

SNW Asset Management, LLC

Form ADV

Part 2A Brochure

June 6, 2019

This Form ADV Part 2A brochure (“Brochure”) provides information about the qualifications and business practices of SNW Asset Management, LLC. If you have any questions about the contents of this Brochure, please contact us at **866 769 2773**. Additional information about SNW Asset Management, LLC is also available on the SEC’s website at **www.adviserinfo.sec.gov**.

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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. SNW Asset Management, LLC is registered with the SEC as an investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Material Changes

The following is a summary of notable changes, some of which are material, made to this Brochure since the last update on June 26, 2018:

- Item 4-----updated SNW's assets under management as of April 30, 2019.
- On May 25, 2019, Invesco Ltd. ("Invesco") acquired Massachusetts Mutual Life Insurance Company's ("MassMutual") asset management affiliate OppenheimerFunds, Inc, the parent of the Adviser. As of May 25, 2019, OppenheimerFunds, Inc. and its subsidiaries are owned by Invesco.

Pursuant to SEC rules, we will ensure that you receive an updated Brochure or a summary of any material changes to the Brochure within 120 days of the end of our fiscal year. We may further provide to you, without charge, disclosure information regarding material changes to our business during the fiscal year as necessary.

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Advisory Business

Firm Overview

SNW Asset Management, LLC (“SNW” or the “Adviser”) is a Washington limited liability company that is an investment adviser registered with the SEC and has been in business since 2003. As of May 25, 2019, OppenheimerFunds, Inc. and its subsidiaries (including SNW) are owned by Invesco.

Investment Advisory Services

SNW manages customized fixed income portfolios on a discretionary basis by primarily allocating assets among municipal securities, corporate debt securities, U.S. government securities, agency securities, mortgage pass-through securities and money market funds. SNW’s services include the development of investment strategies, evaluation and appraisal of securities held as well as securities considered for purchase, construction of fixed income investment portfolios, execution of securities purchase and sale transactions, and portfolio administration, including the tracking of and reporting on portfolio performance and investment results.

SNW tailors its advisory services to meet the needs and objectives of its individual clients and continuously seek to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. SNW consults with clients on an initial and ongoing basis to determine various factors relevant to the management of their portfolios. Clients are advised to promptly notify SNW if there are changes in their financial situation or if they wish to place any limitation on the management of their portfolios.

Clients may impose reasonable restrictions or mandates on the management of their account if SNW determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to SNW’s management efforts.

Clients

SNW provides investment advisory services to taxable and tax- exempt accounts for high net worth individuals, municipalities, corporations, credit unions, foundations and other investment advisers.

As of April 30, 2019, SNW managed approximately \$3,437,925,866 in assets on a discretionary basis.

Fees and Compensation

SNW offers its investment management services for an annual fee based upon a percentage of assets under management. Generally, the fee is prorated and charged either monthly or quarterly, in advance or arrears. Depending on the engagement, the fee may be calculated using either the average daily balance of the assets during the quarter or the market value of the assets on the last day of the quarter. The specific fee schedule ranges up to 60 basis points (0.60%) and is determined by the type of client and the strategy used to manage the portfolio.

For the initial term of an engagement, the base fee is calculated on a pro rata basis. In the event the client engagement is terminated prior to the end of month or quarter, as applicable, the base fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is refunded or charged to the client, as appropriate.

Fee Discretion

SNW, in its sole discretion, may negotiate to charge different management fees based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities.

Additional Fees and Expenses

In addition to the advisory fees paid to SNW, clients may also incur certain charges imposed by other third parties, such as broker- dealers, custodians, trust companies, banks and other financial institutions (collectively “Financial Institutions”). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. For additional information regarding brokerage commissions and fees, please see the *Brokerage Practices* section below.

Fee Debit

Clients may provide SNW with the authority to directly debit their accounts for payment of SNW’s investment advisory fees. The Financial Institutions that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all

account transactions, including any amounts paid to SNW. Alternatively, clients may elect to have SNW send them an invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to SNW's right to terminate an account. Additions may be in cash or securities provided that SNW reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to SNW, subject to the usual and customary securities settlement procedures. However, SNW designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

SNW may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications.

Performance-Based Fees and Side-By-Side Management

SNW does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Types of Clients

SNW provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, state and municipal government entities, investment advisers, credit unions, corporations and other business entities.

Minimum Account Requirements

Generally, SNW's minimum portfolio value for starting and maintaining an investment management relationship is \$250,000, however SNW may, in its discretion, establish a higher or lower minimum portfolio value. SNW does not impose a stated minimum fee value for starting and maintaining an investment management relationship; however, SNW may, in its discretion, negotiate a minimum quarterly or annual fee for smaller accounts.

Method of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The SNW investment approach is based on a collaborative team environment that is rooted in fundamental and quantitative research. Clients generally invest in one or more of SNW's core investment strategies, portfolio durations, and/or impact overlays described below upon which they can impose reasonable variations or restrictions.

Return—Research has shown that a bond portfolio's multi-year total return is heavily influenced by the level of income. SNW portfolios typically carry a yield above the benchmark by at least the average fee charged through active sector and security selection. SNW continuously monitors the relative value relationships among sectors and bases the sector positioning on total return potential.

Volatility/Risk—SNW targets portfolio volatility similar to that of the selected benchmarks. Risk is managed through limits on sector allocation, individual credit weightings and the allocation to various ratings buckets. The DTS (duration times spread) metric is used to monitor total portfolio risk.

