



Part 2A of Form ADV: Firm Brochure

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This Brochure provides information about the qualifications and business practices of White Pine Capital LLC. If you have any questions about the contents of this Brochure, please contact us at (612) 376-9765. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about White Pine Capital LLC ("WPC") and Headwater Advisor LLC ("Headwater") is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This summary discusses material changes made to the Firm Brochure (Form ADV Part 2A) since the date of our last annual update of our Firm Brochure, March 31, 2023. Material changes since our last update include:

- **Item 4, Advisory Business**, adds information about “held away” accounts.
- **Item 17, Voting Client Securities** discloses a change to our policy.

Pursuant to SEC Rules, White Pine Capital LLC (“WPC”) will ensure that clients receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. WPC will provide clients with a new Brochure as necessary based on significant changes or new information, at any time, without charge.

WPC’s Brochure may be requested by contacting Barbara Hardy, Chief Compliance Officer, at 612-376-2981 or bhardy@whitepinecapital.com.

Additional information about WPC and Headwater Advisor LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with WPC who are registered, or are required to be registered, as investment adviser representatives of WPC.

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Item 4: Advisory Business

White Pine Capital, LLC ("WPC") is an SEC registered investment advisory firm formed in March 2000. WPC provides fee-based discretionary investment advisory services, defined as making investments for clients based on the individual needs of the client. Michael Wallace, Timothy Madey, WPC's principals, own 85% of the company. The balance of the company's ownership is shared among Charles Bellows, Barbara Hardy, and Allison Little. As of 12/31/2023, WPC manages approximately \$325 million in discretionary client assets.

WPC clients include institutional accounts (corporate, pension and profit-sharing accounts, endowments, foundations, and Taft-Hartley (union) plans), family offices and high net worth individuals. All clients must sign a written advisory agreement. The investment advisory agreement may be terminated by either party with 30 days written notice. WPC's investment strategies include Small Cap Equity and Wealth Management Services. The Wealth Management Services strategy uses a broad customizable approach encompassing 11 asset classes that often includes both taxable and tax-exempt accounts in a client's household. All accounts are separately managed. Generally, all accounts have a written statement of investment guidelines. WPC tailors investments based on clients' requests for various reasons including, but not limited to, cash flow needs, risk tolerance, tax planning, and/or time horizon primarily by adjusting the asset classes and/or mix of securities within the client's portfolio. Clients may impose reasonable restrictions on investments for their account, which must be in writing. WPC manages institutional accounts based upon a real-time model account in the client's chosen investment strategy.

WPC provides portfolio management services under "wrap fee" arrangements offered by unaffiliated broker dealer sponsors. WPC invests wrap fee accounts using the same investment process and/or real time model portfolio that is used for non-wrap fee accounts. The broker dealer recommends us as an investment adviser for a certain strategy or strategies, pays our management fee on behalf of the client, monitors and evaluates our performance, executes the client's portfolio transactions without commission charge, and provides custodial services for the client's assets. These services, or any combination of these or other services, are provided for a single, all-inclusive fee paid by the client to the broker dealer. Our investment advisory fee under such a "wrap fee" arrangement sometimes differs from that offered to other clients in the same strategy. Transactions are executed "net", i.e., without commissions, and a portion of the wrap fee is generally considered as being in lieu of commissions. The program sponsor determines the broker dealer through which transactions must be executed. In these wrap fee arrangements, WPC is unable to seek best price and better execution by placing trades with other brokers and dealers. While it has been our experience that broker dealers with whom it presently deals under the clients' wrap fee arrangements generally can offer best price for transactions in listed equity securities, no assurance can be given that this will continue to be the case with those or other broker dealers who offer wrap fee arrangements. Accordingly, the client may wish to verify that the broker dealer offering the wrap fee arrangement can provide adequate price and execution of most or all transactions. The sponsoring broker dealer provides additional information about their program in their Wrap Fee Program Brochure (Form ADV Part 2A, Appendix 1).

