

**Part 2A of Form ADV
Brochure for:**

WeatherStorm Capital, LLC

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This brochure provides information about the qualifications and business practices of WeatherStorm Capital, LLC. If you have any questions about the contents of this brochure, please contact us at (770) 225-8850, (415) 936-2450 or info@weatherstormcapital.com. 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.

Registration of an Investment Adviser does not imply any certain level of skill or training.

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

Item 2 – Material Changes

This is the first filing of Form ADV, Part 2A by WeatherStorm. This section will be amended annually, as necessary, to identify and discuss material changes to the Brochure since the previous release of the Brochure.

Item 3 – Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	1
Item 6 - Performance-Based Fees and Side-By-Side Management.....	2
Item 7 – Types of Clients.....	2
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	2
Item 9 – Disciplinary Information	6
Item 10 – Other Financial Industry Activities and Affiliations	6
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	7
Item 12 – Brokerage Practices.....	7
Item 13 – Review of Accounts.....	9
Item 14 – Client Referrals and Other Compensation	10
Item 15 – Custody	10
Item 16 – Investment Discretion	10
Item 17 – Voting Client Securities	10
Item 18 – Financial Information	11
Item 19 – Requirements for State-Registered Advisers	11

Item 4 – Advisory Business

Description of the Advisory Firm

WeatherStorm Capital, LLC (“WeatherStorm”) is a Delaware limited liability company formed in June 2015. WeatherStorm is a wholly-owned subsidiary of Vident Financial, LLC, which is a wholly owned subsidiary of Vident Investors’ Oversight Trust.

“Description of Advisory Services

WeatherStorm provides investment advice and management to funds (as described in response to Item 10 below), including limited partnerships for which WeatherStorm, or an affiliate, is either the general partner or investment manager (“Partnerships”) and non-U.S. companies and partnerships (“Offshore Funds”). Investment advisory services are provided to each fund pursuant to separate investment management agreements. The clients (“Clients” or “Funds”) of the firm are the Funds it advises.

Funds advised by WeatherStorm currently employ, on a general basis, (directly or indirectly) a “Global Macro” strategy with the goal of growing capital while seeking to provide a level of stability in adverse/extreme financial environments by relying on disciplined, diversified and low correlation strategies across asset classes. Other or alternative goals may be set forth in a Fund’s investment advisory agreement with WeatherStorm and/or in key Fund offering documents.

The Funds conduct a private offering of their interests (“Interests”) to certain qualified investors as described in response to Item 7, below (such investors and prospective investors are referred herein as “Investors”).

Client Tailored Services and Client Imposed Restrictions

WeatherStorm manages the Funds’ investments in accordance with the investment objectives and strategies set forth in each Fund’s offering documents. Any material limitations on the instruments, strategies and markets in which the applicable Fund may trade, nor is it subject to any formal diversification requirements or concentration limits and does not require consultation with the Clients or their Investors.

Wrap Fees

WeatherStorm does not participate in wrap fee programs.

Assets Under Management

As of July 2015, we do not yet manage assets on a discretionary or nondiscretionary basis.

Item 5 – Fees and Compensation

WeatherStorm’s compensation for the Clients is described below.

WeatherStorm’s compensation is negotiable, but typically underlying Investors are subject to a monthly asset-based management fee deducted and paid monthly in arrears, at an annualized rate of 1.5% of such Investor’s capital account in the Fund. WeatherStorm may, in its sole discretion, reduce or waive any management fees at any time. WeatherStorm may, in its sole discretion, also waive or reduce (by way of rebate or otherwise) any or all of the Management Fee in respect of

any Capital Account, or agree to a management fee arrangement in respect of any Capital Account that differs from that described above.

Investors in private fund Clients of WeatherStorm are also typically subject to an incentive allocation or incentive fee (performance allocations/fees on increases in NAV). While specifics of any arrangement are set forth in Fund offering materials and specific to the Fund, a common rate is to charge a 15% incentive allocation or incentive fee on an annual basis, subject to a standard high-water mark. Incentive allocations or fees are allocated/deducted directly from applicable accounts.

Funds advised by WeatherStorm will, as described in applicable Fund offering material, bear other costs and expenses related to their investment activity and operations as described in the offering materials. These typically include such items as third-party custodial fees; brokerage commissions, transfer taxes and other transaction costs associated with securities transactions; third-party research costs; fund administration expenses (including costs to employ a third-party administrator); professional fees (including legal and audit related fees); and fund formation/organizational/offering costs (formation and organizational costs are generally amortized).

