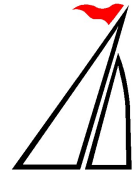

WINDWARD CAPITAL MANAGEMENT Co.

RISK AVERSE ASSET MANAGEMENT

INFORMATION CONTAINED IN FORM ADV, PART 2A



WINDWARD CAPITAL MANAGEMENT CO.

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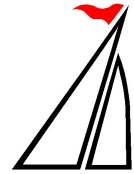
April 3, 2024

Item 1 Cover Page

This brochure provides information about the qualifications and business practices of Windward Capital Management Company (“Windward”). If you have any questions about the contents of this brochure, please contact us at 310-893-3000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Registration as an investment advisor does not imply a certain level of skill or training.



Item 2 Material Changes

There are no material changes to report at this time.

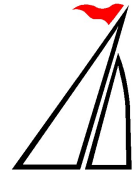
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Item 4 Advisory Business

Windward Capital Management Company (“Windward”) is a wholly owned subsidiary of Windward Capital Group, Inc. (“WCG”), and an affiliate of S.L. Reed & Company (SLR), a FINRA registered broker/dealer. WCG is a wholly owned subsidiary of Windward Group Holding Co. LLC. Windward was incorporated on October 10, 1995, and has been in operation since January 1996.

The sole business of Windward is to provide fee-based investment supervisory services to all of



its clients. Investment advisory fees are calculated as a percentage of assets under management. All clients' portfolios are managed on a discretionary basis, and Windward offers equity, balanced, options, and fixed income management services.

Windward offers advice on the following: equity securities, including exchange-listed securities, securities traded over-the-counter and convertible bonds; foreign issues; warrants; corporate debt securities (other than commercial paper); commercial paper; certificates of deposit; municipal securities; investment company securities, including mutual fund shares; United States government securities; and option contracts on securities.

Windward does specific analysis of each client's individual investment experience, sophistication, and needs to determine which investment strategy would be in the client's best interest. If desired, clients may also impose restrictions on investment, including requesting to have equities selected that reflect a social or environmentally sensitive investment strategy.

The primary product offered by Windward is called "Risk Averse Asset Management," referred to as RAAM. RAAM is available to clients as an all-equity product, or as part of a balanced account containing stocks and bonds.

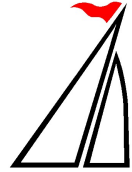
In the world of investment management, there are a number of different investment styles that can be employed in the management of a client's portfolio. The two most common styles are Growth and Value, and many investment managers adhere strictly to one or the other of these styles in the belief that one is superior to the other. We disagree with this approach.

Historic performance comparisons between growth and value stocks tend to suggest that neither style, if used to the exclusion of the other, is more likely to produce better performance results. For this reason, Windward's Risk Averse Asset Management (RAAM) portfolios are often constructed using both growth and value securities.

In addition to RAAM, Windward also offers other investment strategies:

Capital Appreciation (CapApp): Our Capital Appreciation (CapApp) strategy is a Large Cap Growth strategy focusing primarily on the growth characteristics of the companies within our economic and sector themes. The portfolios nonetheless are constructed to mitigate risk and experience less volatility than a traditional Growth portfolio, while achieving superior results.

Equity Income: This strategy is designed for clients who are seeking moderate income with the potential for moderate growth. Dividend paying equities, exchange traded funds (ETFs), Master



Limited Partnerships (MLPs) and fixed income securities are used with differing asset allocations, depending on a number of economic factors. Equities, however, will normally be over-weighted in the portfolio.

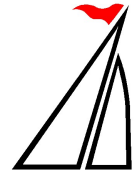
Balanced Growth: Many investors do not feel that they can accept the risk of an all-equity portfolio. Windward offers the Balanced Growth strategy to address this issue by incorporating the potential added stability of bonds to the portfolio RAAM or CapApp equity portfolio. While the size of the bond allocation can be tailored for the client's individual investment goal, a 30% to 35% allocation to fixed income securities, including Fixed Income ETF's is quite common among our clients.