WPC has entered into a service agreement with Pontera for clients with assets held away at other qualified custodians, or "Held-Away accounts." These are primarily 401(k) accounts. For those clients who have elected to use this service, they must also enter into a separate user agreement with Pontera Solutions Inc. ("Pontera"), a third-party order management system software provider. Once the client has established an online Pontera account and linked their Held-Away account to Pontera, WPC is able to use Pontera's system to view and manage the account. The client's individual investment strategy is tailored

to their specific needs and may include some or all the securities made available. Portfolios are designed to meet a particular investment goal, determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced. WPC is not affiliated with the platform in any way and receives no compensation from them for using their platform. WPC does not have access to any client passwords as a result of this arrangement, nor the ability to withdraw or direct the disposition of securities or funds.

Item 5: Fees and Compensation

WPC's advisory fees are billed quarterly in advance based upon a percentage of assets under management as established in a client's written agreement with WPC. Account market values are calculated using independent sources where possible, including custodians and third-party pricing services. Clients choose to either have fees billed to them or authorize WPC to deduct the fees directly from their account or from another account, where possible.

WPC's standard annual fees are as follows:

Wealth Management Services Accounts:

1.00% on the first \$1 million, 0.75% on the next \$9 million, 0.50% on the next \$15 million, negotiable over \$25 million

Small Cap Equity Institutional Accounts:

1.00% on the first \$10 million, 0.85% on the next \$15 million, negotiable over \$25 million

Small Cap Equity Non-Institutional Accounts:

1.25% from \$500,000 to \$1 million, 1.00% on the next \$9 million, 0.85% on the next \$15 million, negotiable over \$25 million

Some client fees vary from the standard schedule for reasons such as historical fee schedules, amount of assets, level of service, and the circumstances of a client relationship, among other things. Under certain circumstances clients pay a fixed annual fee, or, in the sole discretion of WPC, fees are discounted or waived for an account as agreed upon with each client and based upon the nature and level of the services provided. Lower fees for comparable services may be available from other sources. Some clients pay their advisory fee in arrears.

Management fees shall be prorated for each contribution and withdrawal made during the applicable calendar quarter except for de minimis contributions and withdrawals less than 10%. Accounts initiated or terminated during a calendar quarter will be charged a pro-rata fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Some clients pay separate and distinct fees to other parties in connection with WPC's advisory services, including custodial fees, mutual fund expenses (as described in each fund's prospectus), brokerage commissions, exchange fees and other transaction charges. Item 12 contains additional information on WPC brokerage practices.

WPC and its investment professionals do not accept compensation in the form of 12b-1 mutual fund fees or mutual fund sales commissions related to client accounts.

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

WPC provides administrative services to Itasca Capital Partners LLC (“Itasca”), a performance-based investment limited liability company of which some of the principals of WPC serve as the Managing Member. The Managing Member of Itasca may receive a performance-based fee, if any, based upon Itasca’s investment performance. Performance-based fees are based on a share of capital gains or on capital appreciation of the assets of an account.

Fees in Itasca differ from those charged to WPC clients. WPC does not charge investment advisory fees on client assets invested in Itasca and does not offer performance-based fees for clients other than Itasca.

Side-by-side management is generally defined as managing advisory client portfolios on a simultaneous basis for individuals, institutions, hedge funds and businesses. To minimize potential conflicts related to side-by-side management and the performance-based fee account, WPC has implemented written policies and procedures for fair and consistent allocation of investment opportunities among all clients, subject to their underlying strategy, cash availability and other appropriate considerations. For example, these policies and procedures require the inclusion of the performance-based fee account with advisory clients’ orders where possible, subject to the underlying strategy, and receive the same average price as other advisory client accounts in the order. When an order is only partially completed, all accounts in the order receive a prorated share of the completed order. When only a small portion of the trade is completed, the completed shares are generally allocated to a few accounts that are randomly chosen using a computerized trading program. In addition, WPC educates employees regarding the responsibilities of a fiduciary, including the equitable treatment of all clients, regardless of the fee arrangement.

