



**Asset
Management**

Item 1 – Cover Page

Wells Fargo Asset Management (International) Limited

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March 29, 2019

This Form ADV, Part 2 (our “Disclosure Brochure” or “Brochure”) is required by the Investment Advisers Act of 1940.

This brochure provides information about the Wells Fargo Asset Management (International) Limited (“WFAM(I) Ltd”). If you have any questions about the contents of this Brochure, please contact us at (+44) 20 3942-8000. Please note that 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 WFAM(I) Ltd. is also available at the SEC’s website www.adviserinfo.sec.gov (click on the link, select “investment adviser firm” and type in our name). This will give access to both Part 1 and 2 of our Form ADV.

WFAM(I) Ltd. is a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide to clients, including this Brochure, is information that can be used to evaluate us, which are factors to be considered in the decision to appoint us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

This section of the Brochure is intended to address only those "material changes" that have been incorporated since the last delivery or posting of this document on the SEC's website.

The following is a discussion only of the material changes to our firm brochure since its last update on March 30, 2018:

- Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) was updated to include additional risk disclosures relating to Investment Limitations, Liquidity Risk, and Leverage Risk.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may be requested by contacting (415) 396-8000.

Additional information about WFAM(I) Ltd. is also available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with WFAM(I) Ltd. who are registered as investment adviser representatives.

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Item 4 – Advisory and Portfolio Management Business

OVERVIEW

WFAM(I) Ltd. is incorporated in England & Wales (registered no 3710963) and is a SEC registered investment adviser. WFAM(I) Ltd. is a wholly-owned subsidiary of Wells Fargo Asset Management Holdings, LLC (with effect from March 1, 2019), which is an indirect wholly-owned subsidiary of Wells Fargo and Company ("WFC").

WFAM(I) Ltd. was established in 1999 and operates from London, UK. We manage fixed income portfolios for institutional clients such as pension funds, special purpose vehicles, European regulated investment funds, banks and insurance companies. WFAM(I) Ltd. specialises in investing in fixed income securities, with a focus on those of European origin. WFAM(I) Ltd. has approximately 40 staff, based in the UK.

WFAM(I) Ltd. is authorised and regulated by the UK's Financial Conduct Authority ("FCA"). Wachovia Corporation acquired a majority interest in WFAM(I) Ltd. in 2007 and on December 31, 2008, Wells Fargo acquired Wachovia Corporation and all of its business lines, including the majority interest in WFAM(I) Ltd.

WFAM(I) Ltd is one of several registered investment advisers that form a part of Wells Fargo's asset management division: Wells Fargo Asset Management.¹

TYPES OF ADVISORY AND PORTFOLIO MANAGEMENT SERVICES

WFAM(I) Ltd. provides advisory and discretionary portfolio management services primarily to institutional clients for fixed income portfolios only. The scope of services is determined by client agreement and regulation, and would typically include:

- Investment objectives, guidelines, restrictions, and strategies agreed between WFAM(I) Ltd. and the client;
- Appropriate asset allocation;
- Portfolio management designed to achieve investment objectives within particular asset classes; and
- Client reporting and review regarding portfolio, asset class, investment strategies and performance relative to appropriate benchmarks.

¹ Wells Fargo Asset Management ("WFAM") is a trade name used by the asset management businesses of Wells Fargo & Company. WFAM includes Wells Fargo Asset Management (International) Ltd.; Wells Fargo Asset Management (International), LLC; Galliard Capital Management, Inc.; Wells Capital Management Incorporated.; Wells Fargo Asset Management Luxembourg S.A.; Wells Fargo Funds Distributor, LLC; and Wells Fargo Funds Management, LLC.

WFAM(I) Ltd. offers a range strategies, including:

- Single asset class strategies (e.g., corporate bonds, asset backed securities, high yield bonds, emerging markets, financials, special situations, loans and mezzanine finance)
- Multi asset class strategies (a combination of the asset classes mentioned above)

The selection of securities and the construction of a portfolio will reflect the client's guidelines. Where appropriate this will include hedging of currency and interest rate risk.

WFAM(I) Ltd. typically acts as a discretionary investment manager and in this scenario makes all investment decisions as it deems appropriate, and without prior consultation with the client. It may buy, sell, exchange, convert and otherwise trade in any stocks, bonds or other securities and financial instruments, subject to any written investment guideline the client may provide. In order to protect the interests of its clients, WFAM(I) Ltd. may participate in corporate actions, proxy voting, shareholder proceedings, lawsuits, class actions or other undertakings that may affect the valuation or rights of client securities. In some cases, and always in its client's best interest, WFAM(I) Ltd. may engage in discretionary activity that may appear contradictory to the actions it is taking for other clients concerning the same or related securities.

Additional information concerning WFAM(I) Ltd.'s discretionary authority is provided in Item 16 below. Notwithstanding the above, WFAM(I) Ltd. may provide advisory or recommendation services to clients who maintain discretionary authority under specified conditions.

WFAM(I) Ltd. is not a broker dealer and does not sponsor wrap fee programs nor does WFAM(I) Ltd. maintain direct contractual relationships with Wrap sponsors.

CURRENT ASSETS UNDER MANAGEMENT

As of December 31, 2018, WFAM(I) Ltd. has approximately \$2.1 billion in assets under management.

Item 5 – Fees and Compensation

All clients are charged a management fee and some clients are also liable to pay a performance fee.

Management fees and performance fees may be subject to individual negotiation. Investment advisory or investment management agreements do not generally contain a set expiration date and the client can terminate in normal circumstances by giving due notice in accordance with the terms of the agreement. In the event of termination, fees are prorated up to the termination date.

In addition to the management fees paid to WFAM(I) Ltd., a client will pay other fees and expenses in connection with the account. For example, WFAM(I) Ltd.'s discretionary clients will typically pay brokerage fees and any other transaction charges associated with buying and selling securities. WFAM(I) Ltd. does not receive any portion of these non-advisory service fees (e.g., brokerage commissions and other transaction charges, custodial fees, transfer taxes or sales loads or similar charges).

When considering account-level management fees, clients should be aware that client accounts invested in investment company securities (e.g., money market funds, exchange-traded funds) will also bear their proportionate share of fees paid at the investment company level. If the investment company is sponsored, advised or otherwise serviced by a Wells Fargo company, WFAM(I) Ltd. and/or its affiliates may receive fees that are paid at the investment company level. WFAM(I) Ltd.'s management fee will not be reduced under such circumstances.

WFAM(I) Ltd. has discretionary investment authority for investment accounts of institutions, including pension or other employee benefit trusts, corporations, special purpose vehicles, European regulated investment funds and other entities. For such services, WFAM(I) Ltd. receives a fee usually based upon a percentage of the market value of assets under management ("Management Fee"). In certain circumstances, WFAM(I) Ltd. may also receive other compensation, such as performance-based fees.

The management fee schedule for WFAM(I) Ltd.'s discretionary investment management services is set out below. However, WFAM(I) Ltd. may modify fees when circumstances warrant (e.g. large accounts size or accounts requiring special services), so this schedule is only indicative. Lower fees for comparable services may be available from other sources.