Balanced Income: With a typical asset allocation with 65% fixed income and only 35% equities, the Balanced Income accounts are among the most conservative that Windward manages. Many clients with a need for high current income (combined with an opportunity to offset inflation) have found these accounts offer the potential income they need, even as they seek to protect their consumer buying power from inflation. Again, the size and characteristics of the fixed income securities, including fixed income ETF's used can be tailored to fit the individual client.

Balanced Equity Income: clients who want a balanced strategy, but prefer not to incorporate growth stocks, may choose this strategy which combines features from two of the above strategies. Fixed income securities as used in the Balanced strategies are combined with dividend producing equities used in the Equity Income strategy.

Fixed Income: In addition to the above balanced strategies, clients may choose to have a portfolio constructed entirely of fixed income products. Generally, our fixed income philosophy centers on our belief that bonds with intermediate maturities can capture the majority of the yield available from bonds with long maturities. By dollar-weighting our fixed income investments to reflect this belief, we feel that we are better able to control both interest rate and credit risk. Technical analysis may also be used to fine tune exit or entry points for each investment.

The Windward fixed income process incorporates client objectives, tax considerations, investment alternatives, average maturity and duration targets. Windward generally purchases fixed income securities with a 10-year maximum maturity, and prefers a 5-year average maturity for the fixed income portion of these portfolios. Windward does not normally use the strategy known as "laddering" wherein specific bonds are bought so that each will mature at a different date in the future.



Unless directed by the client, Windward may use high yield bonds in the fixed income portion of a client portfolio. Such bonds generally carry a Standard & Poor's rating of BB, which is one grade or more below what most investors and rating agencies consider "investment grade" and, therefore, carry a greater risk that the issuer will not be able to meet the interest payment obligation.

Focus: Windward offers a concentrated equity investment strategy called Focus. The investment objective of this strategy is to achieve long-term capital appreciation by investing in the equities of a limited number of companies with enhanced growth potential, typically in the stocks of 10 companies. As a result of this focus on a smaller number of companies, industries, and/or economic sectors, the portfolio may be volatile and/or experience high turnover.

Windward acts as sub-advisor on certain wrap fee program accounts introduced to Windward by outside broker/dealers, for which Windward receives a management fee as a percentage of portfolio assets. In all such cases, all trades are conducted at the custodial brokerage firms; in all other ways, wrap-fee accounts are managed in the same manner as other accounts with the same strategy.

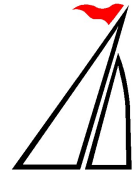
As of December 31, 2023, Windward managed \$1,184,914,609.44 of client assets on a discretionary basis. Windward does not hold assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

Windward charges an annual management fee for its services. Fees are charged quarterly in advance, and are due and payable on the first day Windward has been hired to manage a client's assets. Management fees are deducted directly from clients' assets, or at Windward's sole discretion, clients may request to be billed and pay management fees separately. Fees are deducted from clients' accounts directly from the custodian, or for directly billed accounts, bills are sent within 15 days of quarter end to the record address of the client. Windward personnel and their relatives may be exempt from management fees. Fees may be negotiated.

The annual fee for all-equity or balanced accounts is as follows:

1.25% on the first \$3 million of assets under management
1.00% on the next \$2 million of assets under management
0.85% on the next \$5 million of assets under management
0.70% over \$10 million of assets under management



The minimum annual fee for equity or balanced accounts is \$5,000

The annual fee schedule for Fixed-Income Accounts is as follows:

0.60% on the first \$10 million of assets under management
0.50% on the next \$5 million of assets under management
0.40% on the next \$5 million of assets under management
0.30% on any amounts in excess of \$20 million of assets under management.

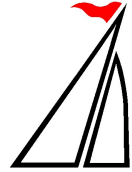
The minimum annual fee for Fixed Income Accounts is \$5,000.

Certain clients will be subject to a fee schedule that may be lower than the schedule shown above. Multiple accounts from the same investor may, at Windward's sole discretion, also be combined for calculation of fee purposes.

