

QUANTITATIVE SYSTEMATIC STRATEGIES LLC

PART 2A OF FORM ADV: FIRM BROCHURE

QUANTITATIVE SYSTEMATIC STRATEGIES LLC

175 W Main St. Suite 6
Babylon, NY 11702

Phone: (631) 359-1777
Email: jdibartolo@quantss.com

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This brochure provides information about the qualifications and business practices of Quantitative Systematic Strategies LLC ("QSS"). If you have any questions about the contents of this brochure, please contact us at (631) 359-1777 and/or at jdibartolo@quantss.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.

Quantitative Systematic Strategies LLC is an investment adviser registered with the SEC. Registration with the SEC does not imply any level of skill or training.

PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH THE ACCOUNTS OF QUALIFIED ELIGIBLE PERSONS, THIS BROCHURE IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMISSION. THE COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A TRADING PROGRAM, OR UPON THE ADEQUACY OR ACCURACY OF COMMODITY TRADING ADVISOR DISCLOSURES. CONSEQUENTLY, THE COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS TRADING PROGRAM OR THIS BROCHURE.

Additional information about Quantitative Systematic Strategies LLC is also available on the SEC's website: www.adviserinfo.sec.gov

ITEM 2 - MATERIAL CHANGES

This brochure was last updated on March 10, 2020. There are no other material changes to report since the last update.

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ITEM 4 - ADVISORY BUSINESS

Quantitative Systematic Strategies LLC (“QSS” or the “Firm”) is a Delaware Limited Liability Company formed in August 2012. QSS is an independent investment manager which offers discretionary investment management services to clients. QSS has its office at 175 West Main St, Suite 6, Babylon, New York.

The Company is controlled 100% by its Sole Member and principal owner, Edward Raha. Mr. Raha has over thirty years of experience in hedge fund management, financial modeling, automated trading, and the design of systematic and quantitative strategies.

QSS is registered with the U.S. Securities and Exchange Commission as an Investment Adviser. QSS is also registered with the Commodities Futures Trading Commission as a Commodity Trading Advisor and is a member of the National Futures Association.

QSS’s investment philosophy aims to achieve long term capital appreciation through investment and speculative trading. Please refer to Item 8 – *Methods of Analysis, Investment Strategies and Risk of Loss* for more details. Client investment objectives are discussed prior to engaging a client. QSS assesses each client’s investment objectives, risk tolerance, and any restrictions on types or specific issues of securities that are detailed in the investment management agreements. QSS’s provides investment management services to its clients through managed accounts (the “Managed Accounts”) in accordance with the investment strategies and guidelines set forth in the investment management agreements.

QSS provides investment management services as an Advisor to segregated Managed Account portfolios of a pooled investment vehicle that is not affiliated with QSS (“Segregated Managed Accounts”). The Firm maintains a broker-dealer relationship to service these Segregated Managed Account portfolios.

QSS also provides investment management services to individual, retail, employee related and other clients (“Other Managed Accounts”).

QSS does not currently provide, nor does it anticipate providing, portfolio management services to any wrap fee programs.

The Firm provides discretionary investment management services to institutional clients that are duly registered investment advisers, high net worth individuals, and retail clients. As of December 31, 2020, QSS manages \$1,096,356,938 on a discretionary basis. There are no assets managed on a non-discretionary basis.

ITEM 5 - FEES AND COMPENSATION

The Segregated Managed Accounts earn fixed management fees, which are payable monthly in advance. If an investment management agreement for any of the Segregated Managed Accounts is terminated before the end of the billing period, QSS will calculate the refund amount based on the number of trading days in the month that the client was active.

The Other Managed Accounts are charged an annualized asset-based fee of 1%, which is calculated on the value of the client’s assets. This fee is based on the market value of the Managed Account on the last day of each calendar month, multiplied by the annual rate and divided by twelve (12). The fee is payable monthly (covering the preceding month) within ten (10) days after the end of the applicable month for

which payment is due. Fees earned are deducted from the assets of the retail Managed Accounts and are generally not negotiable.

The Managed Accounts must pay all brokerage and transaction costs associated with account activities, including but not limited to research, brokerage commissions, dealer spreads, financing charges and related transactional fees and expenses, interest expenses and dividends payable with respect to securities sold short. Please see Item 12 – *Brokerage Practices* for additional detail.

