

FORM N-CEN
ANNUAL REPORT FOR REGISTERED INVESTMENT COMPANIES

Part A: General Information

Item 1. Reporting period covered.

- a. Report for period ending: [month/day/year]
- b. Does this report cover a period of less than 12 months? [Y/N]

Part B: Information About the Registrant

Instruction. If the response to an item in Part B differs between Series of the Registrant, provide a response for each Series, as applicable, and label the response with the name and Series identification number of the Series to which a response relates.

Item 2. Background information.

- a. Full name of Registrant: _____
- b. Investment Company Act file number (e.g., 811-): _____
- c. CIK: _____
- d. LEI: _____

Item 3. Address and telephone number of Registrant.

- a. Street: _____
- b. City: _____
- c. State, if applicable: _____
- d. Foreign country, if applicable: _____
- e. Zip code and zip code extension, or foreign postal code: _____
- f. Telephone number (including country code if foreign): _____
- g. Public website, if any: _____

Item 4. Location of books and records.

- a. Name of person (e.g., a custodian of records): _____
- b. Street: _____
- c. City: _____
- d. State, if applicable
- e. Foreign country, if applicable: _____

- f. Zip code and zip code extension, or foreign postal code: ____
- g. Telephone number (including country code if foreign): ____
- h. Briefly describe the books and records kept at this location: ____

Instruction. Provide the requested information for each person maintaining physical possession of each account, book, or other document required to be maintained by section 31(a) of the Act (15 U.S.C. 80a-30(a)) and the rules under that section.

Item 5. Initial or final filings.

- a. Is this the first filing on this form by the Registrant? [Y/N]
- b. Is this the last filing on this form by the Registrant? [Y/N]

Instruction. Respond “yes” to Item 5(b) only if the Registrant has filed an application to deregister on Form N-8F or otherwise.

Item 6. Family of investment companies.

- a. Is the Registrant part of a family of investment companies? [Y/N]
 - i. Full name of family of investment companies: ____

Instruction. “Family of investment companies” means, except for insurance company separate accounts, any two or more registered investment companies that (i) share the same investment adviser or principal underwriter; and (ii) hold themselves out to investors as related companies for purposes of investment and investor services. In responding to this item, all Registrants in the family of investment companies should report the name of the family of investment companies identically.

Insurance company separate accounts that may not hold themselves out to investors as related companies (products) for purposes of investment and investor services should consider themselves part of the same family if the operational or accounting or control systems under which these entities function are substantially similar.

Item 7. Organization. Indicate the classification of the Registrant by checking the applicable item below.

- a. Open end management investment company registered under the Act on Form N-1A: ____
 - i. Total number of Series of the Registrant: ____
 - ii. If a Series of the Registrant was terminated during the reporting period, provide the following information:
 - 1. Name of the Series: ____
 - 2. Series identification number: ____
 - 3. Date of termination (month/year): ____

- b. Closed-end management investment company registered under the Act on Form N-2: _____
- c. Separate account offering variable annuity contracts which is registered under the Act as a management investment company on Form N-3: _____
 - i. Registrants that indicate they are a management investment company registered under the Act on Form N-3, should respond to Item 74 through Item 77 of this Form in addition to the items discussed in General Instruction A of this Form.
- d. Separate account offering variable annuity contracts which is registered under the Act as a unit investment trust on Form N-4: _____
- e. Small business investment company registered under the Act on Form N-5: _____
- f. Separate account offering variable life insurance contracts which is registered under the Act as a unit investment trust on Form N-6: _____
- g. Unit investment trust registered under the Act on Form N-8B-2: _____

Instruction. For Item 7.a.i, the Registrant should include all Series that have been established by the Registrant and have shares outstanding (other than shares issued in connection with an initial investment to satisfy section 14(a) of the Act).