WFAM(I) Ltd. has no fixed minimum account size as this depends on the investment style and asset class(es) of the portfolio. This is open to negotiation with the client. There are no start-up or closing fees and any partial periods are prorated over the billing cycle. WFAM(I) Ltd. may bill in advance or in arrears. In the event of termination, if billing in advance, any fees prepaid to the firm will be refunded in cash on a pro rated basis, with the client only being charged for the period ending on the effective date of termination.

		Min Annual Size	Min Account Fee
Eur Dynamic Credit	First €50m at 0.45% Next €50m at 0.40% Next €200m at 0.35% Over €300m at 0.30%	€250,000	€50m
Eur Financials	First €50m at 0.50% Next €50m at 0.45% Next €200m at 0.40% Over €300m at 0.35%	€250,000	€50m
Eur Investment Grade Credit	First €50m at 0.30% Next €50m at 0.25% Next €200m at 0.20% Over €300m at 0.15%	€150,000	€50m
Eur Loans	First €50m at 0.50% Next €50m at 0.45% Next €200m at 0.40% Over €300m at 0.35%	€250,000	€50m
Eur Senior Secured Credit	First €50m at 0.50% Next €50m at 0.45% Next €200m at 0.40% Over €300m at 0.35%	€250,000	€50m
Eur Short Duration Credit	First €50m at 0.30% Next €50m at 0.25% Next €200m at 0.20% Over €300m at 0.15%	€150,000	€50m

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

Under some agreements, certain WFAM(I) Ltd. clients are liable to pay a performance-based fee in addition to a management fee. WFAM(I) Ltd. has procedures to deter and detect potential conflicts of interest that might arise as a result of the performance-based fee structure of these accounts. Some of the performance fee methods of calculation include the following:

- Performance fee computations based on annual achieved returns of the client's portfolio against the designated benchmark.
- Performance fee equaling a percentage of the performance of the client's portfolio in excess of a designated benchmark.
- A base fee on all balances in the client's portfolio plus a percentage of incremental outperformance (performance of the client's portfolio in excess of the designated benchmark).

Where WFAM(I) Ltd. and its portfolio managers manage accounts that include performance-adjusted fees and other accounts that do not, there could be an incentive to favor those accounts that include a performance-based fee. In general, potential conflicts of interest arise among accounts which have different objectives, benchmarks, time horizons and fees as WFAM(I) Ltd. and its portfolio managers must allocate time and investment ideas across multiple funds and accounts. To address potential conflicts of interest, WFAM(I) Ltd. manages accounts (pursuing the same investment strategy) in a similar manner, with similar investments and similar allocations whenever possible, and consistent with individual client guidelines and requirements. WFAM(I) Ltd. portfolio managers also might execute transactions for some accounts that could adversely impact the value of securities held by other client accounts. Although WFAM(I) Ltd. monitors such transactions to attempt to ensure equitable treatment across all of its accounts, there can be no assurance that the price of a security held by a particular client account would not be impacted as a result of WFAM(I) Ltd.'s portfolio management activities on behalf of its other clients. Also, securities selected for a particular account may outperform the securities selected for other accounts managed by the same portfolio manager.

We have developed procedures that are intended to ensure that all accounts are treated fairly and to prevent this potential conflict from influencing the allocation of investment opportunities among clients. Our policies prohibit any trade allocation practice whereby any particular account or group of accounts receive more favorable

treatment than other client accounts. WFAM(I) Ltd. seeks to assure that trades on behalf of different client groups involving the same security are executed in a fair order and that no client is unfairly disadvantaged over the long term.

Item 7 – Types of Clients

WFAM(I) Ltd. is authorized to provide services to a number of Institutional clients, such as:

- Institutional clients, corporations or other business entities
- Banking institutions, Investment companies (including European UCITS compliant funds) and other pooled investment vehicles
- Insurance companies
- Governmental bodies and municipalities
- Foundations, endowments, trusts and estates
- Pension funds
- Charitable organizations and non-profit entities

WFAM(I) Ltd. does not deal directly with retail clients.

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

ANALYSIS

Economic analysis

WFAM(I) Ltd.'s decision making process considers macroeconomic factors in a variety of ways. Top down credit strategy considers macroeconomic fundamentals as well as the state of the banking system, equity market volatility, market technicals, credit fundamentals and relative value. This determines WFAM(I) Ltd.'s overall view on credit markets and guides asset class allocation decisions. In addition, at the sector and individual credit level, analysts consider how macroeconomic factors (especially expectations for growth) will affect the performance of the sector and/or of a particular credit within that sector, and will make recommendations accordingly.

Credit and sector analysis

WFAM(I) Ltd.'s Research team assesses the business and financial profile of each issuer, including a review of its industry, competitive position, key risks and opportunities. Financial analysis focuses in particular on cash flow/liquidity and debt service capacity, as well as profitability and business value. Additional information such as regulation and any particular vulnerability to specific economic drivers will also be considered.

At sector level, we consider fundamental drivers that could have a positive or negative influence on the credit quality of the sector (e.g. technology changes or a material change in the cost of a key input). Sector level allocations are reviewed at least monthly and the impact of changes on individual issuers within a sector is also assessed to determine which ones have been advantaged or disadvantaged.

Quantitative analysis

Quantitative models are not a core part of our investment decision-making but may be used to complement our fundamental and relative value analysis.

INVESTMENT STRATEGIES

WFAM(I) Ltd. takes both a top down and bottom up approach when devising its investment strategy:

- The top down approach helps us formulate a broader portfolio strategy and to identify the sectors, countries, asset classes and industries offering best relative value. It also highlights those which should be avoided or reduced.
- The bottom-up approach focuses on fundamental credit and relative value of individual holdings in the portfolio across each credit asset class. As part of WFAM(I) Ltd.'s fundamental credit research, each potential investment will be carefully evaluated by the research team. Meetings are held with the management of issuers and are attended by both Research Analysts and Portfolio Managers from WFAM(I) Ltd. All investments are continually evaluated as to their fundamental credit quality, as well as their relative value. All investment decisions must be agreed by an authorized Portfolio Manager.

RISK OF LOSS

All investments in securities include a risk of loss of the principal (the amount originally invested) and of any profits that have not been realized. Because bonds and other fixed income instruments fluctuate substantially over time, and because there is a risk of loss to the assets we manage that is out of our control, we cannot guarantee any level of performance or that the client will not experience a loss of value in the assets in their account.

CURRENCY RISK

Changes in exchange rates between currencies or the conversion from one currency to another may cause the value of an account's investments to diminish or increase. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by supply and demand in the currency exchange markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates also can be affected unpredictably by intervention (or the failure to intervene) by relevant governments or central banks, or by currency controls or political developments.

