



## STATEMENT OF ADDITIONAL INFORMATION

April 30, 2018

STAAR Investment Trust (the "Trust") is an open-end management investment company that offers six series of the Trust (each a "Fund," collectively, the "Funds"):

**STAAR Disciplined Strategies Fund  
(formerly, STAAR Alternative Categories Fund)**

Investor Class – Ticker: SITAX  
Class A – Ticker: DSFAX  
Class C – Ticker: DSFCX  
Institutional Class – Ticker: DSFXX

**STAAR General Bond Fund**

Investor Class – Ticker: SITGX

**STAAR International Fund**

Investor Class – Ticker: SITIX

**STAAR Larger Company Stock Fund**

Investor Class – Ticker: SITLX

**STAAR Short Term Bond Fund**

Investor Class – Ticker: SITBX

**STAAR Smaller Company Stock Fund**

Investor Class – Ticker: SITSX

Mutual Shareholder Services, LLC ("Shareholder Services")  
8000 Town Centre Drive  
Broadview Heights, OH 44147  
1-888-717-8227 (1-888-71STAAR)

Barrel Park Investments, LLC (Advisor to the Funds)  
120 E. 23<sup>rd</sup> Street, 5<sup>th</sup> Floor  
New York, New York 10010

This Statement of Information ("SAI") is not a prospectus but it should be read in conjunction with a Fund's prospectus dated April 30, 2018, as amended from time to time. The audited financial statements and financial highlights of a Fund are incorporated by reference from the Fund's annual report to shareholders. The prospectuses, annual and semi-annual reports may be obtained by writing to Shareholder Services at the above address or by calling the toll free number above.

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### GENERAL INFORMATION

The Registrant, STAAR Investment Trust (the “Trust”), is an open-end, management investment company which includes six series of the Trust, the STAAR Disciplined Strategies Fund (formerly, STAAR Alternative Categories Fund), STAAR General Bond Fund, STAAR International Fund, STAAR Larger Company Stock Fund, STAAR Short Term Bond Fund and STAAR Smaller Company Stock Fund (each a “Fund,” collectively, the “Funds”). The Trust was formed on February 28, 1996 as a private Pennsylvania business trust for the purposes of commencing business as an investment company under the name STAAR System Trust. The Trust had engaged in no prior business activities. The Trust’s public registration became effective on May 28, 1997. The Trust’s name was changed to STAAR Investment Trust on April 3, 1998. On February 9, 2018, the Trust changed its form of organization from a Pennsylvania business trust to a Delaware statutory trust.

Barrel Park Investments, LLC (the “Advisor”) serves as investment advisor to each Fund. The Advisor is organized as a limited liability company under the laws of the state of Delaware and is controlled and operated by Lobby 10 Capital, LLC.

### DESCRIPTION OF THE FUNDS AND THEIR INVESTMENTS AND RISKS

The Trust consists of six Funds, each of which has its own objective, policies and strategies designed to meet different investor goals as described in each Fund’s prospectus. The following information supplements the information set forth in each Fund’s prospectus. Capitalized terms not otherwise defined in this Statement of Additional Information (“SAI”) have the meaning assigned to them in each Fund’s prospectus.

Each Fund is diversified under the federal securities laws and regulations. Each Fund has adopted certain investment strategies and risks that are described in the Fund’s prospectus and is incorporated here by reference.

### FUNDAMENTAL INVESTMENT POLICIES

Each Fund has adopted certain fundamental investment policies. These fundamental investment policies may not be changed unless the change is approved by (a) 66 2/3% or more of the outstanding voting securities of a Fund (to be affected by the proposed change) present in person or by proxy at a meeting (if the holders of 50% or more of the outstanding voting securities are present in person or by proxy) or (b) more than 50% of the outstanding voting securities of a Fund, whichever is lesser. Each Fund’s investment objective stated in its prospectus is a fundamental policy. The Funds have adopted the following additional fundamental policies:

- (1) A Fund will not issue senior securities, including not issuing securities that have preference or seniority over other classes; provided that this will not prevent a Fund from creating different classes of shares to provide for different arrangements for shareholder services or the distribution of securities or both, to the extent permitted by Rule 18f-3 of the Investment Company Act of 1940, as amended (the “1940 Act”).
- (2) The Trust will not engage in short sales (borrowing stock from someone else and selling it in anticipation of the price going down, at which time it is repurchased and returned to the lender). However it is possible that managers of other open or closed end funds owned by a Fund may employ short sales.
- (3) The Trust will not purchase securities with borrowed money (or margin). The Board of Trustees of the Trust (the “Board”) can make limited purchases of shares of other mutual funds that utilize margin purchases provided that the total exposure to margin in any of the Trust’s Funds does not exceed 5% of net asset values. In general, the policy of the registrant is to avoid debt. It will not borrow money, except where it would become necessary to allow the Trust to maintain or improve its day-to-day operations in the interest of Fund shareholders. For that purpose, the Trust may obtain a line of credit or obtain specific financing from a bank, other financial institution or individual(s).
- (4) The Trust will not act as an underwriter of other issuers, except to the extent that in selling portfolio securities, it may be deemed to be a statutory underwriter for the purposes of the Securities Act of 1933.
- (5) Except for investments in the mutual fund or investment company industry, a Fund will not make investments that will result in a concentration (as that term is defined in the 1940 Act) or any rule or order under the 1940 Act) of its investment securities of issuers primarily in the same industry; provided that this restriction does not limit the investment of the fund assets in obligations issued or guaranteed by the U.S. government, its agencies or in tax-exempt securities or certificates of deposit.
- (6) The purchase of real estate is permitted in the STAAR Disciplined Strategies Fund (the “Disciplined Strategies Fund”). The majority of any real estate holdings, if any, will be in Real Estate Investment Trusts (REITs) and/or real estate-

oriented mutual funds, thereby preserving a high degree of liquidity that is not possible with other forms of real estate ownership. However, if a special situation arises which the Board considers to be advantageous to the Disciplined Strategies Fund, a real estate asset with limited liquidity may be owned as long as it does not exceed five percent (5%) of the total value of the Disciplined Strategies Fund at the time of purchase. If other assets decline in value so as to force such an asset to exceed five percent (5%), the Trustees will attempt to sell the asset if a favorable price can be obtained. However, if it is not in the best interest of the shareholders the Board may delay such sale until a more favorable time. The purchase of real estate mortgage loans is permitted in the STAAR General Bond Fund and the STAAR Short Term Bond Fund (the "Bond Funds") and the Disciplined Strategies Fund. Such mortgages will generally be in government agency backed loans such as Government National Mortgage Association loans. However, a minority of mortgage securities owned by the Bond Funds and the Disciplined Strategies Fund may be in non-government agency backed loans.

- (7) Commodities and precious metals or securities and contracts deriving their value from commodities and precious metals may be purchased only in the Disciplined Strategies Fund and not in the other Funds.
- (8) A Fund may not loan cash or portfolio securities to any person. However, this does not prevent managers of other mutual funds owned by a Fund from making such loans within their portfolios.
- (9) The Trust and any portfolio managers it employs may use derivatives, which are financial instruments which derive their values from the performance of another security, assets or index. Derivatives include options and future contracts. The writing of put and call options are permitted by the Trust and any portfolio managers it may employ. However, the use of such options is to represent a minority of any portfolio manager's activity, and will be employed in a conservative manner to protect a profit or offset losses in the event of projected significant price reductions. The Trustees or a portfolio manager employed by them may purchase a put, which provides the right to sell a security to another party at a predetermined price within a period of time. Similarly a call option may be purchased which provides the right to purchase a security at a predetermined price within a period of time. A call option may also be sold to another party. Such options will be "covered", meaning a Fund owns an amount of the underlying security equal to or greater than the amount of the security represented in the option. Put options will not be sold because, in the Advisor's opinion, they expose a Fund to additional risk, which the Board wishes to avoid. Similarly, options based upon indexes or other assets, such as commodities, may be purchased to protect a portfolio, but not sold where a Fund would be required to pay cash to another party based upon a future price change. Any mutual funds owned by a Fund will be screened to determine if such mutual funds' policies on options, futures, margin or other strategies differ greatly from that of the Trust; however, the Board will not be able to control the use of such strategies by mutual funds. Therefore, at any given time a Fund's risk could be increased to the extent portfolio managers of other mutual funds employ these kinds of strategies in a manner inconsistent with the Trust's policies.
- (10) A Fund may take temporary investment positions when the portfolio manager(s) believes the market or economy is experiencing excessive volatility or when such volatility is considered a significant risk. These investments may include, but are not limited to, cash and cash equivalents, money market instruments or funds and U.S. Treasury obligations. Under such circumstances a Fund may be unable to pursue their investment goals.
- (11) There are no restrictions regarding portfolio turnover. While the trust recognizes that a higher portfolio turnover will, in most cases, increase expenses, there are times when a high turnover may be justified, either to protect a portfolio against certain kinds of risks or to take advantage of opportunities presented by market conditions. In general, the Trust's objective is to keep expenses, and, therefore, turnover, as low as possible. This objective will be considered when screening other mutual funds for possible inclusion in a Fund's portfolio.

The Trust has certain non-fundamental policies that may be changed by the Board. Among these are the following:

- (1) No Fund may invest in securities for the purpose of exercising control over or management of an issuer.
- (2) No Fund shall purchase securities of a closed-end or other investment company where the shares are not registered in the United States pursuant to applicable securities laws.
- (3) A Fund portfolio shall each not invest more than 10% of the value of its respective total assets in illiquid securities or other illiquid assets.

#### **Segregation of assets**

Consistent with SEC staff guidance, financial instruments that involve a Fund's obligation to make future payments to third parties will not be viewed as creating any senior security provided that the Fund covers its obligations as described below. Those financial instruments can include, among others, (i) reverse repurchase agreements, (ii) when-issued and delayed delivery securities, (iii) dollar rolls, (iv) to-be-announced securities, (v) securities sold short, (vi) swaps, (vii) futures contracts, (viii) written options, (ix) forward currency contracts, and (x) non-deliverable forwards.

Consistent with current SEC staff guidance, a Fund will consider its obligations involving such a financial instrument as "covered" when the Fund (1) maintains an offsetting financial position, or (2) segregates liquid assets (which include, but are not limited to, cash, cash equivalents, equities and debt instruments of any grade) equal to the Fund's exposures relating to the financial instrument, as determined on a daily basis. Any assets designated as segregated by the Fund, either physically or "earmarked" as segregated, for purposes of (2) above shall be liquid, unencumbered and marked-to-market daily, and such Segregated Assets shall be maintained in accordance with pertinent positions of the SEC.

The SEC has recently proposed a new rule which, if adopted, would replace current SEC and staff guidance with respect to asset segregation requirements for derivatives and other instruments such as reverse repurchase agreements, short sales, firm or standby commitment agreements and similar agreements. While it is not possible to fully predict the effects of the proposed regulation, the Advisor will continue to monitor developments as they apply to a Fund.

A Fund may be required to sell a portfolio security or exit a transaction, including a transaction in a financial instrument, at a disadvantageous time or price in order for the Fund to be able to segregate the required amount of assets. If Segregated Assets decline in value, a Fund will need to segregate additional assets or reduce its position in the financial instruments. In addition, Segregated Assets may not be available to satisfy redemptions or for other purposes, until a Fund's obligations under the financial instruments have been satisfied. In addition, a Fund's ability to use the financial instruments identified above may under some circumstances depend on the nature of the instrument and amount of assets that a Fund is required to segregate. Consistent with current SEC staff positions, that for futures and forward contracts that require only cash settlement, and swap agreements that call for periodic netting between a Fund and its counterparty, the segregated amount is the net amount due under the contract, as determined daily on a mark-to-market basis. For other kinds of futures, forwards and swaps, the Fund must segregate a larger amount of assets to cover its obligations, which essentially limits the Fund's ability to use these instruments. If the SEC staff changes its positions concerning the segregation of the net amount due under certain forwards, futures and swap contracts, the ability of the Fund to use the financial instruments could be negatively affected.

#### **Additional Information about Writing Options**

Certain Funds may write call options on a covered basis or uncovered basis. A call option written by a Fund is "covered" if the Fund owns the underlying security covered by the call or has an absolute and immediate right to acquire that security without additional cash consideration (or for additional cash consideration maintained as Segregated Assets by the Fund's custodian) upon conversion or exchange of other securities held by the Fund. A call option is also deemed to be covered if a Fund holds a call on the same security and in the same principal amount as the call written and the exercise price of the call held (i) is equal to or less than the exercise price of the call written or (ii) is greater than the exercise price of the call written if the difference is maintained as Segregated Assets by the Fund's custodian.