Item 8. Securities Act registration. Is the Registrant the issuer of a class of securities registered under the Securities Act of 1933 (“Securities Act”)? [Y/N]

Item 9. Directors. Provide for each director the information below (management investment companies only):

- a. Full name: _____
- b. Is the director an “interested person” of the Registrant as that term is defined in section 2(a)(19) of the Act (15 U.S.C. 80a-2(a)(19))? [Y/N]
- c. Investment Company Act file number of any other registered investment company for which the director also serves as a director (e.g., 811-): _____

Item 10. Chief compliance officer. Provide the information requested below about the person serving as chief compliance officer of the Registrant for purposes of rule 38a-1 (17 CFR 270.38a-1):

- a. Full name: _____
- b. CRD number, if any: _____
- c. Street: _____

- d. City: _____
- e. State, if applicable: _____
- f. Foreign country, if applicable: _____
- g. Zip code and zip code extension, or foreign postal code: _____
- h. Telephone number (including country code if foreign): _____
- i. Has the chief compliance officer changed since the last filing? [Y/N]
- j. If the chief compliance officer is compensated or employed by any person other than the Registrant, or an affiliated person of the Registrant, for providing chief compliance officer services, provide:
 - i. Name of the person: _____
 - ii. Person's Employer Identification Number: _____

Item 11. Matters for security holder vote. Were any matters submitted by the Registrant for its security holders' vote during the reporting period? [Y/N]

Item 12. Legal proceedings.

- a. Have there been any material legal proceedings, other than routine litigation incidental to the business, to which the Registrant or any of its subsidiaries was a party or of which any of their property was the subject during the reporting period? [Y/N] If yes, include the attachment required by Item 79.a.i.
- b. Has any proceeding previously reported been terminated? [Y/N] If yes, include the attachment required by Item 79.a.i.

Instruction. For purposes of this Item, the following proceedings should be described: (1) any bankruptcy, receivership or similar proceeding with respect to the Registrant or any of its significant subsidiaries; (2) any proceeding to which any director, officer or other affiliated person of the Registrant is a party adverse to the Registrant or any of its subsidiaries; and (3) any proceeding involving the revocation or suspension of the right of the Registrant to sell securities.

Item 13. Fidelity bond and insurance (management investment companies only).

- a. Were any claims with respect to the Registrant filed under a fidelity bond (including, but not limited to, the fidelity insuring agreement of the bond) during the reporting period? [Y/N]
 - i. If yes, enter the aggregate dollar amount of claims filed: _____

Item 14. Directors and officers/errors and omissions insurance (management investment companies only).

- a. Are the Registrant's officers or directors covered in their capacities as officers or directors under any directors and officers/errors and omissions insurance policy owned by the Registrant or anyone else? [Y/N]
 - i. If yes, were any claims filed under the policy during the reporting period with respect to the Registrant? [Y/N]

Item 15. Provision of financial support. Did an affiliated person, promoter, or principal underwriter of the Registrant, or an affiliated person of such a person, provide any form of financial support to the Registrant during the reporting period? [Y/N] If yes, include the attachment required by Item 79.a.ii, unless the Registrant is a Money Market Fund.

Instruction. For purposes of this Item, a provision of financial support includes any (1) capital contribution, (2) purchase of a security from a Money Market Fund in reliance on rule 17a-9 under the Act (17 CFR 270.17a-9), (3) purchase of any defaulted or devalued security at fair value, (4) execution of letter of credit or letter of indemnity, (5) capital support agreement (whether or not the Registrant ultimately received support), (6) performance guarantee, or (7) other similar action reasonably intended to increase or stabilize the value or liquidity of the Registrant's portfolio. Provision of financial support does not include any (1) routine waiver of fees or reimbursement of Registrant's expenses, (2) routine inter-fund lending, (3) routine inter-fund purchases of Registrant's shares, or (4) action that would qualify as financial support as defined above, that the board of directors has otherwise determined not to be reasonably intended to increase or stabilize the value or liquidity of the Registrant's portfolio.

Item 16. Exemptive orders.

- a. During the reporting period, did the Registrant rely on any orders from the Commission granting an exemption from one or more provisions of the Act, Securities Act or Exchange Act? [Y/N]
 - i. If yes, provide below the release number for each order: _____

Item 17. Principal underwriters.