Item 7: Types of Clients

WPC provides investment advice to a variety of clients including high net worth individuals, trusts, endowments, foundations, corporations, family offices, pension and profit-sharing plans and Taft-Hartley (union) plans.

WPC generally requires a minimum account size of \$1,000,000. WPC has sole discretion to waive this requirement under various circumstances, such as client’s location, the client's ability to increase his or her investment over time or the client's relationship with WPC.

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

Investing in securities involves risk of loss that clients should be prepared to bear. Investment results in securities are not guaranteed, and an investor may lose money. We work with clients to gain an understanding of their risk tolerance, financial objectives, and circumstances. We also request that clients notify us promptly of any changes in their financial circumstances.

Our analysis focuses on longer-term horizons and does not attempt to anticipate short- to medium-term market movements and, in the case of asset allocation shifts, the client may or may not participate in sharp increases/decreases in a particular asset class. In addition, the weighting in various asset classes varies over time due to market movements which may also affect overall portfolio performance.

When mutual funds and/or Exchange Traded Funds (“ETFs”) are utilized, we consider a wide range of criteria including, but not limited to, the investment objective, the type of underlying assets, the experience/tenure of the manager and performance. Since we do not control the underlying investments, there is risk that the fund manager may deviate from the stated investment mandate, which could make the fund and/or ETF less appropriate for the client’s portfolio. In addition, managers of different funds may hold the same or equivalent securities, including those held in a WPC managed portfolio, increasing the risk to the client if that security were to decline in value.

Wealth Management Services Strategy

Our Wealth Management Services strategy includes both active and passive investments and extends asset allocation beyond domestic fixed income and equities to additional asset classes such as high yield securities, international securities, preferred securities, precious metals, real estate, limited partnerships, and other client-specific investments. We utilize an asset allocation calculator to establish a guideline for weightings in respective asset classes. We adjust weightings to incorporate account holdings in non-investable asset classes and other client-specific circumstances. We review a client’s asset mix periodically for readjustment to account for changes in client needs or market conditions and serves as the clients’ investment objectives.

Small Cap Equity Strategy

Our Small Cap Equity strategy focuses on inefficiently priced, smaller public companies that offer three pillars: attractive valuations, supportive capital structures and seasoned management teams. Typical purchase characteristics include at least a 25% discount to their respective private market value (“PMV”), a rolling 6-8 quarter investment horizon, and a catalyst, such as product cycle, accelerating growth, improving margins, capital structure improvements, asset revaluations, activist involvement and/or value to growth transition. Positions are reduced or sold if there is a fundamental breakdown in one of the three pillars, valuation exceeds PMV and/or failure of the catalyst to emerge.

As with all securities investments, past performance does not guarantee future results.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client or prospective client’s evaluation of WPC or the integrity of WPC’s management. WPC and its principals have no legal, regulatory, or disciplinary information to disclose.

Information on disciplinary history and the registration of the adviser and its associated persons may be obtained on the SEC’s website at www.adviserinfo.sec.gov or by contacting the Public Reference Branch of the U. S. Securities and Exchange Commission at (202) 942-8090 or, for Massachusetts residents, the Massachusetts Securities Division, One Ashburton Place, 17th Floor, Boston, MA 02108.

Item 10: Other Financial Industry Activities and Affiliations

Some of the principals of WPC also serve as members and principals of Headwater, a Delaware limited liability company and an affiliate of WPC through common ownership and control. Both firms operate in the same principal office and place of business. Headwater is a Relying Adviser under SEC regulatory requirements and serves as the Managing Member/ Adviser to Itasca, a private investment company

utilizing a long/short strategy. WPC provides certain administrative services to Itasca. Item 6 contains additional information and procedures to mitigate the conflict this affiliation creates.

This brochure is designed solely to provide information about WPC, Headwater and Itasca and should not be considered an offer to purchase interests in Itasca.