From time to time, a Fund will write a call option that is not covered as indicated above, but where the Fund's custodian will maintain Segregated Assets for the term of the option having a value equal to the fluctuating market value of the optioned securities or currencies, marked-to-market daily, in accordance with SEC positions. While such an option would be "covered" with sufficient collateral to satisfy SEC prohibitions on issuing senior securities, this type of strategy would expose the Fund to the risks of writing uncovered options. When writing uncovered call options, the Fund is subject to the risk of having to purchase the security or currency subject to the option at a price higher than the exercise price of the option. As the price of a security or currency could appreciate substantially, the Fund's loss could be significant.

### **MANAGEMENT OF THE FUNDS**

#### **Board of Trustees**

##### *Organization of the Board*

The Board is responsible for establishing a Fund's policies and for overseeing each Fund's business and affairs. The Board elects the officers of the Funds ("Fund management"), who along with third party service providers are responsible for the day-to-day operations, such as management of investments, recordkeeping, administration and other compliance responsibilities of the Funds.

Fund Management reports to and is accountable to the Board. The Board is responsible for overseeing the operations and risk management of each Fund in accordance with the provisions of the 1940 Act, other applicable laws, and a Funds' charter. The Board does not have a role in oversight of a Fund's investments or investment risk, except to the extent that they adopt and review and ultimately enforce compliance with a Fund's investment policies and procedures intended to reduce risks such as compliance risk and valuation risk.

The Board is composed of four members, three of whom are who are not "interested persons" of the Funds, as that term is defined in the 1940 Act ("Independent Trustees"). The Chairman of the Board is Brett C. Boshco. The Funds do not have a lead Independent Trustee.

The Board conducts an annual self-assessment and believes that the Board's leadership structure is appropriate given each Fund's characteristics and circumstances including a Fund's net assets, distribution arrangements, and the services provided by the Fund's service providers. The Independent Trustees have determined that the communications between them and among them and Fund management are excellent and see no need to appoint a lead Independent Trustee.

Any Board member may propose items to be included in the Board's agenda. The Board meets quarterly, in regularly scheduled meetings, to review a Fund's operations, performance and any appropriate issues and to take action as needed. In addition, the Independent Trustees generally meet without the presence of any interested persons 2-3 times a year and the Audit Committee meets with the independent registered public accountants at least twice per year and separately as needed. The Independent Trustees also meet several times per year to address particular responsibilities, such as approval of the advisory agreement, and they meet separately with auditors and the Chief Compliance Officer ("CCO") as often as necessary. Board members receive regular reports at least quarterly from the Advisor and the CCO.

Due to the small size of the Board, the Board has only two standing committees, an Audit Committee and Nominating, Compensation and Governance Committee (the "Nominating Committee"). Functions that might be fulfilled on larger fund boards by additional committees have been adequately fulfilled by participation of the Trust's current Board. The Board's Audit Committee is comprised of each of the Independent Trustees. The Audit Committee for the Board holds separate meetings periodically to discuss the accounting of the Funds. The Board's Audit Committee also meets periodically with the independent registered public accountants to discuss and monitor the accounting practices and auditing activities applied to the Funds. The Audit Committee met two times during the fiscal year ended December 31, 2017 and engaged in these oversight activities.

Each Independent Trustee sits on the Trust's Nominating Committee, which has the responsibility, among other things, to: (i) make recommendations and to consider shareholder recommendations for nominations for Board members; (ii) review Board governance procedures and recommend any appropriate changes to the full Board; (iii) periodically review Trustee compensation and recommend any changes to the Independent Trustees as a group; and (iv) make recommendations to the full Board for nominations for membership on all committees, review all committee assignments annually and periodically review the responsibilities and need for all committees of the Board. The Nominating Committee did not meeting during the fiscal year ended December 31, 2017.

#### *Board Oversight of Risk Management*

The Board, as a whole, considers risk management issues as part of its general oversight responsibilities throughout the year at regular board meetings, through regular reports that have been developed by Fund management and the Advisor. These reports address certain investment, valuation and compliance matters. The Board also may receive special written reports or presentations on a variety of risk issues, either upon the Board's request or upon the initiative of the Advisor. In addition, the Audit Committee of the Board meets regularly with management of the Advisor to review reports on the Advisor's examinations of functions and processes that affect a Fund.

The Board has directed the preparation of quantitative and qualitative information and reports to facilitate their risk management function. The Independent Trustees have access to the CCO and key advisory personnel and Fund counsel to obtain information and assistance as needed and have access to independent legal counsel.

With respect to investment risk, the Board receives regular written reports describing and analyzing the investment performance of the Funds. The Board discusses these reports and the performance of the Funds and investment risks with management of the Advisor at the Board's regular meetings. To the extent that the Advisor seeks to change a Fund's investment strategy that may have a material impact on the Fund's risk profile or invest in a new type of security or instrument, the Board generally is provided information on such proposed changes for the Board's approval

With respect to valuation, the Advisor provides regular written reports to the Board that enables the Board to monitor fair valued securities in the Fund. Such reports also include information concerning illiquid securities held by the Funds. In addition, the Audit Committee reviews valuation procedures and pricing results with the Trust's independent registered public accounting firm in connection with such Committee's review of the results of the audit of the Fund's year-end financial statements.

With respect to compliance risks, the Board receives regular compliance reports prepared by the Trust's CCO. The Board meets regularly with the Trust's CCO to discuss compliance issues, including compliance risks. As required under SEC rules, the Independent Trustees meet at least quarterly in executive session with the CCO, and the Trust's CCO prepares and presents an annual written compliance report to the Board. The Board adopts compliance policies and procedures for the Trust and receives information about the procedures in place for the Trust's service providers. The compliance policies and procedures are specifically designed to detect and prevent violations of the federal securities laws.

#### *Trustee qualifications*

When a vacancy occurs on the Board, the Nominating Committee of the Board evaluates a candidate's qualification for Board membership and the independence of such candidate from the Advisor and other principal service providers. The Nominating Committee will consider nominees recommended by Qualifying Fund Shareholders if an Independent Trustee vacancy on the Board occurs. A Qualifying Fund Shareholder is a shareholder that: (i) owns of record, or beneficially through a financial intermediary, 1/2 of 1% or more of the Trust's outstanding shares and (ii) has been a shareholder of at least 1/2 of 1% of the Trust's total outstanding shares for 12 months or more prior to submitting the recommendation to the Nominating Committee. In order to recommend a nominee, a Qualifying Fund Shareholder should send a letter to, the Secretary of the Trust, at the Trust's address. The Qualifying Fund Shareholder's letter should include: (i) the name and address of the Qualifying Fund Shareholder making the recommendation; (ii) the number of shares of each class and series of shares of the Trust that are owned of record and beneficially by such Qualifying Fund Shareholder and the length of time that such shares have been so owned by the Qualifying Fund Shareholder; (iii) a description of all arrangements and understandings between such Qualifying Fund Shareholder and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made; (iv) the name and address of the nominee; and (v) the nominee's resume or curriculum vitae. The Qualifying Fund Shareholder's letter must be accompanied by a written consent of the individual to stand for election if nominated for the Board and to serve if elected by shareholders.

The Nominating Committee of the Board believes that it is in the best interests of the Trust and its shareholders to obtain highly-qualified individuals to serve as members of the Board. In assessing Trustees for the Board, the Nominating Committee may consider factors such as the person's judgment, skill, diversity and experience with investment companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight and the interplay of a Trustee or candidate's experience with the experience of other Board members. The Board believes that collectively, the Trustees currently serving on the Board have balanced and diverse experience, qualifications, attributes and skills that allow the Board to effectively oversee the management of the Trust and protect the interests of shareholders. The Board noted that each Independent Trustee have or had careers in the financial services or investment industries, including holding executive positions in companies engaged in these industries, which allows these Trustees to bring valuable, relevant experience as members of the Board.

The members of the Board have been selected because of their individual experiences and education and for their ability to engage actively in serving as fiduciaries of the Funds. The Trust believes it has met its objective of having a Board with the background, experience and independence to raise issues and opinions and who understand the accountability, service and quality to which a Fund's shareholders are entitled.

<i>Name, Address and Year of Birth</i>	<i>Position with the Trust</i>	<i>Term of Office<sup>1</sup> and Length of Service</i>	<i>Principal Occupation(s) During Past 5 Years</i>	<i>Number of Funds in the Trust Overseen</i>	<i>Other Directorships of Public Companies Held During Past 5 Years</i>
<b>Independent Trustees</b>					
Robert Weiss 520 Madison Avenue New York, NY 10022  1958	Trustee	Since 2018	Partner and General Counsel of MatlinPatterson and General Counsel of Matlin & Partners Acquisition Corporation (since 2002).	6 Funds	None
Ann Chung 130 Main Street New Canaan, CT 06840  1981	Trustee	Since 2018	Vice President and Principal at J.H. Whitney Capital Partners (private equity fund) (since 2013). Previously, Vice President at Swander Pace Capital (2010-2013) and Associate at DLJ Merchant Banking Partners (2008-2010).	6 Funds	None
Shiliang Tang 152 Madison Avenue New York, NY 10016  1986	Trustee	Since 2018	President of LedgerPrime, a digital asset market making and proprietary trading firm (since 2017). Previously, Co-Founder and COO of WorldCover (crop insurance in developing countries) (2015-2017) and a primary trader and risk manager in the Institutional Volatility Trading Group at Bank of America (2010-2014).	6 Funds	None
<b>Interested Trustee<sup>2</sup></b>					
Brett C. Boshco 120 E. 23 <sup>rd</sup> Street 5 <sup>th</sup> Floor New York, NY 10010  1982	Trustee and Chairman	Since 2018	Chief Executive Officer and Chief Compliance Officer of Barrel Park Investments, LLC (since 2017). Previously, Research Analyst at Evermore Global Advisors (2015-2017) and Research Analyst at Steinberg Asset Management (2009-2013).	6 Funds	None

<sup>1</sup> Each Trustee holds office for an indefinite term until his or her successor is elected and qualified.

<sup>2</sup> The Interested Trustee is described as such because he is deemed to be an “interested person,” as the term is defined under the 1940 Act, due to his position with the Advisor.

### Trustee Compensation

Set forth below is a table listing, for each Trustee entitled to receive compensation, the compensation received from the Trust during the fiscal year ended December 31, 2017. The table also provides the compensation paid by the Trust to the Trust’s CCO for the fiscal year ended December 31, 2017. In addition, below is a table listing the compensation received for the fiscal year ended December 31, 2017 for the prior members of the Board.

<u>Name and Position</u>	<u>Aggregate Compensation from the Trust*</u>	<u>Pension or Retirement Benefits as Part of Trust Expenses</u>	<u>Estimated Annual Benefits Upon Retirement</u>
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<b><u>Name and Position</u></b>	<b><u>Aggregate Compensation from the Trust*</u></b>	<b><u>Pension or Retirement Benefits as Part of Trust Expenses</u></b>	<b><u>Estimated Annual Benefits Upon Retirement</u></b>
Robert Weiss..... Trustee	\$0	N/A	N/A
Ann Chung..... Trustee	\$0	N/A	N/A
Shiliang Tang..... Trustee	\$0	N/A	N/A
Brett Boshco..... Interested Trustee	\$0	N/A	N/A
Janaya Moscony..... Chief Compliance Officer	\$0	N/A	N/A

\* The Trustees are newly elected and have not received any compensation from the Trust. The CCO is new and has not yet received any compensation from the Trust. Each Independent Trustee is entitled to receive \$500 annually for serving as Trustee

<b><u>Name and Position</u></b>	<b><u>Aggregate Compensation from the Trust</u></b>	<b><u>Pension or Retirement Benefits as Part of Trust Expenses</u></b>	<b><u>Estimated Annual Benefits Upon Retirement</u></b>
Jeffrey Dewhirst..... Former Trustee	\$9,621	N/A	N/A
Richard Levkoy..... Former Trustee	\$9,621	N/A	N/A
Thomas Smith..... Former Trustee	\$9,621	N/A	N/A
J. Andre Weisbrod..... Former Interested Trustee	\$9,621	N/A	N/A

## Officers

Below is the name, year of birth, address, information regarding position with the Trust, and the principal occupation for each officer of the Trust.