A client may terminate asset management services by providing Windward with thirty days' prior written notice of such termination. After the thirty-day period has expired, a pro-rated amount of fees covering the remaining period will be promptly and fully refunded. Windward, in its sole discretion, may allow certain clients to terminate with less than thirty days' notice, however management of the client's account always ends when written notice is received.

Windward may enter into client referral arrangements with various consultants, including but not limited to investment advisors and broker/dealers, whereby Windward's standard fee schedule may be increased or reduced by an agreed upon amount for those clients referred by the consultant, never to exceed the statutory maximum. The client may pay a fee to both the consultant and Windward, or Windward may pay the consultant with a portion of its fees. The combined fees paid by the referred clients will generally be greater than the fees the client would pay if not referred to Windward by the consultant.

In addition to management fees, clients with outside custodians or directed brokerage agreements may incur other fees and expenses in connection with our advisory services. All fees incurred in the course of management are in addition to management fees, unless specifically disclosed by Windward. Clients who have directed Windward to make the custody and trade execution designation pay no trade commissions or custody fees. Clients who own mutual fund assets or exchange traded funds, including money market funds, may be paying two fees for the management of those assets, one to Windward and one to the manager of the mutual fund.



Clients with margin balances or loans against the value of their securities pay interest on a monthly basis for these balances.

Windward employees, acting in their role as registered representatives with an affiliated broker/dealer may receive compensation for transacting business in other types of financial products, not associated with clients' Windward portfolio. This practice may constitute a conflict of interest to Windward or the employee in that it may give them an incentive to recommend investment products based on the compensation received. All accounts and transactions offered by Windward employees who are also registered representatives are reviewed and approved by a principal of SLR, and must be determined to be in the client's best interest. Clients have the option to purchase investment products that are recommended by our employees through other brokers or agents that are not affiliated with Windward.

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

Windward does not provide performance based fees to any associated persons for its retail managed portfolios.

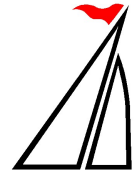
Item 7 Types of Clients

Windward generally provides investment advice to individuals, high net worth individuals, pension and profit sharing plans, state or municipal government entities, trusts, estates or charitable organizations; and corporations or business entities other than those listed above.

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

As described above, Windward uses a proprietary relative dividend yield analysis to assist in making investment decisions. This method primarily uses fundamental methods of security analysis. Technical analysis and charts are used to supplement fundamental research.

The main sources of information Windward uses include financial newspapers and magazines, inspections of corporate activities, research materials prepared by other firms, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission, computer-accessed databases, company press releases and direct interviews with management. The investment strategies used to implement any investment advice given to clients include long-term purchases (securities held at least one year), short-term purchases (securities sold within



one year), and trading securities (securities sold within 30 days), and may include option writing, including covered options, uncovered options, or spreading strategies.

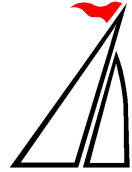
As discussed above in Item 4, the primary product offered by Windward is called “Risk Averse Asset Management,” referred to as RAAM, along with our other portfolio strategies discussed below. RAAM is available to clients as an all-equity product, or as part of a balanced account containing stocks and bonds.

All investments in securities, and all strategies offered by Windward, involve risk of loss that clients should be prepared to bear. Each investment strategy discussed in Item 4 involves certain unique risks:

RAAM: All investors in equity management strategies, including our RAAM strategy, assume business risk, the risk of price volatility of the stocks chosen for the portfolio, including possible insolvency of the underlying companies. An additional risk to investors in our RAAM strategy is market risk, the risk that the stock market in general will drop, due to some outside factor that cannot be controlled by diversification, that would affect all or the majority of stocks without regard to sector. For a small number of stocks chosen, investors may also be subject to currency or exchange-rate risk, to the extent that foreign stocks or American Depositary Receipts (ADR's) are selected for portfolios. Additionally, since the RAAM strategy focuses on equity investments, investors choosing this strategy assume asset allocation risk, whereby other asset classes such as fixed income or money markets outperform equity investments for a specific period of time.