The Managed Accounts are also obligated to pay their own operating expenses, including applicable taxes, which may include, but not limited to, administrator fees, legal and audit fees, taxes (if any), bookkeeping charges, registrar's fees, distribution costs, filing fees or other regulatory fees, the cost of all services required in connection with the provision of the information to investors and all other costs relating to the formation, organization and administration of the Managed Accounts.

QSS does not charge fees on the sale of investment products, nor does it currently maintain shared fee arrangements with any third parties.

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Neither QSS nor any of its supervised persons accepts performance fees, which are based on a share of capital gains on or capital appreciation of client assets.

ITEM 7 - TYPES OF CLIENTS

QSS's client base is comprised of qualified eligible persons and accredited investors, including institutional investors, high net worth individuals, and retail clients.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Method of Analysis - The investment philosophy of QSS aims to achieve long term capital appreciation through speculative trading. QSS employs various approaches which are based on long term studies of the stock market.

The investment process is integrated across research, security selection and portfolio construction. All components of the process are monitored by senior management.

Investment Strategies - The investment objectives and strategies for the Managed Accounts may be specific to the accounts as contracted with the clients. Investment decisions are made based on the individual needs of each client and may be made independently from those of other clients.

Risk of Loss - It is important to note that investing in securities involves several risks. An investment should only be made after consulting an independent qualified professional resource for investment and tax advice. An investment in any investment vehicle or strategy managed by QSS is speculative. Investment policy considerations include, but are not limited to, setting of objectives, defining risk/return constraints, considering time horizons, reviewing applicable laws and regulations, understanding tax consequences, and assessing any preferences or circumstances unique to each investor.

The investment strategies of QSS primarily focus on equity securities that are liquid and traded on public exchanges. A set of risk factors that are common across strategies is defined below. This set of risk factors is not complete, and all potential investors are encouraged to conduct a careful review before investing.

- No Guarantee of Return or Achievement of Investment Objectives - Growing competition may limit QSS's ability to take advantage of trading opportunities. No assurance can be given that investors will realize a profit on their investment. Moreover, each investor may lose some or all his or her investment. Because of the speculative nature of the trading activities, the results of the Managed Accounts' operations may fluctuate from month to month and from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results in future periods.
- Reliance on QSS – QSS has exclusive responsibility for managing the trading activities on behalf of the Managed Accounts. Investors must rely on the judgment of the investment manager in exercising this responsibility.
- Use of Leverage - Leverage may be employed by QSS in Managed Accounts that it manages. Leverage involves an account's purchase of securities using money borrowed from brokerage firms or banks against a pledge of an account's assets. An account will incur leverage if it purchases securities with a market value greater than the current Net Asset Value of the Managed Account. While the use of borrowed funds may improve the return on invested capital when the portfolio increases in value, such use may also increase losses if the investment portfolio declines in value. QSS calculates and monitors leverage daily. In addition, the custodians monitor margin levels for applicable Managed Accounts daily.
- Short Sales - QSS may engage in selling securities short. To transact a short sale, the Managed Account will borrow a security it does not own, sell the security short, receive cash for the sale and then buy back the security at a later time and realize a gain or loss on the transaction. Selling securities short inherently involves leverage because the short sale of a security involves the sale of a security not owned by the seller. If the seller borrows the security, the seller must then buy the security at a later date to replace the shares borrowed. If the price of the security at such later date is lower than that at the date of the short sale, the seller realizes a profit; if the price of the security has risen, the seller realizes a loss. Selling a security short which is borrowed exposes the seller to unlimited risk with respect to the security due to the lack of an upper limit on the price to which the security can rise.
- Turnover - QSS strives to limit turnover and transaction costs. However, certain trading activities may take place based on medium- to short-term market considerations. The portfolio turnover for these strategies may be substantial at times, due to either such decisions or market conditions and may result in the Managed Accounts incurring substantial brokerage commissions, dealer spreads and other transaction fees and expenses.
- Liquidity - The clients may not be able to liquidate their investments on a timely basis.
- Hedging - QSS may use various "risk reduction" techniques designed to minimize the risk of loss in portfolio positions. Even so, a substantial risk remains that such techniques will not always be possible to implement and when possible will not always be effective. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses. QSS establishes other positions designed to gain from the same developments, thus moderating the decline in the overall portfolio positions' value. Such hedge transactions also limit the opportunity for gain if the value of a portfolio position should increase.

