

Parametric Risk Advisors LLC

518 Riverside Avenue, Westport, CT 06880

203-227-1700

www.parametricportfolio.com

January 29, 2014

This Brochure provides information about the qualifications and business practices of Parametric Risk Advisors LLC. If you have any questions about the contents of this Brochure, please contact us at 203-227-1700. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Parametric Risk Advisors, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Parametric Risk Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure dated January 29, 2014 is an annually amended document prepared by Parametric Risk Advisors, LLC (“PRA”) according to the SEC’s requirements and rules relating to the Form ADV and contains the following material changes from the brochure dated March 25, 2013. Pursuant to SEC Rules, PRA will ensure that Clients receive a summary of any materials changes to subsequent Brochures within 120 days of the close of its business’ fiscal year. PRA may further provide other ongoing disclosure information about material changes, free of charge, as necessary.

PRA’s Brochure may be requested by contacting Brad Berggren, President, at 203.227.1700 or Deborah Lamb, Chief Compliance Officer, at 206.694.5575.

Additional information about Parametric Risk Advisors, 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 PRA who are registered, or are required to be registered, as investment adviser representatives of PRA.

Item 4

- Effective November 1, 2013, Parametric Portfolio Associates LLC (“Parametric”) purchased the remaining outstanding equity position in PRA. PRA is now a wholly-owned subsidiary of Parametric. No investment activities were affected and no management changes were initiated as a result of the finalization of this transaction.
- In 2013 Parametric expanded its institutional services. Parametric formed Parametric Clifton, an internal business unit dedicated to marketing Parametric investment advisory products to institutional clients. Effective January 2014, Parametric Clifton was expanded to include marketing and client service personnel from each of Parametric’s investment centers (Seattle, WA, Minneapolis, MN, and Westport, CT) and may promote all of the strategies offered by Parametric and PRA to the institutional marketplace.
- Effective December 31, 2013, applicable composites and portfolios of PRA and Parametric became compliant with the CFA Institute Global Investment Performance Standards (“GIPS®”). All applicable portfolios are now included in the Parametric Investment & Overlay Strategies GIPS compliant firm definition.

Item 8

- Risk language expanded

Additional Information

- Privacy Statement revised.

Item 3 – Table of Contents

Item 2 – Material Changes	ii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients.....	7
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations	11
Item 11 – Code of Ethics	12
Item 12 – Brokerage Practices	15
Item 13 – Review of Accounts.....	16
Item 14 – Client Referrals and Other Compensation.....	17
Item 16 – Investment Discretion.....	17
Item 17 – Voting Client Securities.....	18
Item 18 – Financial Information	18
PRA’s Privacy Policy	19

Item 4 – Advisory Business

This brochure provides information about the qualifications and business practices of Parametric Risk Advisors LLC (“PRA”). Please contact Deborah Lamb, Chief Compliance Officer, if you have any questions about the contents of this brochure.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State securities authority.

Additional information about PRA is available on the internet at: http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_OrgSearch.aspx.

You may search this site by a unique identifying number, known as a CRD number. The CRD number is 143616.

PRA is organized as a limited liability company under the laws of the State of Delaware. PRA has been providing investment advisory services since its formation in 2007.

Material Events

- Effective November 1, 2013, Parametric Portfolio Associates LLC (“Parametric”) purchased the remaining outstanding equity position in PRA. PRA is now a wholly-owned subsidiary of Parametric. No investment activities were affected and no management changes were initiated as a result of the finalization of this transaction.
- In 2013 Parametric expanded its institutional services. Effective December 31, 2013, applicable composites and portfolios of PRA and Parametric jointly became compliant with the CFA Institute Global Investment Performance Standards (“GIPS®”) under one firm definition for marketing those composites. The GIPS® compliant firm is known as: Parametric Investment & Overlay Strategies.
- Effective January 2014, Parametric formed Parametric Clifton, an internal business unit dedicated to marketing Parametric's investment advisory products to institutional clients. Parametric Clifton was expanded to include marketing, client service and portfolio management personnel from each of Parametric's investment centers (Seattle, WA, Minneapolis, MN, and Westport, CT) and may promote all of the strategies offered by Parametric and PRA to the institutional marketplace. PRA personnel are authorized to market and may be compensated for marketing Parametric products.

As of December 31, 2013, PRA managed discretionary option programs on approximately \$3.6 billion of option underlying assets.