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

As discussed above in Item 5, WeatherStorm may charge an annual performance-based incentive allocation or incentive fee. Currently, WeatherStorm manages private funds via a “Master Fund” structure in which performance-based incentive allocations or incentive fees are assessed at the feeder-fund level.

Item 7 – Types of Clients

WeatherStorm currently provides investment advisory services its private fund Clients. Investment advice is provided directly to the Funds and not individually to Investors. Subject to very limited exceptions (i.e. the “knowledgeable employee” exception), Fund Investors will be both “accredited investors” and “qualified clients”.

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

General

The current focus of core WeatherStorm strategies concerns global macro investments across asset classes, regions/geographies and time frames. Investments are driven, in part, by top down economic cycle assessment and financial analysis of markets as well as individual issuers in such markets. The investment process involves a combination of quantitative and macro-economic research at the top level and fundamental bottom-up securities selection. Implementation of strategies is by risk management and technicals.

Investment Strategies

WeatherStorm’s “global macro” strategy is focused on growing capital over a number of years, with less concern for the level of short-term performance volatility experienced by the Clients. In ordinary circumstances, a core portfolio may consist of global equities, bonds, cash and ETFs. Futures, forwards, currency and commodity interests, options and swaps may be overlaid on the

core portfolio, in part in an effort to mitigate risk during times of financial stress and to benefit from relative valuation, price movements and other tactical opportunities.

The WeatherStorm global macro strategy will generally consider global macro-economic and financial conditions to determine the global asset allocation of a core portfolio. “Cash” exposure may consist of items such as cash deposits, CDs, money market mutual funds and/or other cash equivalents (e.g., treasury bills, money market ETFs and repurchase agreements) in various currencies. The fixed income exposure will consist primarily of global bonds, bond ETFs and/or other fixed income investment vehicles (e.g., Unit Investment Trusts). Equity exposure may include such items as global index level holdings, sector level holdings, shares of companies and/or depository receipts. Any of these positions can be long or short depending on their relative attractiveness at the country, currency, asset class, sector and/or issuer level.

The WeatherStorm global macro strategy may also include “portfolio overlay strategies” such as: (1) medium-term global sovereign yield curve strategies during monetary policy shifts based on relative interest rate movements and sovereign bond price momentum; (2) medium- to long-term currency and commodity derivatives strategies based on relative valuation and momentum considerations; and (3) short- to medium-term global asset class (primarily equity and fixed income indices) derivatives long/short strategies based on market technicals. Portfolio overlay strategies may employ significantly greater leverage in comparison with a typical core portfolio. *There can be no assurance that WeatherStorm Clients will achieve their investment objective or avoid incurring substantial or total losses.*

Investment Instruments Used

There are no material limitations on the instruments, markets or geographies in which the Clients may trade, nor is the Clients subject to any formal diversification requirements or concentration limits.

Certain Key Risks

Below are some of the risks that Investors should consider before investing in any WeatherStorm Fund. Any or all of such risks could materially and adversely affect investment performance, the value of any account, and could cause Investors to lose substantial amounts of money. Potential Investors in WeatherStorm are strongly advised to review applicable offering circular or private offering memorandum carefully and in their entirety, and consult with their professional advisers before deciding whether to invest.

The following risks are not a complete explanation of the risks involved in an investment in the Clients.

Potential Loss of Investment – The investments made by each Fund are speculative and involves a substantial degree of risk. There can be no assurance that any Fund will achieve its objective or avoid incurring substantial or total losses.

Volatility – The performance of each Fund is expected to be volatile. WeatherStorm’s strategy purposefully tolerates greater short-term volatility than would be acceptable to many investors with the objective of achieving long-term profitability.

Unpredictable Investor Sentiment - Investor sentiment regarding the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect a Fund’s investments.

Investment Information – WeatherStorm may not be able to obtain complete or accurate information about an investment and may misinterpret information it receives. It also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a Fund when the Fund could make a profit or avoid losses.

