



**Item 1. Cover Page**

**Cushing® Asset Management, LP**

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**Form ADV, Part 2A – Disclosure Brochure**

**March 31, 2021**

This brochure provides information about the qualifications and business practices of Cushing® Asset Management, LP. If you have any questions about the content of this brochure, please contact us at 214-692-6334 or [info@cushingasset.com](mailto:info@cushingasset.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Cushing® Asset Management, LP is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Material Changes**

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This brochure differs from the prior version, dated as of March 30, 2020, in the following material respects:

- Item 4. Advisory Business was revised to reflect the addition of micro cap securities to the types of investments made by the firm.
- Item 5. Fees and Compensation was revised to reflect changes to the firm's fee schedules for Managed Accounts.
- Item 8. Methods of Analysis, Investment Strategies and Risk of Loss was revised to reflect changes to the investment strategies offered by the firm.
- Item 10. Other Financial Industry Activities and Affiliations were revised to include a description of additional mutual funds managed by the firm.

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## **Item 4. Advisory Business**

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### The Firm

Cushing® Asset Management, LP (“**Cushing**” or the “**firm**”) is organized as a Texas limited partnership and is 100% employee owned by seven equity partners. The general partner of Cushing is Swank Capital, LLC. The principal and sole control person of Swank Capital, LLC is Jerry V. Swank. Other equity partners of Cushing include members of the firm’s Executive Committee and key members of the firm’s investment team.

Cushing began offering its services to outside clients in 2003 and has been registered as an investment adviser with the SEC since 2004.

### Investment Services

Cushing provides investment management services on a discretionary basis to high net worth individuals and institutional investors. Cushing offers its services through:

- privately offered pooled investment vehicles ( “**Private Funds**”),
- separately managed accounts ( “**Managed Accounts**”),
- publicly traded open-end registered investment companies ( “**Mutual Funds**”), and
- publicly traded closed-end registered investment companies ( “**Closed-End Funds**”) (collectively, the Private Funds, the Managed Accounts, the Mutual Funds and the Closed-End Funds are referred to as “**Client**”, “**Clients**”, “**Client Account**” or “**Client Accounts**”).

Investment supervisory services include: (1) establishing each Client’s investment objectives; (2) buying or selling portfolio securities on behalf of each Client, and, from time to time, re-balancing securities in Client portfolios; (3) voting proxies on behalf of Clients who have delegated such authority; and (4) periodically reporting to each Client current investment valuations, capital gains or losses, investment income and performance.

As further discussed below, Cushing primarily invests Client Accounts in the following types of investments:

- Midstream Energy Companies,
- NextGen Infrastructure Companies,
- Global Clean Equity Companies, and
- Micro Cap, Small and SMid-Cap Growth Companies

See “*Item 8: Methods of Analysis, Investment Strategies and Risk of Loss*” for further information.

Cushing provides discretionary investment management services as part of various wrap fee programs ("**Wrap Fee Programs**") offered by investment advisers/broker-dealers ("**Sponsors**"). In Wrap Fee Programs, Sponsors typically provide some or all of the following services: investment management, trade execution, custody, performance monitoring, analysis and reporting, for an all-inclusive fee. Contractual agreements for Wrap Programs are typically between the Wrap Fee Program client and the Sponsor. The Sponsor, in turn, contracts with Cushing for its investment advisory services. Cushing receives a portion of the fee received by the Sponsor for the services it provides. More information regarding Wrap Fee Programs and the fees paid by Wrap Fee Program clients to participate in the program can be found in the disclosure brochure for each Wrap Fee Program, which is provided to Wrap Fee Program clients by the sponsor of the Wrap Fee Program.

Cushing provides investment management services to the following Wrap Fee Programs:

<u>Sponsor</u>	<u>Program Name(s)</u>
Citigroup Global Markets, Inc.	Fiduciary Services; Dynamic Allocation Portfolios-UMA Program
Investnet Asset Management, LLC	Third Party Models Program
Fidelity Brokerage Services	Fidelity Separate Account Network
Lockwood Advisors, Inc.	Managed Account Advisor Program
Morgan Stanley Smith Barney LLC	Fiduciary Services; Consulting & Evaluation Services
Morgan Stanley Smith Barney, LLC	Fiduciary Services Program; Consulting and Evaluation Services Program
Charles Schwab & Co.	Managed Account Access, Managed Account Select
Vestmark Advisory Solutions, Inc.	Manager Signals Program
Wells Fargo Advisors Financial Network, LLC	Private Advisor Network

In addition to Wrap Fee Programs, Cushing participates in Unified Management Account Programs ("**UMA Programs**") offered by Sponsors. In UMA Programs, Cushing provides a model portfolio to the Sponsor, and the Sponsor executes transactions for its client accounts taking into consideration the individual needs of the particular client. Unlike discretionary management accounts, Cushing does not render individualized investment management services to the Sponsor's client in a UMA Program.

Assets Under Management

As of December 31, 2020, Cushing managed \$890,232,377 in regulatory assets under discretionary management and \$612,098 in regulatory assets under non-discretionary management. In addition, Cushing had assets under advisement of \$28,798,571, consisting of assets in model-based or similar programs in which Cushing does not have discretionary authority and are not treated as regulatory assets under management

## **Item 5. Fees and Compensation**

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### Private Funds

Cushing generally charges each Private Fund a quarterly asset-based management fee (the “**Management Fee**”), in advance, at an annual rate of 1.0% of the value of the Private Fund’s assets. Cushing charges its Management Fee on a monthly basis and, for certain Private Funds, also charges an annual performance-based profits allocation (the “**Performance Allocation**”) in an amount up to 10% of a Private Fund’s net annual return for its fiscal year (taking into account the payment of the Management Fee). The Performance Allocation is subject to a “high water mark” limitation, as described in the offering documents for each Private Fund. Certain investors in Private Funds have entered into side letters relating to fees that have effectively reduced the Management Fee and/or Performance Allocation charged to these investors. The Management Fee and the Performance Allocation (if applicable) are deducted automatically from Private Fund investor accounts. Since investors in Private Fund Clients are generally only entitled to make withdrawals from a Private Fund Client on a quarterly basis, no Private Fund pays any management fees that would need to be refunded.

In addition to the Management Fee and Performance Allocation, investors in Private Funds incur others costs associated with the operation of the fund including, investment-related expenses such as brokerage commissions, custody fees, taxes and other investment-related expenses, as well as administrative expenses, such as accounting, audit and legal fees. The Management Fee, Performance Allocation and other expenses are described further in the offering documents for each Private Fund.

### Managed Accounts

Cushing generally charges a quarterly management fee, in arrears, based upon the value of each Managed Account’s assets, according to the following schedules:

#### ***Midstream, NextGen Infrastructure and Global Clean Equity Strategies***

<u>Market Value of Portfolio</u>	<u>Management Fee in %</u>
First \$10 million	0.85%
Over \$10 million	0.75%

#### ***Micro Cap Growth, Small Cap Growth and SMid Cap Growth Concentrated Strategies***

<u>Market Value of Portfolio</u>	<u>Management Fee in %</u>
First \$10 million	1.00%
Over-\$10 million	0.85%

### ***SMid Cap Growth Strategy***

<u>Market Value of Portfolio</u>	<u>Management Fee in %</u>
First \$10 million	0.85%
Over-\$10 million	0.75%

Fees are calculated and invoices are generated on a quarterly basis. Since Managed Account Clients pay management fees in arrears, no Managed Account prepays any management fees that would need to be refunded in the event of the termination of a Managed Account during a quarter. Management fees for Managed Accounts are negotiable, and some Clients pay more or less than other depending upon a variety of factors including, but not limited to, the size of the account, the range of services provided to the Client and the total amount of assets managed for the Client. In addition to management fees, Managed Account clients are charged other costs associated with managing the account, including brokerage commissions and custody fees.

#### ***Mutual Funds and Closed-End Funds***

For investment advisory services provided to the Mutual Funds and Closed-End Funds, Cushing charges an annual management fee ranging from 0.55% to 1.00% of the average daily value of the Fund's Managed Assets (as this term is defined and further explained in each Fund's registration statement) payable monthly in arrears. The management fee for these Funds is calculated as of the last business day of each calendar month. The management fee is deducted automatically from Mutual Fund and Closed-End Fund investor accounts. Since Mutual Funds and Closed-End Fund Clients pay management fees in arrears, no Mutual Fund or Closed-End Fund Client prepays any management fees that would need to be refunded. More information regarding the management fee and administration fees that Cushing charges as a service provider to the Mutual Funds and Closed-End Funds is included in the registration statements and financial filings of these Funds.

#### ***Other Fees and Expenses***

Clients typically pay other expenses in addition to the fees paid to Cushing. For example, Clients pay portfolio transaction costs, including brokerage commissions, transaction fees, custodial fees, transfer taxes, wire transfer fees and other related fees and taxes. Cushing also invests Client assets in unaffiliated mutual funds, exchange traded funds or exchange traded notes which charge internal management fees, as disclosed in the prospectus and financial filings for these investments. See "Item 12.: Brokerage Practices" for further information.