Capital Appreciation (CapApp): Investors in our CapApp strategy assume risks discussed above for our RAAM portfolios, including business risk, market risk, currency risk, and asset allocation risk. In addition, investors in CapApp assume additional risks beyond that of RAAM, since the CapApp strategy would be less likely to focus on the value or price of the stocks chosen, focusing primarily on the growth characteristics of the companies within our economic and sector themes instead. CapApp investors may also be subject to a certain diversification risk, since the universe of stocks to choose from may be smaller than that for RAAM. The portfolios nonetheless are constructed to mitigate risk and experience less volatility than a traditional Growth portfolio, while achieving superior results.

Equity Income: To the extent that this strategy invests in equities, investors in our Equity Income strategy are subject to business risk, market risk, and currency risk, as well as possible diversification risk to the extent that management limits equities selected to dividend paying equities. In addition, investors in this strategy assume risks involved with exchange traded funds

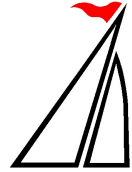


(ETFs), Master Limited Partnerships (MLPs) and fixed income securities. MLPs may bring liquidity risk, whereby management may not be able to buy or sell holdings as quickly as desired, or at a desired price, because opportunity or demand are limited at a given time. Additional risks associated with fixed income securities can include interest rate risk, where a fixed income security may decline in value as interest rates rise. Another risk associated with fixed income securities is call risk, whereby debt issuers call away bond issues prior to maturity. Replacement of called bond issues frequently pay a lower interest rate than the bond they are replacing, so investors may need to assume more risk to achieve the same income level. Finally, investors in this strategy assume a certain amount of asset allocation risk, whereby certain asset classes in the portfolios outperform other classes for a specific period of time. The risk is that the portfolios will be over-weighted in a lesser performing asset class.

Balanced Growth: Investors in our Balanced Growth strategy assume all the risks of RAAM investors, mitigated by the reduced exposure to equities of an individual portfolio (typically 60-65% equities, but this can be tailored to an individual investor's needs). In addition, investors in this strategy assume risks associated with fixed income investing, including interest rate risk and call risk. As discussed above, any portfolio assumes asset allocation risk, to the extent that portfolios are over-weighted to a lesser performing asset class.

Balanced Income: Investors in our Balanced Income strategy assume similar risks as those in our Balanced Growth strategy, to differing degrees. This strategy assumes lesser business risk, market risk, and currency risk frequently associated with equity investments, since Balanced Income portfolios typically hold 30-35% equities. Even for the fixed income portion, however, a certain potential business and market risk may be present. Balanced Income investors assume a greater exposure to risks associated with fixed income investments, particularly interest rate risk and call risk. In addition, Balanced Income investors may be subject to reinvestment risk. In a falling interest rate environment, when bonds mature, investors may not be able to find a replacement paying the same rate without paying a premium or assuming greater risk. Finally, portfolios with a majority of fixed income holdings can be subject to inflation risk, where the purchasing power of fixed payments generated by the bonds erodes as prices increase in the economy.

Balanced Equity Income: Investors in this strategy are subject to the risks of Balanced portfolios as well as those of Equity Income portfolios. These include business risk, market risk, and currency risk, as well as possible diversification risk as discussed for Equity Income portfolios, as well as interest rate risk, call risk, reinvestment risk, and inflation risk inherent to Fixed Income strategies. Finally, the strategy is subject to asset allocation risk found in all Balanced strategies. This strategy works to mitigate and spread out the risk



among various assets and classes, while choosing less volatile equities than are used in the more aggressive equity portfolios.

Fixed Income: Investors in our Fixed Income strategy are especially subject to risks discussed above such as interest rate risk, call risk, reinvestment risk, and inflation risk, with a lesser exposure to business risk and market risk. Fixed Income investors are also subject to opportunity or asset-allocation risk, whereby the overall return for fixed income securities is less than that for other asset classes over time. As discussed in Item 4, unless directed differently by the client, Windward may use high yield bonds in the fixed income portion of a client portfolio. These bonds are one grade or more below what most investors and rating agencies consider “investment grade” and, therefore, carry a greater to default risk, whereby the underlying corporation or entity is unable to fully pay investors their promised principle or interest in a timely manner.