It may not be possible for QSS to enter a hedging transaction at a price sufficient to protect from a decline in the position's value. In addition, QSS may choose not to engage in a hedging transaction if the expense associated with the transaction is perceived as being too costly. While QSS may seek to reduce risks, unanticipated market movements and fluctuations may result in a poorer overall performance of the Managed Accounts than if QSS had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary and may impact the effectiveness of this strategy.

- Decisions Based on Long Term Historical Study of the Markets – QSS's trading decisions are based on trading strategies which utilize the analysis of past price behavior. The future profitability of these strategies depends upon the ability of the future price action to not be materially different from the past. In addition, QSS's approach may be similar to that used by other traders resulting in many traders attempting to initiate or liquidate positions in a market at or about the same time, which may affect the execution of trades and the ability to generate profits.
- Changes in Strategy – Unless specifically prohibited by the Client Agreement(s), QSS has the power to expand, revise or alter its trading strategies without prior approval by, or notice to, the Managed Account or the holders of Interests. Any such change could result in exposure of the Managed Accounts' assets to additional risks which may be substantial.
- Use of Discretion – QSS has the right to exercise discretion. No assurance can be given that such use of discretion will enable the Managed Accounts to avoid losses and in fact such use of discretion may cause the Managed Accounts to forego profits which it may have otherwise earned had such discretion not been used.
- Currency Exposure – The Managed Accounts may hedge foreign currency assets or liabilities by entering futures/forward contracts, swaps, options on the foregoing, and other instruments to minimize foreign currency exposure. Accordingly, the value of an investment in an account may, when measured in the reporting currency, be affected by fluctuations of the foreign currency relative to the reporting currency. There are costs associated with currency hedging and there is no assurance that QSS will be able to eliminate the effect of currency fluctuations.
- Foreign Investments – Investments in foreign markets may present unique risks that are not associated with U.S. investments which may increase the risk of loss. Certain foreign governments may restrict outside investments in their markets or in specific industries. Regulations surrounding stock exchanges, securities markets, brokerage practices, and settlement and clearance procedures may not be as wide-ranging as those in the U.S., and reporting surrounding a company's earnings, holdings, and overall financial situation may not be required. Also, investor protection laws may not be as comprehensive as those in the U.S.
- Institutional Risk – Institutions such as broker dealers and FCMs have custody of the assets of the Managed Accounts. These firms may encounter difficulties that impair the Managed Accounts' operating capabilities or capital position. Furthermore, the institutions may fail to properly segregate the Managed Accounts' assets. QSS selects and attempts to limit its transactions to brokers and dealers which it believes to be well capitalized and established to mitigate this risk.
- Counterparty Risk – The Managed Accounts will be subject to the risk of the inability of counterparties to perform with respect to transactions, whether due to insolvency, bankruptcy, or other causes, which could subject an account to substantial losses. To mitigate such risks, QSS attempts to limit transactions to counterparties which it believes are established, well capitalized

and credit worthy. Please refer to Item 12 – *Brokerage Practices* for additional comments with respect to this risk.

- Cybersecurity Risk – QSS and its clients may be subject to information security risks resulting from both malicious cyber incidents such as malware or hacking attacks, or unintentional cyber events affecting QSS or its service providers. Cybersecurity events may cause disruptions to business operations and result in trading stoppages, financial losses, or violation of client privacy. QSS has a comprehensive information security and business continuity program in place, but it cannot control the effectiveness of the cybersecurity programs used by its service providers or prevent a cyber incident from taking place.
- Other Trading Activities – QSS and each of its respective directors, officers, members, managers, employees, and affiliates, as applicable, may have sponsored and may in the future sponsor or establish other public and private funds. Certain of such persons may in the future trade for accounts other than the client Managed Accounts and will remain free to trade for such other accounts and to utilize trading strategies and formulae in trading for such accounts which may be the same or different from the ones QSS will utilize in making trading decisions for the client Managed Accounts.
- Laws and Regulations Affecting the Managed Accounts May Change – Legislative, administrative, or judicial changes may occur which alter, either prospectively or retroactively, the risk factors or tax considerations as described in this document. For instance, there are currently various proposals pending in the US Congress which, if enacted, could result in changes in US Federal tax laws. Regulations imposed on the financial markets in the future could significantly restrict or otherwise affect the Managed Accounts’ ability to access financial markets or impair the liquidity of positions.
- Pandemic Risk - The global financial markets have gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention and regulations. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and affecting market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets.