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

WPC has adopted a Code of Ethics based upon the principle that WPC and its employees owe a fiduciary duty to WPC's clients to conduct their business, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. The Code of Ethics describes WPC's high standard of business conduct and fiduciary duty to its clients. It requires all employees to preserve the confidentiality of client information. It prohibits the use of material non-public information, the misrepresentation of services, and the intentional spread of false information. It restricts the acceptance of gifts and entertainment. All employees must acknowledge on an annual basis that they have complied and will continue to comply with the Code of Ethics.

In addition, the Code of Ethics restricts employees from executing transactions prior to our clients' trades. However, it does allow employees to be included in block trades along with client accounts on the condition that all terms are equal and there is no preferential treatment. If not trading along with client accounts, it requires that all employee transactions in equity securities must be pre-cleared by the Chief Compliance Officer or designee. Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between WPC and its clients.

A complete copy of our Code of Ethics is available upon written request.

WPC occasionally recommends an investment in Itasca for its advisory clients who are accredited and/or qualified investors/clients. Investors in Itasca may include existing clients of WPC, employees or individuals who transact business with WPC. Trades for Itasca, which contains non-employee and employee members, are grouped with WPC's clients.

It is WPC's policy that the firm will not execute any principal or agency cross securities transactions for client accounts. Principal securities transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker dealer, buys or sells a security to an advisory client. A principal securities transaction is also deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross securities transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker dealer for both the advisory client and for another person on the other side of the transaction. WPC is an independent firm and is not affiliated with any broker dealer or other financial services firm.

In appropriate circumstances and consistent with clients' investment objectives, WPC may recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which WPC employees, its affiliates and/or clients, directly or indirectly, have a position of interest. WPC supervised persons are required to follow established trading procedures that are outlined in the WPC Code of Ethics

and trading policies and procedures. Subject to satisfying this policy and applicable laws, WPC supervised persons and its affiliates may trade for their own accounts in securities which are the same as or different than those recommended to and/or purchased for WPC's clients.

Item 12: Brokerage Practices

Selection of Broker Dealers

When selecting broker dealers, WPC considers the full range and quality of a broker dealer's services. Factors considered include, but are not limited to price, commission rates, the broker dealer's clearance and settlement capabilities, and the broker dealer's financial stability. When relevant, WPC also considers the ability of a broker dealer to execute a securities transaction, particularly regarding such aspects as timing, order size, execution and settlement of orders, and the research services provided that are expected to enhance WPC's general portfolio management capabilities.

WPC has established a relationship with Fidelity Institutional Wealth Services ("Fidelity") to custody client assets and provide brokerage services if clients choose to do so. For accounts custodied at Fidelity, WPC generally executes trades at Fidelity. Commissions charged on those trades are competitive with those charged on WPC institutional accounts.

For client accounts that are custodied at broker dealers, including Fidelity, WPC may have discretion to select broker dealers other than the custodial broker dealer when necessary to fulfill its duty to seek best execution of transactions. However, brokerage commissions and other charges for transactions not executed through the custodian are typically charged to the client. For this reason, it is likely that most, if not all, transactions for such clients will be executed through the custodial broker dealer, including wrap program accounts. As a result, such accounts essentially are treated as directed brokerage accounts.

Clients may direct WPC to execute portfolio transactions through a particular broker dealer. Such a direction may be conditioned by the client on the broker dealer being competitive as to price and execution of each transaction or may be a direction of a certain percentage of total commissions. When determining whether to instruct WPC to utilize a particular broker dealer in recognition of such services, the client may wish to compare the possible costs or disadvantages of such an arrangement with the value of the custodial or other services provided. The client may pay higher commissions on some transactions than might otherwise be attainable by WPC, or may receive less favorable execution of some transactions, or both. The directed broker dealer firm may not be the optimal firm to execute the order. As a result, orders may be executed above the ask price or below the bid, which is sometimes worse than can be obtained by our trading desk, which can tap various pools of liquidity and multiple brokers. Additionally, the brokerage firm is not necessarily motivated to provide best execution, as we cannot cancel the order and place it with another brokerage firm. A client who directs brokerage transactions to a single broker dealer may also be subject to the disadvantages regarding allocation of new issues.