Focus: Investors in the Focus strategy assume all risks inherent to equity investing as discussed above, including business risk, market risk, currency risk, and asset allocation risk. In addition, since the Focus strategy is non-diversified and typically invests in the stocks of 10 companies, this strategy is subject to a higher diversification and sector risk compared to our other strategies, and potentially greater volatility and higher turnover.

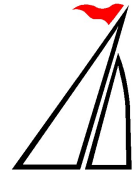
Clients may open a margin or loan account against their portfolio. If the market value of this portfolio decreases, the client may receive a request for additional capital to be added to the portfolio. If the client fails to add the capital, the firm with whom the client has the margin or loan agreement may sell the securities out of the client’s account at a significant loss to the client. In addition, the client will pay interest on the funds it borrows. The performance gains in the client’s account may not be sufficient to offset the client’s additional costs related to this borrowing. Therefore, the performance of these accounts may be lower than the other Windward accounts that do not have margin or loan agreements in place.

Item 9 Disciplinary Information

Our firm and our management have no reportable disciplinary events to disclose at this time.

Item 10 Other Financial Industry Activities and Affiliations

Joseph Robillard, Robert Nichols, Donald Bessler, Kenneth Kilpo, and Shannon Nichols are also registered representatives with S.L. Reed & Company (“SLR”), an affiliate of Windward.



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

Windward has a code of ethics intended to enable us to maintain the highest of ethical standards and to ensure full conformity with the rules and regulations of the Investment Advisers Act and state securities laws, which apply to personal conduct of our employees. See the back cover of this brochure for information on how to obtain a full copy of Windward's code of ethics.

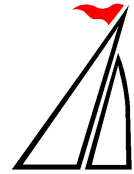
It is the overall code of ethics of Windward that employee transactions not be in conflict, or, in Windward's judgment, not be perceived as being in conflict, with any client activity or trade.

Employees and their immediate families (parents, spouse, children, minor brothers or sisters living with parents or employee, non-minor brothers or sisters living with employee, any circumstances where the employee has control or influence over the investment decision of any relative, or is a trustee or executor of an estate), commonly referred to as "employees", may not benefit, directly or indirectly, at the expense of clients, nor take advantage of, or trade on the knowledge they may have of transactions pending, and the possible or potential market impact of such transactions.

Windward has no restrictions on employee transactions in U.S. government securities and open-end mutual funds because in Windward's view, as it relates to these securities, there is no opportunity for employees to benefit at the expense of, or because of, action taken for clients.

In specific cases where assets of employees or immediate family members are held in a "blind" trust, then those assets may be deemed as exempt from the above-listed trading policies. Consideration as a blind trust indicates that: 1) the employee has no knowledge or information regarding the specific securities held in the trust; 2) the beneficial owner exercises no control or influence over the selection of specific investments in the trust; and 3) the trustee or an independent investment manager has full discretion to manage the assets, limited only by the fiduciary obligation to invest for the best interest of the beneficial owner.

In order to assure that all employees and their related accounts are in compliance with Windward's code of ethics and employee trading policy, all employee and related trades are approved, in advance, by a Portfolio Manager, and reviewed same day by the Director of Compliance.



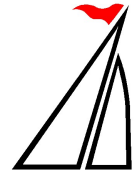
Employees may invest in securities that are currently owned or being purchased for clients. Windward believes this creates a commonality of interest. Employees may purchase securities that are being considered for purchase in client accounts, and consequently, may obtain a price that is better or worse than the price the client would obtain when purchasing such securities. In addition, employees may sell securities that are being considered for sale in client accounts, and consequently, may obtain a price that is better or worse than the price the client would obtain when selling such securities.

Securities owned by employees may also be considered or recommended for purchase by Windward on behalf of its clients. When a security or group of securities is being purchased for clients' accounts as part of an investment strategy or "block customer trade", no employees may purchase such securities until all client purchases have been completed, and not until the next business day. After client purchases are completed, employees may place transactions in those same securities.

