

**PACIFICA FINANCIAL GROUP, INC.**

**PROXY VOTING POLICY  
RULE 206(4)-6**

In accordance with the requirements of Rule 206(4)-6 under the Investment Advisers Act of 1940 (the “Advisers Act”), Pacifica Financial Group, Inc. (“Pacifica”) has adopted the following proxy voting policy with respect to those assets for which a client has vested Pacifica with discretionary investment management authority (the “assets”).

**Pacifica’s Policy**

Unless a client directs otherwise, in writing, Pacifica and/or third-party managers engaged by Pacifica shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the assets. Pacifica and/or the client shall correspondingly instruct each custodian of the assets to forward to Pacifica copies of all proxies and shareholder communications relating to the assets. Absent mitigating circumstances and/or conflicts of interest (to the extent any such circumstance or conflict is presented, if ever, information pertaining to how Pacifica addressed any such circumstance or conflict shall be maintained by Pacifica), it is Pacifica’s general policy to vote proxies consistent with the recommendation of the senior management of the issuer. Pacifica shall monitor corporate actions of individual issuers and investment companies consistent with Pacifica’s fiduciary duty to vote proxies in the best interests of its clients. With respect to individual issuers, Pacifica may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g. mutual funds), Pacifica may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. Pacifica shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act.

Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how Pacifica voted on any specific proxy issue is also available upon written request. Any questions regarding Pacifica’s proxy voting policy shall be directed to Robert Pagliarini, President of Pacifica Financial Group, Inc., at (310) 770-0994