Investment Advisory Services

PRA offers Investment Advisory Services, defined as providing continuous advice to clients regarding the investment of client funds and or offering discretionary portfolio management. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, PRA develops a client's personal investment policy and creates and manages a portfolio based on that policy. PRA will manage advisory accounts on a discretionary and nondiscretionary basis.

PRA is engaged in three primary strategies:

- DeltaShift: Is a rules-based equity and equity index call option selling program for single stocks and diversified equity portfolios with a goal of reduced volatility and enhanced return.
- Dynamic Hedged Equity: Is a rules-based equity index option program for diversified portfolios in which index put options are purchased and index call options are sold in a systematic manner to provide a hedge to the client's equity portfolio.
- Option Absolute Return Strategy ("OARS"): Is a rules-based equity index option spread selling strategy with the goal of generating premium income in a risk-managed fashion.

Investing in securities involves risk of loss that clients should be prepared to bear. There is no guarantee that PRA will achieve its Clients' and/or firm goals.

PRA's investment strategy involves option purchases and sales for its client, or other suitable strategies that PRA develops with respect to a client's equity position(s) and stated tolerance of risk. PRA may recommend OTC options, OTC prepaid forward sale agreements, swaps, structured notes, other structured transactions, listed options and FLEX options.

Biographies of PRA senior management are included below:

BRADLEY SCOTT BERGGREN YEAR OF BIRTH: 1966

Education:

B.A., Political Science/History, University of Vermont, 1988.

Employment History:

Managing Director/CCO, MRA Asset Management, LLC, 01/2006 to 04/2007;
Managing Director/CCO, Managed Risk Advisors, LLC, 01/2003 to 04/2007;
Private Investor, 11/2002 to 12/2002;
Managing Director, K2 Advisors, LLC, 02/2002 to 10/2002;
Managing Director, Bank of America Corp., 02/1998 to 02/2002

KENNETH LEE EVERDING YEAR OF BIRTH: 1962

Education:

B.S. Physics, Iowa State University 1985; and
Ph.D. Physics, Yale University 1990.

Employment History:

Managing Director, MRA Asset Management, LLC, 01/2006 to 04/2007;
Managing Director, Managed Risk Advisors, LLC, 08/2005 to 04/2007;
Managing Director, BNP Paribas, 07/2003 to 08/2005;
Managing Director, Zurich Premier Management, LLC, 01/2002 to 07/2003;
Managing Director, Zurich Capital Markets Inc. 08/2001 to 07/2003

JONATHAN ORSECK YEAR OF BIRTH: 1968

Education:

M.B.A., Finance, New York University Stern School of Business, 1994; and
B.S., Computer Science, University of Pennsylvania, 1990.

Employment History (last position at each firm):

Managing Director, MRA Asset Management, LLC, 03/2006 to 04/2007;
Managing Director, Managed Risk Advisors, LLC, 03/2006 to 04/2007;
Managing Director, Bank of America Securities, 02/2004 to 03/2006;
Principal, Morgan Stanley, 04/1996 to 02/2004

LAWRENCE MILES BERMAN

YEAR OF BIRTH: 1964

Education:

B.A., Marketing, Boston University, 1987.

Employment History:

Managing Director, MRA Asset Management, Westport CT, 4/1/06 to 04/2007;

Managing Director, Managed Risk Advisors, LLC, 03/2006 to 04/2007;

Principal, Wolverine Trading, New York, NY 08/1997 to 03/2006

MICHAEL A. KELLY

YEAR OF BIRTH: 1971

Education:

B.A., History, Providence College, 1993

Employment History:

Vice President, Cambridge International Securities, Westport, CT 06/2006 to 03/2008;

Equity Options Specialist, AGS Specialists, New York, 01/2005 to 06/2006;

Equity Options Specialist, TD Options, LLC, New York, 12/1998 to 01/2005

JAMES ROCCAS

YEAR OF BIRTH: 1967

Education:

B.A., Economics, Princeton, 1989

M.B.A., Finance, The Wharton School, University of Pennsylvania 1995

Employment History:

Director, Merrill Lynch, New York, 04/2001 to 08/2007

Vice President, JP Morgan Chase & Co., New York, 08/1995 to 01/2004

Item 5 – Fees and Compensation

Fee Schedule

As of February 1, 2011, the fee for Investment Supervisory Services is charged on a fixed basis and/or as a percentage of assets under management, according to the schedule below:

- An annual fee, generally between 0.25% and 1.00% of assets under management, will be charged depending on the nature and complexity of each client's investment needs. This asset-based fee covers the following type of services: implementation of an investment strategy, including efforts that are directed to the placing of the underlying transactions; monitoring of the client's positions and accounts; and discretionary portfolio management.
- A fixed monthly fee, generally \$5,000, may be applied to each account. This fixed fee covers general consulting and advisory work for PRA's clients. This fee covers the following type of services: development of a recommended investment strategy; structuring of the underlying transactions; and selection of an appropriate bank or broker-dealer counterparty, or,
- Upon termination, prepaid management fees, if any, will be refunded to the client on a pro-rata basis.