Credit—SNW conducts ongoing, bottom-up fundamental credit analysis on each holding. Portfolio holdings are generally focused on credits with stable to improving fundamental credit profiles. SNW attempts to identify securities that maximize income while managing risk. Portfolio holdings are ranked quantitatively based on their fundamental credit and market risk levels to determine relative value.

Trading—SNW's trading capabilities allow the firm to execute on their ideas in a cost-effective manner. Tax-efficiency is at the heart of SNW's investing process.

Duration—SNW portfolios are managed within a tight duration band around the stated benchmark in a range that is dictated by the shape of the yield curve. Research has shown that the direction and level of interest rates are difficult to predict due to the efficient nature of the Treasury market. Each client's chosen duration strategy is based on their overall portfolio objectives.

The SNW investment process and philosophy is centered on active sector and security selection. Based on extensive research, SNW has concluded that these areas are exploitable from an alpha- generation perspective for bond investors. SNW portfolio managers do not focus

their time and energy on active duration management as research has shown the direction and level of interest rates is unlikely to be consistently predictable over the long-term

Risk Management—Risk management is of paramount importance to SNW and is an upfront and ongoing consideration. Purchasing securities with strong fundamentals and structures is critical.

However, fundamentals can and do change. SNW continually monitors all portfolio positions and reacts accordingly. SNW credit analysts, who are responsible for individual security research, develop a buy list that comprises every credit available to SNW for purchase. Based on this buy list and SNW target strategy allocations (developed by the investment committee), SNW traders are tasked with purchasing the securities that offer the highest risk/adjusted yield. SNW will consider a sale if information received from SNW analysts indicates the fundamental financial condition of a credit and/or sector is weakening. SNW may also look to sell a security if it is determined it is overvalued relative to the risk profile or if a more attractive opportunity in the market presents itself.

At a minimum, SNW may sell a security in response to changes in:

- Credit spreads and relative values
- Deterioration in credit quality
- Deterioration of liquidity/marketability
- Broader financial market concerns

The SNW primary rule: SNW will sell any holding if and when SNW concludes that such holding has become or will become unsuitable for a client, given the client's investment objectives and tolerance for risk.

General Analytical Risk—SNW's analytical methods rely on the assumption that the entities whose securities SNW purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While SNW is alert to indications that data may be incorrect, there is always a risk that SNW's analysis may be compromised by inaccurate or misleading information.

Investment Strategy Overview

Core Investment Strategies

SNW Municipal—Investment grade tax-exempt municipal bonds; state-specific where applicable.

SNW Blend—Investment grade blend of tax-exempt municipal bonds and taxable bonds which may include corporate, treasury/agency, Government mortgage-backed securities ("MBS"), treasury inflation-protected securities ("TIPS"), and taxable municipal bonds. Sector mix is based on after-tax relative value.

SNW Taxable—Investment grade taxable bonds which may include corporate, treasury/agency, Government MBS, TIPS and taxable municipal bonds. Tax-exempt municipal bonds may also be held.

SNW Credit—Investment grade corporate and taxable municipal bonds. Tax-exempt municipal bonds may also be held.

Portfolio Durations

Ultra-Short—Weighted average portfolio duration of 0.5--1.5 years with individual bond maturities no greater than 3 years. The Ultra Short Duration Strategy exhibits minimal sensitivity to changes in interest rates.

Short—Weighted average portfolio duration of 2--3 years with individual bond maturities no greater than 7 years. The Short Duration Strategy exhibits limited sensitivity to changes in interest rates.

Intermediate—Weighted average portfolio duration of 3.5--4.5 years with individual bond maturities no greater than 12 years. The Intermediate Duration Strategy exhibits moderate sensitivity to changes in interest rates.

Long—Weighted average portfolio duration of 5--7 years with no limitation on individual bond maturities. The Long Duration Strategy exhibits extensive sensitivity to changes in interest rates.

Impact Overlay

General Impact Overlay—an undifferentiated approach to impact investing with assets being allocated to any available investment opportunity with impact potential. This includes impact opportunities related to the environment, education, housing, healthcare, social

improvement, energy efficiency and infrastructure improvements among other options.

Environmental Issues Focus—This approach leverages capital to address the key environmental challenges of today and tomorrow.

Educational Focus—This approach leverages capital to support better educational outcomes for the next generation.

Gender Equity Focus—This approach leverages capital to help empower women in the workplace and in society.

Risk of Loss

General Risk of Loss

The profitability of a significant portion of SNW's recommendations may depend to a great extent upon correctly assessing the future course of price movements of certain asset classes. There can be no assurance that SNW will be able to predict those price movements accurately. Investing in securities involves the risk of loss and clients should be prepared to bear potential losses.

Fixed Income Securities Risks

There are a number of risks associated with certain fixed income strategies that can result in significant variability in investment returns and a loss of income or capital value.

Credit Risk—Credit risk is the possibility that an issuer of debt security will be unable to make interest payments or repay principal when due and the related risk that the value of a security may decline because of concerns about the issuer's ability to make such payments. Credit risk may be heightened for portfolios that invest in lower quality bonds, including "high yield" securities.

Interest Rate Risk—Interest rate risk is the risk that interest rates may increase, which tends to reduce the resale value of certain debt securities, and as such the risk that the value of a portfolio will decline because of rising interest rates. In general, debt securities will increase in value when interest rates rise. Longer term debt securities are generally more sensitive to interest rate changes, and thus entail greater interest rate risk. Rising interest rates may also lengthen the duration of debt securities with call features, since exercise of the call becomes less likely as interest rates rise, which in turn will make the securities more sensitive to changes in interest rates and result in even steeper price declines in the event of further interest rate increases.