DEBT SECURITIES RISK

Debt securities, such as notes and bonds, are subject to credit risk and interest rate

risk. Credit risk is the possibility that an issuer or credit support provider of an instrument will be unable to make interest payments or repay principal when due. Changes in the financial strength of an issuer or credit support provider or changes in the credit rating of a security may affect its value. Interest rate risk is the risk that market interest rates may increase, which tends to reduce the resale value of certain debt securities. Debt securities with longer durations are generally more sensitive to interest rate changes than those with shorter durations. Changes in market interest rates do not affect the rate payable on an existing debt security, unless the instrument has adjustable or variable rate features, which can reduce its exposure to interest rate risk. Changes in market interest rates may also extend or shorten the duration of certain types of instruments, such as asset-backed securities, thereby affecting their value.

DERIVATIVES RISK

The term "derivatives" covers a broad range of investments, including futures, options and swap agreements. In general, a derivative refers to any financial instrument whose value is derived, at least in part, from the price of another security or a specified index, asset or rate. The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying asset, index or rate, which may be magnified by certain features of the derivatives, such as their ability to generate leverage. These risks are heightened when the portfolio manager uses derivatives to enhance return or as a substitute for a position or security, rather than solely to hedge (or offset) the risk of a position or security held. The success of management's derivatives strategies will also be affected by its ability to assess and predict the impact of market or economic developments on the underlying asset, index or rate and the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

EMERGING MARKETS RISK

Emerging markets securities typically present even greater exposure to the risks described under "Foreign Investment Risk" and may be particularly sensitive to certain economic changes. For example, emerging market countries are typically more dependent on exports and are therefore more vulnerable to recessions in other countries. Emerging markets may be under-capitalized and have less developed legal and financial systems than markets in the developed world.

Additionally, emerging markets may have volatile currencies and may be more

sensitive than more mature markets to a variety of economic factors. Emerging markets securities also may be less liquid than securities of more developed countries and could be difficult to sell, particularly during a market downturn.

ERROR RISK

WFAM(I) Ltd. has policies and procedures to address identification and remediation of errors. Errors occasionally may occur in connection with WFAM(I) Ltd.'s management of funds and client accounts. Investment decisions, portfolio construction and related activities, including trading and trade reconciliation, are inherently complex processes that pose inherent risks. These risks may from time to time result in an error.

An incident is any occurrence or event that interrupts normal investment-related activities or that may deviate from applicable law, the terms of an investment management agreement, or applicable internal or external policies or procedures. Incidents can occur at WFAM(I) Ltd. or at one of WFAM(I) Ltd.'s service providers.

Whether or not an incident rises to the level of an error will be based on the facts and circumstances of each incident. Errors may include: i) investment decision-making that violates a client's investment guidelines, purchases made with unavailable cash, and sales made with unavailable securities, etc.; and/or ii) an administrative error made prior to or during a trade's execution (e.g., trader executes the wrong security, or for an incorrect number of shares or units, etc.). WFAM(I) Ltd. will address and resolve errors on a case-by-case basis, in its sole discretion, based on each error's facts and circumstances, including regulatory requirements, contractual obligations and business practices. WFAM(I) Ltd. is not obligated to follow any single method of resolving errors.

Not all errors will be considered compensatable errors. When WFAM(I) Ltd. determines that reimbursement is appropriate, the account will be compensated as determined in good faith by WFAM(I) Ltd. Resolution of errors may include, but is not limited to, permitting client accounts to retain gains or reimbursing client accounts for losses resulting from the error. The calculation of the amount of any loss will depend on the facts and circumstances of the error, and the methodology used by WFAM(I) Ltd. may vary. In the event of a compensatable error, WFAM(I) Ltd. will make the account whole and will inform the client. In general, compensation is expected to be limited to direct monetary losses and will not include any "opportunity cost" nor; (i) any amounts related to opportunity cost; (ii) any amounts that WFAM(I) Ltd. deems to be speculative or uncertain; (iii) investment losses not caused by the error; (iv) any loss amount that results from technology or service provider failures that are beyond our reasonable control.

FOREIGN INVESTMENT RISK

Foreign investments may be subject to lower liquidity, greater price volatility and risks related to adverse political, regulatory, market or economic developments. Foreign investments may involve exposure to changes in foreign currency exchange rates and may be subject to higher withholding and other taxes.

MARKET RISK

The market price of securities may go up or down, sometimes rapidly or unpredictably. Securities may decline in value or become illiquid due to factors affecting securities markets generally or particular industries represented in the securities markets, such as labor shortages or increased production costs and competitive conditions within an industry. A security may decline in value or become illiquid due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. During a general downturn in the securities markets, multiple asset classes may decline in value or become illiquid simultaneously. Equity securities generally have greater price volatility than debt securities.

REGULATORY RISK

Changes in government regulations may adversely affect the value of a security. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

INVESTMENT LIMITATIONS

Due to regulatory and issuer-specific limits that apply to the ownership of securities of certain issuers, WFAM(I) Ltd. may limit investments in the securities of such issuers. Similar limitations may apply to futures and other derivatives, such as options. In addition, WFAM(I) Ltd. may from time-to-time determine that, because of regulatory requirements that may apply to WFAM(I) Ltd. and/or its affiliates in relation to investments in a particular country or in an issuer operating in a particular regulated industry, investments in the securities of issuers domiciled or listed on trading markets in that country or operating in that regulated industry above certain thresholds may be impractical or undesirable. Limits and thresholds may apply at the account level or in the aggregate across all accounts (or certain subsets of accounts) managed, sponsored, or owned by, or otherwise attributable to, WFAM(I) Ltd. and its

affiliates. For investment risk management and other purposes, WFAM(I) Ltd. may also generally apply internal aggregate limits on the amount of a particular issuer's securities that may be owned by all such accounts. In addition, owing to the investment banking activities of its affiliates, WFAM(I) Ltd.'s ability to transact in securities issued by companies involved in certain corporate restructuring transactions (e.g., mergers and acquisitions) may be limited by law or regulation (domestic and/or foreign). In connection with the foregoing limits and thresholds, WFAM(I) Ltd.'s investment flexibility may be restricted, and WFAM(I) Ltd. may limit or exclude clients' investment in a particular issuer, future, derivative and/or other instrument (or limit the exercise of voting or other rights). In addition, to the extent that client accounts already own securities that directly or indirectly contribute to such an ownership threshold being exceeded, WFAM(I) Ltd. may sell securities held in such accounts in order to bring account-level and/or aggregate ownership below the relevant threshold. As a general practice in such cases, WFAM(I) Ltd. aims to sell the applicable securities on a pro-rata basis across all impacted accounts. In certain situations, however, WFAM(I) Ltd. may sell securities on a non-pro-rata basis to limit the impact to certain accounts (e.g., accounts that seek to replicate the performance of an index). In all situations, with respect to these requirements and limitations, WFAM(I) Ltd. will endeavor to treat all clients fairly. Nonetheless, sales of securities or other instruments resulting from such limitations and/or restrictions may result in realized losses for client accounts.

LIQUIDITY RISK

Liquidity risk exists when certain investments are difficult to purchase or sell (e.g., lower quality corporate bonds, municipal bonds, smaller capitalization equities). This can impact a portfolio's returns because the portfolio may be unable to transact at advantageous times or prices. A lack of liquidity may also cause the value of investments to decline in times of market stress.