Fundamental Analysis - Fundamental analysis is subject to the risk of inaccurate or incomplete market information (an endemic problem with emerging markets), as well as the difficulty of predicting future prices based upon analysis of all known information. Investments made based upon fundamental analysis are subject to significant losses when market sentiment leads to market prices being materially discounted from the expected prices indicated by fundamental analysis or when technical factors, such as price momentum encouraged by trend following, dominates the market.

Equity Strategies Market Risks – WeatherStorm’s equity strategies are subject to multiple dimensions of market risk: unexpected directional price movements; emerging market investing risk; changes in the regulatory environment; changes in market volatility; political and market disruptions; misconduct by management; inaccurate government and financial reporting; unequal access to market information; etc.

Hedging - WeatherStorm may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, which can lead to losses on both transactions. WeatherStorm is not obligated to hedge a Client’s portfolio positions. Failure to hedge may result in losses larger than would be experienced if a position was hedged.

Short Sales – If a Client sells securities short, this may result in a theoretically unlimited risk of loss if the prices of the securities sold short increase. Management and stockholders of an issuer may sue short sellers to prevent short sales of the issuer’s securities. WeatherStorm could be subject to such actions, even if they are baseless, and Fund clients (due to indemnity provisions in Fund documents) could incur substantial costs defending them. The practical impediments to short-selling in emerging markets are materially greater than they are in more developed markets.

Margin - Client may use leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives. Leverage may increase volatility and risk of loss.

Exchange-Rate Fluctuations – While the Funds are denominated in U.S. Dollars, some Fund investments may be denominated in currencies other than the U.S. Dollar. Exchange-rate fluctuations (with movements as severe as those experienced by a number of currencies in which the Fund holds assets) can reduce, eliminate or even reverse profits which the Fund would otherwise have made on its investments.

Interest Rate Change - The prices of the securities (both equity and fixed-income) held by the Clients may be sensitive to interest-rate fluctuations. In addition, interest-rate increases generally will increase the costs of any leverage used by the Clients.

Counterparty Risk - Counterparties such as brokers, dealers, custodians and administrators with which the WeatherStorm does business on behalf of Clients may default on their obligations. For example, Clients may lose assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.

Duration of Investment Positions - The markets and investments to which the Clients will generally commit substantial portions of its portfolio are purposefully long-term, and may result in material economic dilution due to the fair value/“true value” discrepancy. WeatherStorm may be unable to liquidate a Client’s longer-term positions at reasonable prices over a reasonable period of time, should the WeatherStorm determine that an investment is no longer likely to realize its profit potential.

Investing in Emerging Markets Generally – WeatherStorm may implement its investment strategies in the global markets. Emerging markets can be inefficient and potentially illiquid markets in which the risk of market disruption is exacerbated. Consequently, Clients will be subject to the volatile economic conditions in these markets, which can be materially affected by governmental intervention, illiquidity and other factors. Among the generic risks of emerging markets investing (in addition to issuer-specific risks) include, but are not limited to, the following:

- Emerging market securities and derivatives may be less liquid and more volatile than comparable instruments in developed countries;
- Emerging market securities have a much greater risk of default;
- Emerging market securities and derivatives may be more difficult to value than comparable instruments in developed countries;
- Investments in emerging market securities and derivatives in certain markets may be restricted or controlled by certain governmental authorities;
- In emerging markets a number of the most profitable trading opportunities are not available to all market participants;
- The transaction costs incurred in emerging markets are materially higher than those in the more developed, efficient markets;
- Certain emerging markets may have relatively underdeveloped markets, banking and telecommunications systems, which create risks related to settlement, clearing and registration of title;
- The risk of government intervention is particularly high in emerging markets because of both the political climate in many of these countries and the less developed character of their markets and economies; and,
- Accurate information regarding securities and derivatives and their related issuers may be more difficult to obtain and may be less reliable and such issuers may be subject to different accounting standards than are typical in more developed markets.

Concentration of Investments – WeatherStorm is not limited as to the types of positions it may take on behalf of its Clients, the size of the companies in which they may invest, or the concentration of its investments (by sector, industry, capitalization, company, country or asset class). At times Clients may hold a relatively small number of securities positions, each representing a relatively large portion of each Client’s capital and may hold a large percentage of the capital in cash while awaiting better opportunities. Losses incurred in such positions could have a material adverse effect on the Client’s overall financial condition, including opportunity loss.

Additionally, a Client’s portfolio at any given point in time may be highly concentrated in emerging markets investments. The developing nature of emerging markets can be expected to result in increased performance volatility and risk.

