



RHOADS LUCCA CAPITAL MANAGEMENT, INC.

PROXY VOTING POLICIES AND PROCEDURES

RESPONSIBILITY TO VOTE PROXIES

Rhoads Lucca Capital Management, Inc. (“RLC”) has assumed the responsibility of voting proxies on behalf of certain clients who have properly delegated such responsibility to RLC (each a “Client” and collectively the “Clients”).

RLC is regulated by various state and federal laws, such as the Investment Advisers Act of 1940, the Investment Company Act of 1940. These proxy voting policies and procedures apply to all of the Clients.

A copy of the Proxy Voting Policies and Procedures will be retained in RLC’s files. RLC may amend its proxy policies and procedures from time to time without prior notice to its Clients, except as required by law.

A copy of Rhoads Lucca Capital Management, Inc. Proxy Voting Record may be obtained by making a request by email at information@rhoadslucca.com or by calling 1.888.895.1212. Any request from a Client for information about how RLC voted with respect to the securities held in the Client’s portfolio and any written response of RLC will be retained in RLC’s files.

Information about how RLC voted with respect to the securities held in the portfolios of its Clients and all documentation related to the proxy voting procedures discussed below will be retained in RLC’s files for a period of five years from the end of the fiscal year during which the last entry was made on such record.

PROXY VOTING POLICY AND PROCEDURES

Consistent with applicable fiduciary standards, RLC will vote proxies with respect to the securities held in a Client’s portfolio unless RLC determines that any benefit that the Client might gain from voting a proxy would be outweighed by the costs associated with voting. In voting such proxies, RLC will act prudently, taking into consideration those factors that may affect the value of the security, and will vote such proxies in a manner that, in its opinion, is in the best interest of the Client.

CONFLICTS OF INTEREST

There may be occasions where the voting of proxies may present an actual or perceived conflict of interest between RLC and its Clients.

Potential conflict of interest situations include, but are not limited to, the following situations:

- where RLC or an affiliated person of RLC (a “RLC Affiliate”) manages assets, administers employee benefit plans, or provides other financial services or products to a company whose management is soliciting proxies,
- where RLC or a RLC Affiliate manages assets of a proponent of a proxy proposal or has another business relationship with the proponent,
- where RLC or a RLC Affiliate has personal or business relationships with participants in a proxy contest or with corporate directors or candidates for corporate directorships, or
- where RLC or a RLC Affiliate has a personal interest in the outcome of a particular matter before shareholders.

In order to avoid even the appearance of impropriety, if RLC determines that voting a proxy for a Client presents an actual or potential conflict of interest, RLC will disclose the conflict to the Client and obtain the Client’s consent before voting such proxy.

PROXY VOTING PROCEDURES

Rhoads Lucca Capital Management, Inc.’s management team determine the manner in which a proxy will be voted based on review of the RLC Proxy Policy. John Rhoads and/or Peter Mauthe vote proxies and transmit such proxies in a timely manner pursuant to the instructions provided in the proxy materials.

RLC maintains information about the manner in which RLC voted the proxies related to securities held in each Client’s portfolio. RLC also maintains all required records related to proxy voting on behalf of the Clients, including but not limited to, copies of proxy materials and internal documentation related to the proxy voting process.

Each Client’s custodian or trustee is responsible for forwarding proxy solicitation material to RLC in a timely manner.

PROXY VOTING GUIDELINES

RLC considers each proposal on its own merits. The following guidelines provide a broad outline of how RLC generally votes with respect to certain types of issues.

A. Basic Corporate Governance Issues

RLC generally will vote for corporate proposals recommended by management of a company unless the proposal will have a negative impact on the value of the company's stock.

1. RLC generally will vote FOR management proposals related to:
 - a. Annual election of directors
 - b. Appointment of auditors
 - c. Reasonable indemnification of management or directors or both
 - d. Confidentiality of voting
 - e. Equal access to proxy statements
 - f. Cumulative voting
 - g. Declassification of boards
 - h. Majority of independent directors
2. RLC generally will vote AGAINST management proposals related to:
 - a. "Sweeteners" to attract support for proposals
 - b. Unequal voting rights ("superstock")
 - c. Limitations on shareholder rights to remove directors, amend by-laws, call special meetings, nominate directors,
 - d. Actions designed to limit or abolish shareholder rights to act independently such as acting by written consent

B. Anti-Takeover Defense and Related Actions

RLC generally will vote AGAINST management sponsored anti-takeover proposals since they tend to reduce shareholders rights.

1. RLC generally will vote FOR proposals related to:
 - a. Fair price provisions
 - b. Certain increases in authorized shares and/or creation of new classes of common or preferred stock
2. RLC generally will vote AGAINST:
 - a. Proposals authorizing the company's board of directors to adopt, amend or repeal by-laws without shareholder approval
 - b. Proposals authorizing the company's management or board of directors to buy back shares at premium prices without shareholder approval

C. Compensation Plans

RLC believes that, in order for companies to recruit, promote and retain competent personnel, companies must provide appropriate and competitive compensation plans. RLC generally will vote FOR management sponsored compensation plans that are reasonable, industry competitive and not unduly burdensome to the company.

1. RLC generally will vote FOR:
 - a. Stock option plans and/or stock appreciation right plans
 - b. Profit incentive plans if the option is priced at 100% of fair market value
 - c. Extension of stock option grants to non-employee directors in lieu of cash compensation if the option is priced at or about the then fair market value
 - d. Profit sharing, thrift or similar savings plans
2. RLC generally will vote AGAINST:
 - a. Stock option plans that are overly generous (below market price or with appreciation rights paying the difference between the option price and the stock price)
 - b. Incentive plans that become effective in the event of hostile takeovers or mergers (golden and tin parachutes)
 - c. Proposals creating an unusually favorable compensation structure in advance of a sale of the company
 - d. Proposals that fail to link executive compensation to management performance
 - e. Increase in stock issuance for compensation to management if RLC believes they are too dilutive to shareholders or are not deserved based on recent earnings and/or stock appreciation.

D. Capital Structure and Recapitalization

RLC recognizes that from time to time companies must reorganize their capital structure in order to avail themselves of access to the capital markets or to restructure their financial position. RLC generally will vote FOR such management sponsored reorganization proposals if such proposals will help the company gain better access to the capital markets and attain a better financial position. RLC generally will vote AGAINST such proposals that appear to entrench management and do not provide shareholders with economic value.

1. RLC generally will vote FOR:
 - a. Proposals to reincorporate or reorganize into a holding company
 - b. Authorization of additional common or preferred shares to accommodate a stock split or other business purposes not related to anti-takeover measures as long as the increase is not excessive and a valid need has been shown
2. RLC generally will vote AGAINST:
 - a. Proposals designed to discourage mergers and acquisitions in advance
 - b. Proposals to change the company's state of incorporation to a state less favorable to shareholders interests
 - c. Reincorporating in another state to implement anti-takeover measures