Municipal Securities Risk—Municipal securities are subject to various risks based on factors such as economic and regulatory developments, changes or proposed changes in the federal and state tax structure, deregulation, court rulings and other factors. Repayment of municipal securities depends on the ability of the issuer or project backing such securities to generate taxes or revenues. There is a risk that the interest on an otherwise tax- exempt municipal security may be subject to federal income tax. Typically, there is less public information available about municipal bonds than for other types of securities, such as corporate bonds or equities. The secondary market for municipal bonds, and particularly for high-yield municipal bonds, tends to be less well developed and less liquid than many other securities markets. As a result, an account may have to accept a lower price to sell a security, sell other securities to raise cash, or give up an investment opportunity, any of which could have a negative effect on performance.

Treasury Inflation-Protected Securities (TIPS) Risk—Inflation risk poses concerns for investors planning to live off of bond income, as inflation rises purchasing power is lowered. Typically, inflation- protected bonds have lower yields than conventional fixed- rate bonds. TIPS generally provide a hedge against inflation, however, during a deflation, the principal and income of inflation-protected bonds would likely decline in value.

Mortgage Backed Securities (MBS) Risk—MBS are often exposed to extension risk, where obligations on the underlying assets are not paid on time (which could happen if interest rates rise), and prepayment risks, where obligations on the underlying assets are paid earlier than expected (which could happen when interest rates fall). . These risks may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

Call Risk—Issuers have the option to call or redeem certain bonds prior to the maturity date. As such, there is a risk that there may not be bonds with similar characteristics paying the same interest rate available to buy with those proceeds if an issuer calls its bonds in a period of declining interest rates.

Reinvestment Risk—Reinvestment risk refers to the risk that future proceeds from investments may have to be reinvested at potentially lower interest rates, or that there may not be similar bonds available paying the same interest rate with equivalent quality, maturity or other characteristics. The reinvestment of proceeds into substantially dissimilar bonds may adversely impact the level of income generated or carry

different levels of risk.

International Risk—Fixed income securities of foreign issuers involve increased risks due to adverse issuer, political, regulatory, currency, market or economic developments. These developments may impact the ability of a foreign debt issuer to make timely and ultimate payments on its debt obligations to the portfolio or impair the portfolio's ability to enforce its rights against the foreign debt issuer. Foreign investments may also be less liquid and more difficult to value than investments in U.S. issuers.

Liquidity Risk—Due to a lack of demand in the marketplace or other factors, an account may not be able to sell some or all of the investments promptly, or may only be able to sell investments at less than desired prices. MBS and Asset-backed securities ("ABS") may be subject to greater liquidity risk in comparison to other fixed income securities such as government issued bonds. The market for lower-rated and unrated debt obligations and debt obligations backed by "subprime" mortgages may be less liquid than the market for other obligations, making it difficult for an account to value its investment in a lower-rated or unrated obligation or to sell the investment in a timely manner or at an acceptable price.

Disciplinary Information

SNW has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

On August 30, 2005, the West Virginia Office of the State Auditor Securities Commission ("WVASC") issued its Summary Order to Cease and Desist and Notice of Right to Hearing to AIM Advisors, Inc. ("Invesco Aim") (now known as Invesco Advisers) and Aim Distributors, Inc. ("ADI") (now known as Invesco Distributors, Inc.). The WVASC claimed that Invesco Aim and ADI violated the West Virginia securities laws. The WVASC ordered Invesco Aim and ADI to cease any further violations and seeks to impose monetary sanctions, including restitution to affected investors, disgorgement of fees, reimbursement of investigatory, administrative and legal costs and an "administrative assessment" to be determined by the Commissioner of the WVASC. We believe this matter is indefinitely suspended. Invesco Advisers is the indirect parent of SNW.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Invesco Advisers, an indirect parent of SNW, is registered as an investment adviser with the SEC and as a Commodity Pool Operator and a Commodity Trading Adviser with the Commodity Futures Trading Commission and is a member of the National Futures Association.

Invesco Advisers also has business arrangements with affiliated entities which are registered as: broker-dealers, investment companies, other investment advisers, a trust company, and an entity that creates or packages limited partnerships. In some cases, these business arrangements create a potential conflict of interest, or the appearance of a conflict of interest between Invesco Advisers and its client. Many U.S. and non-U.S. laws aim to limit these conflicts of interests. At Invesco Advisers we have policies and procedures designed to comply with these laws. For more information about other potential conflicts of interest, see Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

Broker – Dealer and Transfer Agency Affiliations

Invesco Capital Markets, Inc. ("ICMI") OppenheimerFunds Distributors, Inc. ("OFDI") and Invesco Distributors, Inc. ("IDI") are wholly owned subsidiaries of Invesco Advisers. ICMI, OFDI and IDI are registered broker-dealers with the SEC under the Securities Exchange Act of 1934, as amended ("34 Act") and are members of the Financial Industry Regulatory Authority ("FINRA"), the Municipal Securities Rulemaking Board ("MSRB") and the Securities Investor Protection Corporation ("SIPC").

Invesco Advisers utilizes ICMI to facilitate certain equity trades on behalf of Registered Funds, other client accounts and certain accounts of its investment adviser affiliates Invesco Canada Ltd. and Invesco Capital Management LLC. These trades are then sent to another firm for execution and clearing services.

Certain management persons of Invesco Advisers are registered representatives of OFDI, IDI and ICMI.

Invesco Investment Services, Inc. ("IIS") is a registered transfer agent that acts as transfer agent for the Registered Funds advised by the Invesco Advisers (the "Invesco Funds"). IIS receives fees for its provision of transfer agency services to certain Invesco Funds.