#### ***Additional Compensation***

Neither Cushing nor any of its employees accepts any compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

Cushing manages both long-only and long-short Client accounts on a side-by-side basis. In some cases, Cushing is entitled to receive performance-based compensation from long-short Client Accounts. Cushing can potentially receive higher fees from Client Accounts with performance-based compensation than from Client Accounts that only pay an asset-based fee. The management of long-only and long-short Client Accounts on a side-by-side basis creates several potential conflicts of interest for Cushing, including, among others: (a) Cushing could potentially direct non-performance compensation paying long-only Client Accounts to purchase a security held by performance compensation paying long-short Client Accounts in attempt to drive up the price for the benefit of the performance compensation paying long-short Client Accounts, (b) Cushing could direct performance compensation paying long-short Client Accounts to sell or “short” a security immediately before non-performance compensation paying long-only Client Accounts sell their positions to benefit as the subsequent sales drive down the price, or (c) Cushing could choose to direct its best investment ideas to Client Accounts that pay a performance-based compensation or to allocate or sequence trades in favor of performance-based compensation accounts.

Cushing strives to manage these potential conflicts as follows:

- When Cushing determines that it would be appropriate for a performance-based compensation Client Account and one or more other Client Accounts to participate in an investment opportunity, Cushing will seek to execute orders for all of the participating Client Accounts on an equitable basis,
- If Cushing is investing in the same security at the same time for more than one Client Account, Cushing generally seeks to place combined orders (except for short-sale orders<sup>1</sup>) for all participating Client Accounts simultaneously,
- If an order on behalf of more than one Client Account cannot be fully executed under prevailing market conditions, Cushing will seek to allocate the trade among the different participating Client Accounts on a basis that it considers equitable,
- In general, agency cross trades among Client Accounts are not permitted, and internal cross trades are permitted only with prior approval of the firm’s Chief Compliance Officer,
- Compensation of Cushing traders is not directly tied to the performance of any particular portfolio. This is intended to incentivize traders to act in the best interests of all Clients when executing portfolio trades, regardless of fee type, and

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<sup>1</sup> In general, Cushing will seek to process short sale orders and orders to purchase to cover short sales after completing non-short sale orders. If a short sale order is received while a non-short sale order is being processed for the same security or a non-short sale order is received while a short sale order is being processed for the same security, Cushing will seek to execute each order in an equitable manner.



- Cushing’s Brokerage Review Committee conducts periodic reviews of allocations to ensure that no performance-based compensation Client Account is being systematically favored over Client Accounts not subject to a performance-based compensation.

## **Item 7. Types of Clients**

Cushing provides investment management services through Private Funds, Mutual Funds, Closed-End Funds and Managed Accounts, which are Cushing’s clients. Investors in pooled investment vehicles and Managed Accounts include:

- Financial institutions and other institutional investors,
- Family offices,
- High net worth individuals,
- Foundations, endowments and other charitable organizations,
- Corporate pension and profit-sharing plans, and
- Governmental pension and profit-sharing plans.

Each of Cushing’s pooled investment vehicles has a stated minimum investment requirement in the applicable fund’s offering documents. The typical minimum account size for Managed Accounts is \$250,000; however, Cushing retains discretion to accept accounts with a lower initial minimum account size.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### Investment Strategies

Cushing primarily invests Client Account assets in:

- *Midstream Energy Companies* – These are businesses engaged in the gathering, transportation, processing, fractionation, refining and storage of crude oil, natural gas, natural gas liquids (“*NGLs*”) and refined petroleum products, including midstream master limited partnerships (“*MLPs*”) and their related or affiliated businesses;
- *NextGen Infrastructure Companies*—These are companies that derive at least 50% of their assets, revenues or profits from technologies that collect, enable, optimize, secure, automate, and secure the data that allow businesses to operate. Examples of next generation infrastructure companies include: data centers; cloud, hosting, and database systems; renewable power generation; transactional and financial back end systems; customer relationship management systems; technology to enable smart cities; network security and cybersecurity; human resource and workforce management; and industry specific infrastructure software;

- *Global Clean Equity Companies* – These are companies that contribute to and benefit from clean energy generation, sustainable infrastructure and resources, transmission and distribution of clean energy, carbon reducing technologies and equipment, energy efficiency services and technologies, water supply and management systems, and any related enabling technologies and materials; and
- *Micro Cap, Small Cap Growth and SMid Cap Growth Companies* – These are stocks generally within the market cap range of the Russell® Micro Cap Growth Index, Russell® 2000 Growth Index and Russell® 2500 Growth Index, respectively.

Cushing generally makes equity investments in a mix of publicly traded securities and non-readily marketable securities issued by public or private companies. For certain strategies, Cushing seeks to hedge various risks such as overall market, interest rate and commodity price risk through the use of derivative contracts. In the course of pursuing these investment strategies, Cushing has the ability to use a variety of financial products, including exchange-listed and over-the counter put and call options on securities, equity and fixed-income indices and other instruments, futures contracts and options thereon, and enter into specialized transactions such as swaps, caps, floors or collars. Cushing also has the ability to invest in securities of closed-end or open-end registered investment companies (including ETFs), as well as exchange traded notes (ETNs) which seek to track the total return of an underlying index or benchmark. In addition, certain portfolios managed by Cushing seek to increase current income and capital appreciation by utilizing leverage.

Cushing offers seven investment strategies for Managed Accounts:

- ***Midstream Strategy*** – Invests in a portfolio of primarily midstream companies, seeking to produce a high after-tax total return through a combination of growth and current income.
- ***NextGen Infrastructure Strategy*** – Invests in a portfolio of infrastructure companies, including next generation infrastructure companies, with a focus on total return.
- ***Global Clean Equity Strategy*** – Invests in a portfolio of clean energy, clean infrastructure, clean transportation and clean water companies, with a focus on total return.
- ***Micro Cap Growth Strategy*** – Invests in a diversified portfolio of micro cap companies (defined as stocks generally within the market cap range of the Russell® Micro Cap Growth Index) with a focus on companies with attractive valuations, compelling growth rates and perceived upside potential, seeking to produce capital appreciation.
- ***Small Cap Growth Strategy*** – Invests in a diversified portfolio of small-cap companies (defined as stocks generally within the market cap range of the Russell 2000® Growth Index) with a focus on companies with attractive valuations, compelling growth rates and perceived upside potential, seeking to produce capital appreciation.
- ***SMid Cap Growth Strategy*** – Invests in a diversified portfolio of small- and mid-cap companies (defined as stocks generally within the market cap range of the Russell® 2500 Growth Index) with a focus on companies with attractive valuations, compelling growth rates and perceived upside potential, seeking to produce capital appreciation.
- ***SMid Cap Growth Concentrated Strategy*** – Invests in a concentrated portfolio of small-and mid-cap companies (defined as stocks generally within the market cap range of the Russell® 2500

Growth Index) with a focus on companies with attractive valuations, compelling growth rates and perceived upside potential, seeking to produce capital appreciation.

### Investment Process

The Cushing investment team has developed a comprehensive investment process that begins with detailed, fundamental research analysis and identification of the developing trends. Portfolio construction incorporates research and trend analysis with a proprietary risk management protocol to build a customized portfolio for each Client Account that seeks to provide total returns according to strategy mandate. Cushing's active portfolio management approach relies upon its investment management and industry expertise to identify absolute and relative value investments that, in Cushing's view, present the best opportunities. The results of Cushing's risk management and comprehensive investment process will influence the weightings of positions held by each Client Account.

*Fundamental analysis.* Cushing utilizes its team of dedicated research analysts to cover each Client Account's potential investment sectors. Analysts prepare detailed financial models of potential portfolio companies with full financial projections that incorporate current and future capital projects. This bottom-up modeling process is designed to help accurately predict earnings, potential distribution growth and balance sheet strength.

*Qualitative analysis.* The bottom-up fundamental analysis is then coupled with a top-down theme overlay, which feeds into Cushing's proprietary valuation and ranking system. Cushing's valuation and ranking system involves discussions and debate by the investment team of research analysts and portfolio managers regarding the qualitative characteristics of current and potential Client Account holdings. These qualitative characteristics include, but are not limited to, asset-related strengths and weaknesses, market sentiment and strength of management.

*Quantitative analysis considerations.* For certain strategies, after establishing an investment thesis on the relevant subsectors, individual securities are chosen based on suitability and issuer fundamentals, consisting of financial projections, valuations and other considerations. Cushing creates proprietary financial models designed to help forecast company earnings, growth potential, valuation targets, and to identify investment risks.

*ESG analysis considerations.* For certain strategies, Cushing includes an analysis of material environmental, social and governance ("ESG") factors (which, if applicable, includes a review of third party ESG ratings) when evaluating portfolio investments. Cushing's investment process seeks to identify and focus on ESG factors that may impact the long-term value of investments and the total return of the portfolio. ESG factors and criteria typically include, but are not limited to, environmental impact and sustainability issues, employee practices, corporate governance, stakeholder relations and business ethics. Cushing obtains and considers ESG-related data and information from various sources, including third party ESG research and data services, analyst reports that incorporate ESG information, and ESG information made available by issuers. Cushing's process generally does not screen for, or

exclude companies based on, specific ESG criteria, but instead seeks to identify and focus on ESG factors that may impact the long-term value of investments and the total return of the portfolio

*Portfolio construction and risk management.* Once an investment thesis is formed at the company-specific level, the investment team determines the appropriate level of exposure based on current views of the overall macroeconomic environment. In constructing and maintaining portfolios, Cushing monitors a variety of strategy-specific factors, such as company valuations relative to benchmarks, general economic conditions and trends, interest rate expectations and regulatory policy.