Clients will be invoiced in arrears of each calendar month or quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter. The specific manner in which fees are charged by PRA is established in the client's written agreement with PRA.

In addition to asset-based investment advisory fees and fees based on a percentage of portfolio income, PRA agrees to provide investment advisory services to be compensated in part on a comparative performance or incentive basis. Any applicable performance or incentive fee arrangement will comply with the requirements of Section 205 and Rule 205-3 of the Investment Advisors Act of 1940, as amended.

A minimum of \$5 million of assets under management is generally required for these Investment Advisory Services. This account size may be negotiable under certain circumstances. PRA may group certain related client accounts for purposes of achieving the minimum account size and determining the annualized fee. PRA will quote an exact asset-based fee percentage to each client based on both the nature and total dollar value of that account.

Negotiability of Advisory Fees and Minimum Requirements: In certain circumstances, all fees and account minimums are negotiable.

Fee Calculation: The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

Termination of Advisory Relationship: A client agreement may be canceled by either party for any reason upon receipt of thirty days' written notice. Upon termination of an account any earned, unpaid fees will be due and payable.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees, and not all services may be appropriate or available to all clients

PRA's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by other managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to PRA's fee, and PRA shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that PRA considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

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

In specific instances, PRA has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. PRA will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (The Advisers Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, PRA shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for PRA to recommend investments which may be riskier or more speculative than those which would be recommended

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

Side-by-Side Management:

In some instances, PRA manages private and/or registered commingled funds (collectively the “funds”) and separately managed accounts (“SMAs”) in the same or similar strategies. This may give rise to potential conflicts of interest if the funds and SMAs have, among other things, different objectives, benchmarks or fees (i.e. performance fees). For example, potential conflicts may arise in the following examples:

- The portfolio manager must allocate time and investment ideas across funds and SMAs;
- Funds’ or SMAs’ orders are not fully executed on the same day;
- Trades may get executed for an SMA that may adversely impact the value of securities held by a fund;
- SMAs or funds may receive an allocation of an investment opportunity when other SMAs, for various reasons, including but not limited to cash flow availability, do not; and/or
- Trading and securities selected for a particular fund or SMA may cause differences in the performance of different SMAs or funds that have similar strategies.

PRA has adopted trade allocation procedures and monitors such transactions to help ensure PRA does not favor funds or SMAs over each other, as well as to help ensure fair and equitable treatment of the funds and SMAs. During periods of unusual market conditions, PRA may deviate from its stated trade allocation practices. There can be no assurance, however, that all conflicts have been identified or addressed for all situations.

Item 7 – Types of Clients

PRA may provide portfolio management services to high-net worth individuals, corporations, corporate pension and profit-sharing plans, Taft-Hartley plans, other pooled investment vehicles, banking and thrift institutions, charitable institutions, foundations, endowments, state, municipal and federal government entities, registered investment companies, private investment funds, trust programs, other investment advisers, sovereign funds, foreign registered and private funds, other U.S. and international institutions, and individual accounts. PRA generally has a minimum account size of \$5.0 million for opening a direct account.

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

Options Based Strategies

PRA engages in three primary investment strategies. The first, DeltaShift, is call writing in which it sells call options against underlying equity or equity index positions with a goal of increasing portfolio return. The second, Dynamic Hedged Equity, is a risk management or hedging strategy in which PRA purchases index put options and sell index calls with the goal of reducing portfolio risk and volatility. Finally, PRA engages in OARS, the sale of call and put spreads with the goal of generating incremental return for its clients.

PRA may enter into derivatives transactions to help manage overall risk or to gain or reduce investment exposure on behalf of clients. The derivatives instruments typically used by PRA include listed, FLEX and over-the-counter options, over-the-counter prepaid forward sale agreements, swaps, structured notes, and other structured derivative transactions.

PRA offers customized options overlay strategies designed to avert potential losses associates with changes in a particular investment or asset class, generate supplemental income, or gain contingent asset class exposure.