<b><i>Name, Address and Year of Birth</i></b>	<b><i>Position with the Trust</i></b>	<b><i>Term of Office<sup>1</sup> and Length of Service</i></b>	<b><i>Principal Occupation(s) During Past 5 Years</i></b>
Brett C. Boshco 120 E. 23 <sup>rd</sup> Street 5 <sup>th</sup> Floor New York, NY 10010  1982	Interested Trustee, President, Treasurer and Secretary	Since 2018	Chief Executive Officer and Chief Compliance Officer of Barrel Park Investments, LLC (since 2017). Previously, Research Analyst at Evermore Global Advisors (2015-2017) and Research Analyst at Steinberg Asset Management (2009-2013).
Janaya Moscony 120 E. 23 <sup>rd</sup> Street 5 <sup>th</sup> Floor New York, NY 10010  1973	Chief Compliance Officer	Since 2018	Founder of SEC Compliance Consultants, Inc. and CCO Compliance Services, LLC

- <sup>1</sup> Each officer of the Trust holds office for an indefinite term at the pleasure of the Board of Trustees and until his or her successor is elected and qualified.

#### *Indemnification*

The Declaration of Trust and the By-Laws of the Trust provide for indemnification by the Trust of its Trustees and officers against liabilities and expenses incurred in connection with litigation in which they may be involved as a result of their positions with the Trust, unless it is finally adjudicated that they engaged in willful misconduct, gross negligence or reckless disregard of the duties involved in their offices, or did not act in good faith in the reasonable belief that their actions were in the best interest of the Trust and the Funds.

#### *Trustee and Officer Ownership*

As of February 1, 2018, Trustee and officers of the Trust as a group owned less than 1% of the outstanding stock of each Fund described in this SAI.

### **CODE OF ETHICS**

The Trust and the Advisor have adopted a Code of Ethics, under Rule 17j-1 of the 1940 Act, for certain access persons of the Funds. The Code of Ethics is designed to ensure that access persons act in the interest of the Funds and their shareholders, with respect to any personal trading of securities. The Code of Ethics only permits personnel of the Funds and/or the Advisor to invest in securities, including securities that may be purchased or held by the Funds, providing the procedures to prevent conflicts of interest are followed, by requiring the prior approval of the CCO, and recording and reporting of transactions to the Funds' Board.

### **PROXY VOTING POLICIES**

The Board has adopted proxy voting policies and procedures ("Proxy Policies") wherein the Trust has delegated to the Advisor the responsibility for voting proxies relating to portfolio securities held by each Fund as part of its investment advisory services, subject to the supervision and oversight of the Board. Notwithstanding this delegation of responsibilities, however, each Fund retains the right to vote proxies relating to its portfolio securities. The fundamental purpose of the Proxy Policies is to ensure that each vote will be in a manner that reflects the best interest of each Fund and its shareholders, taking into account the value of the Fund's investments.

The Advisor's proxy voting procedures are designed and implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of clients for whom the Advisor has voting authority. While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration the Advisor's contractual obligations to its clients and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent the Advisor deems appropriate). A Summary of the Advisor's proxy voting guidelines are attached hereto as Appendix A.

The Chief Compliance Officer ("CCO") of the Advisor is responsible for administering and overseeing the proxy voting process. The CCO of the Advisor consults with the Chief Executive Officer ("CEO") of the Advisor to determine the appropriate voting position on each proxy and whether there are any material conflicts of interest.

The Advisor votes proxies solely in the interests of a Fund and its shareholders. As a matter of policy, the officers, trustees and employees of the Trust and the Advisor will not be influenced by outside sources whose interests conflict with the interests of a Fund and its shareholders. All conflicts are resolved in the interests of the Fund's shareholders. If a material conflict of interest exists as described in the policy, the CCO and CEO of the Advisor will determine the course of action that is in a Fund's best interest, document the determination and vote the proxy accordingly.

Issues to be considered when reviewing proxies for material conflicts include, but are not limited to, the following: (i) whether the Advisor manages assets for the issuer or an employee group of the issuer or otherwise has an interest in the issuer; (ii) whether the Advisor, or an officer or director of the Advisor – those responsible for recommending the proxy vote (together, "Voting Persons") is a close relative of or has a personal or business relationship with an issuer, executive, director or person who is a candidate for director of the issuer or is a participant in a proxy contest; and (iii) whether there is any other business or personal relationship where a Voting Person has a personal interest in the outcome of the matter before shareholders.

In the absence of a conflict of interest, the Advisor determines votes on a case-by-case basis taking into account the voting guidelines. For avoidance of doubt, depending on the best interest of each individual client, the Advisor may vote the same proxy differently for different clients.

The actual voting records relating to portfolio securities during the most recent 12-month period ended June 30<sup>th</sup> will be available without charge, upon request, by calling toll-free, (800) SEC-0330 or by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

#### CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

As of March 30, 2018, the following persons beneficially owned 5% or more of the outstanding stock of each Fund as set forth below:

##### **STAAR Disciplined Strategies Fund**

Ronald J. Franck & Shirley A. Franck JTWROS 149 Hidden Valley Drive Pittsburgh, PA 15237	34.47%
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##### **STAAR General Bond Fund**

Dale D. McCall (IRA Rollover) P.O. BOX 106 Wexford, PA 15090	8.12%
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Gloria R. Mongelluzzo (IRA) 63 Lazy Daisy Drive Bluffton , SC 29909	7.39%
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John G. Sunder (IRA Rollover) 526 Highland Ave Canonsburg , PA 15317	5.35%
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##### **STAAR International Fund**

Ronald J. Franck & Shirley A. Franck JTWROS 149 Hidden Valley Drive Pittsburgh, PA 15237	30.56%
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##### **STAAR Larger Company Stock Fund**

Ronald J. Franck & Shirley A. Franck JTWROS 149 Hidden Valley Drive Pittsburgh, PA 15237	25.70%
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##### **STAAR Short Term Bond Fund**

Joyce S. Dunlap Trust U/A 01/15/93 C/O Justine Dunlap Providence, RI 02906	9.76%
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John D. Russell (IRA) 1871 Highpointe Lane, APT# 1332 Allison Park , PA 15101	6.79%
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Frances A Weisbrod Irrevocable Trust U/A DTD 10/24/02 FBO Michael J Macik	6.45%
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J. Andre Weisbrod TTEE  
Coraopolis, PA 15108

Ronald J. Franck & Shirley A. Franck 6.29%  
JTWROS  
149 Hidden Valley Drive  
Pittsburgh, PA 15237

Virgil L. Knox (SEP-IRA) 5.81%  
Hampton Concrete  
138 Buckingham Drive  
Valencia, PA 16059

Robert S Wiltman (IRA Rollover) 5.31%  
519 Jason Drive  
The Villages, FL 32159

#### **STAAR Smaller Company Stock Fund**

Ronald J. Franck & Shirley A. Franck 31.87%  
JTWROS  
149 Hidden Valley Drive  
Pittsburgh, PA 15237

### **SERVICES TO THE FUNDS**

#### **Administrative Services**

Mutual Shareholder Services, LLC (“Shareholder Services”), 8000 Town Centre Drive, Broadview Heights, OH 44147, serves as the accounting and administration services, dividend disbursing and transfer agent for the Funds. The services provided by Shareholder Services are subject to supervision by the executive officers and the Board, and include day-to-day keeping and maintenance of certain records, calculation of the offering price of the shares, preparation of reports, liaison with its custodians, and transfer and dividend disbursing agency services. For the administrative and accounting services provided by Shareholder Services, a Fund pays Shareholder Services an annual fee that is calculated and paid monthly according to a fee schedule based on the average value of a Fund. The fee schedule is set forth in the table below:

#### **Accounting Fees**

If average value of fund is  
between the following

		<u>Yearly Fee</u>	<u>Monthly Fee</u>
-	25,000,000	21,000	1,750
25,000,000	50,000,000	30,500	2,542
50,000,000	75,000,000	36,250	3,021
75,000,000	100,000,000	42,000	3,500
100,000,000	125,000,000	47,750	3,979
125,000,000	150,000,000	53,500	4,458
150,000,000	-	59,250	4,938

#### **Shareholder Servicing Fees**

11.50 annual fee per shareholder with a  
min of \$775.00 charge per month

#### **Blue Sky Servicing Fees**

100.00 per state per filing

The Fund also pays separate fees to Shareholder Services with respect to the services provided as transfer agent and dividend disbursing agent.

Fees paid to Shareholder Services including transfer agency, fund accounting, administration, shareholder services and compliance are as follows:

<u>Fund</u>	<b>Fiscal Year Ended 2017</b>	<b>Fiscal Year Ended 2016</b>	<b>Fiscal Year Ended 2015</b>
STAAR Disciplined Strategies Fund	\$2,735	\$15,587	\$16,387
STAAR General Bond Fund	\$1,476	\$8,060	\$8,579
STAAR International Fund	\$1,986	\$10,522	\$11,446
STAAR Larger Company Stock Fund	\$2,679	\$15,747	\$16,363
STAAR Short Term Bond Fund	\$830	\$6,061	\$5,020
STAAR Smaller Company Stock Fund	\$2,969	\$16,857	\$17,244

### 12b-1 Plans

The Trust has adopted Plans of Distribution (each a "12b-1 Plan", collectively, the "12b-1 Plans"), in the manner prescribed under Rule 12b-1 of the 1940 Act, under which it may finance activities primarily intended to sell shares, provided the categories of expenses are approved in advance by the Board and the expenses paid under the 12b-1 Plans were incurred within the preceding 12 months and accrued while the 12b-1 Plans are in effect. Among the activities to which expenses paid under the 12b-1 Plans may be allocated are: advertising; printing and mailing of prospectuses to non-shareholders; and compensation to broker-dealers for sales of shares and services to the Trust and shareholders. Any expenses paid under the 12b-1 Plans by the Trust, as a percentage of net assets for the previous year are listed in each Fund's prospectus under "FEES AND EXPENSES." Due to these distribution expenses, long-term shareholders may pay more than the economic equivalent of the maximum front-end sales charge permitted by the National Association of Security Dealers, Inc. In 2017, 100% of the fees paid by a Fund under a 12b-1 Plan were used to compensate broker-dealers for distribution and service of Fund shares.

#### *12b-1 Plan for Investor Class shares*

Fees paid under the 12b-1 Plan for Investor Class shares may not exceed 0.25% of a Fund's average net assets annually.

#### *12b-1 Plans for Class A shares and Class C shares of the Disciplined Strategies Fund*

Under separate 12b-1 Plans, pertaining to the Class A shares and Class C shares of the Disciplined Strategies Fund, (each, respectively, the "Class A Plan" and "Class C Plan") the Disciplined Strategies Fund may pay a 12b-1 fee of 0.25% of the average daily net assets of Class A shares and 1.00% of the average daily net assets of Class C shares. Under the Class A and Class C Plans, the Disciplined Strategies Fund may up to 0.25% of for shareholder servicing activities. The 12b-1 fees also may be used to pay for marketing and distribution activities. The distribution fees under the Class A Plan and Class C Plan may be used to offset the Disciplined Strategies Fund's marketing costs attributable to such classes, such as the preparation, printing and distribution of sales literature, advertising and prospectuses and other shareholder materials to prospective investors. The distribution fees may be used to pay additional compensation to dealers and to offset other costs allocated to the distribution activities.

Total amounts paid by a Fund under the 12b-1 Plans for the fiscal year ended December 31, 2017 were as follows:

<u>Fund</u>	<b>Fiscal Year Ended 2017*</b>
STAAR Disciplined Strategies Fund	\$171
STAAR General Bond Fund	\$365
STAAR International Fund	\$63
STAAR Larger Company Stock Fund	\$442
STAAR Short Term Bond Fund	\$22
STAAR Smaller Company Stock Fund	\$133

\* Actual Cash Paid

**Custodian**

Huntington National Bank, 7 Easton Oval, Columbus, OH 43219, serves as custodian for the Funds.

The custodian maintains a separate account or accounts for a Fund; receives, holds, and releases portfolio securities on account of a Fund; makes receipts and disbursements of money on behalf of a Fund; and collects and receives income and other payments and distributions on account of Fund's portfolio securities.

**Principal Underwriter**

Ultimus Fund Distributors, LLC (the "Distributor"), 225 Pictoria Drive, Suite 450, Cincinnati, Ohio 45246, is the exclusive agent for distribution of shares of the Fund. The Distributor is obligated to sell shares of the Fund on a best efforts basis only against purchase orders for the shares. Shares of the Fund are offered to the public on a continuous basis. The Distributor receives compensation annually for its services to the Trust under a written agreement for such services.

**Legal Counsel**

Stradley Ronon Stevens & Young, LLP serves as legal counsel to the Funds. Its address is 2600 One Commerce Square, Philadelphia, PA 19103-7098.