Cushing typically constructs portfolios that it believes will have the highest risk/reward performance over the next six (6) to twenty-four (24) months. Cushing's buy discipline incorporates liquidity and pricing tolerances for each investment. The firm's sell discipline develops from a combination of price appreciation based on initial price targets, relative valuation metrics and macro issues which could impact the original thesis.

An overlay to the investment process is Cushing's risk management function, which is designed to provide independent oversight to the portfolio management process. Cushing maintains a dedicated risk management team, including professionals with FRM and CFA designations. The risk management team monitors Client portfolios for macroeconomic risks, such as geopolitical concerns, credit spreads, currency and commodity price exposure, as well as investment specific risks, such as value at risk (VaR), liquidity, sector concentration and position exposure.

#### Investment Strategy Risks

The principal risks associated with Cushing's investment strategies are:

*Market Risk.* Investing involves market risk, including the possible loss of a Client's entire investment. The value of Client Account investments may fluctuate because of changes in the markets in which the Client Account invests, which may cause Client Accounts to underperform other accounts with similar objectives. From time to time, unanticipated events such as earthquakes, hurricanes, epidemics and pandemics and other unforeseen natural or human disasters, may have broad adverse social, political, and economic effects on the global economy, which could negatively impact the value of Client Account investments. Client Accounts, at any point in time may be worth less than at the time of original investment, even after taking into account the reinvestment of dividends.

*Equity Securities Risk.* Equity securities can be affected by macroeconomic, political, global and other factors affecting the stock market in general, expectations of interest rates, investor sentiment towards the issuer or the industry or sector in which such issuer operates, changes in a particular issuer's financial condition, or unfavorable or unanticipated poor performance of a particular issuer. Prices of equity securities can also be affected by fundamentals unique to the partnership or company, including earnings power and coverage ratios.

*Natural Resources Risks.* Midstream companies and other natural resources sector companies are subject to certain risks, including, but not limited to, the following:

- Commodity price volatility
- Changes in production and demand for natural resources
- Supply constraints
- Regulatory changes
- Weather interruptions
- Environmental costs and liabilities
- Catastrophe risk

*Infrastructure Company Risks.* Infrastructure companies can be affected by various factors, including general or local economic conditions and political developments, general changes in market sentiment towards infrastructure assets, high interest costs in connection with capital construction and improvement programs, difficulty in raising capital, costs associated with compliance with changes in regulations, regulation or intervention by various government authorities, including government regulation of rates, inexperience with and potential losses resulting from the deregulation of a particular industry or sector, changes in tax laws, environmental problems, technological changes, surplus capacity, casualty losses, threat of terrorist attacks and changes in interest rates. Infrastructure companies that operate in industries within the energy sector can be significantly affected by fluctuations in energy prices and supply and demand of energy fuels. Utility companies are affected by supply and demand, operating costs, government regulation, environmental factors, liabilities for environmental damage and general civil liabilities, and rate caps or rate changes. Infrastructure companies that operate in industries within the real estate sector are subject to the risks associated with the ownership of real estate. These risks include, among others, declines in the value of real estate, negative changes in the climate for real estate, risks related to general and local economic conditions, decreases in property revenues, increases in prevailing interest rates, property taxes and operating expenses, changes in zoning laws and costs resulting from the cleanup of environmental problems. Infrastructure companies that operate in industries within the telecommunications sector may be affected by general market conditions, government regulation, intense competition, equipment incompatibility, changing consumer preferences, demographic and product trends, short product cycles, technological obsolescence and large capital expenditures and debt burdens.

*Concentration Risk.* Because certain strategies will be concentrated in the group of industries constituting the energy and energy infrastructure sectors, they will be more susceptible to the risks associated with the sectors than if it were more broadly diversified over numerous industries and sectors of the economy. Companies in the energy and energy infrastructure sectors may be affected by fluctuations in the prices of energy commodities. The highly cyclical nature of the industries in which companies in the energy and energy infrastructure sectors operate may adversely affect the earnings or operating cash flows of such companies or the ability of such companies to borrow money or raise capital needed to fund its continued operations. A significant decrease in the production of energy commodities could reduce the revenue, operating income and operating cash flows of certain companies in the energy and energy infrastructure sectors and, therefore, their ability to make distributions or pay dividends. A sustained decline in demand for energy commodities could adversely affect the revenues and cash flows of certain companies in the energy and energy infrastructure sectors.

General changes in market sentiment towards the energy and energy infrastructure sectors may adversely affect these strategies, and the performance of investments in the energy and energy infrastructure sectors may lag behind the broader market as a whole. The energy markets have experienced significant volatility in recent periods, including a historic drop in the price of crude oil and natural gas prices, and may continue to experience relatively high volatility for a prolonged period.

*Interest Rate Risk.* The prices of the equity and debt securities of MLPs and other natural resources companies are susceptible in the short term to a decline when interest rates rise. Rising interest rates could limit the capital appreciation of securities of certain MLPs as a result of the increased availability of alternative investments with yields comparable to those of MLPs. Rising interest rates could adversely impact the financial performance of MLPs and other natural resources companies by increasing their cost of capital. This may reduce their ability to execute acquisitions or expansion projects in a cost effective manner.

*ESG Risk.* While ESG considerations are a factor in Cushing's investment process, Cushing generally does not screen for, or exclude companies based on, specific ESG criteria. However, to the extent that Cushing's ESG criteria exclude the securities of certain issuers for nonfinancial reasons, there is a risk that strategies employing ESG criteria could forego some market opportunities available to strategies that do not use ESG criteria.

*MLP Structure Risk.* Holders of MLP units are subject to certain risks inherent in the structure of MLPs, including (i) tax risks (described further below), (ii) the limited ability to elect or remove management or the general partner or managing member, (iii) limited voting rights, except with respect to extraordinary transactions, and (iv) conflicts of interest between the general partner or managing member and its affiliates, on the one hand, and the limited partners or members, on the other hand, including those arising from incentive distribution payments or corporate opportunities.

*MLP Tax Risk.* The anticipated benefit from investing in MLPs is largely dependent on the MLPs being treated as partnerships for U.S. federal income tax purposes. As a partnership, an MLP has no U.S. federal income tax liability at the entity level. If, as a result of a change in current law or a change in an MLP's business, an MLP were to be treated as a corporation for U.S. federal income tax purposes, it would be subject to U.S. federal income tax on its income at the graduated tax rates applicable to corporations. In addition, if an MLP were to be classified as a corporation for U.S. federal income tax purposes, the amount of cash available for distribution by it would be reduced and distributions received from it would be taxed under U.S. federal income tax laws applicable to corporate distributions (as dividend income, return of capital, or capital gain). Therefore, treatment of MLPs as corporations for U.S. federal income tax purposes would result in a reduction in the after-tax return to Client Accounts.

*Debt Securities Risk.* The risks of investing in debt or fixed-income securities include: (i) credit risk, e.g., the issuer or guarantor of a debt security may be unable or unwilling (or be perceived as unable or unwilling) to make timely principal and/or interest payments or otherwise honor its obligations; (ii) maturity/duration risk, e.g., a debt security with a longer maturity or duration (a measure of the price sensitivity of a fixed income investment to changes in interest rates, expressed as a number of years)

may fluctuate in value more than one with a shorter maturity; (iii) market risk, e.g., low demand for debt securities may negatively impact their price; (iv) interest rate risk, e.g., when interest rates go up, the value of a debt security generally goes down, and when interest rates go down, the value of a debt security generally goes up (long-term debt securities are generally more susceptible to interest rate risk than short-term debt securities); and (v) call risk, e.g., during a period of falling interest rates, the issuer may redeem a security by repaying it early, which may reduce the amount of income received if the proceeds are reinvested at lower interest rates.

*Options Risk.* Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

*Mico, Small and Mid-Sized Company Risks.* Investments in micro-, small- and mid-sized companies may involve greater risks than investments in larger, more established companies. As a general rule, the smaller the market capitalization of the company, the greater the risk. As compared to larger companies, smaller sized companies may have limited management experience or depth, limited ability to generate or borrow capital needed for growth, limited products or services, or may operate in less established markets. Accordingly, smaller sized company securities may be more sensitive to changing economic, market, and industry conditions and may be more volatile and less liquid than equity securities of larger companies, especially over the short term. Smaller sized companies also may fall out of favor relative to larger companies in certain market cycles, resulting in portfolio losses or underperformance.

*Investment Product Risks.* Additional disclosures regarding specific risks related to an investment in the Private Funds, the Mutual Funds and the Closed-End Funds can be found in the offering documents and registration statements, respectively, for these products.