DeltaShift seeks to improve expected performance through the sale of equity or equity index call options. Portfolio volatility is reduced in exchange for the willingness to limit upside profit potential. The strategy is subject to the following material risks: Active Management Risk, Concentration Risk, Derivatives Risk, Equity Risk, General Investing Risk, Hedge Correlation Risk, Market Risk, Quantitative Management Risk, and Tracking Error Risk. For a summary of each risk, see *Summary of Material Risks* below.

Dynamic Hedged Equity seeks to reduce portfolio risk and volatility through the purchase of index put options and the sale of index call options in a methodical manner. The strategy is subject to the following material risks: Active Management Risk, Concentration Risk, Derivatives Risk, Equity Risk, General Investing Risk, Hedge Correlation Risk, Market Risk, Quantitative Management Risk, and Tracking Error Risk. For a summary of each risk, see *Summary of Material Risks* below.

OARS seeks to generate excess returns through the sales of index call spreads and index put spreads. The strategy is subject to the following material risks: Active Management Risk, Concentration Risk, Derivatives Risk, Equity Risk, General Investing Risk, Hedge Correlation Risk, Market Risk, Quantitative Management Risk, and Tracking Error Risk. For a summary of each risk, see *Summary of Material Risks* below.

Summary of Material Risks

Active Management Risk. The success of a client's account that is actively managed depends upon the investment skills and analytical abilities of the portfolio manager to develop and effectively implement strategies that achieve the client's investment objective. Subjective decisions made by the portfolio manager may cause a client portfolio to incur losses or to miss profit opportunities on which it may otherwise have capitalized.

Concentration Risk. A strategy that concentrates its investments in a particular sector of the market (such as the utilities or financial services sectors) or a specific geographic area (such as a country or state) may be affected by events that adversely affect that sector or area and the value of a portfolio using such a strategy may fluctuate more than that of a less concentrated portfolio.

Derivatives Risk. The use of derivatives can lead to losses because of adverse movements in the price or value of the asset, index, rate or instrument underlying a derivative, due to failure of the counterparty or due to tax or regulatory constraints. In this context, Derivatives include but are not limited to: futures, forwards, options, participatory notes, warrants, and other similar instruments that may be valued upon another or related asset. Derivatives may create economic leverage in a client portfolio, which magnifies the portfolio's exposure to the underlying investment. Derivatives risk may be more significant when derivatives are used to enhance return or as a substitute for a position or security, rather than solely to hedge the risk of a position or security held by a client portfolio. Derivatives for hedging purposes may not reduce risk if they are not sufficiently correlated to the position being hedged. A decision as to whether, when and how to use derivatives involves the exercise of specialized skill and judgment, and a transaction may be unsuccessful in whole or in part because of market behavior or unexpected events. Derivative instruments may be difficult to value, may be illiquid, and may be subject to wide swings in valuation caused by changes in the value of the underlying instrument. If a derivative counterparty is unable to honor its commitments, the value of a client portfolio may decline and/or the portfolio could experience delays in the return of collateral or other assets held by the counterparty. The loss on derivative transactions may substantially exceed the initial investment. Certain strategies may use derivatives extensively.

Equity Risk. The strategy may be sensitive to stock market volatility and the stocks in which it invests may be more volatile than the stock market as a whole. The value of stocks and related instruments may decline in response to conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations, as well as issuer or sector specific events. Market conditions may affect certain types of stocks (such as large-cap or growth stocks) to a greater extent than other types of stocks. If the stock market declines, the value of a portfolio will also

likely decline and although stock values can rebound, there is no assurance that values will return to previous levels.

General Investing Risks. Most investment strategies are not intended to be a complete investment program. Clients generally should have a long-term investment perspective and be able to tolerate potentially sharp declines in value and/or investment losses. Investment advisers, other market participants and many securities markets are subject to rules and regulations and the jurisdiction of one or more regulators. Changes to applicable rules and regulations could have an adverse effect on securities markets and market participants, as well as on the ability to execute a particular investment strategy.

Hedge Correlation Risk. Certain strategies seek to maintain substantially offsetting exposures and follow a generally market-neutral approach. Hedging instruments utilized for these strategies may not maintain the intended correlation to the investment being hedged or may otherwise fail to achieve their intended purpose. Failure of the hedge instruments to track a client portfolio's investments could result in the client portfolio having substantial residual exposure to market risk.