Affiliated Investment Advisers

The following other registered investment adviser are subsidiaries of Invesco Ltd, an indirect parent of SNW. For more complete information regarding these related persons, please refer to filings made with the SEC by the following related persons:

- Invesco Asset Management Deutschland, GMBH File No. 801-67712
- Invesco Asset Management (Japan) Limited File No. 801-52601
- Invesco Asset Management Limited File No. 801-50197
- Invesco Canada Ltd. File No. 801-62166
- Invesco Hong Kong Limited File No. 801-47856
- Invesco Private Capital, Inc. File No. 801-45224
- Invesco Senior Secured Management, Inc. File No. 801-38119
- Invesco Asset Management (India) PVT. LTD. File No. 801-108727
- Invesco Capital Management LLC File No. 801-61851
- Invesco Global Real Estate Asia Pacific, Inc. File No. 801-74650
- Invesco Investment Advisers LLC File No. 801-1669
- Invesco Real Estate Management S.A.R.L. File No. 801-112251
- IRE (Cayman) Limited File No. 802-74648
- Jemstep, Inc. File No. 801-70734
- WL Ross & Co. LLC File No. 801-67779
- OppenheimerFunds, Inc. File No. 801-8253
- OFI Global Asset Management, Inc. File No. 801-76771
- OFI Private Investments Inc. File No. 801-57520
- OFI Global Institutional, Inc. File No. 801-60027
- OFI SteelPath, Inc. File No. 801-77030
- HarbourView Asset Management Corporation File No. 801-27136
- OFI Advisors, LLC File No. 801-6361
- OC Private Capital, LLC File No. 801-112066

Invesco Trust Company

Invesco Trust Company, a Texas state bank, is a wholly owned, indirect subsidiary of Invesco Ltd. that serves as trustee and investment manager to the Collective Trust Funds.

Third Party Trading Platforms

Invesco Advisers owns 4.9% of the voting securities of Luminex Trading & Analytics LLC (Luminex), a joint venture with other asset managers. The Luminex trading platform is designed to serve as an alternative trading system that allows institutional investors to trade large blocks of shares. From time to time, Invesco Advisers will execute trades for the Invesco Funds and other advisory clients through the Luminex trading platform. Invesco Advisers does not receive any compensation from Luminex for the execution of any client trades. However, at some point Invesco Advisers may receive dividends from Luminex for such period of time until Invesco Advisers has recouped its initial investment in Luminex. Invesco has a senior employee who serves as a member of Luminex Board

of Directors and another senior employee who is a member of the Audit Committee. The selection of Luminex for trade execution creates an appearance of a conflict of interest.

Invesco Canada Holdings, Inc., an affiliate of Invesco Advisers is an investor in Aequis Innovations Inc. ("Aequis"), owning approximately 2.39% on an "as converted" basis. Aequis is the parent company of NEO Exchange Inc. (the "Aequis NEO Exchange"), a Canadian stock exchange. An affiliate of Invesco Advisers may execute trades for the Invesco Funds through the Aequis NEO Exchange via the use of the Global Trading Desk. A senior officer of Invesco Advisers currently serves on the Aequis NEO Exchange Board of Directors.

Affiliated Index Provider

Invesco Indexing LLC ("Invesco Indexing"), an affiliate of Invesco Advisers, develops indices (each, an "Invesco Index") that are used by client accounts advised by Invesco Advisers and/or used by Commingled Funds purchased and sold by Invesco Advisers on behalf of its clients. Invesco Indexing determines the composition and relative weightings of the securities in each Invesco Index. In order to manage potential conflicts of interest, Invesco Advisers and Invesco Indexing have policies and procedures designed to prevent the undue influence of Invesco Advisers in the operation of any index developed by Invesco Indexing. Among other matters, these policies and procedures provide for information barriers to restrict the sharing of confidential information (for example, from portfolio management and trading). Where Invesco Indexing is the index provider for client accounts advised by Invesco Advisers, Invesco Advisers will in certain instances pay licensing fees to Invesco Indexing for the use of an Invesco Index when consistent with applicable law. For information concerning index-related risks, please see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss).

Invesco Investment Solutions

Invesco Investment Solutions, a business unit within Invesco Advisers, delivers tailored investment solutions to help clients drive better results and are available through a wide variety of investment vehicles including target risk funds, college savings portfolios and custom investment solutions sponsored or managed by Invesco Advisers and its affiliates.

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

Code of Ethics

Invesco Advisers and its affiliates have adopted a written Code of Ethics (the "Code") and Policy Statement on Insider Trading Prohibitions. The Code, which is designed to comply with Rule 204A-1 under the Advisers Act, establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. The Code helps Invesco Advisers detect and prevent potential conflicts of interest.

The Code applies to all Invesco Advisers employees, and employees of substantially all of Invesco Advisers' subsidiaries. Pursuant to the Code, certain personnel ("Adviser Personnel") are required to report all personal brokerage accounts, company and other institutional accounts subject to the Code in which they have a direct or indirect beneficial ownership interest.

In accordance with the Code, employees may invest in securities held by or deemed suitable for client accounts upon prior approval from the Compliance Department. Notwithstanding the foregoing, no prior approval is required to invest in other types of investments, including U.S. government securities, money market instruments, variable insurance products, open-end mutual funds and ETFs.

Trading for employee or client accounts will be restricted due to certain relationships with an actual or potential investee company. Invesco Advisers maintains and monitors a restricted list for such situations which is designed to avoid potential conflicts of interest or the appearance of an undue influence in the selection of investments.

The Code is available to clients or prospective clients upon request.