## **Item 9. Disciplinary Information**

On September 14, 2018, the SEC accepted Cushing's offer to resolve an investigation into whether certain trades in December 2012 involving an affiliated hedge fund and registered investment companies constituted prohibited cross trades in violation of Section 17(a)(1) of the Investment Company Act. Cushing cooperated fully with the SEC's inquiry into this matter and, without admitting or denying the SEC's findings in an administrative cease and desist order, agreed to cease and desist from

committing or causing any violations and any future violations of Section 17(a)(1) of the Investment Company Act and to pay a civil money penalty of \$100,000.

## **Item 10. Other Financial Industry Activities and Affiliations**

Certain Cushing employees, including the firm's management personnel responsible for institutional and retail sales, are registered representatives of Foreside Funds Services, LLC, a broker-dealer unaffiliated with Cushing. As registered representatives, these employees are engaged in activities related to the distribution of products and services offered by Cushing.

Cushing is not registered with the Commodities Futures Trading Commission ("**CFTC**") as a commodity pool operator or commodity trading advisor, in reliance upon available exemptions.

### **Private Funds**

Cushing serves as the investment adviser to and general partner of Cushing® Fund, LP ("**TCF**"). The firm's principals, employees and affiliates collectively have a controlling interest in TCF. Cushing also serves as the investment adviser to Swank Investment Partners, LP ("**SIP**"), Cushing® Clean Energy & Sustainability Fund, LP ("**Clean**"), and Cushing® Enhanced Market Neutral Fund ("**Market Neutral**"), proprietary collective investment vehicles controlled by firm principals, employees and affiliates.

To the extent that TCF, SIP, Clean or Market Neutral make investments in the same or similar securities as Client Accounts, there is the possibility for conflicts of interest. Cushing has adopted policies and procedures to ensure that all Client Accounts are managed in accordance with each Client's investment objective and guidelines and that none of TCF, SIP, Clean, Market Neutral or any Client Account is inappropriately favored over another.

### **Mutual Funds**

Cushing serves as the investment adviser to Cushing® NextGen Infrastructure Fund (formerly known as Cushing MLP Infrastructure Fund), Global Clean Equity Fund and Cushing® SMID Growth Focused Fund, each a series of Cushing® Mutual Funds Trust.

Cushing also serves as the subadvisor to MainStay Cushing® MLP Premier Fund, an open-end registered investment company.

### **Closed-End Funds**

Cushing serves as the investment adviser to two exchange-listed closed-end registered investment companies: The Cushing® MLP & Infrastructure Total Return Fund and The Cushing® NextGen Infrastructure Income Fund (formerly known as The Cushing® Renaissance Fund.)

Cushing manages potential conflicts of interest arising from its management of different types of Client Accounts by allocating investment opportunities in accordance with its allocation policies and procedures, as further described under "Performance-Based Fees and Side-by-Side Management."



### Indices

Cushing has created and supports the ongoing operation of a variety of MLP and energy income-related financial benchmark indices. The firm has implemented policies and related procedures to ensure that employees with knowledge of material, non-public or confidential information regarding forthcoming changes to the securities that comprise a Cushing-sponsored index do not share or otherwise misuse such information prior to its public release.

Cushing does not recommend other investment advisers to its Clients.

## **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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### Code of Ethics and Personal Trading

Cushing has adopted a Code of Ethics and Personal Trading Policy (the “Code”) to ensure that the firm’s officers, employees and independent contractors with access to non-public portfolio information (“Supervised Persons”) are aware of the fiduciary duty that they and the firm owe to Clients to place the interests of Clients above their own personal interests. The Code addresses potential conflicts of interest and sets forth policies and procedures applicable to all Supervised Persons regarding personal securities trading, receipt and provision of gifts and business entertainment and involvement in outside activities. The Code’s gift and business entertainment provisions limit the ability to give and receive gifts and business entertainment and require reporting of all gifts and entertainment given or received above a de minimus amount.

Cushing and its professionals may come into contact with material, non-public information in connection with their advisory and portfolio management activities. In addition, certain Cushing investment professionals, from time to time, serve as directors of the publicly and privately held companies whose securities are purchased for Cushing’s Clients. As corporate insiders, these persons have the ability to receive material non-public information concerning a company’s operations or securities offerings. The Code contains procedures designed to prevent the abuse of material, non-public information including, among other things, the use and maintenance of a restricted trading list and trading during only certain periods. Cushing may be prevented from buying into or selling out of a position because of restrictions placed on trading due to this restricted trading policy. These restrictions could be detrimental to a Client Account because the Client Account could be prevented from buying a security whose price is rising or selling a security whose price is declining.

The Code restricts the personal securities transactions of all Supervised Persons and requires full disclosure of all brokerage accounts over which Supervised Persons have any beneficial interest. Except in limited circumstances, the Code requires that Supervised Persons obtain pre-approval of their personal securities trades (including initial public offerings and private placements) from the firm’s compliance department. The request for pre-clearance will be denied if (i) a Client trade in the same issuer has occurred within seven (7) calendar days prior to the request or a Client trade is contemplated to occur within seven (7) calendar days after the date of the request; (ii) the issuer of the security has

been included within an announced change to the constituents of an index sponsored, constructed or maintained by the Firm or its affiliates within seven (7) calendar days prior to the personal trade request or is anticipated to occur within seven (7) calendar days after the personal trade request; (iii) the issuer is included in the firm's restricted list, or (iv) the compliance department determines that the proposed transaction appears to pose a conflict of interest or otherwise appears improper. In addition, with certain exceptions, Supervised Persons are prohibited from engaging in the purchase sale, or the sale and purchase, of the same (or equivalent) covered security within sixty (60) calendar days.

All Supervised Persons must report their personal securities trades and holdings on a regular basis to the firm's compliance department. In addition, all Supervised Persons are required to promptly report any violation or potential violation of the Code of which they are aware to the firm's compliance department.

Supervised Persons are encouraged to report exceptions or potential violations of the Code by themselves or others or other potential illegal or unethical behavior to either the firm's compliance department or the SEC. Cushing does not permit retaliation of any kind against a person who, in good faith, reports a violation of the Code.

Cushing will provide a copy of the Code at no charge to Clients and others upon request.

#### Participation in Client Transactions

Cushing buys and sells for Managed Account Clients securities of issuers for which affiliated Private Funds, Mutual Funds and Closed-End Funds or other related persons have the ability to invest. Due to different fee arrangements among Client Accounts, Cushing has a potential incentive to favor certain Client Accounts over others in allocating trades among Client Accounts. Cushing strives to manage these potential conflicts through trade order aggregation and allocation policies and procedures designed to ensure that trades are allocated among Client Accounts in a fair and equitable manner.

From time to time, Cushing recommends that its Clients invest in (i) Private Funds for which Cushing acts as the general partner or investment manager or (ii) Mutual Funds or Closed-End Funds for which Cushing acts as an investment adviser or investment sub-adviser (collectively, "**Affiliated Funds**"). Investing in Affiliated Funds creates a conflict of interest because Cushing could benefit from the investment by receiving additional management fees. Cushing's relationship to each Affiliated Fund and the fees it is entitled to receive are disclosed in the relevant Affiliated Fund offering memorandum or prospectus, as applicable. If a Private Fund or Managed Account Client were to invest in an Affiliated Fund, Cushing would waive its management fee on the Private Fund or Managed Account Client's investment in the Affiliated Fund for the duration of the investment in the Affiliated Fund.

In general, Cushing and its principals avoid engaging in securities transactions with Client Accounts. Cushing and its affiliates have the ability to invest in securities in which Cushing has invested Client assets on a side-by-side basis, either directly in an equitable manner in compliance with its trade allocation policies or through special purpose vehicles. Cushing and its affiliates may purchase or sell

such securities only contemporaneously with or after all Clients' purchase or sale of such securities, as the case may be.

Cushing and its principals, through their ownership interest in certain Private Funds, may be deemed a related person of such entity (a "**Principal Account**"). In general, Cushing does not seek to enter into transactions between its Principal Accounts and Managed Accounts or Private Funds (each, a "**Principal Transaction**"). Cushing will engage in a Principal Transaction involving a Managed Account or Private Fund only if the proposed transaction is consistent with applicable Client investment guidelines, the Cushing's policies and procedures regarding Principal Transactions and applicable laws and regulations.

Cushing will effect a pre-arranged cross transaction among two Client Accounts only in compliance with each Client's investment restrictions, Cushing's policies and procedures regarding cross trades and applicable laws and regulations. Additionally, a cross trade that involves a Mutual Fund or Closed-End Fund shall only be permissible if the trade complies with the Rule 17a-7 procedures set forth in the Cushing Registered Funds Compliance Manual. Neither Cushing nor any related person involved in the trade will receive compensation for these trades.