Market Risk. Economic and other events (whether real or perceived) can reduce the demand for certain securities or for investments generally, which may reduce market prices and cause the value of a client portfolio to fall. The frequency and magnitude of such changes cannot be predicted. Certain securities can experience downturns in trading activity and, at such times, the supply of such instruments in the market may exceed the demand. At other times, the demand for such instruments may exceed the supply in the market. An imbalance in supply and demand in the market may result in valuation uncertainties and greater volatility, less liquidity, widening credit spreads and a lack of price transparency in the market. No active trading market may exist for certain investments, which may impair the ability of the portfolio manager to sell or to realize the full value of such investments in the event of the need to liquidate such assets. Adverse market conditions may impair the liquidity of some actively traded investments.

Quantitative Management Risk. PRA uses quantitative, proprietary investment techniques and analyses in making investment decisions. These strategies seek to take advantage of certain quantitative and/or behavioral market characteristics identified by PRA, utilizing rules-based country, sector and commodity weighting processes, structured allocation methodologies and disciplined rebalancing models. These investment strategies have not been independently tested or validated, and there can be no assurance that they will achieve the desired results.

Tracking Error Risk. Tracking error risk refers to the risk that the performance of a client portfolio may not match or correlate to that of the index it attempts to track, either on a daily or aggregate basis. Factors such as fees and trading expenses, imperfect correlation between the

portfolio's investments and the index, changes to the composition of the index, regulatory policies, high portfolio turnover rate and the use of leverage all contribute to tracking error. Tracking error risk may cause the performance of a client portfolio to be less or more than expected.

Investing in securities involves risk of loss that clients should be prepared to bear. There is no guarantee that PRA will achieve its clients' or firm goals.

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 your evaluation of PRA or the integrity of PRA's management. PRA has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

PRA is a wholly owned subsidiary of Parametric. Through its parent company, Eaton Vance Acquisitions ("EVA"), Parametric is a majority owned affiliate of Eaton Vance Corp. ("EVC"). EVC owns 100% of Eaton Vance Distributors, Inc. ("EVD"), a broker-dealer registered with the SEC, which serves as principal underwriter and distributor for Eaton Vance Funds and is an affiliate of Parametric. Certain Parametric employees are representatives licensed through EVD for the marketing and sale of the Eaton Vance family of registered investment companies. In addition EVD representatives actively market and support Parametric and PRA investment products.

As described above, through its parent company EVA, Parametric is approximately 92% owned by EVC. EVC directly or indirectly owns (i) 100% of Eaton Vance Management, ("EVM"), a registered investment adviser with the SEC (File No. 807-15930), (ii) 100% of Boston Management and Research ("BMR"), a registered investment adviser with the SEC (File No. 801-43127), (iii) a majority of Atlanta Capital Management Company ("ACM"), a registered investment adviser with the SEC (File No. 801-60673), and (iv) 100% of Fox Asset Management ("FOX"), a registered investment adviser with the SEC (File No. 801-60656).

Certain employees of PRA are considered to be "dual" employees of PRA and Eaton Vance Management and as such receive a portion of their salary and benefits from Eaton Vance.

PRA and Parametric have entered into a service level agreement under which Parametric provides certain services to PRA including but not limited to: software development, account maintenance, daily account and trade reconciliation, accounting, billing, disbursement, Compliance support, general operational support services and general corporate services.

Pursuant to a written agreement between PRA and EVD, PRA compensates EVD a percentage of the investment advisory fee earned by PRA on certain accounts for EVD's joint-marketing efforts.

PRA also provides option overlay services to EVM for certain client accounts. Pursuant to a written agreement between PRA and EVM, PRA receives a portion of the total fee paid for such accounts.

PRA provides investment advisory services to wrap fee programs sponsored by several broker-dealer firms. Currently, there is only one such actively managed arrangement. A "wrap fee" is a comprehensive fee paid by the client covering both brokerage and money management services. It is the client's sole responsibility to negotiate the wrap fee with the particular broker-dealer. If PRA is selected as a sub-adviser for a specific client's assets through the wrap fee type program, PRA will have no ongoing responsibility to assess the value of services delivered by the broker-dealer or wrap fee program adviser. A client must recognize that the overall costs associated with a wrap fee type program may be higher or lower than what the client might otherwise experience by paying PRA standard fees and negotiating transaction and advisory charges with the broker-dealer. It must be recognized that the advisory and other services provided by a wrap fee program might not be available to the client other than pursuant to the wrap fee arrangement. In the wrap fee programs, PRA may be deemed to be the adviser or sub-adviser to the program, depending on whether the sponsoring broker-dealer or another investment adviser retains the basic investment advisory function.

