’s duty to seek best execution for clients and each client participant must have authorized the Adviser, under the terms of the respective advisory agreement between each participating client and the Adviser, to aggregate trades for that account. Before the order is placed with a broker or dealer for execution, the Compliance and Operations Manager will prepare a written statement (“Allocation Statement”) identifying the participating accounts and the manner in which the securities obtained as a result of the aggregated order are to be allocated among participating accounts. The allocation set forth in the Allocation Statement must be such that no participating account is favored over any other participating account and that each participating account will participate at the average share for all of the Adviser’s transactions in that security on a given business day, with transactions costs shared pro rata based on each client’s participation in the transaction.

Notwithstanding the Allocation Statement, an order may be allocated on a basis different from that specified in the Allocation Statement if the reason for the modified allocation is explained in writing and approved in writing by the Compliance and Operations Manager not later than the opening of the markets on the trading day next following the execution date. Examples of circumstances that may form a basis for deviating from the allocation stated in the Allocation Statement include a change in the liquidity position of an account or a determination by the Adviser that the security in question would be unsuitable for one of the accounts designated in the Allocation Statement. Associated Accounts may participate in aggregated transactions so long as the foregoing requirements are met and provided that securities acquired by any such account are acquired for investment purposes and not for “day trading” or similar short term investment purposes.

The Adviser is not obligated to aggregate trades for any client or Associated Account, even in cases where trades are effected for Associated Accounts and client accounts during the same (15 day) period. As indicated above, trading in parallel may result in a client paying a higher price for the securities involved than the price paid by the Associated Account.

As indicated above, the Adviser’s officers and/or employees are principals in certain other organizations through which each may conduct investment activities for their own accounts, as well as for the accounts

of others. Such officers and/or employees may also conduct investment activities individually and for their own accounts. Investment objectives and strategies for such accounts are formulated independently of those of the clients and may or may not overlap with strategies implemented for the clients.

As a result of the foregoing, such officers may have conflicts of interest arising from the need to allocate their time and activity between the Adviser's business and their responsibilities with respect to such other organizations and the allocation of investments among such entities (including entities with such officers may have a financial interest) and the clients. In addition, actions taken on behalf of clients and such account may differ with respect to the nature of the advice or the timing of transactions. Neither the Adviser, its officers or employees or any person related to the Adviser have any obligation to purchase or sell, or to recommend the purchase or sale, of any security that the Adviser or any persons related to the Adviser, purchases or sells for itself or themselves or for any other client or account. In particular, recommendations and transactions for institutional clients, including any investment partnerships managed by Messrs. Thomas or Walter Beach or any entity controlled by them, may differ from those made for one or more of the clients, both with respect to the nature of the advice, the timing and structure of securities transactions placed and/or the specific securities or classes of securities purchased.

The Adviser may, from time to time, recommend that a client invest in one or more pooled investment vehicle or private placements in which a related person of the firm has an interest, as an investor or otherwise. However, in each such case, the nature and extent of such interest will be disclosed to the client before any transaction involving such a vehicle is placed on the client's behalf. The only exception from this rule is where the vehicle involved is an investment company registered with the Securities and Exchange Commission.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser's Chief Compliance Officer and traders meet periodically to evaluate the broker-dealers used by the Adviser to execute client trades.

The Adviser, may receive research or other products or services other than execution from a broker-dealer and/or a third party in connection with the clients' securities transactions. This is known as a "soft dollar" relationship. The Adviser will limit the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

When the Adviser uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser's Chief Compliance Officer, traders and portfolio managers meet periodically to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or the Adviser's overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services.

In some instances, the Adviser obtains a product or service that is used, in part, by the Adviser for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, the Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). Such determination will be based on the actual use of the product or service by the Adviser's personnel. The proportion of the product or service attributable to assisting the Adviser in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the Adviser from its own resources. The determination of the appropriate allocation of "mixed use" products and services creates a potential conflict of interest between the Adviser and the client.

Clients should refer to Item 11 of this Disclosure Brochure for more information about the Adviser's trade aggregation policies.

Item 13. Review of Accounts

The clients' portfolios are reviewed by the portfolio manager not less than monthly to determine whether securities positions should be maintained in view of current market conditions. Daily online access to portfolio and account information is available as well as regular hardcopy reports that are mailed on at least a quarterly basis.

Item 14. Client Referrals and Other Compensation

As described in Item 12, the Adviser may receive certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of the clients. Please see Item 12 for further information on the Adviser's "soft-dollar" practices, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

Item 15. Custody

Investors will receive account statements from a broker-dealer, bank or other qualified custodian and Investors should carefully review those statements.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients. Prior to assuming full discretion in managing assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

The Adviser has the authority to determine (i) the securities to be purchased and sold for the clients (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased or sold for the clients.

Allocations will be made among the client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

Securities acquired by a the Adviser for the clients through a limited offering will be allocated pursuant to the procedures set forth in the Adviser's allocation policy. The policy provides that Beach Investment Counsel, Inc. will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those client accounts eligible to hold such securities. Eligibility will be based on the legal status of the clients and the clients' investment objectives and strategies.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that the clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

Item 17. Voting Client Securities

The Adviser does not vote proxies unless specifically required to do so by the investment advisory contract signed by both the client and the Adviser.

To the extent the Adviser has been delegated proxy voting authority on behalf of the client, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of the client.

Investors may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted the clients' proxies by contacting Cheri Cecchin, our CCO, by email at CheriCecchin@beachinvest.com, or by telephone at (610) 940-1111.

Item 18. Financial Information

This Item is not applicable.

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