ITEM 9 - DISCIPLINARY INFORMATION

QSS is required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s or potential client’s evaluation of the firm or the integrity of the firm’s management in this item. QSS and its personnel do not have any disciplinary information to disclose.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither QSS nor its President and Sole Member are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

QSS is a member of the National Futures Association and is registered as a Commodity Trading Advisor and Swaps Firm with the Commodity Futures Trading Commission as of December 2012. The Firm's President, Edward Raha, is registered as a Principal, Associated Person, and Swaps Associated Person of the Firm with the NFA. The Firm's Chief Compliance Officer is also registered as a Principal of the Firm.

Neither QSS nor its President and Sole Member recommend or select other investment advisors for its clients.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

QSS has adopted a Code of Ethics (the "Code") which sets forth the ethical and fiduciary principles and related compliance requirements under which QSS operates, as well as the procedures for implementing those principles. The Code includes policies and procedures on ethical principles, conflicts of interests, insider trading, personal investments and trading, gifts and entertainment, political contributions, outside business activities and confidentiality. Each employee and those employees who are "Access Persons", as defined in the Code, must provide an annual signoff and acknowledgement of the Code. A copy of QSS's Code is available free of charge to clients and prospective clients by contacting us at (631) 359-1777 or jdibartolo@quantss.com.

The Code sets forth a standard of business conduct and QSS's status as a fiduciary and requires employees to place the interests of clients above their own interests and the interests of QSS. The Code also sets forth certain reporting, exemptions, and pre-clearance requirements for outside business activities, gifts and entertainment, political contributions and with respect to certain personal investments by Access Persons. In addition, the Code seeks to ensure the protection of non-public information about QSS activities

Access Persons must provide QSS's Chief Compliance Officer with a list of their reportable personal investment accounts and an initial holdings report for reportable securities within 10 days of becoming an Access Person. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with the Investment Advisers Act of 1940 Rule 204A-1.

Access Persons may invest in the same securities as clients that may create a potential conflict of interest. Access Persons may also retain Other Managed Accounts subject to an investment management agreement signed with QSS. Potential conflicts are addressed by the Code's personal trading and trade allocation policies. Personal securities transactions for reportable securities are also periodically reviewed by the Chief Compliance Officer.

All Access Persons are generally prohibited in participating in initial public offerings that are Reportable Securities and investments in private placements including investments in hedge funds, private equity funds or similar pooled investment vehicles unless written pre-clearance is obtained by the President and the Chief Compliance Officer.

QSS does not engage in principal transactions with the client Managed Accounts, but if it did so in the future, QSS would obtain applicable client consent and provide all relevant disclosures in compliance with applicable regulations. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells any security to any advisory client.

ITEM 12 - BROKERAGE PRACTICES

QSS is responsible for all decisions with respect to the purchase and sale of securities for the Managed Accounts, including the selection of brokers and dealers to effect transactions and the negotiation of brokerage commissions. As a result, QSS has a fiduciary and professional obligation to its clients to act with the care, diligence, and skill that a prudent portfolio manager would exercise when executing transactions for client portfolios and in accordance with the terms of the client's investment management agreement.

All broker-dealers are reviewed and assessed initially upon engagement, and thereafter quarterly, for best execution purposes. A decision to enter any service level agreement with a broker-dealer counterparty is decided by senior management.

The Managed Accounts will be subject to the risk of the inability of a broker-dealer counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy, or other causes, which could subject them to substantial losses. To mitigate such risks, QSS attempts to limit transactions to broker-dealer counterparties which it believes are established, well capitalized and credit worthy and to engage with top-tier service providers.