## **Item 12. Brokerage Practices**

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### ***Broker Selection and Best Execution***

Except as directed otherwise by the Client, Cushing has complete investment and brokerage discretion over transactions in discretionary Client Accounts. In selecting a broker for transactions in discretionary Client Accounts, the firm uses its best judgment to choose the broker most capable of providing "best execution." As a general definition, "best execution" is the execution of Client Account trades at the best net results under the circumstances. Best execution requires the placement of trades in a manner that is intended to maximize the value of the Client Account's investment objectives. In seeking the best price and execution quality, traders consider not only the commission rate, spread or other compensation paid, but, among other things, the price at which the transaction is executed, speed of execution, ability to handle large trades or thinly traded issuers in a timely manner and customer responsiveness, bearing in mind that it may be in the Client Account's best interest to pay a higher commission, spread or other compensation in order to receive better execution.

Brokers are selected on the basis of an evaluation by the firm of the overall value and quality of the brokerage services provided by these firms to Client Accounts. Cushing selects brokers for direct securities transactions based on a number of factors, including the following:

- the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any);
- the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution;
- the financial strength, integrity and stability of the broker;
- the broker's risk in positioning a block of securities;

- the quality, comprehensiveness and frequency of available research services and other services considered by the firm to be of value; and
- the competitiveness of commission rates in comparison with other brokers satisfying Cushing's other selection criteria.

In selecting brokers, Cushing does not consider whether the firm or a related person receives client or investor referrals from the broker or a related third party.

Orders for Wrap Fee Program Client Accounts that have provided the firm with full investment discretion but have directed the firm to use a specific broker-dealer specified by the Wrap Fee Program Sponsor are processed pursuant to the applicable Sponsor's policies and are communicated to the respective Sponsor's trading desk and may not be able to receive the same execution if they were bundled. See "*Directed Brokerage*" below for further information. For UMA Program Client Accounts, Cushing provides notice to sponsors of changes to the investment model but does not have control over the implementation of investment decisions and has no trading authority for the underlying accounts. The sponsor of the UMA has the discretion and responsibility to execute the trades recommended in the model.

#### Research and Soft Dollar Benefits

Research and other products and services received from brokers includes both services generated internally by a broker's own research staff as well as services obtained by the broker from a third party research firm. Research services furnished by brokers can be in the form of written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services; specialized news services; discussions with research personnel; and invitations to attend conferences or meetings with management or industry consultants. Research services are used for all Client Accounts, even though certain Clients have not paid direct commissions to the brokers who provided the research.

Cushing is party to "soft dollar" arrangements with one primary brokerage firm. Pursuant to this arrangement, the cost of certain research and other services and products used by Cushing or its affiliates is paid for with commissions generated by direct securities transactions through this brokerage firm for Client Accounts. Cushing receives a benefit because it does not have to produce or pay for the research services itself. Consequently, Cushing has an incentive to select this broker based on its desire to receive research services rather than a desire to obtain the most favorable execution in the Clients' best interest. It is Cushing's policy to retain the ability to pay higher prices for the purchase of securities from or accept lower prices for the sale of securities to brokerage firms that provide it with this investment and research information or to pay higher commissions to these firms if Cushing has determined that the broker is providing best execution based on the factors described in "Broker Selection and Best Execution" above. In the event that Cushing utilizes allocations of commission dollars, it will do so solely to pay for products or services that qualify as "research and brokerage services" within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Cushing uses “soft dollar” benefits to serve all Client Accounts, and not only those that paid for the benefits. In addition, Cushing does not seek to allocate “soft dollar” benefits to Client Accounts proportionately to the credits the Client Accounts generate. Finally, Cushing does not have any commitments or understandings to trade with specific brokers or to generate a specified level of brokerage commission with a particular broker in order to receive brokerage or research services.

#### Trade Allocation

Cushing has a policy that provides for allocation of Client Account trades in a manner that treats each Client Account fairly and equitably over time and pro-rata based on the size of the participating Client Account(s) and their investable capital. The firm’s traders are generally responsible for determining the sequencing or rotation methods for executing trade orders, consistent with the firm’s policy and procedures. Account performance or affiliation of the firm or its principals with a Client Account shall never be a factor considered in trade allocations and allocation of trades will not be given to any Client Account based solely on a favorable execution or on any relationship a Client Account has with another party.

Except as otherwise indicated below, if Cushing has determined to invest in the same direction in the same security at the same time for more than one of its Client Accounts, Cushing will generally place orders for all such accounts simultaneously. If all such orders are not filled at the same price, Cushing will, to the greatest extent possible, allocate the trades such that the order for each participating Client Account is filled at the same average price. Similarly, if an order on behalf of more than one participating Client Account cannot be fully executed under prevailing market conditions, Cushing will allocate the trades among the different Client Accounts on a basis that it considers equitable.

The Firm places orders for retail separately managed account (“SMA”) Client Accounts and communicates changes to unified model account (“Model Recipients”) separately from transactions from its institutional Client Accounts. In circumstances where orders are placed in the same securities at the same time for institutional Client Accounts and SMA Client Accounts and Model Recipients, the Firm uses a randomly generated rotation methodology to deliver model changes to Model Recipients and effect trading on behalf of its SMA Client Accounts in a manner that it believes to be fair and equitable over time.

The details of a particular trade rotation used by the Firm when delivering model holding changes to Model Recipients and effecting trading on behalf of its other clients can differ depending on the particular facts and circumstances. A typical rotation involves the generation of a random list of participating Client Accounts and Model Recipients. The Firm will then submit trade instructions (i.e., by effecting trades on behalf of a Client Account or sending model holdings to a Model Recipient, as applicable) to the first entry in the rotation and then to the next entry, typically until all entries in the rotation have received appropriate instructions. The Firm has the ability to deviate occasionally from this rotation methodology due to considerations such as liquidity, price sensitivity, trading venue and size of a transaction, among other factors, as long as the Firm believes such alternative is appropriate

and fair and reasonable under the circumstances. This creates the potential that certain Client Accounts or trades executed for Model Recipient clients could be effected at different execution prices.

Because of the mechanics of the trade rotation process and other factors, trading for the Firm's institutional Client Accounts normally will typically begin when the trade rotation process begins and is completed prior to the completion of all trades for SMA Client Accounts and will be effected at the same time as trades are being executed by Model Recipients for their clients. As a consequence, trading by or for an SMA Client Account or Model Recipient client are subject to price movements, particularly with large orders or where the securities are thinly traded, that will potentially result in SMA Client Account or Model Recipient clients receiving prices that are less favorable than the prices obtained by the Firm for its institutional Client Accounts. Thus, the Firm's institutional Client Accounts over time could obtain better execution, including more favorable prices for their transactions, than SMA Client Accounts or Model Recipient clients purchasing or selling the same securities. However, the same factors could also result in SMA Client Accounts or Model Recipient clients completing trading before or at the same time as the Firm's trading on behalf of institutional Client Accounts and obtaining better execution. Because the Firm does not control a Model Recipient's execution of transactions for its clients, the Firm cannot control the market impact of such transactions.

#### Directed Brokerage

A few of Cushing's Clients currently require or strongly suggest that trades be directed to a particular broker. In addition, when Cushing participates as an adviser in a Wrap Fee Program, the Wrap Fee Program Sponsor typically directs all brokerage for Client Accounts managed through the Wrap Fee Program to be directed to the Sponsor (or the broker it designates). Trades for Wrap Fee Program Clients who direct brokerage for execution and instructions will not be combined with, and generally will be placed after, orders for the same securities for other Client Accounts managed by Cushing. Accordingly, directed brokerage Wrap Fee Program trades are subject to price movements, particularly in volatile markets, that could result in the Client receiving a price that is less favorable than the price obtained for other Client Accounts. Clients who participate in these programs should be aware that the arrangement could result in failure to achieve best execution in some transactions.

#### Trade Aggregation

Subject to the limitations described below, orders for the same security entered on behalf of more than one Client Account will generally be aggregated (i.e., blocked or bunched) in order to seek more favorable prices, lower brokerage commissions or obtain more efficient execution, subject to the aggregation being in the best interests of all participating Client Accounts. There is no obligation to include any Client Account in a bunched order unless the trader or portfolio manager believes it is in the Client Account's best interest. Instances in which Client Account orders will not be aggregated include, but are not limited to, the following: (a) Client directs the firm to use one or more specific broker-dealers (in which case such orders shall be separately effected), (b) the transaction involved and/or Client Account structure requires execution through a specific broker-dealer (e.g. MLP total return swaps); (c) the trader or portfolio manager determines that aggregation is not appropriate because of market conditions, (d) transactions must be effected at different prices (typically due to limits or timing

differences), making aggregation unfeasible, or (e) Cushing would be prohibited from aggregating trades due to legal or contractual restrictions, such as, for example, prohibitions from engaging in joint transactions with affiliates under the Investment Company Act of 1940, as amended. Orders for Wrap Fee Program Client Accounts and model changes for UMA Program Client Accounts are not combined with, and are typically placed after, orders for other Client Accounts managed by Cushing.

In making the determination to aggregate trades, the trader or portfolio manager considers a number of factors, including, but not limited to: the Client Account's investment objectives and policies, investment guidelines, liquidity requirements, cash flow, timing of receipt of trading instructions from portfolio managers, market conditions, legal or regulatory restrictions and the nature and size of the bunched order.