Certain employees of PRA are also employees of Eaton Vance Management and, as such, assist in the management and execution of the option overlay component of a number of Eaton Vance closed-end funds. These funds utilize equity option strategies to supplement the equity investment strategy employed by the Funds' portfolio managers. This presents the potential for a conflict of interest which have been addressed through a non-disclosure agreement ("NDA") which restricts access to certain data to only those employees who are authorized to have access.

Item 11 – Code of Ethics

PRA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, guidance on certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Parametric must acknowledge the terms of the Code of Ethics.

PRA requires prompt reports on all transactions covered by the Code of Ethics. PRA further requires that all personal investment account relationships be disclosed, that PRA receive duplicate confirmations of transactions and custodial account statements, and that all covered persons certify compliance with the Code of Ethics.

In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on covered transactions for certain PRA employees.

PRA anticipates that, in appropriate circumstances, consistent with the client's investment objectives, it will cause accounts over which PRA has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which PRA and/or its clients, directly or indirectly, have a position or interest. From time to time, PRA or its affiliates may also recommend to investment advisory clients or prospective clients the purchase or sale of mutual funds in which PRA receives a sub-advisory fee. PRA employees and persons associated with PRA are required to follow the firm's Code of Ethics. Subject to satisfying this company policy and applicable laws, officers, directors and employees of PRA may trade for their own accounts in securities that are recommended to and/or purchased for their clients. The firm's Code of Ethics is designed to assure that the activities, interests and relationships of the employees of PRA will not interfere with (i) making decisions in the best interest of advisory clients or (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Thus, the Code of Ethics designates certain classes of securities as exempt securities and certain classes of transactions as exempt transactions, based upon a determination that these would not materially interfere with the best interests of PRA's clients. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics in order to reasonably ensure employees comply with the Code of Ethics, and to reasonably addresses conflicts of interest between Parametric and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with PRA's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. PRA will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. PRA does not trade on its own behalf. PRA's policy is to execute cross trading only upon Compliance approval and only in accordance with applicable regulatory guidelines.

PRA may invest in securities of which related persons of its employees may be considered to be insiders. PRA's trading and research will not be based on material, non-public information, as defined in PRA's Code of Ethics.

PRA may buy, sell and perform research on or through companies for whom a client may be the company, an employee, officer or director.

PRA or its employees may give charitable contributions to client organizations. Often times this is done through sponsorships at events. PRA may also support educational endeavors of industry or client trade organizations.

Certain PRA employees are also dual employees of EVM. Those employees' actions are also covered and under the Eaton Vance Code of Ethics.

PRA does not permit any employee to purchase or sell any security immediately prior to a transaction(s) being implemented for an advisory account, in order to prevent such employees from benefiting from transactions placed on behalf of advisory accounts. PRA or any related person(s) may have a position in a certain security(ies) which may also be recommended to a client.

As these situations may represent a conflict of interest, PRA has established the following restrictions in order to ensure its fiduciary responsibilities:

- Any member, officer or employee of PRA shall not buy or sell securities for their personal portfolio(s) or client portfolios where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonably inquiry. No person of PRA shall prefer his or her own interest to that of the advisory client.
- PRA maintains a list of all securities holdings for itself, and anyone associated with its advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of PRA.
- PRA maintains a Code of Ethics. The Code of Ethics is designed to avoid not only actual but any appearance of conflicts of interest, and to put the clients' interests first. You may obtain a copy of the Code of Ethics by writing: Parametric Risk Advisors, Attn: Compliance, 518 Riverside Avenue, Westport, CT 06880.

It is PRA's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. PRA will also not cross trades between client accounts. Principal

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 from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross 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 for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

In most situations, PRA has discretionary authority over designated client assets. In these situations, PRA's investment management agreement provides written authority to determine the securities and amount of securities to be bought or sold, the broker-dealer to be used for client transactions and the commission costs that will be charged to clients for these transactions.

PRA will endeavor to select those brokers-dealers that will provide best execution, which generally is evaluated on the basis of overall price obtained, services provided, and commission rates. The reasonableness of the total transaction is based on the broker-dealer's ability to access the most effective market place, provide liquidity and capital as needed, and deliver professional, settlement and research services, while charging competitive commission rates to assist PRA in providing quality investment management services to clients. Consequently, in a particular transaction a client may pay a commission in excess of that which another broker-dealer might have charged for executing the same transaction. PRA may use a broker who provides useful research and securities transaction assistance. Client portfolio transactions may also be effected through broker-dealer firms that have introduced prospective clients to PRA or its affiliates, subject to seeking best execution and provided such brokerage is not directed to the broker-dealer as compensation.