Research and Soft Dollars

WPC receives a variety of valuable research services and information on many topics which it uses to assist in the management of accounts. These topics include, but are not limited to issuers, industries, securities, economic factors and trends, portfolio strategy, the performance of accounts, statistical information, market data, earnings estimates, credit analysis, pricing, and risk analysis. WPC receives research services in the form of written reports, online services, telephone contacts and personal meetings with security analysts, economists, corporate and industry spokespersons, and government representatives. Third

party research services include research databases, portfolio attribution and monitoring services, written reports and market data services that are directly related to investment research.

Research services described above supplement the research WPC conducts on its own. As a practical matter, it would not be possible for WPC to generate all the information presently provided. When choosing a broker dealer, commission, price, execution capability, trading expertise and research services provided are some of the aspects considered.

WPC does not allocate the relative costs or benefits of research among its clients because WPC believes that the research received is, in the aggregate, of assistance to fulfilling WPC's overall responsibilities to its clients. The research is used to service WPC client accounts including accounts other than those for which trades are executed by the broker dealers providing the research.

WPC, in our discretion, may cause a client to pay a commission to a broker dealer that is more than the amount another broker dealer would have charged. This occurs when WPC determines, in good faith, that the higher commission is reasonable when considering the value of the execution services, brokerage and settlement capabilities, custodial or research services provided by that broker dealer to WPC and its clients. However, this creates a conflict of interest, because WPC has an incentive to choose a broker dealer that provides those services, instead of one that does not, but charges a lower commission rate. To minimize this conflict, we periodically review brokerage practices and relationships to determine that clients are obtaining the best total cost available. Based on these reviews, we conclude in good faith that the amounts paid are reasonable in relation to the value of research and brokerage services provided.

In some cases, services which are part research and part non-research are allocated accordingly with that portion allocated to research being paid through commission dollars, and WPC making a cash payment attributable to the non-research portion of the service, the allocation of which creates a conflict of interest. To minimize this conflict, the allocation of these services between research and non-research use is reviewed by the Investment Committee.

Trade Aggregation and Allocation

WPC will aggregate trades, consistent with WPC's obligation of best execution and when doing so is in the best interest of our clients. This aggregation of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts at an average price/share across all accounts included in any such block according to WPC's Trade Allocation and Execution Policies and Procedures. Aggregate trading allows WPC to execute trades in a more timely, equitable and efficient manner and to attempt to reduce overall costs to clients.

WPC uses a daily rotational trading order as a guide in prioritization of orders to provide fair and equal treatment to advisory clients. Based upon the custodial arrangement and/or trading instructions chosen by the client, advisory accounts are grouped into one of two groups: Banks/Unrestricted and Directed Brokerage. WPC rotates the order for the execution of client transactions for each group daily. In some cases, WPC partially executes each group and then executes the balance of the order using the same rotation. For small cap trades, WPC generally executes Small Cap Equity composite trades first, following the daily trade rotation schedule. Since non-composite Small Cap Equity accounts require a more customized review, these accounts are frequently traded after the composite trades are completed and following the daily trade rotation schedule. Multiple block trades of the same security occurring at different times throughout the day and using the same broker, receive one average daily price and pay the same commission. In limited circumstances, WPC will override the daily rotation schedule for a specific trade.

In some cases, accounts custodied at a broker dealer that qualify for Prime Brokerage are included with the Banks/Unrestricted group. Prime Brokerage is an arrangement where client accounts can be traded at broker dealers other than their primary broker dealer ("Prime Broker") and the transaction is settled in the custodial account maintained with the Prime Broker without opening additional accounts with various broker dealers. In those cases, additional settlement charges apply. Accounts that do not qualify for Prime Brokerage are not able to participate in IPO allocations.

Item 13: Review of Accounts

Responsibility for client relationships resides with the portfolio managers. Portfolio managers conduct ongoing reviews of a client's investments to determine if any changes are necessary based upon various factors, including but not limited to, account additions/withdrawals, changes in client circumstances or objectives, and portfolio model changes. Based upon these factors, there may be periods of time when there is modest trading activity. Each client relationship is also assigned a portfolio assistant who works closely with the portfolio manager and assists with client servicing, monitoring investment objectives and reporting.