When a security or group of securities is being sold for clients' accounts as part of an investment strategy or "block customer trade", no sales of that security may be made for any employee account until after the sales for clients' accounts have been completed and not until the next business day. An exception to this general rule that employee trades will come after client trades is when the employee account is also a client account. Such employee accounts will generally be treated in the same manner as other client accounts, except that they are exempt from the management fee.

Another exception is when new clients join Windward, or when clients' investment objectives and/or policies change. In these circumstances, employees may have purchased or sold securities before Windward purchases or sells the same securities for clients' accounts. As a result of Windward's policy with respect to personal trading by employees after initial investment strategies, or block trades have occurred, it is possible that Windward employees may purchase or sell the same securities as clients on the same day or in advance of a client's transaction and the employee may receive a more favorable price than a client. Moreover, Windward permits employees to sell a security when Windward is holding that security for existing clients and purchasing it for new clients.

There may also be a small number of instances, in which all purchases have to be made at the same time and price, for example in an initial public or secondary offering that is not considered a 'hot issue'. In these cases, employees and clients may purchase securities at the same time and



price. In addition, in tender offers, forced conversions, or other corporate events, employee transactions may take place at the same time and price as transactions for clients.

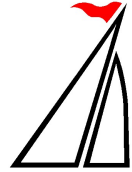
To ensure compliance with Windward's trading policies, all employees are required to provide Windward with copies of regular statements showing account activity and existing holdings.

Item 12 Brokerage Practices

Clients have the choice of selecting the broker/dealer where their trades are sent ("Directed Brokerage"), or may grant Windward the authority to do so. In cases where Windward has been given authority, trades are allocated to brokers based on Windward's evaluation of each broker's capability to provide the best execution of the clients' transactions and the best overall cost and services to the client. Factors considered by Windward include, but are not limited to, fees and expenses, the availability and capability of the broker to effect the transaction in a timely and efficient fashion, the broker's facilities, reliability, financial responsibility, responsiveness to Windward, and any research and other services and products provided by the broker.

Clients may already have an existing relationship with a particular broker/dealer, and may instruct Windward to direct all transactions generated by their portfolio to that broker/dealer (hereinafter referred to as "Directed Broker"). In those instances where clients have negotiated a mutually agreed upon commission rate with the Directed Broker, Windward will not attempt to re-negotiate commission rates. Clients must be aware that these directions may result in the client paying a higher commission, or price, and in receiving less favorable execution than that available if Windward were free to select the broker.

Windward often aggregates orders for different clients and groups of clients that are held at the same custodian. In such cases, the client will generally not receive individual transaction confirmations, although the transaction will be reported on the client's monthly statement from the custodian. All accounts participating in these aggregated orders, called "block" trades will receive the same average price per share for the securities bought or sold. If an aggregated order is not filled completely, Windward will allocate the partially filled transaction to clients based on an alphabetical rotation. Windward charges no commission or ticket charge for block or individual trades through Windward's primary custodian on equity trades; the primary custodian charges a commission of \$6.95 per trade on certain American Depositary Receipts (ADRs), and \$50 per trade on foreign equities traded on foreign exchanges. The charge through this custodian is \$1 per bond for fixed income trades. Windward does not receive any portion of the above commissions.



Clients with a Directed Broker may not be able to participate in “block” trades, and may not receive the same execution price as those clients who have given Windward discretion to select brokerage. When possible, Windward will aggregate the trades of clients with the same Directed Broker. However, clients in an aggregated trade with a Directed Broker may pay different commission rates.

Item 13 Review of Accounts

All accounts are reviewed by one of the principals of Windward at least once per week. Additionally, any new purchase idea will cause each account to be reviewed immediately to determine the appropriateness of that particular investment for the client. Each sell idea causes every account to be reviewed to determine if that security is held by the client, and whether there are any policy or other reasons why the sell should not be carried out for each and every client involved. It is anticipated that all accounts will be reviewed at a minimum several times monthly.