**Independent Registered Public Accounting Firm**

Goff Backa Alfera & Company, LLC ("GBACO") is the independent registered public accounting firm to the Funds and audits the annual financial statements of the Funds. GBACO's address is 3325 Saw Mill Run Boulevard, Pittsburgh, PA 15227.

**Investment Management**

Effective February 9, 2018, Barrel Park Investments, LLC, located at 120 E. 23<sup>rd</sup> Street, 5<sup>th</sup> Floor, New York, New York 10010, serves as investment advisor to each Fund. Pursuant to an investment advisory agreement, between the Advisor and the Trust on behalf of each Fund, the Advisor is responsible for management of each Fund's respective assets. Prior to February 9, 2018, Staar Financial Advisors, Inc. served as investment advisor to each Fund. As of February 9, 2018, the Advisor has approximately \$11.2 million in assets under management.

**ADVISORY FEES**

Brett C. Boshco, as the Chief Executive Officer and Chief Compliance Officer of the Advisor, could be deemed an affiliate of the Advisor. Mr. Boshco also serves as a Trustee and officer of the Funds. For the services it provides as the investment advisor to a Fund, the Advisor is paid a monthly fee calculated as a percentage of average net assets of each Fund. For the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015, the Fund paid advisory/management fees as set forth in the following table:

<b>Fund</b>	<b>Monthly Rate*</b>	<b>Annualized Rate*</b>	<b>Fiscal Year Ended 2017</b>	<b>Fiscal Year Ended 2016</b>	<b>Fiscal Year Ended 2015</b>
STAAR Disciplined Strategies Fund	.0667%	.80%	\$24,614	\$23,007	\$26,919
STAAR General Bond Fund	.0208%	.25%	\$5,166	\$3,718	\$4,388
STAAR International Fund	.0667%	.80%	\$17,876	\$15,518	\$18,810
STAAR Large Company Stock Fund	.0667%	.80%	\$24,134	\$23,228	\$26,936
STAAR Short Term Bond Fund <sup>1</sup>	.0208%	.25%	\$830 <sup>1</sup>	\$1,122 <sup>2</sup>	\$1,022 <sup>3</sup>
STAAR Smaller Company Stock Fund	.0667%	.80%	\$26,721	\$24,843	\$28,454

\* These are maximum fees and are accrued daily and paid at the closing of the last business day of the month. Effective July 1, 2012, the management fees were reduced from .35% to .25% on the Bond Funds and from 90% to .80% on the STAAR Large Company Stock Fund and the STAAR Smaller Company Stock Fund.

<sup>1</sup> For the period January 1, 2017 through December 31, 2017, the Advisor voluntarily waived \$2,031 in advisory fees for the STAAR Short Term Bond Fund (the "Short Term Bond Fund").

<sup>2</sup> For the period January 1, 2016 through December 31, 2016, the Advisor voluntarily waived \$2,815 in advisory fees for

the Short Term Bond Fund.

- <sup>3</sup> For the period January 1, 2015 through December 31, 2015, the Advisor voluntarily waived \$2,523 in advisory fees for the Short Term Bond Fund.

### Fee Waiver

Effective May 1, 2018 the Advisor has contractually agreed to limit the expenses of the Disciplined Strategies Fund (exclusive of front-end or contingent deferred loads, 12b-1 fees, taxes, leverage interest, dividends and interest paid on short sales, brokerage commissions, acquired fund fees and expenses of non-affiliated investment companies, expenses incurred in connection with any merger or reorganization, or extraordinary expenses such as litigation) to the extent necessary to insure the Disciplined Strategies Fund's total annual operating expenses do not exceed 1.99% of the average daily net assets of each class of the Disciplined Strategies Fund's shares, respectively through at least April 30, 2020. Expenses reimbursed may be recouped by the Advisor for a period of three years following the time such reimbursement was made, if such recoupment can be achieved without exceeding the expense limit in effect at the time the reimbursement occurred and at the time of the recoupment. This arrangement can be terminated only by, or with the consent of the Board.

### PORTFOLIO MANAGER

Mr. Brett C. Boshco serves as portfolio manager for each Fund. Mr. Boshco does not manage any other investment companies or accounts. Mr. Boshco earns a fixed base salary for managing the funds. Mr. Boshco also among the indirect owners of the Advisor. Mr. Boshco's (including his immediate family) had no ownership in any Fund of the Trust as of December 31, 2017.

### BROKERAGE ALLOCATIONS

The following table reports brokerage commissions paid by the Funds during the fiscal years ended December 31, 2017, December 31, 2016 and December 31, 2015.

<b>Fund</b>	<b>Fiscal Year Ended 2017</b>	<b>Fiscal Year Ended 2016</b>	<b>Fiscal Year Ended 2015</b>
STAAR Disciplined Strategies Fund	\$317	\$836	\$1,148
STAAR General Bond Fund	\$277	\$10	\$125
STAAR International Fund	\$140	\$339	\$452
STAAR Larger Company Stock Fund	\$110	\$525	\$907
STAAR Short Term Bond Fund	\$261	\$5	\$161
STAAR Smaller Company Stock Fund	\$231	\$480	\$901

Some commissions and payments to broker-dealers may be estimated or not shown if they are not identifiable. Certain bonds may have been purchased where amounts are not available on confirmation statements or they are built into the initial offerings. Such purchases or sales of bonds were made during the period through Bank of Oklahoma, Scottrade and Sterne Agee. Broker-dealers may receive 12b-1 "trailer" fees from certain underlying funds purchased through them. 12b-1 fees paid by underlying mutual funds owned by the Trust generally do not result in an increase in cost to a Fund's shareholders. Since the Advisor makes every effort to purchase all underlying mutual funds at net asset value, a Fund would have paid the same price for such mutual funds whether 12b-1 commissions were paid to a broker dealer or not.

Transactions in a Fund's portfolios will generally be made with regard to volume and other discounts to keep transaction expenses as low as possible. The Trust may use brokers with which higher commissions are paid than could be obtained elsewhere in return for research and other services. There is no restriction as to the number of broker-dealers the Trust may use.

The criteria for selection of broker-dealers will include convenience, reasonableness of commissions, availability and selection of securities (i.e. mutual fund selling agreements, bond inventories and access to exchanges), and value-added services provided (i.e. research and reports). At least once every two years, commission structures will be compared with at least two representative firms, including a full-service brokerage and a discount brokerage not currently used by the Trust. If the Board determines that any broker(s) currently used are not reasonable with regard to price and service, a change of such brokers will be made unless more favorable arrangements can be obtained.

## SHAREHOLDER RIGHTS

Each Fund currently offers Investor Class shares. In addition, the Disciplined Strategies Fund offers Class A shares, Class C shares and Institutional Class shares.

Each Fund is authorized to issue an unlimited number of shares of beneficial interest. Each share of beneficial interest represents an equal proportionate interest in the assets and liabilities of a Fund and has identical voting, dividend, redemption, liquidation and other rights and preferences as the other classes of a Fund, except that only the Class A shares of a Fund may vote on any matter affecting the Class A Plan. Similarly, only Class C shares of a Fund may vote on matters that affect only the Class C Plan. Also only Investor Class shareholders may vote on its 12b-1 Plan. No class may vote on matters that affect only another class. Under Delaware law, the Trust does not normally hold annual meetings of shareholders. Shareholders' meetings may be held from time to time to consider certain matters, including changes to a Fund's fundamental investment objective and fundamental investment policies, changes to the Trust's investment advisory agreements and the election of Trustees when required by the 1940 Act. When matters are submitted to shareholders for a vote, shareholders are entitled to one vote per share with proportionate voting for fractional shares. The shares of a Fund does not have cumulative voting rights or any preemptive or conversion rights, and the Trustees have authority, from time to time, to divide or combine the shares of a Fund into a greater or lesser number of shares so affected. In the case of a liquidation of a Fund, each shareholder of a Fund will be entitled to share, based upon the shareholder's percentage share ownership, in the distribution of assets, net of liabilities, of the Fund. No shareholder is liable for further calls or assessment by a Fund.

On any matters affecting only one series of the Trust or class of a Fund, only the shareholders of that series of the Trust or class are entitled to vote. On matters relating to the Trust but affecting the series of the Trust differently, separate votes by the affected series of the Trust or classes are required. With respect to the submission to shareholder vote of a matter requiring separate voting by a Fund or class, the matter shall have been effectively acted upon with respect to a Fund or class if a majority of the outstanding voting securities of a Fund or class votes for the approval of the matter, notwithstanding that: (1) the matter has not been approved by a majority of the outstanding voting securities of any other series of the Trust or class; and (2) the matter has not been approved by a majority of the outstanding voting securities of the Trust.

The Board does not intend to hold annual meetings of shareholders of a Fund. The Securities and Exchange Commission ("SEC"), however, requires the Trustees to promptly call a meeting for the purpose of voting upon the question of removal of any Trustee when requested to do so by not less than 10% of the outstanding shareholders of a Fund. In addition, subject to certain conditions, shareholders of a Fund may apply to the Fund to communicate with other shareholders to request a shareholders' meeting to vote upon the removal of a Trustee or Trustees.

## PURCHASE, SALE AND VALUATION OF SHARES

Detailed information on the purchase and sale of shares as well as valuation is included in each Fund's prospectus. The Trust may suspend the right to redeem shares or postpone the date of payment upon redemption for more than seven (7) days for (a) any period during which the New York Stock Exchange is closed or trading on the exchange is restricted; (b) for any period during which an emergency exists which makes it impossible or impractical for the Funds to dispose of securities owned by them or the Funds cannot determine the value of their respective net assets or for such other periods as the SEC may permit.

## DISCLOSURE OF PORTFOLIO HOLDINGS

### Introduction

The Advisor and the Board have adopted portfolio holdings disclosure policies and procedures to govern the disclosure of the portfolio holdings of the Funds (the "Policy"). The Trust's Policy with respect to the release of portfolio holdings information is to release only such information consistent with applicable legal requirements and the fiduciary duties owed to shareholders. Subject to the limited exceptions described below, the Funds' portfolio holdings will not be made available to anyone outside of Barrel Park unless and until the information has been made available to all shareholders or the general public in a manner consistent with the spirit and terms of this Policy. A description of the type and frequency of portfolio holdings that are disclosed to the public is contained in the prospectus for each Fund, as it may be updated from time to time.

The Policy requires that the Advisor's CCO address any material conflicts of interest regarding a disclosure of portfolio holdings and determine whether a disclosure of a Fund's portfolio holdings is for a legitimate fund business purpose and in the best interest of the Fund's shareholders prior to authorizing the disclosure of such Fund's portfolio holdings. The Advisor's CCO and the Trust's CCO will periodically review how each Fund's portfolio holdings are being disclosed to and used by, if at all, shareholders,

service providers and fiduciaries, to ensure that such disclosure and use is for legitimate fund business reasons and consistent with the best interests of each Fund's shareholders.

### **Board Oversight**

The Board exercises continuing oversight of the disclosure of Fund portfolio holdings by: (i) overseeing the implementation and enforcement by the Trust's Chief Compliance Officer ("CCO") of the Policy, the Trust's Code of Ethics and policies and procedures regarding the misuse of inside information; (ii) considering reports and recommendations by the CCO concerning any material compliance matters (as defined in Rule 38a-1 under the 1940 Act and Rule 206(4)-7 under the Investment Advisers Act of 1940 ("Advisers Act") that may arise in connection with any policies governing portfolio holdings; and (iii) considering whether to approve or ratify any amendment to any policies governing portfolio holdings. The Policy may be amended from time to time, subject to approval by the Board.

### **Complete Portfolio Holdings Disclosure to Service Providers Subject to Confidentiality and Trading Restrictions**

The Advisor, for legitimate fund business purposes, may disclose a Fund's complete portfolio holdings if it deems such disclosure necessary and appropriate to rating and ranking organizations, financial printers, proxy voting service providers, pricing information vendors, derivatives collateral managers, third-parties that deliver portfolio analytics or statistics, and other third parties that provide services (collectively, "Service Providers") to the Advisor and/or the Funds.

Disclosure of complete portfolio holdings to a Service Provider is conditioned on the Service Provider being subject to a written duty of confidentiality, including a duty not to trade on the basis of any material non-public information, pursuant to the terms of the service agreement between the Service Provider and the Trust or the Advisor, or the terms of a separate confidentiality agreement. The frequency with which complete portfolio holdings may be disclosed to a Service Provider, and the length of lag, if any, between the date of information and the date on which the information is disclosed to the Service Provider, is to be determined based on the facts and circumstances, including, without limitation, the nature of the portfolio holdings information to be disclosed, the risk of harm to the Funds' shareholders, and the legitimate fund business purposes served by such disclosure. Disclosure of Fund complete portfolio holdings to a Service Provider must be authorized in writing by the Advisor's CCO and the Treasurer of the Trust.