#### Limited Offerings

Sensitive allocation issues arise when Cushing is given the opportunity to participate on behalf of Client Accounts in initial public offerings ("IPOs"), secondary offerings, limited participation block trades, investments in securities exempt from registration under the Securities Act of 1933, as amended, including Private Investment in Public Equity ("PIPE") offerings, and other limited investment opportunities (collectively, "Limited Offerings"), since these Limited Offerings provide the potential of an immediate profit and other conflicts of interest. In general, the proposed allocation will be pro rata among eligible participating Client Accounts (Wrap Fee and UMA Program Client Accounts are not eligible to participate in Limited Offerings). However, the proposed allocation will also take into consideration other relevant factors including, but not limited to, the size of each Client Account's proposed allocation, liquidity needs, cash flow, regulatory restrictions and previous allocations.

Cushing's Brokerage Review Committee conducts periodic reviews of allocations to ensure that no particular Client Account or group of Client Accounts is being systematically favored or harmed in the selection and allocation of investment opportunities.

### **Item 13. Review of Accounts**

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Portfolio managers perform periodic reviews of each Client Account to ensure consistency with Client objectives and restrictions. In addition, Cushing's compliance department monitors trading activity in Client Accounts to compare with regulatory and Client mandates.

Cushing issues periodic written reports to Clients. These reports generally include a discussion of investment performance along with data related to the Client Account. Investors in Private Funds receive quarterly statements containing statistical data regarding their account along with commentary highlighting the developments for the period.

## **Item 14. Client Referrals and Other Compensation**

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From time to time, Cushing enters into agreements with unaffiliated broker-dealers or investment advisers regarding the solicitation and referral of Managed Account Clients or investors in Private Funds to Cushing for compensation. Cushing pays a percentage of the management fee and/or performance fee collected from the Client Account to a referring broker-dealer or investment adviser. To the extent that this compensation is deemed a solicitation fee, the compensation is disclosed in writing to the prospective Client or their authorized designees in accordance with applicable regulations.

## **Item 15. Custody**

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Cushing does not provide custodial services to its Clients. All Client assets are held with “qualified custodians”. Managed Account Clients receive statements directly from the qualified custodians on at least a quarterly basis. These Clients are urged to carefully review custodian statements and compare the information with reports provided by Cushing. Information in reports provided by Cushing to Managed Account Clients can vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Investors in Private Funds receive quarterly statements from Cushing and audited financial statements within 120 days following the end of the fund’s fiscal year. Audited financial statements are prepared by an independent accounting firm which is registered and subject to inspection by the Public Company Accounting Oversight Board.

## **Item 16. Investment Discretion**

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Generally, Cushing is retained on a discretionary basis and has full authority to manage the assets in each Client Account. Cushing observes all investment limitations and restrictions that are outlined in each Client Account’s investment management agreement and organizational documents. In addition, Cushing has relationships with UMA Program Sponsors and other Clients whereby Cushing provides investment advice on a non-discretionary basis (generally in the form of a model portfolio that is updated periodically or contacting Clients to obtain approval prior to placing trades).

## **Item 17. Voting Client Securities**

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Cushing typically accepts authority to vote proxies on behalf of its Client Accounts. The major proxy-related issues generally fall within six categories:

- corporate governance,
- takeover defenses,
- compensation plans,
- capital structure,



- social responsibility, and
- environmental protection

Cushing will cast votes for proxies related to these matters on a case-by-case basis. Cushing will generally vote in favor of matters which follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management's accountability to shareholders and/or present compensation plans that are commensurate with enhanced manager performance and market practices. In evaluating environmental and social responsibility proxy questions, the Investment Manager will consider current and expected industry practices, with a bias towards enhancing the long-term value of the investment.

If a proxy vote creates a material conflict between the interests of Cushing and a Client, Cushing will resolve the conflict before voting the proxy. Cushing will either disclose the conflict to the Client and obtain the Client's consent or take other steps designed to ensure that a decision to vote the proxy was based on the Investment Manager's determination of the Client's best interest. Cushing does not use third party proxy voting services.

A copy of Cushing's proxy voting policy is available to Clients upon request. Further, Clients may request a record of how proxies have been voted on their behalf.

## **Item 18. Financial Information**

Cushing is not required to provide a balance sheet for its most recent fiscal year, as it does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance. Cushing has pledged its ownership interest in certain Private Funds to a financial institutional as collateral for a line of credit for working capital purposes. Cushing believes that neither this commitment nor any other financial commitment impairs its ability to meet contractual and fiduciary commitments to clients. Cushing has never been the subject of a bankruptcy proceeding.



**Cushing® Asset Management, LP**

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214-692-6334

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**Form ADV, Part 2B –Brochure Supplements**

**for**

**Jerry V. Swank**

**Nicholas C. English**

**Saket Kumar**

**Hari Kusumakar**

**John M. Musgrave**

**Alan E. Norton**

**Thomas P. Norton**

**Alex Palma**

**March 31, 2021**

These brochures provide information that supplements the Cushing® Asset Management, LP (“Cushing”) brochure (attached). You should have received a copy of that brochure with this supplement. Please contact us at 214-692-6334 or [info@cushingasset.com](mailto:info@cushingasset.com) if you did not receive the Cushing brochure or if you have questions about the contents of this supplement.

Additional information about is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Jerry V. Swank

### **Educational Background and Business Experience**

*Year of Birth:* 1951

*Education:* BA in Economics – University of Missouri, 1973  
MBA in Finance – University of North Texas, 1979

*Business Background:*

Mr. Swank is the founder, Chairman, Managing Partner and Chief Investment Officer of Swank Capital, LLC, the parent of Cushing, and Cushing (2000 – present). Prior to founding Cushing, Mr. Swank was President and CEO of John S. Herold, Inc., an oil & gas research and consulting company, (now part of IHS Markit) (“IHS”). Prior to joining IHS, Mr. Swank held institutional equity and fixed income-sales roles at Credit Suisse First Boston and served as an analyst and portfolio manager with Mercantile Texas Corp.

Mr. Swank previously served on the Board of Directors of John S. Herold, Inc., Matador Petroleum Corporation and Advantage Acceptance, Inc. and currently serves on the board of directors of The Cushing® MLP & Infrastructure Total Return Fund, The Cushing® NextGen Infrastructure Income Fund and The Cushing® Mutual Funds Trust.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client’s evaluation of Mr. Swank. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. Swank is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

Mr. Swank does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

Mr. Swank is the founder, Chairman, Managing Partner and Chief Investment Officer of Cushing and, as such, is not supervised by any other person at the firm.

## Nicholas C. English

### **Educational Background and Business Experience**

*Year of Birth:* 1983

*Education:* BS, Finance, Cornell University, 2007  
MBA, The Austin McCombs School of Business at The University of Texas, 2014

*Business Background:*

Mr. English is a Portfolio Manager (2017 – Present) and Research Analyst of Cushing. Mr. English's responsibilities include providing portfolio management and research of upstream and midstream energy companies. Prior to joining the firm in 2014, he worked at Portfolio Decisions as a management consultant where he focused on developing strategic plans for some of the largest companies in the oil and gas industry. Prior to that position, he worked for Texas Energy Advisors, a capital advisory firm serving global energy clients. He began his career as a commercial credit analyst for Wells Fargo.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. English. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. English is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

Mr. English does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

Mr. English reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## Saket Kumar

### **Educational Background and Business Experience**

*Year of Birth:* 1978

*Education:* BS, Marine Engineering and Research Institute (India), 2002  
MBA, Finance and Accounting, Southern Methodist University, 2007

#### *Business Background:*

Mr. Kumar is a Partner, Portfolio Manager and Co-Chief Investment Officer, Global Equities, of Cushing (November 2012-present). He has experience as an engineer, in investment research and investment banking and is a specialist in the materials, energy and basic industrials sectors. Mr. Kumar worked at Citadel Investment Group from October 2011 through October 2012 as a research analyst. He originally joined Cushing in 2008 as a Senior Research Analyst for the Investment Adviser. Prior to Cushing, he was an investment banker at Bear Stearns where he focused on corporate finance and mergers and acquisitions in the global industrial group. Prior to that, he spent three years in the marine transportation industry as an engineer on board cargo vessels specializing in dry bulk and crude oil shipping.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Kumar. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. Kumar is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

Mr. Kumar does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

Mr. Kumar reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## Hari Kusumakar

### **Educational Background and Business Experience**

*Year of Birth:* 1977

*Education:* B. Tech, Chemical Engineering, Indian Institute of Technology (Mumbai, India), 2000  
MS, Industrial Engineering, Ohio State University, 2002  
MBA, Investment Management, MIT Sloan School of Management, 2010

*Business Background:*

Mr. Kusumakar is a Portfolio Manager and Senior Research Analyst of Cushing (May 2018-present). Prior to joining Cushing, he worked as an equity research analyst for Tiger Legatus Capital Management, a Tiger-seeded long/short equity hedge fund in New York City. Previously, Mr. Kusumakar worked at Moody's Investor Service as a credit research analyst.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Kumar. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. Kusumakar is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

Mr. Kusumakar does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

Mr. Kusumakar reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## John M. Musgrave