LEVERAGE RISK

A portfolio utilizing leverage will be subject to heightened risk. Leverage often involves the use of various financial instruments or borrowed capital in an attempt to increase the return on an investment and is often intrinsic to certain derivative instruments. Leverage can take the form of borrowing funds, trading on margin, derivative instruments that are inherently leveraged, including but not limited to, forward contracts, futures contracts, options, swaps (including total return financing swaps and interest rate swaps), repurchase agreements and reverse repurchase agreements, or other forms of direct and indirect borrowings and other instruments and transactions that are inherently leveraged. Any such leverage, including instruments and transactions that are inherently leveraged, can result in the portfolio's

market value exposure being in excess of the net asset value of the portfolio. In some cases, a portfolio could need to liquidate positions when it is not advantageous to do so to satisfy its borrowing obligations. The use of leverage entails risks, including the potential for higher volatility and greater declines of a portfolio's value, and fluctuations of dividend and other distribution payments.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or the integrity of our firm's management.

As a subsidiary of WFC, a large financial services holding company, WFAM(I) Ltd. operates in a legal and regulatory environment that exposes it to significant risks due to WFC's involvement in various legal and regulatory matters, including litigation, arbitrations, and investigations. Such cases are subject to many uncertainties, and their outcome is often difficult to predict, including the impact on WFC's operations or financial results, particularly in the early stages of a case. Many, but not necessarily all, of such matters are disclosed in WFC's securities and regulatory filings made under the Securities Act of 1933 and the Securities Exchange Act of 1934, among other laws and regulations, or otherwise may be reported on in the media from time to time. WFC's regulatory filings generally are available from WFC, the SEC, or the Financial Industry Regulatory Authority ("FINRA").

Item 10 – Other Financial Industry Activities and Affiliations

WFAM(I) Ltd. offers only advisory and discretionary portfolio management services. It has no broker-dealer or investment banking functions. WFAM(I) Ltd. is a 100% owned subsidiary of Wells Fargo & Company, a diversified financial services company. The Wells Fargo group of companies contains many entities, including banking and other investment advisory and discretionary portfolio management businesses. WFAM(I) Ltd. has affiliations and arrangements with other members of the Wells Fargo group and additional information regarding any potential conflicts is identified in Item 11 (Code of Ethics and Conflicts of Interest) below.

WFAM(I) Ltd. has an agreement with Wells Capital Management, Inc. (“WellsCap”) whereby WFAM(I) Ltd representatives may act as sales or referral agents for a number of other investment advisors within the Wells Fargo group.

WFAM(I) Ltd. also has an agreement with Wells Fargo Funds Distributor (“WFFD”) whereby WFFD is engaged to market WFAM(I) Ltd.’s products within the U.S. under WFFD’s broker- dealer license.

WFAM(I) Ltd. and its affiliated investment advisers, WellsCap and Wells Fargo Asset Management (International), LLC share research and analyst reports that each receives and/or produces through combined meetings of analyst and/or portfolio management teams, a central database of research and reports, or as they otherwise deem appropriate. These affiliated investment advisers have determined that their clients generally will benefit from such shared research by effectively broadening the resources of each adviser. WFAM(I) Ltd. and WellsCap participate in the co-management of two investment strategies and pursuant to a service level agreement between them, provide various support services to one another, including trade support services.

WFAM(I) Ltd. is affiliated with other Wells Fargo owned investment advisers/broker-dealers but it does not have arrangements that are material to its business or its clients with such investment advisers/broker-dealers. For a full list of affiliated brokers, please contact us.

Item 11 – Code of Ethics and Conflicts of Interest

CODE OF ETHICS

The Wells Fargo Asset Management Code of Ethics (“Code”) applies to all WFAM(I) Ltd. employees and has been adopted pursuant to Section 204A-1 of the Advisers Act. The Code governs a number of potential conflicts of interest that could arise as we provide advisory and discretionary portfolio management services, and is designed to ensure that we meet our fiduciary obligations. The Code applies to all WFAM(I) Ltd. employees (including temporary or contingent workers) by governing employee personal trading activities and providing guidance with respect to potential conflicts of interest, insider trading and the use of material non-public information. In addition, all WFAM(I) Ltd. employees are also subject to a separate Code of Ethics and Business Conduct that is applicable to all employees of Wells Fargo.

The Code is designed to detect and prevent violations of securities laws while addressing the obligations WFAM(I) Ltd. owes to its clients. The Code is comprehensive and is distributed to each employee at the time of hire as a condition of employment. Compliance with the Code must be acknowledged in writing by each employee annually. WFAM(I) Ltd. supplements the Code with on-going monitoring of employee activity.

A copy of the Code is available to any client or prospective client upon request at any time by contacting us at the address listed in this Brochure. The material provisions of the Code include the following:

- Requirements related to the confidentiality of a client’s information and finances;
- Prohibitions on insider trading or the misuse of material, non-public information;
- Pre-clearance on the acceptance of gifts and entertainment that exceed our policy standards;
- Pre-clearance of employee personal securities transactions; and
- Reporting of relevant personal securities transactions.

All personal trading activities are subject to WFAM(I) Ltd.’s pre-clearance requirements under the Code, as well as ongoing monitoring by the Compliance department. The Code requires daily pre-clearance of personal trade transactions and reconciliation of trading activity against trade confirmations and employee’s brokerage statements to help deter and detect activities such as “front-running”, “scalping”, and insider trading. Employees are required to disclose conflicts of interest and are barred from acting upon material non-public information. In addition, prior approval requirements for purchases and sales of securities that could be common between personal holdings and holdings directly managed by portfolio managers are

clearly delineated in the Code. WFAM(I) Ltd. employees who maintain brokerage or investment accounts for themselves and/or their immediate families are required to provide copies of their reportable securities transactions at the end of every calendar quarter, and all holdings of reportable securities accounts must be reported at the end of every calendar year.

The above restrictions do not apply to purchases or sales of certain types of accounts and securities, including shares of open-end registered investment companies that are unaffiliated with the Wells Fargo Funds family, money market instruments, and certain U.S. Government securities. To facilitate enforcement, our Code generally requires that our employees submit reports to a designated compliance person regarding transactions involving securities which are eligible for purchase by any and all accounts managed by WFAM(I) Ltd.

WFAM(I) Ltd. does not trade securities on its own account (proprietary trading) therefore the situation should never arise where staff or WFAM(I) Ltd., acting its own behalf, are buying and selling the same security contemporaneously with client transactions.

Any person in breach of the Code is liable for disciplinary action, which could lead to termination of employment and/or reporting to the relevant regulatory body. Where a breach of law has occurred, the matter will be reported to the appropriate law enforcement agency.