Common Stocks – Common stock prices are directly affected by issuer-specific events, as well as general market conditions. WeatherStorm may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies. In

addition, in many countries investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.

In emerging markets, common stocks may be particularly susceptible to governmental intervention—both in terms of promoting or opposing the issuers themselves as well as directly influencing the stock market prices.

Low-Priced Securities – Clients may invest in securities with relatively low prices, and which are, consequently, subject to materially greater percentage price fluctuations than most higher priced securities. Low-priced securities also risk being de-listed from trading and losing market following and liquidity.

Fixed-Income Investments – The pricing of fixed-income instruments is directly affected by interest-rate changes. When interest rates decline, the value of outstanding fixed-income instruments typically rises. Conversely, when interest rates rise, the value of outstanding fixed-income instruments typically declines.

Futures - Clients may trade futures. Futures are often inherently highly leveraged and can become illiquid due to exchange-imposed price fluctuation limits.

Forward Contracts – Clients may trade forward contracts. Forward and “cash” trading is currently substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable.

Sovereign Debt - Non-U.S. government debt securities may involve a high degree of risk, and governmental entities may default on or restructure their obligations. Certain sovereign debt may have non-investment grade ratings or be in distress or even default.

Repurchase Agreements - Clients may enter into repurchase agreements or reverse repurchase agreements, which have risks similar to margin trading and leveraging strategies.

Illiquid Investments - Clients may trade and invest from time to time in illiquid and restricted, as well as thinly-traded, instruments and securities (including privately placed securities and instruments). There may be no trading market for these securities and instruments, and such Client might only be able to liquidate these positions, if at all, at disadvantageous prices.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose facts regarding any legal or disciplinary events that they believe would be material to a client’s or a potential client’s evaluation of WeatherStorm or the integrity of WeatherStorm’s management. WeatherStorm has no information to report applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

WeatherStorm is under common control with Vident Investment Advisory, LLC, an SEC registered investment adviser. Certain personnel of the two entities overlap. It is expected that Vident Investment Advisory, LLC may supply sub-advisory services and/or support services to

certain WeatherStorm Clients, however any such arrangements are not expected to impact applicable management fees or performance-based allocations/fees.

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

WeatherStorm has adopted a Code of Ethics (“Code”), pursuant to SEC rule 204A-1, that describes the standards of business conduct that it requires of employees and accounts owned predominantly by persons associated with WeatherStorm, and establishes procedures intended to prevent WeatherStorm, and its personnel and certain of their relatives, from inappropriately benefiting from WeatherStorm’s relationships with its Clients. The Code is expected to be reviewed and generally updated at least annually. The Code provides that:

- The policies and procedures are based on general concepts of fiduciary duty to Clients;
- Each employee's professional activities and personal investment activities must be consistent with the Code, which is designed to help avoid actual or potential conflicts between the interests of Clients and those of WeatherStorm or its employees;
- Employees must abide by the standards set forth in Rule 204A-1 (the “code of ethics rule”) for registered investment advisers under the Advisers Act;
- Employees will be required to act with competence, dignity and integrity, in an ethical manner, when dealing with Clients, the public, prospective clients or investors, third-party service providers and fellow employees.

WeatherStorm requires employees to obtain prior written approval before acquiring a direct or indirect beneficial ownership (through purchase or otherwise) of: (i) a Reportable Security, (ii) a security in an initial public offering (“IPO”), or (iii) a security in a limited offering (generally meaning a private placement, such as a hedge fund or private equity fund).

Employees are restricted as to the purchase and sale of their personal security holdings to the extent that a Fund advised by WeatherStorm holds or is expected to trade the same security. The Code also contains restrictions on and procedures designed to help prevent inappropriate trading while WeatherStorm is in possession of material nonpublic information.

WeatherStorm will provide a copy of its Code of Ethics to any client or prospective client upon request. Such a request may be made by submitting a written request to WeatherStorm via email or to the address on the cover page of this brochure.

Item 12 – Brokerage Practices

WeatherStorm generally will have complete discretion in deciding what brokers and dealers the Clients will use and in negotiating rates of brokerage compensation (subject to any restrictions agreed on between WeatherStorm and an applicable Client).