### **Complete Portfolio Holdings—Affiliates and Fiduciaries Subject to Confidentiality and Trading Restrictions**

A Fund's complete portfolio holdings may be disclosed between and among the following persons (collectively, "Affiliates and Fiduciaries"), subject to authorization by the Treasurer of the Trust, for legitimate fund business purposes within the scope of their official duties and responsibilities, and subject to such Affiliate/Fiduciary's continuing duty of confidentiality and duty not to trade on the basis of any material non-public information, as such duties are imposed under the Trust's and/or the Advisor's Code of Ethics, the Trust's policies and procedures regarding the prevention of the misuse of inside information, by agreement or under applicable laws, rules and regulations: (i) persons who are subject to the Advisor's Codes of Ethics or the policies and procedures regarding the prevention of the misuse of inside information; (ii) an investment advisor (or sub-advisor), distributor, administrator, sub-administrator, transfer agent or custodian to a Fund; (iii) an accounting firm, an auditing firm or outside legal counsel retained by the Advisor or the Trust; (iv) an investment advisor (or sub-advisor) to whom complete portfolio holdings are disclosed for due diligence purposes when the advisor is in merger or acquisition talks with a Fund's current advisor; and (v) a newly hired investment advisor or sub-advisor to whom complete portfolio holdings are disclosed prior to the time it commences its duties.

The frequency with which complete portfolio holdings may be disclosed between and among Affiliates and Fiduciaries, and the length of the lag, if any, between the date of the information and the date on which the information is disclosed between and among the Affiliates and Fiduciaries, is to be determined by Barrel Park's Chief Compliance Officer and the Treasurer of the Trust based on the facts and circumstances, including, without limitation, the nature of the portfolio holdings information to be disclosed, and the risk of harm to the Fund and its shareholders, and the legitimate fund business purposes served by such disclosure.

### **Complete and Partial Holdings—Disclosure as Required by Applicable Law**

Fund portfolio holdings and other investment positions comprising a Fund may be disclosed to any person as required by applicable laws, rules and regulations. Examples of such required disclosure include, but are not limited to, disclosure of portfolio holdings: (i) in a filing or submission with the SEC or another regulatory body; (ii) in connection with seeking recovery on defaulted bonds in a federal bankruptcy case; (iii) in connection with a lawsuit; or (iv) as required by court order, subpoena or similar process (e.g., arbitration proceedings).

### **Disclosure of Non-Material Information**

Policies and procedures regarding disclosure of non-material information permit the officers of the Trust, portfolio managers and senior officers of the Advisor (collectively, “Approved Representatives”) to disclose any views, opinions, judgments, advice or commentary, or any analytical, statistical, performance or other information, in connection with or relating to the Funds or their respective portfolio holdings and/or other investment positions (collectively, “commentary and analysis”) or any changes in the portfolio holdings of a Fund that occurred after the most recent calendar-quarter end (“recent portfolio changes”) to any person if such information does not constitute material non-public information and complies with the portfolio holdings disclosure policies and procedures described above.

An Approved Representative must make a good faith determination whether the information constitutes material non-public information, which involves an assessment of the particular facts and circumstances. The Advisor believes that in most cases recent portfolio changes that involve a few or even several securities in a diversified portfolio or commentary and analysis would be immaterial and would not convey any advantage to a recipient in making an investment decision concerning a Fund. Nonexclusive examples of commentary and analysis include: (i) the allocation of a Fund’s portfolio holdings and other investment positions among various asset classes, sectors, industries and countries; (ii) the characteristics of the stock and bond components of a Fund’s portfolio holdings and other investment positions; (iii) the attribution of Fund returns by asset class, sector, industry and country; and (iv) the volatility characteristics of a Fund. An Approved Representative may in his or her sole discretion determine whether to deny any request for information made by any person, and may do so for any reason or no reason.

#### **Prohibitions on Disclosure of Portfolio Holdings**

No person is authorized to disclose Fund portfolio holdings or other investment positions (whether online, in writing, by fax, by e-mail, orally or by other means) except in accordance with the Policy. In addition, no person is authorized to make disclosure pursuant to the Policy if such disclosure would be unlawful under the antifraud provisions of the federal securities laws (as defined in Rule 38a-1 under the 1940 Act). Furthermore, the Advisor, in its sole discretion, may determine not to disclose portfolio holdings or other investment positions comprising a Fund to any person who might otherwise be eligible to receive such information under the Policy, or may determine to make such disclosures publicly as provided in the Policy.

#### **Prohibitions on Receipt of Compensation or Other Consideration**

Neither the Advisor, any of the Funds nor any other person may pay or receive any compensation or other consideration of any type for the purpose of obtaining disclosure of Fund portfolio holdings or other investment positions. “Consideration” includes any agreement to maintain assets in a Fund or in other investment companies or accounts managed by the Advisor.

The Trust acknowledges the importance of sharing Fund information with others (including, but not limited to, broker-dealers, custodians, the media and shareholders of the Trust). The Trust also acknowledges the importance of protecting information that is nonpublic in nature related to the Funds, including security recommendations and portfolio composition.

The Portfolio Holdings Policy is designed to prevent inappropriate and unauthorized disclosure of portfolio holdings, pending transactions or trading strategies and to provide reasonable assurance that portfolio holdings are properly protected by the Trust’s service providers (including but not limited to its investment advisers, sub-investment advisers, distributor, administrator, transfer agent, accountant and attorneys).

### **TAXATION OF THE FUNDS**

The following is a summary of certain additional tax considerations generally affecting a Fund (sometimes referred to as “the Fund”) and its shareholders that are not described in the Prospectus. No attempt is made to present a detailed explanation of the tax treatment of the Fund or its shareholders, and the discussion here and in the Prospectus is not intended as a substitute for careful tax planning.

This “Taxation of the Funds” section is based on the Internal Revenue Code of 1986, as amended (the “Code”) and applicable regulations in effect on the date of this SAI. Future legislative, regulatory or administrative changes, including provisions of current law that sunset and thereafter no longer apply, or court decisions may significantly change the tax rules applicable to the Fund and its shareholders. Any of these changes or court decisions may have a retroactive effect.

***This is for general information only and not tax advice. All investors should consult their own tax advisors as to the federal, state, local, and foreign tax provisions applicable to them.***

**Taxation of the Fund.** The Fund has elected and intends to qualify, or, if newly organized, intends to elect and qualify, each year as a regulated investment company (sometimes referred to as a “regulated investment company,” “RIC” or “fund”) under Subchapter M of the Code. If the Fund so qualifies, the Fund will not be subject to federal income tax on the portion of its investment

company taxable income (that is, generally, taxable interest, dividends, net short-term capital gains, and other taxable ordinary income, net of expenses, without regard to the deduction for dividends paid) and net capital gain (that is, the excess of net long-term capital gains over net short-term capital losses) that it distributes to shareholders. In order to qualify for treatment as a regulated investment company, the Fund must satisfy the following requirements:

- **Distribution Requirement**—the Fund must distribute an amount equal to the sum of at least 90% of its investment company taxable income and 90% of its net tax-exempt income, if any, for the tax year (including, for purposes of satisfying this distribution requirement, certain distributions made by the Fund after the close of its taxable year that are treated as made during such taxable year).
- **Income Requirement**—the Fund must derive at least 90% of its gross income from dividends, interest, certain payments with respect to securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including, but not limited to, gains from options, futures or forward contracts) derived from its business of investing in such stock, securities or currencies and net income derived from qualified publicly traded partnerships (“QPTPs”).
- **Asset Diversification Test**—the Fund must satisfy the following asset diversification test at the close of each quarter of the Fund’s tax year: (1) at least 50% of the value of the Fund’s assets must consist of cash and cash items, U.S. government securities, securities of other regulated investment companies, and securities of other issuers (as to which the Fund has not invested more than 5% of the value of the Fund’s total assets in securities of an issuer and as to which the Fund does not hold more than 10% of the outstanding voting securities of the issuer); and (2) no more than 25% of the value of the Fund’s total assets may be invested in the securities of any one issuer (other than U.S. government securities or securities of other regulated investment companies) or of two or more issuers which the Fund controls and which are engaged in the same or similar trades or businesses, or, in the securities of one or more QPTPs.

In some circumstances, the character and timing of income realized by the Fund for purposes of the Income Requirement or the identification of the issuer for purposes of the Asset Diversification Test is uncertain under current law with respect to a particular investment, and an adverse determination or future guidance by the Internal Revenue Service (“IRS”) with respect to such type of investment may adversely affect the Fund’s ability to satisfy these requirements. See, “Tax Treatment of Portfolio Transactions” below with respect to the application of these requirements to certain types of investments. In other circumstances, the Fund may be required to sell portfolio holdings in order to meet the Income Requirement, Distribution Requirement, or Asset Diversification Test, which may have a negative impact on the Fund’s income and performance.

The Fund may use “equalization accounting” (in lieu of making some cash distributions) in determining the portion of its income and gains that has been distributed. If the Fund uses equalization accounting, it will allocate a portion of its undistributed investment company taxable income and net capital gain to redemptions of Fund shares and will correspondingly reduce the amount of such income and gains that it distributes in cash. If the IRS determines that the Fund’s allocation is improper and that the Fund has under-distributed its income and gain for any taxable year, the Fund may be liable for federal income and/or excise tax. If, as a result of such adjustment, the Fund fails to satisfy the Distribution Requirement, the Fund will not qualify that year as a regulated investment company the effect of which is described in the following paragraph.

If for any taxable year the Fund does not qualify as a regulated investment company, all of its taxable income (including its net capital gain) would be subject to tax at the applicable corporate income tax rate without any deduction for dividends paid to shareholders, and the dividends would be taxable to the shareholders as ordinary income (or possibly as qualified dividend income) to the extent of the Fund’s current and accumulated earnings and profits. Failure to qualify as a regulated investment company would thus have a negative impact on the Fund’s income and performance. Subject to savings provisions for certain failures to satisfy the Income Requirement or Asset Diversification Test, which, in general, are limited to those due to reasonable cause and not willful neglect, it is possible that the Fund will not qualify as a regulated investment company in any given tax year. Even if such savings provisions apply, the Fund may be subject to a monetary sanction of \$50,000 or more. Moreover, the Board reserves the right not to maintain the qualification of the Fund as a regulated investment company if it determines such a course of action to be beneficial to shareholders.

*Portfolio turnover.* For investors that hold their Fund shares in a taxable account, a high portfolio turnover rate may result in higher taxes. This is because a fund with a high turnover rate is likely to accelerate the recognition of capital gains and more of such gains are likely to be taxable as short-term rather than long-term capital gains in contrast to a comparable fund with a low turnover rate. Any such higher taxes would reduce the Fund’s after-tax performance. See, “Taxation of Fund Distributions—Distributions of capital gains” below. For Non-U.S. investors, any such acceleration of the recognition of capital gains that results in more short-term and less long-term capital gains being recognized by the Fund may cause such investors to be subject to increased U.S. withholding taxes. See, “Non-U.S. Investors—Capital gain dividends” and “—Interest-related dividends and short-term capital gain dividends” below.

*Capital loss carryovers.* The capital losses of the Fund, if any, do not flow through to shareholders. Rather, the Fund may use its capital losses, subject to applicable limitations, to offset its capital gains without being required to pay taxes on or distribute to shareholders such gains that are offset by the losses. If the Fund has a “net capital loss” (that is, capital losses in excess of capital gains), the excess (if any) of the Fund’s net short-term capital losses over its net long-term capital gains is treated as a short-term capital loss arising on the first day of the Fund’s next taxable year, and the excess (if any) of the Fund’s net long-term capital losses over its net short-term capital gains is treated as a long-term capital loss arising on the first day of the Fund’s next taxable year. Any such net capital losses of the Fund that are not used to offset capital gains may be carried forward indefinitely to reduce any future capital gains realized by the Fund in succeeding taxable years. However, for any net capital losses realized in taxable years of the Fund beginning on or before Dec. 22, 2010, the Fund is only permitted to carry forward such capital losses for eight years as a short-term capital loss. Capital losses arising in a taxable year beginning after Dec. 22, 2010 must be used before capital losses realized in a taxable year beginning on or before Dec. 22, 2010.