Conflicts of Interest

Invesco Advisers and its related entities engage in a broad range of activities, including investment activities for their own account and for the account of other investment funds, and provide transaction-related, investment advisory, management and other services to funds and operating companies. In the ordinary course of conducting its activities, the interests of a client will, from time to time, conflict with the interests of Invesco Advisers, other clients, or their respective affiliates. Certain of these conflicts of interest, as well a description of how Invesco Advisers addresses such conflicts of interest, can be found below.

The material conflicts of interest encountered by a client include those discussed below, although the discussion below does not necessarily describe all of the conflicts that may be faced by a client. Other conflicts may be disclosed throughout this brochure and the brochure should be read in its entirety for other conflicts. Our policies and procedures are intended to identify these and other potential conflicts and to assure that in all instances client interests come first.

Portfolio Manager Conflicts of Interest

Portfolio managers managing multiple accounts are subject to the following actual or apparent conflicts of interest:

- The management of multiple accounts can result in a portfolio manager devoting unequal time and attention to the management of each account. Invesco Advisers seeks to manage such competing interests by having portfolio managers focus on a particular investment discipline. Generally, the portfolio manager will use the same investment model for a given investment discipline with respect to Wrap Program accounts managed by Invesco Advisers, non-Invesco Funds and those Funds for which he/she is also responsible. Therefore, Wrap Program and other client accounts following the same investment strategy typically hold the same or similar securities.
- A portfolio manager could identify a limited investment opportunity that would be suitable for some but not all advisory accounts they manage. Invesco Advisers, and the Funds, have adopted procedures for allocating portfolio transactions across multiple accounts to mitigate these conflicts. See "Trade Allocation" below for further information.

Inconsistent Investment Positions and Strategies, and Timing of Competing Transactions

From time to time, Invesco Advisers and its affiliates will buy, sell or hold securities in the same investment products as it or related persons have some financial interest, including ownership. In addition, Invesco Advisers and other affiliates may buy, sell or hold the same securities that they may have recommended to clients while also advising the opposite investment decision for one or more other clients. These positions and actions may result in an adverse impact or in some instances may benefit one or more affected clients, including clients that are our affiliates.

Invesco Advisers will also face conflicts of interest when the Firm holds significant positions in illiquid securities in side-by-side accounts. In a similar manner, transactions or investments by one or more clients could cause a dilution or otherwise disadvantage the values, prices or investment strategies of another client.

Under certain circumstances, a client will invest in a transaction in which one or more other clients are expected to participate or already have made or will seek to make, an investment. Such clients (or groups of clients) will have conflicting interests and objectives in connection with such investments, including with respect to views on the operations or activities of the issuer involved, the targeted returns from the investment and the timeframe for, and method of exiting the investment.

Certain clients of Invesco Advisers and its affiliates invest in bank debt and securities of companies in which other clients hold securities, including equity securities. In the event that such investments are made by a client account, the interests of such client account could be in conflict with the interest of such other client account particularly in circumstances where the underlying company is facing financial distress. The involvement of such persons at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors.

Investment of Invesco Advisers and its Affiliates Capital

From time to time, Invesco Advisers and/or other Invesco affiliates ("Invesco") will invest their own capital in securities or investment vehicles in which clients also have investments. Although Invesco generally invests only in liquid instruments including, but not limited to, U.S. Treasury securities and corporate debt obligations, Invesco may invest in any asset class.

Investment in and Offerings of Affiliated Products

From time to time, Invesco Advisers will either invest client assets in affiliated products or propose investment models which include affiliated products to clients. In certain cases, Invesco Advisers has an incentive to allocate investments to such affiliated products in order to generate additional fees for Invesco Advisers or its affiliates. This is particularly applicable to clients of Invesco Investment Solutions.

Investment in Affiliated Accounts

From time to time, Invesco Advisers and/or its affiliates will provide investment advice to limited partnerships, limited liability companies or other types of legal entities formed to make investments. Invesco Advisers and/or any other Invesco affiliates may be a limited partner or act as the general partner (or in similar capacities), and own a percentage of the entity. In these cases, Invesco Advisers or an affiliate will also receive a portion of the profits. Invesco Advisers may invest client accounts in, or recommend the purchase of, affiliated commingled funds. Invesco Advisers may also, in appropriate circumstances and consistent with the client's investment objectives and applicable law, recommend to clients' investment products in which the Firm or a related party has a financial interest. Invesco Advisers has an incentive to allocate investments to these types of affiliated client accounts in order to generate additional fees for Invesco Advisers or its affiliates.

Fund Co-Investment

If Invesco Advisers determines that a co-investment partner makes sense for a particular Fund investment, subject to Fund offering materials, Invesco Advisers will from time to time make such investment opportunity available to third parties, including other clients of Invesco Advisers and its affiliates, third-party sponsors and other investors. Such co-investors may or may not pay management, performance, or other fees to Invesco Advisers or its affiliates with respect to such investment, and could receive a different allocation of expenses.

Employee Co-investment Program

From time to time, Invesco Advisers employees, officers or directors may be offered the opportunity to participate in a co-investment program with Invesco or an affiliate. Such opportunities include investments in both public and non-public securities.

Invesco Advisers employees, officers or directors may purchase securities in non-public transactions outside the context of co-investment programs. Thereafter, Invesco Advisers and/or any other Invesco affiliate may recommend the purchase of publicly issued securities of the same issuers for their clients. In this event, the Invesco Advisers employee, who made a personal investment in a non-public transaction of such issuer, will not participate in the consideration of whether Invesco clients should invest in that issuer's securities. Such consideration will be subject to independent review by the Firm's investment personnel having no personal investment in the issuer.