### **Educational Background and Business Experience**

*Year of Birth:* 1982

*Education:* BBA, Finance, Texas A&M University, 2004

#### *Business Background:*

Mr. Musgrave is a Partner and Portfolio Manager and the Co-Chief Investment Officer, Midstream, of Cushing (2007-present). Mr. Musgrave's responsibilities include portfolio management and research coverage of midstream companies. Prior to joining Cushing, Mr. Musgrave worked in the investment banking division of Citigroup Global Markets Inc., where he focused on corporate finance and mergers and acquisitions in a wide range of industries, including midstream energy companies. He also worked previously as an analyst for the Global Energy Group of UBS Investment Bank.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Musgrave. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. Musgrave is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

Mr. Musgrave does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

Mr. Musgrave reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## Alan E. Norton

### **Educational Background and Business Experience**

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*Year of Birth:* 1962

*Education:* BA, Trinity College, 1985  
MBA, Babson Graduate School of Management, 1994  
Chartered Financial Analyst<sup>1</sup>, 1997

*Business Background:*

Mr. Norton is a Portfolio Manager of Cushing (July 2019-present). Mr. Norton's responsibilities include portfolio management and research coverage of micro-, small- and mid-cap companies. Prior to joining Cushing, Mr. Norton served as a Managing Director and Portfolio Manager at Cold Creek Capital, Inc. Previously, Mr. Norton served as Vice President and Portfolio Manager at Bright Rock Capital, where he was responsible for their small and mid-cap growth strategies. Prior to Bright Rock Capital, Mr. Norton spent over 6 years as Senior Vice President and Portfolio Manager of the Small and Mid-Cap Growth strategies at John Hancock Advisers/ MFC Global US, LLC. Prior to John Hancock Advisers, Mr. Norton was Senior Portfolio Manager and a member of the management committee at The Colony Group. Prior to the Colony Group, Mr. Norton served as Portfolio Manager and Director of Research at Congress Asset Management where he created their Mid-Cap growth strategy in 1999. Mr. Norton began his investment career with Fidelity Investments in 1987. Mr. Norton is a member of the CFA Institute and is a member of the CFA Society Boston.

### **Disciplinary Information**

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Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Norton. No material events have occurred that are applicable to this item.

### **Other Business Activities**

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Mr. Norton is not actively engaged in any other investment-related business or occupation.

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<sup>1</sup> To earn the Chartered Financial Analyst (CFA) charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For more information about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).



## **Additional Compensation**

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Mr. Norton does not receive any economic benefit from any non-client for providing advisory services.

## **Supervision**

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Mr. Norton reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## Thomas P. Norton

### **Educational Background and Business Experience**

*Year of Birth:* 1963

*Education:* BA, Dartmouth College, 1985  
MBA, University of Massachusetts, 1995  
Chartered Financial Analyst<sup>1</sup>, 1998

*Business Background:*

Mr. Norton is a Portfolio Manager of Cushing (July 2019-present). Mr. Norton's responsibilities include portfolio management and research coverage of micro-, small- and mid-cap companies. Prior to joining Cushing, Mr. Norton served as a Managing Director and Portfolio Manager at Cold Creek Capital, Inc. Previously, Mr. Norton served as an Investment Consultant with 1640 Investment Advisors. Prior to that, Mr. Norton served as a Vice President and Portfolio Manager for John Hancock Advisors/ MFC Global US, LLC, where he managed small and mid cap portfolios. Prior to John Hancock Advisors, Mr. Norton was Portfolio Manager and Head of the Global Technology Sector Team for Baring Asset Management, with responsibilities of portfolio management, equity research, portfolio risk analysis, and led an international team of analysts responsible for the firm's global technology investment strategy. Mr. Norton began his career at State Street Bank, where he served as an assistant treasurer and managed a staff of portfolio analysts responsible for investment analytics on institutional investment plans. Mr. Norton is a member of the CFA Institute and CFA Society Boston and has served as a member on the CFA Society Boston Communication Committee.

### **Disciplinary Information**

Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Norton. No material events have occurred that are applicable to this item.

### **Other Business Activities**

Mr. Norton is not actively engaged in any other investment-related business or occupation.

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<sup>1</sup> To earn the Chartered Financial Analyst (CFA) charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For more information about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

## **Additional Compensation**

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Mr. Norton does not receive any economic benefit from any non-client for providing advisory services.

## **Supervision**

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Mr. Norton reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

## Alex Palma

### **Educational Background and Business Experience**

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*Year of Birth:* 1985

*Education:* BA, Accounting, Furman University, 2008  
Chartered Financial Analyst<sup>1</sup>, 2013

*Business Background:*

Mr. Palma is a Portfolio Manager of Cushing (2019 – present). He joined Cushing in 2013 to cover the industrials and oil field services sectors. Previously, he worked as a research analyst and trader for Capital Tactics Advisors, an event driven hedge fund in Dallas. Prior to that, he worked in institutional equity sales for Merrill Lynch.

### **Disciplinary Information**

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Cushing is required to disclose all material facts regarding certain legal or disciplinary events that would materially impact a client's evaluation of Mr. Palma. No material events have occurred that are applicable to this item.

### **Other Business Activities**

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Mr. Palma is not actively engaged in any other investment-related business or occupation.

### **Additional Compensation**

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Mr. Palma does not receive any economic benefit from any non-client for providing advisory services.

### **Supervision**

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Mr. Palma reports directly to Jerry V. Swank, the Chairman, Managing Partner and Chief Investment Officer of Cushing. Mr. Swank can be reached at (214) 692-6334.

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<sup>1</sup> To earn the Chartered Financial Analyst (CFA) charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. For more information about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

**CUSHING ASSET MANAGEMENT, L.P.**  
**PRIVACY POLICY AND PROCEDURES**

*Statement of Policy*

Cushing Asset Management, L.P. (the “**Firm**”) recognizes its fiduciary responsibility to the individuals, institutions and pooled investment vehicles for which it has entered into an advisory relationship (each, a “**Client**” and collectively, “**Clients**”) to maintain books and records securely and protect such assets and information (collectively, “**Firm Information**”) from disruption or misuse. The Firm has additional responsibilities regarding the collection and use of Non-public Personal Information collected from “customers” (as defined under “**Regulatory Requirements**” below). This Privacy Policy (the “**Policy**”) sets forth the Firm’s privacy policies and procedures for the collection and use of Non-public Personal Information.

All personnel must maintain and preserve the confidentiality of Firm Information. All Non-public Personal Information, whether relating to current or former Clients, is subject to this Policy. Any doubts about the confidentiality of Client information must be resolved in favor of confidentiality. It is the responsibility of each person covered by this Policy to ensure that he or she is aware of and complies with the policies and procedures set forth herein at all times. Failure to comply with this Policy may lead to disciplinary action (up to and including dismissal).

The Policy applies to all Firm officers, employees (full or part time), consultants and independent contractors, including, where appropriate, the Firm’s outsourced technology provider, Intelligent Technology Solutions (“**ITS**”), who are provided access to the Firm’s network and systems (collectively, “**Covered Persons**”). The Policy is confidential information of the Firm and should not be shared without prior authorization of the Firm’s Chief Executive Officer.

*Regulatory Requirements*

Under Regulation S-P, adopted by the Securities and Exchange Commission (“**SEC**”) pursuant to the Gramm-Leach-Bliley Act of 1999,<sup>1</sup> all registered investment advisers are required to, among other things, (1) make certain disclosures to “customers”<sup>2</sup> regarding practices for protecting nonpublic personal information, and (2) have in place policies and procedures that address administrative, technical and physical safeguards for the protection of non-public personal information.

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<sup>1</sup> Privacy of Consumer Financial Information (Regulation S-P), Release Nos. 34-42974, IA-1883, IC-24543, 65 Fed. Reg.40334 (June 22, 2000).

<sup>2</sup> Regulation S-P defines “customer” to mean a consumer that has a customer relationship with a financial institution and a “customer relationship” as a continuing relationship between a consumer and a financial institution and includes an individual who has an advisory contract with an investment adviser. As used in this Policy, “customer” refers to those Clients who are natural persons, including natural persons (as opposed to trusts, corporations, etc.) who invest in affiliated pooled investment vehicles as well as those with whom the Firm has a direct client relationship (e.g. such as a managed account).

“Non-public Personal Information” is defined as any personally identifiable financial information, including, but not be limited to:

- name, address, contact details, or information that identifies a person as a “customer;”
- social security number or tax identification number;
- assets, net worth, income, or other information provided on a financial product application;
- bank account information;
- consumer report information;
- occupation;
- information acquired through an Internet “cookie”; and/or
- other information regarding a customer that is not available to the public.

Rule 10 of Regulation S-P (the “**Disclosure Rule**”) requires the delivery of a privacy notice to clients who are natural persons at the beginning of each respective relationship (“**Initial Privacy Notice**”) and annually thereafter (“**Annual Privacy Notice**”) as well as a clear and conspicuous notice to clients that accurately explains the right to opt out of some disclosures of Non-public Personal Information about the client to nonaffiliated third parties (“**Opt-Out Notice**”).<sup>3</sup> Regulation S-P describes the information that must be included in the Privacy Notices, including the categories of Non-public Personal Information that the investment adviser collects and discloses, and in Opt-Out Notices.<sup>4</sup>

Rule 30 of Regulation S-P (the “**Safeguard Rule**”) requires that an adviser’s policies and procedures be reasonably designed to: (1) insure the security and confidentiality of client records and information; (2) protect against any anticipated threats or hazards to the security or integrity of client records or information; and (3) protect against unauthorized access to or use of client records or information that could result in substantial harm or inconvenience to any client.