General Selection Criteria

It is WeatherStorm’s policy to seek best execution, based upon a number of considerations, from the brokers with whom it places trades for execution on behalf of its Clients. While trade price is often a significant quantitative factor in best execution, WeatherStorm also evaluates qualitative

execution factors, such as research capabilities, success of prior research recommendations, ability to execute trades, nature and frequency of sales coverage, depth of services provided (including back office and processing capabilities), financial stability and responsibility, reputation, commission rates, responsiveness to WeatherStorm and the value of research and brokerage products and services provided by such brokers. The determining factor is not the lowest possible commission cost alone.

WeatherStorm may use a broker where a division or affiliate of such broker may have referred or may refer investors to a Fund advised by WeatherStorm. WeatherStorm, however, does not consider such referrals in its selection of brokers.

Soft Dollars

WeatherStorm may utilize research, research-related products and other brokerage services on a soft dollar commission basis. WeatherStorm's soft dollar policy is to make a good faith determination of the value of the research product or services in relation to the commissions paid. WeatherStorm may also maintain soft dollar arrangements for those research products and services which assist WeatherStorm in its investment decision-making process.

When WeatherStorm uses Client brokerage commissions to obtain research or other products or services, it receives a benefit because it does not have to produce and/or pay for the research, products or services. Therefore, WeatherStorm may have an incentive to select or recommend a broker based on its interest in receiving research or other products or services, rather than on a Client's interest in receiving the most favorable execution. Clients may pay commissions to brokers providing soft dollar research, products and other services that are higher than those charged by brokers for "execution only" transaction commissions. As noted, above, WeatherStorm addresses this possible conflict by seeking best execution based upon a number of considerations, including the value of the research and other soft dollar products and services.

In the event WeatherStorm obtains any mixed-use products or services on a soft dollar basis, WeatherStorm will make a reasonable allocation of the cost between that portion which is eligible as research or brokerage services and that portion which is not so qualified. The portion eligible as research or other brokerage services will be paid for with discretionary Client commissions and the non-eligible portion, e.g., computer hardware, accounting systems, etc., which is not eligible for the Section 28(e) safe harbor will be paid for with WeatherStorm's own funds. For any mixed-use products or services, WeatherStorm will maintain appropriate records of its reviews and good faith determinations of its reasonable allocations.

Aggregation of Orders

WeatherStorm may advise client accounts other than the Clients for which it has trading authority or an economic interest. To the extent WeatherStorm advises other accounts, it may make investment decisions for the Clients together with or independently from its other accounts. Investments of the kind made by the Clients may often also be made by such other accounts. WeatherStorm may combine orders on behalf of the Clients with orders for other accounts for which WeatherStorm has trading authority or in which WeatherStorm has an economic interest. In such cases, WeatherStorm has a fiduciary obligation to ensure that clients are not unfairly disadvantaged and will use its best efforts to allocate the securities or proceeds arising out of those transactions (and the related transaction expenses) equitably among the various participants. While WeatherStorm believes combining orders in this way will, over time, be advantageous to all participants, in particular cases the price could be less advantageous to the Clients than if the

Clients been the only account effecting the transaction or had completed its transaction before the other participants.

Note: WeatherStorm's current Clients are feeder funds that invest in a single master fund - therefore, Order Aggregation procedures are not applicable at this time.

Cross Trades

Periodically, WeatherStorm, in accordance with applicable regulatory requirements, including those relating to ERISA, may also seek to adjust or rebalance client investment accounts or portfolios by effecting cross transactions between or among Client accounts. In effecting such cross transactions, WeatherStorm will to reduce the transaction costs to its Clients of such account adjustments. All such cross trades will be consistent with the investment objectives and policies of each Client account involved in the trades, and will be effected at a current independent market price of the securities involved in the trades determined by WeatherStorm. Client accounts involved in such cross trades will not pay any brokerage commissions or mark ups in connection with the trades, but may pay customary transfer fees (i.e., aggregate ticket charges) that are assessed by any unaffiliated broker-dealers through which the trades are effected.

Note: WeatherStorm's current Clients are feeder funds that invest in a single master fund - therefore, Cross Trading procedures are not applicable at this time.