Any limitations on this discretionary authority shall be included in the written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted in writing.

PRA may block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients' accounts. Such trades will be pro-rated and averaged priced with shared transaction costs. Block trading may allow PRA to execute trades in a more timely and equitable manner, and reduce overall commission charges to clients. Employee and firm trades are not included with any client blocks.

Investment decisions to buy or sell securities for any account are the product of many factors, including, but not limited to, the particular client's investment objectives, available cash resources, the relative size of the client's portfolio holdings of the same or similar securities, the size of investment commitments generally held by the client and the opinions of the persons responsible for making investments for such account. Thus, a particular security may be bought or sold for certain clients even though it could have been bought or sold for other clients at the same time. In certain instances, a particular security may be bought for certain clients when other clients are selling that security. In order to avoid a potential conflict of interest, it is PRA's policy to generally refrain from crossing such transactions. Trades are sent to a broker-dealer for execution.

Client broker-dealer directed trading restrictions may prevent the account from participating in the allocation of a larger simultaneous aggregated transaction. Thus, when PRA is directed to execute orders for a client account through a specific broker-dealer, or to include a specific broker-dealer in a competitive bidding process, the order will normally be placed after completion of non-directed orders to avoid marketplace trading conflicts. This may affect PRA's ability to obtain best execution, the timeliness of execution, also result in a less advantageous price being realized by the account. If the client directs PRA to execute transactions through a specific firm or firms, the client will be responsible for negotiating the commission rates with such firms or firms, and such negotiation may result in higher commissions than would have been paid if PRA had full discretion in the selection of broker-dealer firms.

PRA does not provide custodial services and in situations where it does not have the discretionary authority to determine the broker-dealer to be used, PRA may recommend the use of one of several broker-dealers for other investment related services. PRA clients must independently evaluate these broker-dealers and PRA is not responsible or liable for that relationship. Factors considered by PRA when making a recommendation include but are not limited to: the broker-dealer's ability to provide professional services, PRA's experience with and reputation of the broker-dealer, and the broker-dealer's quality of execution services and costs of such service. PRA clients are not obligated to affect trades through a recommended broker-dealer or in any way engage that entity in other business activities. PRA has no verbal or written agreement with any firm to receive compensation for such recommendations. PRA does not engage in "soft-dollar" arrangements.

Item 13 – Review of Accounts

While portfolio securities are continuously reviewed by PRA, all client accounts are reviewed, at a minimum, on a quarterly basis by Bradley Scott Berggren or Jon Orseck, Managing Directors of PRA. Interim reviews of varying degrees may be triggered by numerous factors, including but

not limited to: significant equity price or interest rate changes; new economic forecasts; investment policy changes of PRA; asset additions to the account by the client; and/or changes in a client's objectives, instructions, or circumstances.

PRA will provide quarterly reports summarizing account performance, balances and holdings, but cannot be held responsible for ensuring the Client's custodian provides the authorized statements.

Item 14 – Client Referrals and Other Compensation

PRA may, from time to time, compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. PRA may engage the services of third-party solicitors. Information regarding these relationships is available by request. PRA is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by PRA and all applicable Federal and/or State laws will be observed. As indicated elsewhere in this document, PRA may participate directly and/or indirectly in accounts managed by its parent company and other affiliated organizations. Compensation may be provided through bonus pools, intercompany services, intercompany transfers and similar forms of payment. PRA employees may be compensated by Parametric and Parametric employees may be compensated by PRA for cross marketing institutional products. Clients are assessed management fees based on level of assets, investment strategy and customization complexity, and not based on any revenue sharing arrangements.

Item 15 – Custody

Clients must contact their broker-dealer and/or custodian to ensure that they receive direct statements and confirmations of transactions. Clients should receive, at a minimum, formal quarter-end statements from the broker-dealer, bank or other qualified custodian. PRA urges all Clients to carefully review such statements and compare such official custodial records to the account statements provided by PRA. However, PRA statements may not be precisely reconciled to custodial statements due to accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

In the standard investment management agreement, PRA receives discretionary authority from the Client to select the specific securities and individual amounts to be bought or sold. In most instances, this discretion also includes the ability to choose the broker-dealer used for transactions and the commission costs that will be charged to Clients for these transactions.