WPC provides quarterly appraisals to its fee-paying clients. WPC appraisals include assets owned, unit cost, total cost, market price, and market value. Clients also receive quarterly advisory fee statements. WPC works with each client to provide reports to meet their needs. Some clients receive customized reports at their request. WPC also reports to clients via periodic meetings, emails or phone calls.

See item 15 regarding comparison of WPC appraisals to custodian statements.

Item 14: Client Referrals and Other Compensation

As a matter of firm policy and practice, WPC does not have any arrangements with or compensate any outside person or company with referral fees for the introduction of new clients to the firm. Further, WPC does not receive any referral fees for introducing clients to other investment advisers.

As disclosed in Item 12, WPC has a relationship with Fidelity Institutional Wealth Services (Fidelity) for brokerage and custody services of clients' assets for those clients that chose to do so. While there is no direct link between the investment advice given to clients and WPC's relationship with Fidelity, a conflict of interest exists because clients and WPC receive benefits such as securities valuation, waiver of custodial fees, soft dollars and client online account access from Fidelity as a result of this relationship. The benefits received may or may not depend upon the number of transactions directed to, or the amount of assets custodied at, Fidelity.

Item 15: Custody

WPC requires that all clients maintain their assets with independent, third-party qualified custodians. These custodians are typically banks or broker dealers. Clients retain custodians on their own, although if asked, WPC will recommend an independent custodian.

All clients should receive account statements on at least a quarterly basis directly from their custodian. *WPC urges clients to carefully review account statements and compare the custodial records to the portfolio appraisals that WPC provides to all fee-paying clients.* WPC portfolio appraisals vary from some

custodial statements for reasons such as differences in accounting procedures, reporting dates, or valuation methodologies of certain securities. If a client has questions about their portfolio appraisals or notices any discrepancies, they should contact WPC for clarification. In addition, clients should contact WPC if they stop receiving statements from their custodian.

WPC does not maintain custody of client assets, except 1) due to the ability to withdraw advisory fees directly from those client accounts which have authorized us to do so; and 2) due to WPC's withdrawal authority in the form of Standing Letters of Authorization ("SLOAs"), as authorized by some clients for assistance with certain cash and securities transactions to third-party entities. Both the client's custodian and WPC maintain controls related to the transfer of such client funds to third-party entities. These controls include a requirement for the client to provide written instructions to WPC and the custodian.

Headwater, an affiliate of WPC, serves as the managing member/adviser of Itasca resulting in Headwater having technical custody of Itasca's assets. Itasca is audited by an independent accountant registered with Public Company Accounting Oversight Board annually, and we send copies of these financial statements to investors of the Private Fund and the third-party outside administrator within 120 days of the Private Fund's fiscal year end.

Item 16: Investment Discretion

WPC receives written discretionary authorization from clients at the onset of an advisory relationship. As a result, WPC determines which securities should be bought or sold, the amount of those securities, the broker dealer to execute the trades and the commissions paid. However, such discretion is to be exercised in a manner consistent with the client's stated investment management guidelines for the account and any reasonable restrictions provided to WPC in writing.

In some cases, investment decisions and/or performance among accounts with similar objectives vary due to investment restrictions in a client's investment guidelines, a client's account-specific needs, or direction to a particular broker dealer (directed brokerage). See Item 12 for further information on brokerage practices.

Item 17: Voting Client Securities

WPC does not assume responsibility for voting proxies for securities held in client accounts. In selected cases, and at the sole discretion of WPC, clients may authorize WPC to vote proxies for some non-ERISA accounts. All other clients vote their own proxies.

Item 18: Financial Information

Registered investment advisers are required in this Item to provide clients and prospective clients with certain financial information or disclosures about WPC's financial condition. As a matter of policy and practice, WPC does not require or solicit the prepayment of more than \$1,200 in advisory fees per client, six months or more in advance. WPC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy or any other financial proceeding.