The amount of capital losses that can be carried forward and used in any single year is subject to an annual limitation if there is a more than 50% “change in ownership” of the Fund. An ownership change generally results when shareholders owning 5% or more of the Fund increase their aggregate holdings by more than 50% over a 3-year look-back period. An ownership change could result in capital loss carryovers being used at a slower rate (or, in the case of those realized in taxable years of the Fund beginning on or before Dec. 22, 2010, to expire unutilized), thereby reducing the Fund’s ability to offset capital gains with those losses. An increase in the amount of taxable gains distributed to the Fund’s shareholders could result from an ownership change. The Fund undertakes no obligation to avoid or prevent an ownership change, which can occur in the normal course of shareholder purchases and redemptions or as a result of engaging in a tax-free reorganization with another fund. Moreover, because of circumstances beyond the Fund’s control, there can be no assurance that the Fund will not experience, or has not already experienced, an ownership change. Additionally, if the Fund engages in a tax-free reorganization with another fund, the effect of these and other rules not discussed herein may be to disallow or postpone the use by the Fund of its capital loss carryovers (including any current year losses and built-in losses when realized) to offset its own gains or those of the other fund, or vice versa, thereby reducing the tax benefits Fund shareholders would otherwise have enjoyed from use of such capital loss carryovers.

*Deferral of late year losses.* The Fund may elect to treat part or all of any “qualified late year loss” as if it had been incurred in the succeeding taxable year in determining the Fund’s taxable income, net capital gain, net short-term capital gain, and earnings and profits. The effect of this election is to treat any such “qualified late year loss” as if it had been incurred in the succeeding taxable year in characterizing Fund distributions for any calendar year (see, “Taxation of Fund Distributions—Distributions of capital gains” below). A “qualified late year loss” includes:

- (i) any net capital loss incurred after Oct. 31 of the current taxable year, or, if there is no such loss, any net long-term capital loss or any net short-term capital loss incurred after Oct. 31 of the current taxable year (“post-October capital losses”), and
- (ii) the sum of (1) the excess, if any, of (a) specified losses incurred after Oct. 31 of the current taxable year, over (b) specified gains incurred after Oct. 31 of the current taxable year and (2) the excess, if any, of (a) ordinary losses incurred after Dec. 31 of the current taxable year, over (b) the ordinary income incurred after Dec. 31 of the current taxable year.

The terms “specified losses” and “specified gains” mean ordinary losses and gains from the sale, exchange, or other disposition of property (including the termination of a position with respect to such property), foreign currency losses and gains, and losses and gains resulting from holding stock in a passive foreign investment company (“PFIC”) for which a mark-to-market election is in effect. The terms “ordinary losses” and “ordinary income” mean other ordinary losses and income that are not described in the preceding sentence. Special rules apply to a fund with a fiscal year ending in November or December that elects to use its taxable year for determining its capital gain net income for excise tax purposes.

*Undistributed capital gains.* The Fund may retain or distribute to shareholders its net capital gain for each taxable year. The Fund currently intends to distribute net capital gains. If the Fund elects to retain its net capital gain, the Fund will be taxed thereon (except to the extent of any available capital loss carryovers) at the applicable corporate income tax rate. If the Fund elects to retain its net capital gain, it is expected that the Fund also will elect to have shareholders treated as if each received a distribution of its pro rata share of such gain, with the result that each shareholder will be required to report its pro rata share of such gain on its tax return as long-term capital gain, will receive a refundable tax credit for its pro rata share of tax paid by the Fund on the gain, and will increase the tax basis for its shares by an amount equal to the deemed distribution less the tax credit.

*Fund of funds.* If the Fund is a fund of funds, distributions by the underlying funds, redemptions of shares in the underlying funds and changes in asset allocations may result in taxable distributions to shareholders of ordinary income or capital gains. A fund of funds generally will not be able currently to offset gains realized by one underlying fund in which the fund of funds invests against losses realized by another underlying fund. If shares of an underlying fund are purchased within 30 days before or after redeeming at a loss other shares of that underlying fund (whether pursuant to a rebalancing of the Fund’s portfolio or otherwise), all or a part of the

loss will not be deductible by the Fund and instead will increase its basis for the newly purchased shares. Also, except with respect to a qualified fund of funds, a fund of funds (a) is not eligible to pass-through to shareholders foreign tax credits from an underlying fund that pays foreign income taxes and (b) is not eligible to pass-through to shareholders exempt-interest dividends from an underlying fund. A qualified fund of funds, i.e., a fund at least 50 percent of the value of the total assets of which (at the close of each quarter of the taxable year) is represented by interests in other RICs, is eligible to pass-through to shareholders (a) foreign tax credits and (b) exempt-interest dividends. Also a fund of funds, whether or not it is a qualified fund of funds, is eligible to pass-through to shareholders qualified dividends earned by an underlying fund (see “Taxation of Fund Distributions – Qualified dividend income for individuals” and “– Dividends-received deduction for corporations” below). However, dividends paid to shareholders by a fund of funds from interest earned by an underlying fund on U.S. Government obligations are unlikely to be exempt from state and local income tax.

*Federal excise tax.* To avoid a 4% nondeductible excise tax, the Fund must distribute by Dec. 31 of each year an amount equal to at least: (1) 98% of its ordinary income for the calendar year, (2) 98.2% of capital gain net income (that is, the excess of the gains from sales or exchanges of capital assets over the losses from such sales or exchanges) for the one-year period ended on Oct. 31 of such calendar year (or, at the election of a regulated investment company having a taxable year ending Nov. 30 or Dec. 31, for its taxable year), and (3) any prior year undistributed ordinary income and capital gain net income. The Fund may elect to defer to the following year any net ordinary loss incurred for the portion of the calendar year that is after the beginning of the Fund’s taxable year. Also, the Fund will defer any “specified gain” or “specified loss” that would be properly taken into account for the portion of the calendar year after Oct. 31. Any net ordinary loss, specified gain, or specified loss deferred shall be treated as arising on Jan. 1 of the following calendar year. Generally, the Fund intends to make sufficient distributions prior to the end of each calendar year to avoid any material liability for federal income and excise tax, but can give no assurances that all or a portion of such liability will be avoided. In addition, under certain circumstances, temporary timing or permanent differences in the realization of income and expense for book and tax purposes can result in the Fund having to pay an excise tax.

*Foreign income tax.* Investment income received by the Fund from sources within foreign countries may be subject to foreign income tax withheld at the source and the amount of tax withheld generally will be treated as an expense of the Fund. The U.S. has entered into tax treaties with many foreign countries that entitle the Fund to a reduced rate of, or exemption from, tax on such income. Some countries require the filing of a tax reclaim or other forms to receive the benefit of the reduced tax rate; whether or when the Fund will receive the tax reclaim is within the control of the individual country. Information required on these forms may not be available such as shareholder information; therefore, the Fund may not receive the reduced treaty rates or potential reclaims. Other countries have conflicting and changing instructions and restrictive timing requirements which may cause the Fund not to receive the reduced treaty rates or potential reclaims. Other countries may subject capital gains realized by the Fund on sale or disposition of securities of that country to taxation. It is impossible to determine the effective rate of foreign tax in advance since the amount of the Fund’s assets to be invested in various countries is not known. Under certain circumstances, the Fund may elect to pass-through foreign taxes paid by the Fund to shareholders, although it reserves the right not to do so. If the Fund makes such an election and obtains a refund of foreign taxes paid by the Fund in a prior year, the Fund may be eligible to reduce the amount of foreign taxes reported by the Fund to its shareholders, generally by the amount of the foreign taxes refunded, for the year in which the refund is received. See, “Taxation of Fund Distributions – Pass-through of foreign tax credits.”

***Taxation of Fund Distributions.*** The Fund anticipates distributing substantially all of its investment company taxable income and net capital gain for each taxable year. Distributions by the Fund will be treated in the manner described below regardless of whether such distributions are paid in cash or reinvested in additional shares of the Fund (or of another fund). The Fund will send you information annually as to the federal income tax consequences of distributions made (or deemed made) during the year.

*Distributions of net investment income.* The Fund receives ordinary income generally in the form of dividends and/or interest on its investments. The Fund may also recognize ordinary income from other sources, including, but not limited to, certain gains on foreign currency-related transactions. This income, less expenses incurred in the operation of the Fund, constitutes the Fund’s net investment income from which dividends may be paid to you. If you are a taxable investor, distributions of net investment income generally are taxable as ordinary income to the extent of the Fund’s earnings and profits. In the case of a Fund whose strategy includes investing in stocks of corporations, a portion of the income dividends paid to you may be qualified dividends eligible to be taxed to noncorporate taxpayers at reduced rates or for the dividends-received deduction available to corporations. See the discussion below under the headings, “—Qualified dividend income for individuals” and “—Dividends-received deduction for corporations.”

*Distributions of capital gains.* The Fund may derive capital gain and loss in connection with sales or other dispositions of its portfolio securities. Distributions derived from the excess of net short-term capital gain over net long-term capital loss will be taxable to you as ordinary income. Distributions paid from the excess of net long-term capital gain over net short-term capital loss will be taxable to you as long-term capital gain, regardless of how long you have held your shares in the Fund. Any net short-term or long-

term capital gain realized by the Fund (net of any capital loss carryovers) generally will be distributed once each year and may be distributed more frequently, if necessary, in order to reduce or eliminate federal excise or income taxes on the Fund.

*Returns of capital.* Distributions by the Fund that are not paid from earnings and profits will be treated as a return of capital to the extent of (and in reduction of) the shareholder's tax basis in his shares; any excess will be treated as gain from the sale of his shares. Thus, the portion of a distribution that constitutes a return of capital will decrease the shareholder's tax basis in his Fund shares (but not below zero), and will result in an increase in the amount of gain (or decrease in the amount of loss) that will be recognized by the shareholder for tax purposes on the later sale of such Fund shares. Return of capital distributions can occur for a number of reasons including, among others, the Fund over-estimates the income to be received from certain investments such as those classified as partnerships or equity real estate investment trusts ("REITs").

*Qualified dividend income for individuals.* Ordinary income dividends reported by the Fund to shareholders as derived from qualified dividend income will be taxed in the hands of individuals and other noncorporate shareholders at the rates applicable to long-term capital gain. "Qualified dividend income" means dividends paid to the Fund (a) by domestic corporations, (b) by foreign corporations that are either (i) incorporated in a possession of the U.S., or (ii) are eligible for benefits under certain income tax treaties with the U.S. that include an exchange of information program, or (c) with respect to stock of a foreign corporation that is readily tradable on an established securities market in the U.S. Both the Fund and the investor must meet certain holding period requirements to qualify Fund dividends for this treatment. Specifically, the Fund must hold the stock for at least 61 days during the 121-day period beginning 60 days before the stock becomes ex-dividend. Similarly, investors must hold their Fund shares for at least 61 days during the 121-day period beginning 60 days before the Fund distribution goes ex-dividend. Income derived from investments in derivatives, fixed income securities, U.S. REITs, PFICs, and income received "in lieu of" dividends in a securities lending transaction generally is not eligible for treatment as qualified dividend income. If the qualifying dividend income received by the Fund is equal to or greater than 95% of the Fund's gross income (exclusive of net capital gain) in any taxable year, all of the ordinary income dividends paid by the Fund will be qualifying dividend income.

*Dividends-received deduction for corporations.* For corporate shareholders, a portion of the dividends paid by the Fund may qualify for the 50% corporate dividends-received deduction. The portion of dividends paid by the Fund that so qualifies will be reported by the Fund to shareholders each year and cannot exceed the gross amount of dividends received by the Fund from domestic (US) corporations. The availability of the dividends-received deduction is subject to certain holding period and debt financing restrictions that apply to both the Fund and the investor. Specifically, the amount that the Fund may report as eligible for the dividends-received deduction will be reduced or eliminated if the shares on which the dividends earned by the Fund were debt-financed or held by the Fund for less than a minimum period of time, generally 46 days during a 91-day period beginning 45 days before the stock becomes ex-dividend. Similarly, if your Fund shares are debt-financed or held by you for less than a 46-day period then the dividends-received deduction for Fund dividends on your shares may also be reduced or eliminated. Even if reported as dividends eligible for the dividends-received deduction, all dividends (including any deducted portion) must be included in your alternative minimum taxable income calculation. (Under 2017 legislation commonly known as the Tax Cuts and Jobs Act ("TCJA"), corporations are no longer subject to the alternative minimum tax for taxable years of the corporation beginning after Dec. 31, 2017.) Income derived by the Fund from investments in derivatives, fixed income and foreign securities generally is not eligible for this treatment.