PRA will endeavor to select those broker-dealers that will provide best execution, which generally is evaluated on the basis of the overall price obtained, services provided, and commission rates. The reasonableness of the total transaction is based on the broker-dealer's ability to access the most effective market place, provide liquidity and capital as needed, and deliver professional, settlement and research services, while charging competitive commission rates to assist PRA in providing quality investment management services to clients. Consequently, in a particular transaction a client may pay a commission in excess of that which another broker-dealer might have charged for executing the same transaction. PRA may use a broker who provides useful research and securities transaction assistance. Client portfolio transactions may also be effected through broker-dealer firms that have introduced prospective clients to PRA or its affiliates, subject to seeking best execution and provided such brokerage is not directed to the broker-dealer as compensation.

Any limitations on this discretionary authority shall be included in the written signed agreement. Clients may change/amend these directions as desired. Such amendments must be submitted in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, PRA does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Item 18 – Financial Information

Registered investment advisers are required to provide certain financial information or disclosures about their financial condition. PRA is a privately held entity and does not release its financial statements. However, PRA's financials are audited annually and has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients. PRA has not been the subject of any bankruptcy proceeding.



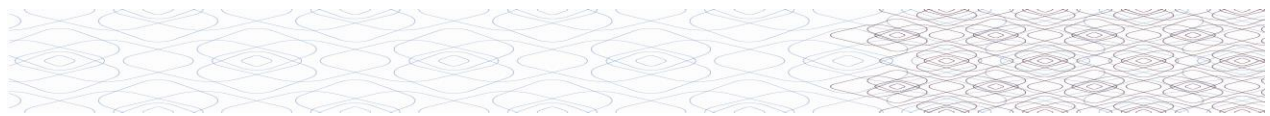
PRA's Privacy Policy

Parametric Risk Advisors LLC ("PRA") considers client privacy to be a fundamental aspect of its relationship with clients and is committed to safeguarding all client related "personal" information as defined under the privacy rules published under Section 504 of the Gramm-Leach-Bliley Act, as amended. PRA does not disclose non-public personal information concerning its clients, former clients, or investors in certain limited partnerships over which the firm acts as a general partner, to any other party or person except as permitted and/or required by law, an applicable regulatory authority, or as outlined below.

PRA may, in limited circumstances, have the need to collect non-public personal information about its clients and investors in certain limited partnerships over which the firm acts as a general partner. This information may include but is not limited to:

- ❖ Name, address, telephone number, tax identification and verification
- ❖ Assets, income, bank and investment accounts, credit information, custodian, IRS tax status and/or other specific financial, investment or related information
- ❖ Application, subscriptions, suitability and similar forms or questionnaires
- ❖ Legal documents such as trust agreements, financials, ownership records or similar information
- ❖ PRA may collect personal information when an individual account is opened or when the information is provided by that client's advisor. This material may be accumulated from sources such as account applications and related documents, other written, electronic or verbal correspondence, transactions, a brokerage or financial advisory firm, a financial adviser or consultant, and/or information captured on PRA's internet web site. PRA retains the personal information of current and former clients in accordance with Rule 204-2 of the Investment Advisers Act of 1940.

PRA may share client information with its affiliates or subsidiaries as needed to conduct business. From time to time, PRA may engage the services of third party vendors or consultants to assist with the management of client portfolios. In that respect, information will be provided on a need-to-know basis only and the external parties will agree to hold all such information confidential. PRA may also disclose or share information, to the extent permitted by law, with



other financial institutions with which the firm and/or its clients have a joint business arrangement in managing and/or servicing the client.

PRA's procedures are designed to restrict access to non-public personal information to appropriate personnel. PRA maintains physical, electronic and procedural safeguards that comply with federal standards to safeguard current and past client related personal information.

PRA does not sell non-public personal information to any external source and does not distribute this information to unrelated third party providers unless necessary for business related purposes in connection with the servicing and management of client assets. PRA cannot, however, guarantee clients against information theft which is beyond its reasonable technological abilities and controls.

Clients are provided with the PRA notice of privacy statement at the time the account is incepted and annually thereafter until the account is closed. PRA reserves the right to periodically review and revise its privacy policy and will provide updates annually and/or when materially amended. At all times, the client may notify PRA in writing to restrict all non-public personal information from being distributed (except to regulators and/or by law) to any external parties including affiliates, consultants, and client related financial advisors. Clients are forewarned, however, that doing so may severely inhibit PRA's ability to properly manage the client's assets and/or appropriately conduct business on behalf of the client. Please direct any questions or concerns to Brad Berggren at 518 Riverside Avenue, Westport, CT 06880, or 1.203-227-1700.

Revised: December 31, 2013