From time to time, certain employees of Invesco Advisers and/or any other Invesco affiliates may invest in securities held by or deemed suitable for our clients if prior approval is obtained from the Compliance Department. Notwithstanding the foregoing, no prior approval is required of Invesco Advisers employees to invest in other types of investments, including U.S. government securities, money market instruments, variable insurance products, open-end mutual funds and ETFs). A "de minimis exemption" under the Code is available to some employees if certain requirements have been met.

Trading for certain employee or client accounts (Funds, or in some cases, specific Funds and/or Wrap Programs only) may be restricted due to certain relationships with an actual or potential investee company. Invesco Advisers maintains and monitors a restricted list for such situations which is designed to avoid potential conflicts of interest or the appearance of an undue influence in the selection of investments.

Information Possessed or Provided by Adviser

Availability of Proprietary Information

In connection with Invesco Advisers' activities, certain persons within Invesco Advisers will receive information regarding proposed investment activities for Invesco Advisers that is not generally available to the public. Also, Invesco Advisers has access to certain fundamental analyses, research and proprietary technical models developed internally or by other members of Invesco Ltd., its affiliates, and certain third-parties and their respective personnel. There will be no obligation on the part of Invesco Advisers to make available for use by a client, or to effect transactions on behalf of a client on the basis of any such information, strategies, analyses, or models known to them or developed in connection with their own proprietary or other activities. Similarly, one or more clients will have, as a result of receiving client reports or otherwise, access to information regarding Invesco Advisers' transactions or views that are not available to other clients, and may act on such information through accounts managed by persons other than Invesco Advisers.

Material, Non-Public Information

Invesco Advisers will from time to time receive material, non-public information, which if disclosed may affect an investor's decision to buy, sell or hold a security. Under applicable law, employees of Invesco Advisers are generally prohibited from disclosing or using such information for their own personal benefit or for the benefit of any other person, regardless of whether that person is a client. Accordingly, should an employee of Invesco Advisers obtain material, non-public information with respect to an issuer, he or she is generally prohibited from communicating that information to, or using that information for the benefit of Invesco clients. Holdings of securities or other instruments of an issuer by Invesco Advisers or its affiliates may affect the ability of Invesco clients to buy, sell or hold investments and such issuer. Invesco Advisers has no obligation or responsibility to disclose the information to, or use such information for the benefit of, any person (including Invesco clients) even if requested by Invesco Advisers or its affiliates and even if failure to do so would be detrimental to the interests of that person.

Other Potential Conflicts of Interest

Invesco Advisers and the Funds will generally engage common legal counsel and other advisers in a particular transaction, including a transaction in which there are conflicts of interest. Members of the law firms engaged to represent the Funds may be investors in a Fund, and may also represent one or more portfolio companies or investors in a Fund. In the event of a significant dispute or divergence of interest between Funds, Invesco Advisers and/or its affiliates, the parties may engage separate counsel in the sole discretion of Invesco Advisers and its affiliates, and in litigation and other circumstances separate representation may be required.

Invesco Advisers and its personnel have in the past and will, from time to time in the future, receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of a Fund, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as Fund expenses could result in "miles" or "points" or credit in loyalty/status programs to Invesco Advisers and/or its personnel, and such rewards and/or amounts will exclusively benefit Invesco Advisers and/or such personnel and will not otherwise be shared with such Fund, its investors and/or the portfolio companies.

Fees Received by SNW and its Affiliates

SNW, on behalf of its client accounts, may invest in securities, assets, funds or products with respect to which SNW's affiliates receive a fee for investment advisory, administrative, index component selection, marketing, distributing or other services. The receipt of compensation by SNW's affiliates may create a conflict of interest for SNW's client accounts and may create an incentive for SNW to invest in such funds or products. SNW will address any such conflict by crediting or waiving its advisory and/or management fees to offset such compensation received by its affiliates.

SNW and its affiliates may receive greater fees or other compensation (including performance-based fees) from one client account compared to another client account, which may create an incentive for SNW or its affiliates to favor such accounts. SNW and its affiliates have or will have adopted policies, procedures and guidelines to address and minimize any potential conflicts of interest that may arise as a result of such arrangements. These policies and procedures are designed to monitor and prevent SNW from inappropriately favoring one type of an account over another.

Generally, SNW makes allocation decisions at the strategy-level, followed by an assessment of how to allocate investments between clients within the same strategy regardless of the investment advisory fees paid to SNW.

Trading and Brokerage Selection

SNW and/or its affiliates may have ownership interests or business relationships with broker-dealers, securities exchanges or other entities that facilitate trade execution. A conflict may arise in instances where SNW's affiliates direct trades to such a broker-dealer or entity, or directs trades to a broker-dealer based on an understanding that such broker-dealer will execute a certain volume of such trades through a securities exchange in which its affiliate has an ownership interest, that will directly or indirectly benefit that affiliate. While SNW or its affiliates seek to achieve best execution and will not consider ownership interests or business relationships of its affiliate as a factor when seeking to achieve best execution, such trades may result in a benefit to that affiliate.

Principal Transactions

From time to time, SNW and/or its affiliates may engage in principal securities transactions in which it purchases or sells securities from an account of Adviser or an affiliate to an account of a client in compliance with applicable law, including the Advisers Act. The execution of each principal securities transaction is subject to the approval of each client participating in such transaction and the applicable regulatory requirements. Moreover, there may be a conflict of interest in instances where SNW or its affiliates own more

than 25% of a fund (other than a mutual fund engaging in interfund cross trades in compliance with Rule 17a-7 under the Investment Company Act) advised by SNW or its affiliates (i.e., a proprietary fund). In such circumstances, that fund will be placed on a cross trading restricted list to prevent SNW or its affiliates from affecting any such cross trade with any those funds.