Trade Errors

WeatherStorm may from time to time make trade errors. WeatherStorm is obligated to reimburse the Clients for any trade error resulting from WeatherStorm's fraud, bad faith, gross negligence or reckless or intentional misconduct, but not otherwise. WeatherStorm will itself determine in good faith whether or not a given trade error is required to be reimbursed under the foregoing liability standard. WeatherStorm will have a conflict of interest in determining whether a trade error should be for the account of the Client or WeatherStorm and will attempt to resolve such conflict by an objective determination of the status of such trade error under the applicable liability standard. Any gains recognized on trade errors will be for the benefit of the Client; no gains will be retained by WeatherStorm. Subject to confidentiality concerns, WeatherStorm will make its trade error policy available to any prospective or existing Investor upon request.

Item 13 – Review of Accounts

WeatherStorm actively manages Client investment portfolios. Portfolio positions and cash are typically reviewed on each business day. An assigned portfolio manager is responsible for continuously reviewing applicable Client accounts, taking into account asset allocation, cash management, investment ideas, economic developments, current events, investment strategies, among other things.

Private fund Clients of WeatherStorm will typically distribute written monthly or quarterly reports of the performance. At the end of each fiscal year, it is expected that each of WeatherStorm's Clients will have its financial statements examined and certified by an independent certified public accountant. Copies of the audited financial statements will be furnished to each Investor as soon as practicable after the end of each fiscal year.

Item 14 – Client Referrals and Other Compensation

Other than client Funds (and indirectly, the Investors in client Funds), no party provides an economic benefit to WeatherStorm for the provision of investment advice to its Client.

WeatherStorm does not compensate third-parties for Client referrals.

Item 15 – Custody

WeatherStorm obtains custodial, clearing, settlement and related services on behalf of its Clients through what is known as a “custodial” arrangements with unrelated third-parties such as banks and broker-dealers. Under such arrangement, a bank or brokerage firm maintains custody of each Client’s assets (either directly or through a clearing brokerage firm). In certain instances, sub-custodial arrangements may exist with certain regional broker-dealers and banks selected by the WeatherStorm (in emerging markets in which WeatherStorm invests on behalf of its Clients).

Under SEC Rule 206(4)-2, WeatherStorm is generally deemed to have custody of the securities and other assets of the Funds it advises, even though such securities and assets are maintained by one or more “qualified custodians.” Investors do not receive statements from such custodians. Instead, the Clients are subject to an annual audit, and the audited financial statements are distributed to each Investor within 120 days of the Clients’ fiscal year end.

Item 16 – Investment Discretion

WeatherStorm has discretionary authority to manage securities accounts on behalf of Clients pursuant to a grant of authority in each Clients’ governing and investment management documents. WeatherStorm has broad discretion, without limitation, to determine:

- Investment objective of the Clients’ account;
- Any changes or modifications to those objectives;
- Securities to be bought or sold for Clients’ accounts;
- Amount of securities to be bought or sold for Clients’ accounts;
- Broker or dealer to be used for a purchase or sale of securities for Clients’ accounts; and,
- Commission rates to be paid to a broker or dealer for Clients’ securities transactions.

Item 17 – Voting Client Securities

WeatherStorm has adopted proxy voting policies and procedures. The policies require WeatherStorm to vote proxies received in a manner consistent with the best interests of the Clients.

The policies also require WeatherStorm to vote proxies in a prudent and diligent manner intended to enhance the economic value of the assets of the Clients. However, the policies permit WeatherStorm to abstain from voting proxies in the event that a Client’s economic interest in the matter being voted upon is limited relative to Client’s overall portfolio or the impact of the Client’s vote will not have an effect on its outcome or on the Client’s economic interests.

Although many proxy proposals can be voted in accordance with WeatherStorm's proxy voting guidelines, some proposals will require special consideration, and WeatherStorm will make a decision on a case-by-case basis in these situations, including proposals to: eliminate director mandatory retirement policies; rotate annual meeting locations and dates; grant options and stock to management and directors; and indemnify directors and/or officers.

Where a proxy proposal raises a material conflict between WeatherStorm's interests and the interests of the Clients, WeatherStorm will seek to resolve the conflict consistent with its fiduciary duty to its Clients.

WeatherStorm will provide, upon request, a copy of those policies and procedures and/or information concerning its voting record on account proxy matters.

Item 18 – Financial Information

WeatherStorm has no financial commitment that it believes are reasonably likely to impair its ability to meet its contractual and fiduciary commitments to Clients. WeatherStorm has not been the subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

Not applicable.