ADDITIONAL POTENTIAL CONFLICTS AND CODE CONSIDERATIONS

The Code does not prohibit personal trading by employees but rather seeks to monitor and manage their trading, and in some cases restrict it subject to certain conditions. In addition, WFAM(I) Ltd. is affiliated with a large financial services holding company which includes a variety of financial businesses and activities that are managed by Wells Fargo employees. As a result, due to our activities as an investment manager, it is possible that conflicts will arise from time to time as WFAM(I) Ltd. employees are managing their personal assets concurrent with the ongoing functions related to their employment duties and our fiduciary obligations, or as affiliated entities or their employees are engaging in their own financial activity. While WFAM(I) Ltd. seeks to manage these conflicts by strict application of its Code provisions and policy requirements, the following situations could create an actual or perceived conflict of interest:

Wells Fargo Affiliation

WFAM(I) Ltd. is a subsidiary of Wells Fargo, a diversified financial services firm that, along with its affiliated entities, provides a variety of banking and financial services to

a broad array of clients. As such, there may be instances where some of these affiliated entities could engage in their own trading involving the same securities that WFAM(I) manages on behalf of the client. This means that while WFAM(I) Ltd. is managing its fiduciary duties to its clients, other entities within Wells Fargo could be engaging in transactions that create a conflict (for example, they could be selling the same security that WFAM(I) Ltd. has purchased for a client). In addition, these related persons could recommend their clients transact the same securities in which a WFAM(I) Ltd. client has a material financial interest. In some instances, it is possible that a client may also have a client relationship with one or more Wells Fargo entities, and their securities transactions may appear conflicted. With limited exceptions described below, these transactions by related persons are independent of WFAM(I) Ltd. and are outside of the course and scope of WFAM(I) Ltd.'s advisory and discretionary portfolio management services. However, in order to manage these potential conflicts, WFAM(I) Ltd. maintains a variety of policies to maintain effective business barriers and manage the confidentiality of its own information and activities, as described further below.

WFAM(I) Ltd. acts as a fiduciary with respect to its asset management activities and is required to act in the best interest of its clients and address conflicts that arise. Nevertheless, there are instances where investment opportunities are limited for a client's account in certain markets in which limitations have been imposed by regulation. One example would include an instance in which WFAM(I) Ltd. holds positions on behalf of clients in companies that are in turn invested in WFAM(I) Ltd.'s parent company, Wells Fargo. Applicable regulatory limitations due to WFAM(I) Ltd.'s affiliation with Wells Fargo and its subsidiaries give rise to potential conflicts with WFAM(I) Ltd.'s fiduciary duties, as well as potential conflict of interest, and could result in WFAM(I) Ltd. determining that securities are, or are not, permissible or recommended for purchase or sale.

Brokerage Transactions with Affiliates

WFAM(I) Ltd. has multiple broker-dealers affiliated with its ultimate parent, Wells Fargo. In order to limit any potential conflicts of interests when engaging in investment transactions on behalf of its clients, WFAM(I) Ltd., except in limited circumstances, prohibits any trade execution with broker dealers affiliated with Wells Fargo (i.e., those broker dealers that are wholly-owned, subsidiaries of Wells Fargo). WFAM(I) Ltd. does not participate in client transactions as a broker or a dealer in securities and does not operate as a broker or a dealer in effecting securities transactions for compensation for any client. This means that in all instances in which WFAM(I) Ltd. transacts in a security on behalf of the client the transaction is effected using an independent third-party broker dealer. While this policy to restrict trading through affiliated broker-dealers limits the potential conflict of interest, WFAM(I) Ltd. could be limited in its ability to engage in certain securities transactions and to take advantage

of market opportunities, as discussed in this Brochure, regarding the best execution of transactions.

Independent Activity by Wells Fargo Subsidiaries

WFAM(I) Ltd. believes that related persons within the Wells Fargo organization could from time to time recommend securities, proprietary products and/or services to WFAM(I) Ltd.'s clients. To the extent such "recommendations" are made, they are made outside of the ECM investment context.

For new security offerings or existing securities, Wells Fargo Bank ("WFB") acts in an agency or principal capacity, including but not limited to acting as a bond trustee, paying agent, note registrar, master servicer, trustee, syndicate co-manager, originator, depositor, or sponsor of an MBS, ABS or CMBS asset pool, remarketing agent, or lender in a bank loan syndicate (e.g., sales of pooled or packaged asset-backed securities).

WFAM(I) Ltd. purchases securities from time to time in offerings or underwritings in which Wells Fargo subsidiaries act in one or more such capacities (and therefore has a financial interest in the outcome of the offering or syndication) to the extent permitted by applicable law and client investment guidelines, and clients should note the potential conflict of interest inherent in such activity. In such cases, WFAM(I) Ltd. follows the requirements and constraints of the client, which includes Regulation W of the Federal Reserve Act and the Investment Company Act of 1940. Should WFAM(I) Ltd. inadvertently purchase securities in violation of these rules, the purchase will be deemed a trade error and WFAM(I) Ltd. will make the client whole for any losses suffered in connection with the unauthorized transaction.

WFAM(I) Ltd. from time to time purchases securities in which Wells Fargo has a financial interest. However, with limited exceptions such purchases are only permitted where Wells Fargo is acting in an agency capacity on behalf of a separate issuer (e.g., as bond trustee), as opposed to purchases of securities issued by Wells Fargo directly.

To ensure compliance with applicable laws and regulations and to minimize conflicts of interest, WFAM(I) Ltd. generally prohibits purchases into client accounts of securities issued by Wells Fargo & Company and its subsidiaries ("WFC Securities"), and by entities with certain relationships with Wells Fargo & Company ("WFC-related Securities"). Where not prohibited by law or regulation, WFAM(I) Ltd. allows client accounts to hold WFC Securities on a limited basis for various reasons, including but not limited to: 1) transferred accounts or non-discretionary accounts which require the client to acknowledge in writing (e.g. email correspondence) that WFAM(I) Ltd did not provide advice or an opinion regarding the acquisition or holding of the position;

2) approved exceptions consistent with regulatory prohibitions and client requests; or 3) money funds. For these reasons, the aggregate exposure to WFC Securities in our client accounts is very limited. Clients should be aware that in some cases these limitations on transacting in WFC Securities and WFC-related Securities could adversely impact the performance of their accounts.

Participation by WFAM(I) Ltd in Client Securities Transactions.

WFAM(I) Ltd. provides investment advice to a range of clients and it may happen that the firm is making decisions about the same security at the same time for multiple clients. Situations may arise where a particular security is being sold for one client whilst it is being retained or bought by another client; or being bought for one client whilst being sold by another. Investment decisions are client specific, depending on the particular mandate and circumstances of each client e.g., one client might wish to raise cash so WFAM(I) Ltd. might sell a security on which it has a positive view.

WFAM(I) Ltd. may manage accounts for related persons and in such cases generally will have full discretionary powers over the accounts. Other than establishing the investment objectives and policies of the portfolio, the related person generally has no influence or control over the investment decisions made for the account, and no prior knowledge of transactions that take place in the account. However, in certain instances, the related person may have influence or control over the investment decisions.

In the exercise of its discretion, WFAM(I) Ltd. may cause an account to sell a security to another account managed by WFAM(I) Ltd. or one of its affiliates. Any such transaction would be effected in accordance with the investment Advisers Act of 1940 (the "Advisers Act"), and if applicable, the Investment Company Act of 1940.