Brokerage Practices

SNW primarily invests in fixed-income securities, which are traded in dealer markets. When determining which dealers with whom to trade, SNW takes into account dealers' (i) expertise and market-making capabilities with respect to the type of securities being bought or sold, (ii) history of making competitive bids and offers, and (iii) history of flexibility with respect to settlement dates. It is SNW's practice to transact business with the dealer making the best bid or offer on each security transaction, consistent with settlement date needs of its clients.

Research and Other Soft Dollar Benefits

SNW does not use soft dollars for any accounts. SNW generally does not accept research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions.

Brokerage for Client Referrals

SNW does not consider, in selecting broker-dealers, whether SNW or a related person receive client referrals from such broker-dealer or third parties.

Directed Brokerage

SNW does not recommend, request or require that a client direct execution of transactions through a specified broker-dealer and SNW does not permit its clients to direct execution of transactions through a specified broker-dealer.

Trade Aggregation and Allocation

SNW will aggregate trades across various client accounts. This is done only when the purchase or sale of a security is in the best interest of each individual client account. When a trade is aggregated across client accounts, one or all of the following characteristics of each individual account is considered: chosen investment strategy, risk tolerance, investment objective, investment horizon, liquidity needs, place of residence, marginal tax bracket, and any limits or preferences the client has specified regarding their account.

In allocating the aggregated trades to client accounts, SNW's practice is to allocate securities to portfolios on a fair and equitable basis, taking into account (i) the suitability of the available security for each portfolio, given the credit and maturity profiles of the portfolios, (ii) the proportion of cash awaiting investment to the overall size of each portfolio, (iii) the opportunity to break the security purchased into transactional-efficient multiples when distributing allocations among portfolios, and (iv) the availability of close substitutes among securities offered in the new issue and secondary markets.

Cross Trades

SNW may effect cross transactions between client accounts where one client account purchases securities held in another client account.

Typically, SNW will arrange for cross transactions to be effected through a third-party broker-dealer, however, from time to time, SNW may effect cross transactions without the use of a broker-dealer. Cross transactions in municipal bonds are effected at a price obtained from an independent pricing service, plus or minus any applicable mark-up or mark-down ("transaction cost") charged by the facilitating broker-dealer to the applicable clients. Cross transactions in bonds other than municipal bonds are effected at a price equal to the mean between the highest bid and lowest ask obtained on the bond, plus or minus any transaction costs charged by the facilitating broker-dealer to the applicable clients. These transaction costs will result in a client paying more for a purchase or receiving less from a sale than if the trade was crossed without the use of a broker-dealer. SNW will arrange for cross transactions to be effected only when they are in the best interest of all affected clients, when such transactions satisfy its duty of best execution, and when SNW has a reasonable basis for believing that the price at which the transaction is booked is fair to all affected clients. SNW does not effect cross transactions between or among client accounts governed by the U.S. Employee Retirement Income Security Act of 1974, as amended.

Review of Accounts

Account Reviews

SNW monitors investment portfolios as part of a continuous and ongoing process. All investment advisory clients are encouraged to discuss their needs, goals and objectives with SNW and to keep SNW informed of any changes thereto. SNW contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. On a quarterly basis, SNW also sends performance reports, which clients are encouraged to compare with the information contained in the account statements they receive from their custodians.

Client Referrals and Other Compensation

Client Referrals

SNW is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. SNW may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in the *Code of Ethics, Participation or Interest in Client Transactions and Personal Trading* section above.

In addition, if a client is introduced to SNW by either an unaffiliated or an affiliated solicitor, SNW may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Unless otherwise disclosed, any such referral fee is paid solely from SNW's investment management fee and does not result in any additional charge to the client. If the client is introduced to SNW by an unaffiliated solicitor, the solicitor provides the client with a copy of this Brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of SNW discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of this Brochure at the time of the solicitation.

Participation in Fidelity Wealth Advisor Solutions®

SNW participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which SNW receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. SNW is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control SNW, and FPWA has no responsibility or oversight for SNW's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for SNW, and SNW pays referral fees to FPWA for each referral received based on SNW's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to SNW does not constitute a recommendation or endorsement by FPWA of SNW's particular investment management services or strategies. More specifically, SNW pays an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by FPWA. In addition, SNW has agreed to pay FPWA a minimum annual fee amount in connection with its participation in the WAS Program. These referral fees are paid by SNW and not the client.

To receive referrals from the WAS Program, SNW must meet certain minimum participation criteria, but SNW may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, SNW may have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and SNW may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to SNW as part of the WAS Program. Under an agreement with FPWA, SNW has agreed that it will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, SNW has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when SNW's fiduciary duties would so require. However, participation in the WAS Program does not limit SNW's duty to select brokers on the basis of best execution.

Custody

SNW's Agreement and/or the separate agreement with any Financial Institution may authorize SNW through such Financial Institution to debit the client's account for the amount of SNW's fee and to directly remit that management fee to SNW in accordance with applicable custody rules.

The Financial Institutions, all of which are "qualified custodians" as defined in the Adviser's Act, recommended by SNW have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to SNW. In addition, as discussed in the *Review of Accounts* section above, SNW also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from SNW.

Investment Discretion

Generally, pursuant to investment management agreements, clients retain SNW on a discretionary basis to provide continuous investment advice which includes the authority to determine the type and amount of securities or other assets to be purchased or sold, the broker-dealer to be used and the commissions to be paid.

Typically, SNW will have full investment decision-making authority over the type of investments and brokerage for a client's account in a manner that is consistent with such client's investment objectives and guidelines. From time to time, a client may impose restrictions through written instructions, the investment guidelines or the investment management agreement on certain investments from its account or direct that SNW use or not use certain broker-dealers to execute transactions for its account.