QSS has a duty to obtain best execution and execute securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances for any securities transactions made for clients. "Best execution" does not necessarily mean obtaining the lowest possible price for any particular transaction but also a review of all relevant circumstances and factors including the availability of securities, buyers, and sellers in the market and quality of a broker-dealer's services.

The Managed Accounts pay all brokerage and transaction costs associated with their activities, including but not limited to research, if any, brokerage commissions, dealer spreads, financing charges, and related transactional fees and expenses, interest expenses, and dividends payable with respect to securities sold short. QSS does not have any soft dollar agreements in place, nor does it have soft dollar credits currently received from currencies transactions or futures transactions.

QSS currently does not have any arrangements to receive any client referrals with the engagement of any broker-dealer that effect transactions for Managed Accounts.

On a quarterly basis, QSS's policies and procedures requires a "best execution" review of the broker-dealers that effect transactions for the Managed Accounts, to ensure that commission rates being paid are reasonable and commensurate with the services received; although, commission rates are not the only factor involved when assessing best execution. QSS best execution policies consider other qualitative factors when assessing best execution.

QSS trades for clients are categorized in two primary groups as defined on Page 4: (a) the "Segregated Managed Accounts"; and (b) the "Other Managed Accounts". QSS attempts to aggregate the purchase and sale of orders for all Managed Accounts, subject to the investment guidelines, restrictions, and the terms of the investment management agreement and other factors relevant to the trading strategies, that are applied when those orders are generated or placed in the marketplace at the same time and when such aggregation is beneficial for the client. Some QSS clients utilize trading strategies that generate orders that are placed in the marketplace at times that are distinct from other QSS clients, and in those cases, aggregation of client orders does not take place. Furthermore, aggregating orders may not be beneficial

to a client if it involves additional fees. For those clients that do not participate in the aggregation of orders, the client may receive a different price than other clients, but in most cases, QSS seeks to execute the order at the closing price.

Aggregation and Trade Allocations for the Segregated Managed Accounts

QSS strives to aggregate purchase and sell orders for the same securities consistent with best execution obligations. The order quantity for each Segregated Managed Account is systematically determined based on when orders are aggregated and filled, either completely or partially. Each Segregated Managed Account will receive the weighted average share price for all transactions in a particular security affected to fill such orders on a given trading day. Transaction costs are shared pro-rata based upon each account's participation in the transaction. In the event of a partial fill, the trades will be allocated pro-rata based on the size of the order. If necessary, the larger (or largest) order will be rounded up to the next whole number. Each of the Segregated Managed Accounts will minimally receive one share, when possible.

Aggregation and Trade Allocations for the Other Managed Accounts

Other Managed Accounts may or may not participate in an aggregation and allocation depending upon the underlying strategy, the time when the orders are generated and/or placed into the marketplace, as well as other factors mentioned below. Other Managed Accounts are not systematized and do not, at this time, participate in trade aggregation and allocation with the Segregated Managed Accounts.

For the Other Managed Accounts, QSS's standard allocation policy, where possible, is to execute client orders for the purchase or sale of the same securities based on changes to a model portfolio. When an order is filled, QSS attempts to allocate the securities purchased or sold on a pro rata basis based on account size among the participating accounts. If an order is only partially filled, the securities or proceeds are to be allocated on a pro-rata basis, where feasible, subject to odd lots or excessive small allocations or in a manner deemed fair and equitable to clients. QSS may deviate from the standard allocation policy due to a variety of factors as per QSS' trade allocation policies. These factors include the following:

- where there is a single account.
- differentiating investment strategies.
- rebalancing considerations.
- Investment guidelines, restrictions, and risk tolerance objectives placed by the client
- cash position and buying power.
- tax considerations.
- special portfolio restraints.
- odd-lot size of available transaction and small lots or positions.
- the transaction costs involved.
- regulatory limitations on an account or a particular transaction

Changes to the allocation after the final execution of the original order is permissible on trade date for legitimate reasons and subject to the approval by the Chief Compliance Officer. The order may be re-allocated on a basis different from that specified on the order record and the reason for the change must be documented on the order record. Re-allocations after this period may be treated as a trade error.

The Firm also recognizes occasional trading errors are inevitable and has addressed resolution of trading errors in its Compliance Manual.