WFAM(I) Ltd. may purchase for its clients (i) securities in the secondary market that were originally underwritten by a related person, (ii) to the extent permitted by law, securities in an offering underwritten by a related person, provided that such purchases are from members of the underwriting syndicate other than a related person, and (iii) securities of issuers in which an affiliate of WFAM(I) Ltd. may have an interest.

OTHER POTENTIAL CLIENT INVESTMENT CONCERNS AND INVESTMENT CONFLICTS

The investment identification, selection and management process could create potential or actual conflicts for WFAM(I) Ltd and its clients, including:

- Client accounts invested in collective investment funds (e.g., money market and other mutual funds, private funds, exchange-traded funds) will also bear their proportionate share of fees paid at the fund level. If the fund is sponsored, advised or otherwise serviced by a Wells Fargo company, WFAM(I) and/or its affiliates may receive fees that are paid at the fund level. WFAM(I) Ltd.'s investment advisory fee typically will not be reduced under such circumstances.
- Certain types of investments involve leverage or derivative-styled exposure to underlying or reference securities, which affect risk profiles and raise regulatory implications for certain types of clients;
- Some investments are created, managed or issued by entities that engage in social, economic, commercial or political activities that could be deemed objectionable or questionable by certain clients;
- Some investments are only available to clients who meet certain investor standards, such as qualified institutional buyer ("QIB") or qualified purchaser status, or who have considerations or restrictions with respect to investments in private or unregistered transactions or in transactions or regulated by the federal government or state law (e.g., Native American gaming);
- Some investments (either directly, or due to the nature of underlying component assets or derivative structures) involve actual or perceived liquidity constraints that could adversely impact pricing determinations, valuation methodologies, transparency and review of asset composition, and/or the actual marketability and sale of the investment; and,
- The purchase and/or management of some investments involve credit analysis based in whole or in part on information that may not be readily available to the public (e.g., material, non-public information), and that can cause the client to become restricted in trading public securities of that issuer so long as such information remains material and non-public. In addition, investments in the same security by WFAM(I) Ltd. and its affiliated entities may result in increased aggregated exposure across the firm and therefore WFAM(I) Ltd. may be limited in its ability to transact in such security.

To minimize any potential client investment conflicts, WFAM(I) Ltd. manages its advisory and discretionary portfolio management services, fee structure, and investment selection process in accordance with pre-established client investment guidelines, the advisory or investment management agreement with the client, and policies and procedures adopted pursuant to Rule 206(4)-7 of the Advisers Act. WFAM(I) Ltd. also maintains a Code of Ethics, firewall procedures and other information barriers to ensure the confidentiality of investment activity for each WFAM(I) Ltd. client is maintained in accordance with applicable law. Additional actual or potential client investment conflicts and concerns include:

1) Purchase of Client Securities

From time to time, WFAM(I) Ltd. purchases publicly traded securities of issuers who are also clients of WFAM(I) Ltd. In these circumstances, WFAM(I) Ltd. monitors its position and limits size to percentages that are consistent with existing benchmarks or other investment protection principles, and in keeping with the objectives of the applicable strategy. Client investment guidelines and advisory or investment management agreements may also limit in whole or in part the purchase of related securities.

2) Trade Allocation

WFAM(I) Ltd. has adopted trade allocation policies and compliance procedures to manage the potential conflicts of interest that may arise when allocating investments across clients. WFAM(I) Ltd. engages in transactions in the same security or securities on behalf of a group of accounts, and will choose to execute trades separately or on an aggregated basis based on WFAM(I) Ltd.'s reasonable belief as to economic benefit for the account.

To satisfy regulatory requirements and its duty of best execution, WFAM(I) Ltd. may aggregate trades. Transactions for accounts that are included in a bunched or aggregated order may be executed before, along with, or after transactions in the same security being executed for other WFAM(I) Ltd. clients. Considering WFAM(I) Ltd.'s policy to treat all eligible WFAM(I) Ltd. clients fairly and equitably overtime, allocations are generally conducted on a non-pro rata basis in order to address legal, tax, regulatory, fiduciary, risk management, and other considerations.

WFAM(I) Ltd.'s objective is to ensure that over time, no discretionary account is systematically favored over any other discretionary account as to any available investment for reasons outside of the client's investment guidelines and applicable law.

As part of the pre-trade order indication process, WFAM(I) Ltd. contemplates several factors, including: each account's investment objective(s) and risk exposure; restrictions and investment guidelines; available cash and ongoing liquidity needs; existing holdings of similar securities; and, correlation and deviation to any relevant model portfolio(s). As noted above, non-pro rata allocations are generally the standard relative to fixed income trades to rebalance portfolios that have experienced cash flows or to address other general account management issues. Moreover, if a block order is not completed for WFAM(I) Ltd. in its entirety, partial fills will be allocated proportionately by WFAM(I) Ltd., though minimum size and odd lot restrictions will affect the distribution, potentially resulting in an allocation that is not pro rata. As a result, one account may receive a price for a particular transaction

that is different from the price received by another account for a similar transaction at or around the same time. We have policies and procedures to ensure that aggregated trades are allocated on a fair basis, in accordance with regulatory requirements.

3) Cross Trading

Subject to applicable law and client restrictions, WFAM(I) Ltd. may, in its discretion, execute buy-sell transactions between accounts that it manages (either on an advisory or sub-advisory basis) without the involvement of a broker-dealer ("cross trades"). Participating accounts in cross trades may include accounts in which WFAM(I) Ltd. and/or its affiliates have an ownership interest. Cross trades present a potential conflict of interest. For example, WFAM(I) Ltd. could have an incentive to favor one of the participating accounts in a cross trade. As a matter of policy, WFAM(I) Ltd. must determine that the cross trade is in the best interests of both parties to the transaction. Any cross trade involving a registered mutual fund account will be executed in accordance with applicable rules under the 1940 Act, the Advisers Act and procedures adopted by the fund's boards of directors or trustees, which require, among other things, that the securities be priced at an independent market price. Cross trades involving non-mutual fund accounts will be executed in a substantially similar manner in accordance with the Advisers Act and WFAM(I) Ltd.'s procedures. When WFAM(I) Ltd. executes a cross trade between its advised accounts, WFAM(I) Ltd. does not receive any brokerage commission with respect to the transaction. While in some situations there may be advantages to effecting a cross trade, WFAM(I) Ltd. seeks to achieve best qualitative and quantitative execution on each trade and, as a result, could determine that exposing transactions to the market instead of cross trading is likely to result in best execution. Additional factors considered in determining how to effect a trade where WFAM(I) Ltd. clients have interests on each side of the trade include whether an independent (unaffiliated) broker: (i) provides deeply discounted fees for the trade, including any residual shares; (ii) provides certainty of time/price; and, (iii) exposes the trade to the market for consideration and price reporting. Individual investment managers or their traders will make the determination whether to engage in cross-trade transactions based on their knowledge of the market, liquidity, and potential cost savings.

WFAM(I) Ltd. does not effectuate agency or principal cross trades as a current business practice.

4) Client Account Privacy

New and existing clients are required to provide information to support WFAM(I) Ltd.'s regulatory obligation to obtain, verify, and record information that identifies each client pursuant to the requirements of various federal and state laws. Such procedures are intended to help deter the funding of terrorist, other illegal activities, and money laundering activities.