*Impact of realized but undistributed income and gains, and net unrealized appreciation of portfolio securities.* At the time of your purchase of shares, the Fund's NAV may reflect undistributed income, undistributed capital gains, or net unrealized appreciation of portfolio securities held by the Fund. A subsequent distribution to you of such amounts, although constituting a return of your investment, would be taxable, and would be taxed as ordinary income (some portion of which may be taxed as qualified dividend income), capital gains, or some combination of both, unless you are investing through a tax-advantaged arrangement, such as a 401(k) plan or an individual retirement account. The Fund may be able to reduce the amount of such distributions from capital gains by utilizing its capital loss carryovers, if any.

*Pass-through of foreign tax credits.* If more than 50% of the Fund's total assets at the end of a fiscal year is invested in foreign securities (or if the Fund is a qualified fund of funds (i.e. a fund at least 50 percent of the value of the total assets) of which, at the close of each quarter of the taxable year, is represented by interests in other RICs), the Fund may elect to pass through to you your pro rata share of foreign taxes paid by the Fund. If this election is made, the Fund may report more taxable income to you than it actually distributes. You will then be entitled either to deduct your share of these taxes in computing your taxable income, or to claim a foreign tax credit for these taxes against your U.S. federal income tax (subject to limitations for certain shareholders). The Fund will provide you with the information necessary to claim this deduction or credit on your personal income tax return if it makes this election. No deduction for foreign tax may be claimed by a noncorporate shareholder who does not itemize deductions or who is subject to the alternative minimum tax. Shareholders may be unable to claim a credit for the full amount of their proportionate shares of the foreign income tax paid by the Fund due to certain limitations that may apply. The Fund reserves the right not to pass through to

its shareholders the amount of foreign income taxes paid by the Fund. Additionally, any foreign tax withheld on payments made “in lieu of” dividends or interest will not qualify for the pass-through of foreign tax credits to shareholders. See, “Tax Treatment of Portfolio Transactions – Securities lending” below.

*Tax credit bonds.* If the Fund holds, directly or indirectly, one or more “tax credit bonds” (including build America bonds, clean renewable energy bonds and qualified tax credit bonds) on one or more applicable dates during a taxable year, the Fund may elect to permit its shareholders to claim a tax credit on their income tax returns equal to each shareholder’s proportionate share of tax credits from the applicable bonds that otherwise would be allowed to the Fund. (Under the TCJA, the build America bonds, clean renewable energy bonds and certain other qualified bonds may no longer be issued after Dec. 31, 2017.) In such a case, shareholders must include in gross income (as interest) their proportionate share of the income attributable to their proportionate share of those offsetting tax credits. A shareholder’s ability to claim a tax credit associated with one or more tax credit bonds may be subject to certain limitations imposed by the Code. Even if the Fund is eligible to pass through tax credits to shareholders, the Fund may choose not to do so.

*U.S. government securities.* Income earned on certain U.S. government obligations is exempt from state and local personal income taxes if earned directly by you. States also grant tax-free status to dividends paid to you from interest earned on direct obligations of the U.S. government, subject in some states to minimum investment or reporting requirements that must be met by the Fund. Income on investments by the Fund in certain other obligations, such as repurchase agreements collateralized by U.S. government obligations, securities lending agreements, commercial paper and federal agency-backed obligations (e.g., Ginnie Mae or Fannie Mae obligations), generally does not qualify for tax-free treatment. The rules on exclusion of this income are different for corporations.

*Dividends declared in December and paid in January.* Ordinarily, shareholders are required to take distributions by the Fund into account in the year in which the distributions are made. However, dividends declared in October, November, or December of any year and payable to shareholders of record on a specified date in such a month will be deemed to have been received by the shareholders (and made by the Fund) on Dec. 31 of such calendar year if such dividends are actually paid in January of the following year. Shareholders will be advised annually as to the U.S. federal income tax consequences of distributions made (or deemed made) during the year in accordance with the guidance that has been provided by the IRS.

*Medicare tax.* A 3.8% Medicare tax is imposed on net investment income earned by certain individuals, estates and trusts. “Net investment income,” for these purposes, means investment income, including ordinary dividends and capital gain distributions received from the Fund and net gains from redemptions or other taxable dispositions of Fund shares, reduced by the deductions properly allocable to such income. In the case of an individual, the tax will be imposed on the lesser of (1) the shareholder’s net investment income or (2) the amount by which the shareholder’s modified adjusted gross income exceeds \$250,000 (if the shareholder is married and filing jointly or a surviving spouse), \$125,000 (if the shareholder is married and filing separately) or \$200,000 (in any other case). This Medicare tax, if applicable, is reported by you on, and paid with, your federal income tax return.

*Sales, Exchanges, and Redemptions of Fund Shares.* Sales, exchanges and redemptions (including redemptions in kind) of Fund shares are taxable transactions for federal and state income tax purposes. If you redeem your Fund shares, the IRS requires you to report any gain or loss on your redemption. If you held your shares as a capital asset, the gain or loss that you realize will be a capital gain or loss and will be long-term or short-term, generally depending on how long you have held your shares. Any redemption fees you incur on shares redeemed will decrease the amount of any capital gain (or increase any capital loss) you realize on the sale. Capital losses in any year are deductible only to the extent of capital gains plus, in the case of a noncorporate taxpayer, \$3,000 of ordinary income.

*Tax basis information.* The Fund is required to report to you and the IRS annually on Form 1099-B the cost basis of shares purchased or acquired on or after Jan. 1, 2012 where the cost basis of the shares is known by the Fund (referred to as “covered shares”) and that are disposed of after that date. However, cost basis reporting is not required for certain shareholders, including shareholders investing in the Fund through a tax-advantaged retirement account, such as a 401(k) plan or an individual retirement account.

When required to report cost basis, the Fund will calculate it using the Fund’s default method, unless you instruct the Fund to use a different calculation method. For additional information regarding the Fund’s available cost basis reporting methods, including its default method, please contact the Fund. If you hold your Fund shares through a broker (or other nominee), please contact that broker (nominee) with respect to reporting of cost basis and available elections for your account.

The IRS permits the use of several methods to determine the cost basis of mutual fund shares. The method used will determine which specific shares are deemed to be sold when there are multiple purchases on different dates at differing share prices, and the entire position is not sold at one time. The Fund does not recommend any particular method of determining cost basis, and the use of other methods may result in more favorable tax consequences for some shareholders. It is important that you consult with your

tax advisor to determine which method is best for you and then notify the Fund if you intend to utilize a method other than the Fund's default method for covered shares. If you do not notify the Fund of your elected cost basis method upon the initial purchase into your account, the default method will be applied to your covered shares.

The Fund will compute and report the cost basis of your Fund shares sold or exchanged by taking into account all of the applicable adjustments to cost basis and holding periods as required by the Code and Treasury regulations for purposes of reporting these amounts to you and the IRS. However, the Fund is not required to, and in many cases the Fund does not possess the information to, take all possible basis, holding period or other adjustments into account in reporting cost basis information to you. Therefore, shareholders should carefully review the cost basis information provided by the Fund.

*Wash sales.* All or a portion of any loss that you realize on a redemption of your Fund shares will be disallowed to the extent that you buy other shares in the Fund (through reinvestment of dividends or otherwise) within 30 days before or after your share redemption. Any loss disallowed under these rules will be added to your tax basis in the new shares.

*Redemptions at a loss within six months of purchase.* Any loss incurred on a redemption or exchange of shares held for six months or less will be treated as long-term capital loss to the extent of any long-term capital gain distributed to you by the Fund on those shares.

*Deferral of basis.* If a shareholder (a) incurs a sales load in acquiring shares of the Fund, (b) disposes of such shares less than 91 days after they are acquired, and (c) subsequently acquires shares of the Fund or another fund by Jan. 31 of the calendar year following the calendar year in which the disposition of the original shares occurred at a reduced sales load pursuant to a right to reinvest at such reduced sales load acquired in connection with the acquisition of the shares disposed of, then the sales load on the shares disposed of (to the extent of the reduction in the sales load on the shares subsequently acquired) shall not be taken into account in determining gain or loss on the shares disposed of, but shall be treated as incurred on the acquisition of the shares subsequently acquired. The wash sale rules also may limit the amount of loss that may be taken into account on disposition after such adjustment.

*Reportable transactions.* Under Treasury regulations, if a shareholder recognizes a loss with respect to the Fund's shares of \$2 million or more for an individual shareholder or \$10 million or more for a corporate shareholder (or certain greater amounts over a combination of years), the shareholder must file with the IRS a disclosure statement on Form 8886. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Shareholders should consult their tax advisors to determine the applicability of these regulations in light of their individual circumstances.

***Tax Treatment of Portfolio Transactions.*** Set forth below is a general description of the tax treatment of certain types of securities, investment techniques and transactions that may apply to a fund and, in turn, affect the amount, character and timing of dividends and distributions payable by the fund to its shareholders. This section should be read in conjunction with the discussion above under "DESCRIPTION OF THE FUNDS AND THEIR INVESTMENTS AND RISKS" for a detailed description of the various types of securities and investment techniques that apply to the Fund.

*In general.* In general, gain or loss recognized by a fund on the sale or other disposition of portfolio investments will be a capital gain or loss. Such capital gain and loss may be long-term or short-term depending, in general, upon the length of time a particular investment position is maintained and, in some cases, upon the nature of the transaction. Property held for more than one year generally will be eligible for long-term capital gain or loss treatment. The application of certain rules described below may serve to alter the manner in which the holding period for a security is determined or may otherwise affect the characterization as long-term or short-term, and also the timing of the realization and/or character, of certain gains or losses.

*Certain fixed income investments.* Gain recognized on the disposition of a debt obligation purchased by a fund at a market discount (generally, at a price less than its principal amount) will be treated as ordinary income to the extent of the portion of the market discount that accrued during the period of time the fund held the debt obligation unless the fund made a current inclusion election to accrue market discount into income as it accrues. (The TCJA requires certain taxpayers to recognize items of gross income for tax purposes in the year in which the taxpayer recognizes the income for financial accounting purposes. For financial accounting purposes, market discount must be accrued currently on a constant yield to maturity basis regardless of whether a current inclusion election is made. While the exact scope of this provision is not known at this time, it could cause a fund to recognize income earlier for tax purposes than would otherwise have been the case prior to the enactment of the TCJA.) If a fund purchases a debt obligation (such as a zero coupon security or payment-in-kind security) that was originally issued at a discount, the fund generally is required to include in gross income each year the portion of the original issue discount that accrues during such year. Therefore, a fund's investment in such securities may cause the fund to recognize income and make distributions to shareholders before it receives any cash payments on the securities. To generate cash to satisfy those distribution requirements, a fund may have to sell portfolio securities that it otherwise might have continued to hold or to use cash flows from other sources such as the sale of fund shares.

*Investments in debt obligations that are at risk of or in default present tax issues for a fund.* Tax rules are not entirely clear about issues such as whether and to what extent a fund should recognize market discount on a debt obligation, when a fund may cease to accrue interest, original issue discount or market discount, when and to what extent a fund may take deductions for bad debts or worthless securities and how a fund should allocate payments received on obligations in default between principal and income. These and other related issues will be addressed by a fund in order to ensure that it distributes sufficient income to preserve its status as a regulated investment company.

*Options, futures, forward contracts, swap agreements, and hedging transactions.* In general, option premiums received by a fund are not immediately included in the income of the fund. Instead, the premiums are recognized when the option contract expires, the option is exercised by the holder, or the fund transfers or otherwise terminates the option (e.g., through a closing transaction). If an option written by a fund is exercised and the fund sells or delivers the underlying stock, the fund generally will recognize capital gain or loss equal to (a) the sum of the strike price and the option premium received by the fund minus (b) the fund's basis in the stock. Such gain or loss generally will be short-term or long-term depending upon the holding period of the underlying stock. If securities are purchased by a fund pursuant to the exercise of a put option written by it, the fund generally will subtract the premium received from its cost basis in the securities purchased. The gain or loss with respect to any termination of a fund's obligation under an option other than through the exercise of the option and related sale or delivery of the underlying stock generally will be short-term gain or loss depending on whether the premium income received by the fund is greater or less than the amount paid by the fund (if any) in terminating the transaction. Thus, for example, if an option written by a fund expires unexercised, the fund generally will recognize short-term gain equal to the premium received.

The tax treatment of certain futures contracts entered into by a fund as well as listed non-equity options written or purchased by the fund on U.S. exchanges (including options on futures contracts, broad-based equity indices and debt securities) may be governed by section 1256 of the Code ("section 1256 contracts"). Gains or losses on section 1256 contracts generally are considered 60% long-term and 40% short-term capital gains or losses ("60/40"), although certain foreign currency gains and losses from such contracts may be treated as ordinary in character. Also, any section 1256 contracts held by a fund at the end of each taxable year (and, for purposes of the 4% excise tax, on certain other dates as prescribed under the Code) are "marked to market" with the result that unrealized gains or losses are treated as though they were realized and the resulting gain or loss is treated as ordinary or 60/40 gain or loss, as applicable. Section 1256 contracts do not include any interest rate swap, currency swap, basis swap, interest rate cap, interest rate floor, commodity swap, equity swap, equity index swap, credit default swap, or similar agreement.