Due to the nature of QSS's execution process, QSS may be precluded from aggregating a client's Managed Account. In such a case, and subject to the terms of the client's investment management agreement, clients may pay a higher commission rate or other transactions costs than other clients.

QSS's trade aggregation and allocation practices as disclosed were created to ensure that no one client is favored over any other client. There is no allocation to a client Managed Account or set of client Managed Accounts based on account performance or the amount or structure of management fees.

ITEM 13 - REVIEW OF ACCOUNTS

Review of Managed Accounts - The Managing Member of QSS meets with or contacts its clients periodically to review the investment portfolios and client objectives. Should a client wish to make an additional investment to their Managed Account(s), the dollar amount of the contribution will be ascertained by the Managing Member. The Firm will then verify continuity of the representations and warranties made upon the initial contribution relating to the client's current financial position and/or material adverse changes in financial condition thereof. All client contributions will be processed through the administrator of the Managed Account, and re-screened against the OFAC database (www.treas.gov/ofac), for ongoing account monitoring and maintenance.

Reviewer
Edward Raha, President

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

QSS does not participate in any arrangements whereby it receives compensation from persons other than the client for providing advisory and portfolio management services to clients.

QSS may enter written arrangements with solicitors for certain investment strategies. To the extent QSS engages a third-party solicitor; all such referral activities will be conducted in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940, where applicable.

ITEM 15 – CUSTODY

It is the general policy of the Firm not to accept custody of client funds or securities. For the Managed Accounts, custody is generally maintained at qualified custodians that provide statements at least quarterly. Investors should always compare information received from the custodian and/or fund administrators to any information received from QSS and contact the Firm with any questions.

ITEM 16 - INVESTMENT DISCRETION

QSS customarily accepts discretionary authority to manage securities accounts on behalf of clients. The only restrictions on such authority are those established by the terms of the applicable client contract. For the existing Managed Accounts, authority is granted by a signed investment management agreement.

ITEM 17 - VOTING CLIENT SECURITIES

QSS has the authority to vote, tender, or non-tender client securities held in the Managed Accounts.

QSS receives proxy materials from issuers, custodians, or broker dealers via email and through the trading platform with respect to any voteable shares held in client Managed Accounts. The Chief Compliance Officer establishes a file for each vote opportunity, and reviews potential conflicts of interest, including situations where employees may have a direct or indirect pecuniary interest in any issue presented for voting, or any relationship with the issuer.

If any material conflict of interest is identified, the Chief Compliance Officer will consult with the President to decide whether to seek the informed direction of the client or seek the recommendation of an independent third party. Steps will be taken to evidence that the proxy vote or abstention was in the best interest of the clients and not the product of any material conflict.

QSS generally will vote in favor of proposals that are a standard and necessary aspect of business operations and that it believes will not have a significant effect on the value of the investment. Factors considered in reviewing these proposals include the financial performance of the company, attendance and independence of board members and committees, and enforcement of strict accounting practices. Proposals that change the status of the corporation, its individual securities, or the ownership status of the securities will be reviewed on a case-by-case basis.

QSS generally will vote against any proposal that attempts to limit shareholder democracy in a way that could restrict the ability of the shareholders to realize the value of their investment and will support proposals that maintain or expand shareholder democracy.

Clients may request information concerning how proxies were voted on client securities. The Chief Compliance Officer will respond to such requests showing how client securities were voted on issues. However, if a client requests that a vote is cast in a specific way on a specific issue, the President will advise the client that the request cannot be accommodated.

The following records are maintained with respect to proxy votes:

1. Proxy statements received regarding client securities.
2. Records of votes cast on behalf of a client, including each security to which votes were cast, the number of shares voted and how they were voted on each issue.
3. Records of requests by clients for proxy voting information and responses to such requests.
4. Documents used by the Firm that were material to how a proxy was voted or that memorialized the basis for the voting decision.

ITEM 18 - FINANCIAL INFORMATION

QSS does not solicit or require prepayment of fees by clients. QSS does not have custody of client funds or securities in Managed Accounts managed for clients.

There are no financial conditions that are reasonably likely to impair QSS's ability to meet its contractual commitment to its client. QSS has not been the subject of a bankruptcy petition at any time since its inception in 2012.