Voting Client Securities

Typically, SNW does not vote proxies on fixed income securities. To the extent SNW has the opportunity to vote and has been granted the authority to vote portfolio proxies, SNW owes a fiduciary duty to its clients to monitor corporate events and to vote proxies consistent with the best interests of its clients, and, when applicable, their shareholders. In this regard, SNW seeks to ensure that all votes are free from unwarranted and inappropriate influences. Accordingly, SNW generally votes portfolio proxies in a uniform manner for its clients and in accordance with its Proxy Voting Policies and Guidelines ("Guidelines"), subject to the contrary direction of the respective advisers of the sub-advised funds/accounts or instructions of the other accounts. If a portfolio manager requests that SNW vote in a manner inconsistent with its Guidelines, the portfolio manager must submit his/her rationale for voting in this manner to the Proxy Voting Committee ("Committee"). The Committee will review the portfolio manager's rationale to determine that such a request is in the best interests of its clients (and, if applicable, its shareholders).

In meeting its fiduciary duty, SNW generally undertakes to vote portfolio proxies with a view to enhancing the value of the company's stock held by its clients. Similarly, when voting on matters for which the Guidelines dictate a vote is decided on a case-by-case basis, SNW's primary consideration is the economic interests of its clients.

From time to time, a client may be asked to enter into an arrangement, in the context of a corporate action (e.g., a corporate reorganization), whereby the client becomes contractually obligated to vote in a particular manner with respect to certain agenda items at future shareholders' meetings. To the extent practicable, portfolio managers must notify the Committee of these proposed arrangements prior to contractually committing a Client to vote in a set manner with respect to future agenda items. The Committee will review these arrangements to determine that such arrangements are in the best interests of the clients (and, if applicable, their shareholders), and the Committee may ask a portfolio manager to present his/her rationale in support of their proposed course of action.

SNW votes proxies without regard to any other business relationship between SNW (or its affiliates) and the company to which the portfolio proxy relates. To this end, SNW must identify material conflicts of interest that may arise between the interests of a client (and, if applicable, its shareholders) and SNW, its affiliates or their business relationships. A material conflict of interest may arise from a business relationship

between a portfolio company or its affiliates (together the “company”), on one hand, and SNW or any of its affiliates, on the other, including, but not limited to, the following relationships:

SNW provides significant investment advisory or other services to a company whose management is soliciting proxies or SNW is seeking to provide such services;

- a company that is a significant selling agent of SNW's products and services solicits proxies;

SNW serves as an investment adviser to the pension or other investment account of the portfolio company or SNW is seeking to serve in that capacity; or

SNW and the company have a lending or other financial-related relationship.

In each of these situations, voting against company management's recommendation may cause SNW a loss of revenue or other benefit.

SNW and its affiliates generally seek to avoid such material conflicts of interest by maintaining separate investment decision making processes to prevent the sharing of business objectives with respect to proposed or actual actions regarding portfolio proxy voting decisions. The Committee maintains a list of companies that, based on business relationships, may potentially give rise to a conflict of interest (“Conflicts List”). In addition, SNW and the Committee employ the following procedures to further minimize any potential conflict of interest, as long as the Committee determines that the course of action is consistent with the best interests of the client, and, if applicable, its shareholders:

- If the proposal for a company on the Conflicts List is specifically addressed in the Guidelines, SNW will vote the portfolio proxy in accordance with the Guidelines. If the proposal for the company on the Conflicts List is not specifically addressed in the Guidelines, or if the Guidelines provide discretion to SNW on how to vote (i.e., on a case-by-case basis), SNW will vote in accordance with its proxy voting agent's general recommended guidelines on the proposal provided that SNW has reasonably determined there is no conflict of interest on the part of the proxy voting agent.
- With respect to proposals of a company on the Conflicts List where a portfolio manager has requested that SNW vote (i) in a manner inconsistent with the Guidelines, or (ii) if the proposal is not specifically addressed in the Guidelines, in a manner inconsistent with the proxy voting agent's generally recommended guidelines, the Committee may determine that such a request is in the best interests of the client (and, if applicable, its shareholders) and does not pose an actual material conflict of interest. In making its determination, the Committee may consider, among other things, whether the portfolio manager is aware of the business relationship with the company, and/or is sufficiently independent from the business relationship, and to the Committee's knowledge, SNW has been contacted or influenced by the company in connection with the proposal.

If none of the previous procedures provides an appropriate voting recommendation, the Committee may: (i) determine how to vote on the proposal; (ii) recommend that SNW retain an independent fiduciary to advise SNW on how to vote the proposal; or (iii) determine that voting on the particular proposal is impracticable and/or is outweighed by the cost of voting and direct SNW to abstain from voting.

A client can obtain information regarding how SNW voted securities in their account by contacting their SNW representative. SNW's Guidelines are available upon request.

Financial Information

SNW does not require or solicit prepayment of fees from its clients. The Adviser currently has no financial condition that is reasonably likely to impair its ability to meet its contractual and fiduciary commitments to clients. In addition, SNW has not been the subject of a bankruptcy proceeding at any time during the past ten years.

Privacy Policy

Invesco Advisers recognizes the importance of respecting the privacy of our clients and is committed to safeguarding against the unauthorized disclosure of, or access to, the nonpublic personal client information we acquire. Invesco Advisers collects nonpublic personal information about you from applications or other forms you complete and from your transactions with us, or our affiliates. Invesco Advisers does not disclose information about you, or our former customers, to our affiliates or to service providers or other third parties except on the limited basis permitted by law.