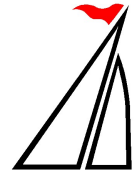
The primary reviewers are Donald Bessler, Chief Investment Officer of Windward, and Robert Nichols, Account Executive and Portfolio Manager. Mr. Nichols and Mr. Bessler have access to all data files showing any specific instructions issued by each client.

Regular written reports are delivered to clients no less frequently than quarterly. Reports show a summary of cost and market value of the entire portfolio under management. Reports also show sector detail with percentages of a portfolio invested in different economic sectors based on end of period prices. Reports include a listing of all holdings in a client’s portfolio including cost, current price, number of shares, total cost, total market value, estimated income and/or yield.

Item 14 Client Referrals and Other Compensation

Windward may compensate certain employees or affiliates responsible for marketing and client service, at no additional cost to the client, with a percentage of management fees paid by clients to Windward.

Windward may enter into contractual agreements with non-affiliated individuals and organizations (referred to as “agents”) that solicit clients for Windward. All such agreements will be in writing and will be in compliance with Rule 206(4)-1 of the Investment Advisers Act of 1940. In no instance will the commission paid to affiliates, employees, or agents impact or increase the fees paid by the client to Windward.



Item 15 Custody

All client funds are held in custody at an unaffiliated broker/dealer or appropriate financial institution. Clients receive monthly account statements directly from their custodian, and are encouraged to compare these statements with the quarterly statements issued by Windward.

Item 16 Investment Discretion

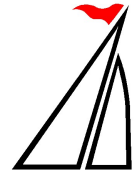
Windward's client agreement includes explicit authorization for Windward to determine, without obtaining specific client consent, which securities are being bought or sold and the amounts appropriate for each client. Any limitations on Windward's discretionary authority are defined by the client, and are given in writing as part of the clients' specific instructions in their management agreement, or otherwise by written request.

Item 17 Voting Client Securities

Windward votes all proxies on behalf of a client's portfolio unless (a) the client requests otherwise in writing, (b) the proxy is associated with a security that was transferred to Windward that the firm sold after the record date for voting the proxy; (c) the costs of voting outweigh the benefits; or (d) for brokerage accounts with margin, any share that are loaned to other investors through their margin agreements (borrowers hold the voting rights in this situation). Windward acknowledges that conflicts of interest may arise between the firm and its clients with respect to voting securities. Windward has addressed conflicts of interest by developing firm guidelines around voting of securities, designed to keep clients best interests in mind during proxy voting. See the back cover of this brochure for information on how to obtain complete information on the proxy voting policy, as well as information on how we voted individual securities.

Item 18 Financial Information

WCM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. WCM does not have any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. WCM has not been the subject of a bankruptcy petition at any time during the past ten years.



Available Disclosures:

Code of Ethics:

Windward Capital Management Company has a code of ethics intended to enable us to maintain the highest of ethical standards and to ensure full conformity with the rules and regulations of the Investment Advisers Act and state securities laws, which apply to personal conduct of our employees.

Privacy Policy:

Windward is committed to safeguarding your personal information. Windward has a privacy policy, which describes how we handle and protect personal information we collect. This policy applies to all past, present, and future customers of Windward.

Proxy Policy:

Full details of our proxy policy, as discussed in Item 17, are available upon request to the Chief Compliance Officer.

Business Continuity Plan:

The firm maintains a business continuity/emergency preparedness plan to assure that your account information and your account assets will be protected in the case of an emergency or significant business interruption that affects the facility, systems or staff.

Cybersecurity:

Windward has a complete asset and data security plan designed to protect your account information and assets from unauthorized electronic and non-electronic access and appropriation. Our plan is designed as an organic, evolving plan, to keep up with the ongoing evolving environment of cybersecurity.

Additional information on Windward's Code of Ethics, Privacy Policy, Proxy Policy, Business Continuity, or Cybersecurity Plan can be obtained by writing to Windward at:

Windward Capital Management Company
Attn: Chief Compliance Officer
11111 Santa Monica Blvd., Suite 1200
Los Angeles, CA 90025

Or by calling our offices at 310-893-3000.