In addition to the special rules described above in respect of options and futures transactions, a fund's transactions in other derivative instruments (including options, forward contracts and swap agreements) as well as its other hedging, short sale, or similar transactions, may be subject to one or more special tax rules (including the constructive sale, notional principal contract, straddle, wash sale and short sale rules). These rules may affect whether gains and losses recognized by a fund are treated as ordinary or capital or as short-term or long-term, accelerate the recognition of income or gains to the fund, defer losses to the fund, and cause adjustments in the holding periods of the fund's securities. These rules, therefore, could affect the amount, timing and/or character of distributions to shareholders. Moreover, because the tax rules applicable to derivative instruments are in some cases uncertain under current law, an adverse determination or future guidance by the IRS with respect to these rules (which determination or guidance could be retroactive) may affect whether a fund has made sufficient distributions, and otherwise satisfied the relevant requirements, to maintain its qualification as a regulated investment company and avoid a fund-level tax.

Certain of a fund's investments in derivatives and foreign currency-denominated instruments, and the fund's transactions in foreign currencies and hedging activities, may produce a difference between its book income and its taxable income. If a fund's book income is less than the sum of its taxable income and net tax-exempt income (if any), the fund could be required to make distributions exceeding book income to qualify as a regulated investment company. If a fund's book income exceeds the sum of its taxable income and net tax-exempt income (if any), the distribution of any such excess will be treated as (i) a dividend to the extent of the fund's remaining earnings and profits (including current earnings and profits arising from tax-exempt income, reduced by related deductions), (ii) thereafter, as a return of capital to the extent of the recipient's basis in the shares, and (iii) thereafter, as gain from the sale or exchange of a capital asset.

*Foreign currency transactions.* A fund's transactions in foreign currencies, foreign currency-denominated debt obligations and certain foreign currency options, futures contracts and forward contracts (and similar instruments) may give rise to ordinary income or loss to the extent such income or loss results from fluctuations in the value of the foreign currency concerned. This treatment could increase or decrease a fund's ordinary income distributions to you, and may cause some or all of the fund's previously distributed income to be classified as a return of capital. In certain cases, a fund may make an election to treat such gain or loss as capital.

*PFIC investments.* A fund may invest in securities of foreign companies that may be classified under the Code as PFICs. In general, a foreign company is classified as a PFIC if at least one-half of its assets constitute investment-type assets or 75% or more of

its gross income is investment-type income. When investing in PFIC securities, a fund intends to mark-to-market these securities under certain provisions of the Code and recognize any unrealized gains as ordinary income at the end of the fund's fiscal and excise tax years. Deductions for losses are allowable only to the extent of any current or previously recognized gains. These gains (reduced by allowable losses) are treated as ordinary income that a fund is required to distribute, even though it has not sold or received dividends from these securities. You should also be aware that the designation of a foreign security as a PFIC security will cause its income dividends to fall outside of the definition of qualified foreign corporation dividends. These dividends generally will not qualify for the reduced rate of taxation on qualified dividends when distributed to you by a fund. Foreign companies are not required to identify themselves as PFICs. Due to various complexities in identifying PFICs, a fund can give no assurances that it will be able to identify portfolio securities in foreign corporations that are PFICs in time for the fund to make a mark-to-market election. If a fund is unable to identify an investment as a PFIC and thus does not make a mark-to-market election, the fund may be subject to U.S. federal income tax on a portion of any "excess distribution" or gain from the disposition of such shares even if such income is distributed as a taxable dividend by the fund to its shareholders. Additional charges in the nature of interest may be imposed on a fund in respect of deferred taxes arising from such distributions or gains.

*Investments in convertible securities.* Convertible debt is ordinarily treated as a "single property" consisting of a pure debt interest until conversion, after which the investment becomes an equity interest. If the security is issued at a premium (i.e., for cash in excess of the face amount payable on retirement), the creditor-holder may amortize the premium unrelated to the conversion feature of the security over the life of the bond. If the security is issued for cash at a price below its face amount, the creditor-holder must accrue original issue discount in income over the life of the debt. The creditor-holder's exercise of the conversion privilege is treated as a nontaxable event. Mandatorily convertible debt (e.g., an exchange-traded note or ETN issued in the form of an unsecured obligation that pays a return based on the performance of a specified market index, exchange currency, or commodity) is often, but not always, treated as a contract to buy or sell the reference property rather than debt. Similarly, convertible preferred stock with a mandatory conversion feature is ordinarily, but not always, treated as equity rather than debt. Dividends received generally are qualified dividend income and eligible for the corporate dividends-received deduction. In general, conversion of preferred stock for common stock of the same corporation is tax-free. Conversion of preferred stock for cash is a taxable redemption. Any redemption premium for preferred stock that is redeemable by the issuing company might be required to be amortized under original issue discount principles.

*Investments in securities of uncertain tax character.* A fund may invest in securities the U.S. federal income tax treatment of which may not be clear or may be subject to recharacterization by the IRS. To the extent the tax treatment of such securities or the income from such securities differs from the tax treatment expected by a fund, it could affect the timing or character of income recognized by the fund, requiring the fund to purchase or sell securities, or otherwise change its portfolio, in order to comply with the tax rules applicable to regulated investment companies under the Code.

**Backup Withholding.** By law, the Fund may be required to withhold a portion of your taxable dividends and sales proceeds unless you:

- provide your correct social security or taxpayer identification number;
- certify that this number is correct;
- certify that you are not subject to backup withholding; and
- certify that you are a U.S. person (including a U.S. resident alien).

The Fund also must withhold if the IRS instructs it to do so. When withholding is required, the amount will be 24% of any distributions or proceeds paid. Backup withholding is not an additional tax. Any amounts withheld may be credited against the shareholder's U.S. federal income tax liability, provided the appropriate information is furnished to the IRS. Certain payees and payments are exempt from backup withholding and information reporting. The special U.S. tax certification requirements applicable to Non-U.S. investors to avoid backup withholding are described under the "Non-U.S. Investors" heading below.

**Non-U.S. Investors.** Fund shares generally are not sold outside the United States. However, non-U.S. investors (shareholders who, as to the U.S., are nonresident alien individuals, foreign trusts or estates, foreign corporations, or foreign partnerships) may be subject to U.S. withholding and estate tax and are subject to special U.S. tax certification requirements. Non-U.S. investors should consult their tax advisors about the applicability of U.S. tax withholding and the use of the appropriate forms to certify their status.

*In general.* Non-U.S. investors may be subject to U.S. withholding tax at a 30% or lower treaty rate and U.S. estate tax and are subject to special U.S. tax certification requirements to avoid backup withholding and claim any treaty benefits. Exemptions from U.S. withholding tax are provided for certain capital gain dividends paid by a Fund from net long-term capital gains, interest-related dividends and short-term capital gain dividends, if such amounts are reported by a Fund. However, notwithstanding such exemptions from U.S. withholding at the source, any such dividends and distributions of income and capital gains will be subject to backup withholding at a rate of 24% if you fail to properly certify that you are not a U.S. person.

*Foreign Account Tax Compliance Act (“FATCA”).* Under FATCA, a Fund will be required to withhold a 30% tax on the following payments or distributions made by the Fund to certain foreign entities, referred to as foreign financial institutions or nonfinancial foreign entities, that fail to comply (or be deemed compliant) with extensive reporting and withholding requirements designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts: (a) income dividends and (b) after December 31, 2018, certain capital gain distributions, return of capital distributions and the proceeds arising from the sale of Fund shares. A Fund may disclose the information that it receives from its shareholders to the IRS, non-U.S. taxing authorities or other parties as necessary to comply with FATCA or similar laws. Withholding also may be required if a foreign entity that is a shareholder of a Fund fails to provide the Fund with appropriate certifications or other documentation concerning its status under FATCA.

***Effect of Future Legislation; Local Tax Considerations.*** The foregoing general discussion of U.S. federal income tax consequences is based on the Code and the regulations issued thereunder as in effect on the date of this Statement of Additional Information. Future legislative or administrative changes, including provisions of current law that sunset and thereafter no longer apply, or court decisions may significantly change the conclusions expressed herein, and any such changes or decisions may have a retroactive effect with respect to the transactions contemplated herein. Rules of state and local taxation of ordinary income, qualified dividend income, and capital gain dividends may differ from the rules for U.S. federal income taxation described above. Distributions also may be subject to additional state, local, and foreign taxes depending on each shareholder’s particular situation. Non-U.S. shareholders may be subject to U.S. tax rules that differ significantly from those summarized above. Shareholders are urged to consult their tax advisors as to the consequences of these and other state and local tax rules affecting investment in the Fund.

## **FINANCIAL STATEMENTS**

GBACO, 3325 Saw Mill Run Boulevard, Pittsburgh, PA 15227, is the Funds’ independent registered public accounting firm. GBACO audits a Fund’s annual financial statements. The audited financial statements and financial highlights of a Fund for the fiscal year ended December 31, 2017, as set for in a Fund’s annual report to shareholders, including the report of GBACO, are incorporated by reference into this SAI.

A shareholder may obtain a copy of a Fund’s annual report, upon request and without charge, by contacting Shareholder Services at the address appearing on the cover of this SAI or by calling 1-888-717-8227.

### Appendix A

The following is a summary of the Advisor's proxy voting policies.

- **Investment company proxies**– The recommendation of the board of trustees of the investment company generally is supported.
- **Director matters** – The election of a company's slate of nominees for director generally is supported. Votes may be withheld for some or all of the nominees if this is determined to be in the best interest of shareholders. Separation of the chairman and CEO positions also may be supported.
- **Governance provisions** – Typically, proposals to declassify a board (elect all directors annually) are supported based on the belief that this increases the directors' sense of accountability to shareholders. Proposals for cumulative voting generally are supported in order to promote management and board accountability and an opportunity for leadership change. Proposals designed to make director elections more meaningful, either by requiring a majority vote or by requiring any director receiving more withhold votes than affirmative votes to tender his or her resignation, generally are supported.
- **Shareholder rights** – Proposals to repeal an existing poison pill generally are supported. (There may be certain circumstances, however, when a proxy voting committee of a fund or an investment division of the investment adviser believes that a company needs to maintain anti-takeover protection.) Proposals to eliminate the right of shareholders to act by written consent or to take away a shareholder's right to call a special meeting typically are not supported.
- **Compensation and benefit plans** – Option plans are complicated, and many factors are considered in evaluating a plan. Each plan is evaluated based on protecting shareholder interests and a knowledge of the company and its management. Considerations include the pricing (or repricing) of options awarded under the plan and the impact of dilution on existing shareholders from past and future equity awards. Compensation packages should be structured to attract, motivate and retain existing employees and qualified directors; however, they should not be excessive.
- **Routine matters** – The ratification of auditors, procedural matters relating to the annual meeting and changes to company name are examples of items considered routine. Such items generally are voted in favor of management's recommendations unless circumstances indicate otherwise.

**WHERE TO LEARN MORE**

**Mailing Address:** STAAR Investment Trust, 120 E. 23<sup>rd</sup> Street, 5<sup>th</sup> Floor, New York, New York 10010

**Shareholder Services:** Mutual Shareholder Services, LLC, 8000 Town Centre Drive, Broadview Heights, OH 44147  
\* 1-888-717-8227 (1-888-71STAAR)

**E-mail Address:** [info@staarfunds.com](mailto:info@staarfunds.com)

**Web Site:** [www.staarfunds.com](http://www.staarfunds.com)

**Annual and Semi-Annual Reports**

Additional information about the Funds' investments is available in the Trust's Annual and Semi-Annual Reports to shareholders. In the Trust's Annual or Semi-Annual report you will find a discussion of the market conditions and investment strategies that significantly affected the Funds' performance during their last fiscal year or semi-annual period.

Reports and other information about the Fund can be obtained at no charge from Mutual Shareholder Services, LLC at 1-888-717-8227.

Information about the Fund (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-551-8090. Shareholder reports and other information about the Fund are available for free on the EDGAR Database on the SEC's Internet site at <http://www.sec.gov>, and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, DC 20549-1520.

Investment Company Act File Number: 811-09152

Security & Exchange Commission Public Reference Room: 1-800-SEC-0330