WFAM(I) Ltd. has adopted policies regarding the collection and disclosure of information about WFAM(I) Ltd.'s clients. Consistent with our privacy policies and applicable law, WFAM(I) Ltd. and its affiliates may provide access to client information to affiliated and third party service providers throughout the world in circumstances that is necessary for the management of the client's account. When client information is accessed, we maintain protective measures as described in our privacy policies and notices.

Unless restricted by agreement with client, WFAM(I) Ltd. is permitted to disclose anonymous information identifying portfolio holdings that are representative of a particular strategy when WFAM(I) Ltd. is engaged in a review or modeling of its strategies with third parties.

Item 12 – Brokerage Practices

BROKERAGE PRACTICE

Trades are only executed through brokers that are on WFAM(I) Ltd.'s Approved Broker and Market Counterparties list. To get on this list, brokers/counterparties must satisfy certain criteria concerning financial soundness, regulated status, quality of service and market reputation.

There are no set limits on the commission rates that may be paid to brokers/counterparties but trades are put out to competitive tender wherever possible and performance is calculated after the deduction of any dealing fees or charges. WFAM(I) Ltd. is a specialist credit asset manager and the markets in which it operates do not normally charge commission. Due to the type and nature of the instruments in which it deals, WFAM(I) Ltd. uses a variety of execution venues.

WFAM(I) Ltd. has policies and procedures that are designed to obtain the best possible outcome for client orders bearing in mind any specific instructions from the client, the nature of the order, the features of the products themselves and the type of markets and venues on which they are traded.

There are many criteria to be considered when addressing best execution. The net price paid or received by the client is a major consideration, but other factors are also considered (e.g. certainty of execution and the reliability of settlement). WFAM(I) Ltd. believes its policy and procedures maximise the possibility of the firm achieving best execution on a consistent basis when assessed over a series of transactions and over time. However, it is not possible to guarantee best execution of all client orders on every occasion.

BEST EXECUTION

WFAM(I) Ltd. is domiciled in the European Union region and is required to manage those assets in accordance with Markets in Financial Instruments Directive II ("MiFID II") and publish an "Order Execution Policy" outlining the processes for taking all sufficient steps to obtain the best possible results for clients.

WFAM(I) Ltd.'s Order Execution policy is aimed at satisfying its fiduciary duty to seek the most favorable execution terms reasonably available given the specific circumstances of each trade ("best execution"). The portfolio manager or trader also researches the security for its suitability, relative value and optimal price, in addition

to researching which broker-dealer(s) may be in the best position to provide the best price. With the evolution of electronic trading platforms, portfolio managers and traders are more able to request bids and offers from multiple broker/dealers. In the exercise of its business judgment, WFAM(I) Ltd. in some instances only contacts one broker under conditions noted by policy. WFAM(I) Ltd. considers, inter alia, the following factors for obtaining best execution; each factor, in and of itself, is not construed as a definitive factor:

- Broker-dealer's historic trade performance with WFAM(I) Ltd.;
- Efficiency of the broker's back-office operations; and
- Broker-dealer's ability to provide liquidity and make a "market" for certain securities,

Additionally, WFAM(I) Ltd. takes all sufficient steps to obtain the best possible result for its clients, taking into account a range of factors, including but not limited to:

- Price
- Costs (implicit and explicit), including broker commission rates where applicable
- Timing and speed of execution
- Likelihood of, and capabilities in, execution, clearance and settlement
- Size of transaction relative to others in the same or similar financial instrument
- Financial status and responsibility of a counterparty or broker
- Other appropriate factors, such as client mandate constraints.

WFAM(I) Ltd., except in limited circumstances, prohibits any trade execution with broker dealers affiliated with Wells Fargo. The actual allocation of brokerage business will vary from year to year, depending on evaluations of all applicable considerations. In no case will WFAM(I) Ltd. make binding commitments as to the level of brokerage commissions it will allocate to a broker, nor will it commit to pay cash if an informal target is not met.

To meet its oversight and governance responsibilities, WFAM(I) Ltd. has trade management committees that meet quarterly to review all aspects of best execution. WFAM(I) Ltd. established the Fixed Income Trade Management Committee ("FITMC") to oversee the firm's global fixed income policy and ensure that WFAM(I) Ltd. maintains an effective governance program that complies with all stated policies, including best execution as well as MiFID II provisions for those accounts deemed to be in scope.

RESEARCH

For all fixed income client accounts, research will be obtained by WFAM(I) Ltd. by hard dollars. Under certain situations, WFAM(I) Ltd. may utilize minor non-monetary benefits in the receipt of research services. The minor non-monetary benefits will be received as long as they enhance the quality of service provided to the client and do not impair the manager's duty to act in the best interests of the client. WFAM(I) Ltd. believes it is important to its investment decision-making process to have access to independent research. Brokerage and research services provided by brokers may include, among other things, effecting securities transactions and performing services incidental thereto (such as clearance, settlement, and custody), and providing information regarding: the economy; industries; sectors of securities; individual companies; statistical information; taxation; political developments; legal developments; technical market action; pricing and appraisal services; credit analysis; risk measurement analysis and performance analysis. Such research services are received primarily in the form of written reports, telephone contacts and personal meetings with security analysts. In addition, research services could take the form of access to various computer-generated data, and meetings arranged with corporate and industry spokespersons, economists and government representatives.

DIRECTED BROKERAGE

WFAM(I) Ltd. does not participate in any directed brokerage arrangements.

SOFT DOLLAR ARRANGEMENTS

WFAM(I) Ltd. does not participate in soft dollar arrangements (practices whereby a broker agrees to provide some service or benefit to the firm in return for placing orders with the broker).

TRADE AGGREGATION

Investment decisions for each client are made independently, but the same decision may be made contemporaneously for a range of clients. This means that we may be buying or selling the same security at the same time for more than one client.

In such cases, WFAM(I) Ltd. may aggregate similar trades and execute the trade as a single block. When transactions are aggregated, the securities purchased or sold will be allocated among the participating accounts in a fair and equitable manner. The actual prices applicable to the aggregated transactions will be averaged, and the accounts will be deemed to have purchased or sold their proportionate share of the

securities involved at the average price.

WFAM(I) Ltd. will not aggregate transactions unless it believes that it is in the best interests of clients to do so. Aggregation is subject to regulatory requirements, the firm's duty to achieve best execution and the terms of its agreement with the client. However, there is no assurance that aggregation of transactions will benefit all clients equally, and in some instances combined orders could adversely affect the price or volume of a security. Also, it is possible that WFAM(I) Ltd. may not aggregate trades in circumstances where it would have been beneficial to do so. A potential conflict of interest could arise if orders for a client do not get fully executed due to being aggregated with orders of other accounts managed by WFAM(I) Ltd.

Item 13 – Review of Accounts

ACCOUNT REVIEW

Each WFAM(I) Ltd. account has a named Portfolio Manager who is responsible for keeping the account continuously under review and for making purchases and sales for the portfolio. This review process includes risk and performance analysis.

