

Proxy Information

Atalanta Sosnoff Capital, LLC ("Atalanta Sosnoff") exercises voting authority on behalf of substantially all of its discretionary account clients pursuant to the terms of the Investment Management Agreements of Atalanta Sosnoff and Atalanta Sosnoff Management, LLC, its subsidiary to which it provides sub-advisory services.

Atalanta Sosnoff exercises a voice on behalf of its clients and partners of the investment partnerships it manages, in matters of corporate governance through the proxy voting process. Atalanta Sosnoff takes its fiduciary responsibilities very seriously and believes that the right to vote proxies is a significant asset in its clients' and partners' accounts.

In compliance with a recently adopted rule under the Investment Advisers Act of 1940, Atalanta Sosnoff has prepared a written statement describing the policies that govern its proxy voting and the procedures by which they are implemented. A copy of these policies and procedures are available upon request. They are also posted on our website at atalantasosnoff.com. Through our proxy voting service, Institutional Shareholder Services ("ISS"), we maintain records of how we vote the securities held in your account. These records are also available to you upon request.

Atalanta Sosnoff will vote proxies solely in the interests of its clients. Any conflict of interest must be resolved in the way that will most benefit its clients. Since the quality and depth of management is a primary factor considered by us when investing in a company, Atalanta Sosnoff gives substantial weight to the recommendation of management on any issue. However, Atalanta Sosnoff will consider each issue on its own merits, and the position of a company's management will not be supported in any situation where it is found not to be in the best interests of its clients. Proxy voting will be conducted in accordance with the procedures summarized in this letter.

Atalanta Sosnoff recognizes that under certain circumstances it may have a conflict of interest in voting proxies on behalf of its clients. Such circumstances may include, but are not limited to, situations where Atalanta Sosnoff or one or more of its affiliates, including officers, directors and employees, has or is seeking a client relationship with the issuer of the security that is the subject of the proxy vote. A conflict of interest will be considered material to the extent that it is determined that such conflict has the potential to influence Atalanta Sosnoff's decision-making in voting a proxy.

Proxy voting will be managed by a Proxy Director designated by Atalanta Sosnoff. William E. DiPietro, our Senior Vice President of Client Services, is our Proxy Director. Our Proxy Director will assess whether a conflict is material in consultation with senior management and, if he makes such a determination, resolve it by seeking direction from the client or a recommendation from a recognized independent proxy voting agency.

In implementing our policy where we have not expressed a view in our statement we follow the ISS Proxy Voting Guidelines. We favor independent Boards of Directors accountable to the shareholders annually and accounting engagements restricted to audit functions. We believe that equity compensation plans should be minimally dilutive and their beneficiaries should be exposed to market risk. We oppose devices designed to disenfranchise shareholders such as "poison pills", super-majority provisions or class voting.

Should you have any questions about our voting policies or procedures, if you would like a copy or wish to know how we voted your securities, please feel free to contact us.