In addition to the SEC, various states have adopted laws and regulations which require some or all of the following: (1) the development of privacy & information security programs, (2) minimum standards to be met in connection with the safeguarding of personal information contained in both paper and electronic records, and (3) prohibitions against sending Non-public Personal Information by email unless it is encrypted. Most states have also enacted laws requiring notification to affected consumers and/or state agencies in the case of information security breaches. The states that have enacted breach notification laws have varying definitions of what constitutes “personal information,” what triggers breach notification and notification requirements.

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<sup>3</sup> Regulation S-P permits financial institutions in certain circumstances to share nonpublic personal information about consumers (and customers) with nonaffiliated third parties without providing them with notice of and opportunity to opt out. These circumstances include sharing information with a nonaffiliate administrators and custodians. The Firm does not otherwise disclose nonpublic personal information to nonaffiliated third parties. Thus, the Firm does not have an obligation to provide an opt-out notice to Clients.

<sup>4</sup> Regulation S-AM governs the sharing of nonpublic personal Client information between a financial services firm and its affiliates. The Firm does not have any affiliates, and thus is not required to comply with Regulation S-AM.

## *Policies and Procedures*

### I. Designation of Privacy Officer

The Firm's Chief Compliance Officer is designated as the Firm's Privacy Officer and is responsible for reviewing, maintaining and enforcing these policies and procedures (administration of the Policy) to ensure meeting the Firm's privacy goals and objectives while, at a minimum, ensuring compliance with applicable federal and state laws and regulations. The Privacy Officer shall also be responsible for documenting any actions taken in connection with a breach of security and performing a post-incident review of events and actions taken, if any, to prevent future breaches.

### II. Information We Collect

The Firm collects and keeps only Non-public Personal Information that is necessary to provide the services requested by our Clients and to administer Clients' business with the Firm.

The Firm collects Non-public Personal Information:

- From Clients or potential Clients when they complete a subscription, investment management agreement or other related form. This includes Non-public Personal Information, such as name, address, social security number, assets, income, net worth, copies of financial documents and other information deemed necessary to evaluate the potential Client's financial needs.
- From Clients in connection with transactions involving financial products or services sponsored or advised by the Firm. This could include transactions completed with the Firm or information received from outside vendors to complete transactions.

### III. Information We Share

The Firm shares the personal information of Clients with non-affiliated companies or individuals in order to conduct business and provide services to Clients, to which Clients have requested, authorized, or provided consent, or as otherwise specifically approved by the Privacy Officer. Non-public Personal Information also may be shared with regulators and/or when required by law, rule, regulation, or a subpoena or order issued by a court of competent jurisdiction, or by a judicial, administrative, or legislative body. However, the Privacy Officer must be consulted before responding to subpoenas, orders, regulatory inquiries, or other similar requests for information.

The Firm may also provide Non-public Personal Information to a buyer or other successor in the event of a merger, divestiture, restructuring, reorganization, dissolution, or other sale or transfer of some or all of the Firm's assets.

The Firm does not sell or transfer Non-public Personal Information to mailing list vendors or solicitors for any purpose. The Firm does not otherwise provide information about current, former, and prospective Clients to outside firms, organizations, or individuals except at the Client's request or to attorneys, accountants, auditors and consultants of the Firm.

#### IV. Procedures to Protect Confidentiality and Security of Client Non-Public Personal Information

The Firm has procedures in place that limit access to Non-public Personal Information to those Covered Persons who need to know such information in order to perform business services. In addition, the Firm maintains physical, technical and procedural safeguards to guard Client Non-public Personal information, as set forth in the Firm's Information Security Program.

Companies hired to provide such support services are not allowed to use personal information for their own purposes and are contractually obligated to maintain appropriate security measures to comply with the provisions of this Privacy Policy. When the Firm provides personal information to service providers, it requires these providers to agree to safeguard such information, to use the information only for the intended purpose and to abide by applicable law.

#### V. Privacy Notices

- A. *Initial Privacy Notice*: The Firm will provide, or arrange to be provided, to each Client, including investors in affiliated private funds, an Initial Privacy Notice when the relationship is established.
- B. *Annual Privacy Notice*: Annual Privacy Notices must be sent to all Clients on a yearly basis. The Privacy Officer is responsible for ensuring that required notices are distributed.
- C. *Revised Privacy Notice*: The Firm shall promptly deliver an amended Privacy Notice to Clients if material changes are made to the Program.
- D. *Recordkeeping*: The Privacy Officer must preserve at least one sample copy of each Privacy Notice, including any amendments, as well as evidence of delivery of each Privacy Notice,<sup>5</sup> for a period of at least five years from the end of the fiscal year in which created, in an easily accessible place and at the Firm's principal office for at least the first two years.

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<sup>5</sup> Acceptable evidence of delivery could include screen print of electronic delivery, sample mailed document to self, etc.



**Violations of the Policy may lead to serious civil and/or criminal consequences for both the Firm and the Covered Person(s) involved.** If you have any questions regarding the Program, please contact a Compliance Officer.

Last updated: as of January 2, 2020



## **Proxy Voting Policy**

Cushing<sup>®</sup> Asset Management, L.P. (the “*Investment Manager*”) serves as the investment adviser and general partner, respectively, of certain investment accounts and pooled investment vehicles (each a “*Client*” and collectively, the “*Clients*”). Through these relationships the Investment Manager is sometimes delegated the right to vote, on behalf of the Clients, proxies received from companies, the securities of which are owned by the Clients.

### **Purpose**

The Investment Manager follows this proxy voting policy (the “*Policy*”) to ensure that proxies the Investment Manager votes, on behalf of each Client, are voted in accordance with the best interest of that Client. The Policy establishes a mechanism to (i) ensure the voting determination is based upon accurate and complete information, and (ii) address any conflicts of interests between the Investment Manager and the Client. Further, the Policy establishes how records of proxy votes are maintained and verified and how Clients may obtain information on proxies voted in relation to the securities held in their account.

### **Determination of Vote**

The Investment Manager determines how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. The Investment Manager votes in a manner that the Investment Manager believes reasonably furthers the best interests of the Client and is consistent with each Client’s applicable investment objective and strategies as set forth in the relevant investment management documents. Where multiple Clients are involved in a proxy voting decision, the Investment Manager shall consider whether it should have different voting recommendations for certain Clients, depending upon their unique investment objective and strategies.

The major proxy-related issues generally fall within six categories: corporate governance, takeover defenses, compensation plans, capital structure, social responsibility and environmental protection. The Investment Manager will cast votes for these matters on a case-by-case basis. The Investment Manager will generally vote in favor of matters which follow an agreeable corporate strategic direction, support an ownership structure that enhances shareholder value without diluting management’s accountability to shareholders and/or present compensation plans that are commensurate with enhanced management performance and market practices. In evaluating environmental and social responsibility proxy questions, the Investment Manager will consider current and expected industry practices, with a bias towards enhancing the long-term value of the investment.

There may be occasions where the Investment Manager determines that it is in the best interest of its Clients to refrain from voting a proxy including, for example, (i) the case where the Investment Manager determines that the cost to the Client of voting the proxy exceeds the expected benefit to the Client or (ii) the case where the Investment Manager has a short planned time period for holding the security and does not anticipate holding the security on the date of the relevant vote. Under such circumstances, the Investment Manager shall document its decision not to vote the proxy, including a description of why such determination is in the best interest of each affected Client.

### **Resolution of any Conflicts of Interest**

If a proxy vote creates a material conflict between the interests of the Investment Manager and a Client, the Investment Manager will resolve the conflict before voting the proxies. The Investment Manager will either disclose the conflict to the Client and obtain the Client's consent or take other steps designed to ensure that a decision to vote the proxy was based on the Investment Manager's determination of the Client's best interest.

### **Records**

The Investment Manager maintains records of (i) all proxy statements and materials the Investment Manager receives on behalf of Clients; (ii) all proxy votes that are made on behalf of the Clients; (iii) all documents that were material to a proxy vote; (iv) all written requests from Clients regarding voting history; and (v) all responses (written and oral) to Clients' requests. Such records are available to the Clients (and beneficial owners of a Client that is an investment vehicle) upon request.

On at least an annual basis, the Investment Manager shall conduct a review of its proxy votes on behalf of Clients to determine whether the Investment Manager's voting determinations were consistent with the Policy.

### **Questions and Requests**

This document is a summary of the Investment Manager's proxy voting process. Clients may obtain, free of charge, a full copy of the policies and procedures and/or a record of proxy votes. Any questions or requests should be directed to Barry Greenberg at:

300 Crescent Court  
Suite 1700  
Dallas, Texas 75201  
Telephone: (214) 692-6334  
Facsimile: (214) 219-2353

Amended as of: December 17, 2019