Peer reviews of portfolios are performed monthly by Investment professionals. These peer reviews monitor whether portfolios reflect the firm's relevant investment strategy.

Apart from these regular portfolio reviews, a review of individual holdings may be triggered by economic or political events, or by a specific event in a company, industry or sector. We will also review an account if the client's investment objective changes or at the request of the client.

CLIENT REPORTING

The nature and frequency of client reporting depends on the requirement of a particular client and any applicable regulatory requirements. This matter is normally covered in the advisory or investment management agreement. Generally, monthly reports are provided to clients showing the value and holdings of the account and summarizing all changes made during the month.

Reports may be provided to a client in electronic format, hardcopy or a combination of these media.

Item 14 – Client Referrals and Other Compensation

REFERRALS TO WFAM(I) Ltd.

WFAM(I) Ltd. may pay fees in certain instances to parties who refer business to the firm. Any payment for referrals shall comply with all applicable law and regulation.

Referral fees may be paid to employees of Wells Fargo and its affiliates that direct investment business to WFAM(I) Ltd. Under this arrangement, a percentage of the first year's fees received by WFAM(I) Ltd. are paid to the referring employee or contractor.

WFAM(I) Ltd. may also compensate third parties for client referrals. Under this arrangement, WFAM(I) Ltd. would pay a portion of the referred client's management fee earned by WFAM(I) Ltd. to the referring party. The referral fee will be borne solely by WFAM(I) Ltd. and not the referred client.

The investment management services of WFAM(I) Ltd. are also offered to clients of Wells Fargo. The distribution of investment products and services is dependent on interrelationships among WFAM(I) Ltd., its affiliates, and other entities in support of these activities. There exist certain potential or actual conflicts of interest within these interrelationships, including marketing or sponsorship arrangements with third-parties, sub-advisers and brokerage firms to promote the distribution of proprietary investment products including, but not limited to, variable products, mutual funds, managed accounts or the general enhancement of the "Wells" marketing image. Such parties, sub-advisers, and brokerage firms may concurrently have advisory, distribution, or other relationships with WFAM(I) Ltd. These arrangements could result in additional assets under management to WellsCap or inure to the direct or indirect benefit of clients of the firm.

Item 15 – Custody

Rule 206(4)-2 of the Investment Adviser's Act of 1940 defines "custody" as *"holding directly or indirectly client funds or securities or having the authority to obtain possession of them."*

Custody includes:

1. Possession of client funds or securities;
2. Any arrangement under which you are authorized or permitted to withdraw client funds or securities maintained with a custodian upon a client's instruction to the custodian:
and
3. Any capacity (such as a general partner or a limited partnership, managing member of a limited liability company or a comparable position for another type of pooled investment vehicle, or trustee of a trust) that gives the client supervised person legal ownership of or access to client funds or securities.

For all the funds managed by WFAM(I) Ltd., it does not act as a custodian, nor does it recommend any particular custodian to a client. Of course, an WFAM(I) Ltd. client may select Wells Fargo Bank, N.A. as its custodian, just as it might choose other third-party financial institutions as its custodian.

For those clients who select Wells Fargo Bank as their custodian, an account statement is generated at least quarterly and sent to each client by Wells Fargo Bank. For those clients who choose a financial institution that is not a Wells Fargo affiliate to act as their custodian, WFAM(I) Ltd. has no control over the frequency of reporting by the custodian but would expect this to be at least quarterly as well. WFAM(I) Ltd. deals only with institutional clients that are highly sophisticated or have access to independent professional advice. Consequently, the firm frequently receives request from clients for additional information to supplement that received from their custodians.

WFAM(I) Ltd. will co-operate as far as is reasonably possible with requests for information from the client or their custodian relating to reconciling their accounts.

It is in the client's best interests to carefully review all statements received from the custodian and WFAM(I) Ltd. and raise any queries promptly with the relevant parties. For tax and other purposes, the statement received from the custodian is the official record of the client's account(s) and assets.

Item 16 – Investment Discretion

DISCRETIONARY AUTHORITY

Pursuant to the client's investment advisory or investment management agreement, WFAM(I) Ltd. has the authority to determine the securities to be bought or sold from time to time, as well as the amount of those securities. These determinations are made pursuant to the investment guidelines provided by clients, as well as any regulatory considerations. WFAM(I) Ltd.'s standard is to receive complete discretionary authority over an account with the written approval of the client.

Such investment discretion remains limited to the client's risk tolerances, investment objectives and guidelines and provisions of the investment advisory or investment management agreement. However, certain clients may also require prior approval of investment transactions or request to be advised before certain investment transactions are effected. Where WFAM(I) Ltd. serves as an investment adviser to a fiduciary account for a trust, prior approval is often required by the trustee or grantor of the trust.

The following are common limitations to WFAM(I) Ltd.'s authority:

- Private Funds: WFAM(I) Ltd. is limited to investment alternatives specified in each Private Fund's confidential private placement memorandum or similar offering document;
- Private Accounts: WFAM(I) Ltd. is limited by the investment management agreement, the instructions of its clients and by the nature of the account that it advises. Clients may from time to time change their instructions to WFAM(I) Ltd. If a client requests in writing that its account not hold securities of companies in certain industries or countries or that certain securities be retained, and this limitation is acceptable to WFAM(I) Ltd., WFAM(I) Ltd. will comply with the request.

See Item 4 for more details regarding WFAM(I) Ltd.'s business and the investment process.

TRADE EXECUTION

WFAM(I) Ltd. places trades with broker-dealers on a discretionary basis. WFAM(I) Ltd. has authority to determine the broker or dealer to be used as well as the

applicable commission rates. This allows WFAM(I) Ltd. to optimize "best execution" of trades for all of its clients. WFAM(I) Ltd. will only execute trades with brokers on WFAM(I) Ltd.'s pre-approved broker list. See Item 12 for more information regarding brokerage practices.

Item 17 – Voting Client Securities (Proxy Voting)

WFAM(I) Ltd. specialises in managing portfolios of credit assets (such as bonds and loans) for institutional clients. It does not normally deal in shares or instruments that carry voting rights, hence the issue of voting client securities may not be relevant in the ordinary course of WFAM(I) Ltd.'s business. However, addressing the issues relating to this topic which may be relevant to WFAM(I) Ltd.'s activities, the firm takes the following approach:

- WFAM(I) Ltd. always puts its clients' interests first when undertaking investment business so this is its prime motivation when discharging its stewardship responsibilities. WFAM(I) Ltd. does not normally hold assets that carry voting rights so the firm does not use proxy voting or other advisory services.
- Where it is in the interests of its clients, WFAM(I) Ltd. will escalate action to ensure that the value of an investment is protected or enhanced.
- WFAM(I) Ltd. will always collaborate with other investors when it is for the benefit of its clients. WFAM(I) Ltd. has been active in bondholder groups and loan steering committees on various occasions.

Item 18 – Financial Information

WFAM(I) Ltd. has no financial condition that is reasonably likely to impair contractual commitments to clients, and it has not been the subject of any bankruptcy petition.