- a. Provide the information requested below about each principal underwriter:
 - i. Full name: _____
 - ii. SEC file number (e.g., 8-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____

- v. State, if applicable: ____
 - vi. Foreign country, if applicable: ____
 - vii. Is the principal underwriter an affiliated person of the Registrant, or its investment adviser(s) or depositor? [Y/N]
- b. Have any principal underwriters been hired or terminated during the reporting period? [Y/N]

Item 18. Independent public accountant. Provide the following information about the independent public accountant:

- a. Full name: ____
- b. PCAOB number: ____
- c. LEI, if any: ____
- d. State, if applicable: ____
- e. Foreign country, if applicable: ____
- f. Has the independent public accountant changed since the last filing? [Y/N] If yes, include the attachment required by Item 79.a.iii.

Item 19. Report on internal control (management investment companies only). For the reporting period, did an independent public accountant's report on internal control find any material weaknesses? [Y/N]

Instruction. Small business investment companies are not required to respond to this item.

Item 20. Audit opinion. For the reporting period, did an independent public accountant issue an opinion other than an unqualified opinion with respect to its audit of the Registrant's financial statements? [Y/N]

Item 21. Change in valuation methods. Have there been material changes in the method of valuation (e.g., change from use of bid price to mid price for fixed income securities or change in trigger threshold for use of fair value factors on international equity securities) of the Registrant's assets during the reporting period? [Y/N] If yes, provide the following:

- a. Date of change: ____
- b. Explanation of the change: ____
- c. Type of investments involved: ____
- d. Statutory or regulatory basis, if any: ____

- e. Fund(s) involved:
 - i. Fund name: _____
 - ii. Series identification number: _____

Instruction. Responses to this item need not include changes to valuation techniques used for individual securities (e.g., changing from market approach to income approach for a private equity security).

Item 22. Change in accounting principles and practices. Have there been any changes in accounting principles or practices, or any change in the method of applying any such accounting principles or practices, which will materially affect the financial statements filed or to be filed for the current year with the Commission and which has not been previously reported? [Y/N] If yes, include the attachment required by Item 79.a.v.

Item 23. Net asset value error corrections (open-end management investment companies only).

- a. During the reporting period, did the Registrant make any payments to shareholders or reprocess shareholder accounts as a result of an error in calculating the Registrant's net asset value (or net asset value per share)? [Y/N]

Item 24. Rule 19a-1 notice (management investment companies only). During the reporting period, did the Registrant pay any dividend or make any distribution in the nature of a dividend payment, required to be accompanied by a written statement pursuant to section 19(a) of the Act (15 U.S.C. 80a-19(a)) and rule 19a-1 thereunder (17 CFR 270.19a-1)? [Y/N]

Part C: Additional Questions for Management Investment Companies

Item 25. Background information.

- a. Full name of the Fund: _____
- b. Series identification number, if any: _____
- c. LEI: _____
- d. Is this the first filing on this form by the Fund? [Y/N]

Item 26. Classes of open-end management investment companies.

- a. How many Classes of shares of the Fund (if any) are authorized? _____
- b. How many new Classes of shares of the Fund were added during the reporting period? _____

- c. How many Classes of shares of the Fund were terminated during the reporting period? ____
- d. For each Class with shares outstanding, provide the information requested below:
 - i. Full name of Class: ____
 - ii. Class identification number, if any: ____
 - iii. Ticker symbol, if any: ____

Item 27. Type of fund. Indicate if the Fund is any one of the types listed below. Check all that apply.

- a. Exchange-Traded Fund or Exchange-Traded Managed Fund or offers a Class that itself is an Exchange-Traded Fund or Exchange-Traded Managed Fund:
 - i. Exchange-Traded Fund: ____
 - ii. Exchange-Traded Managed Fund: ____
- b. Index Fund: ____
 - i. If the Fund is an index fund, provide the annualized difference between the Fund's total return during the reporting period and the index's return during the reporting period (*i.e.*, the Fund's total return less the index's return):
 - 1. Before Fund fees and expenses: ____
 - 2. After Fund fees and expenses (*i.e.*, net asset value): ____
 - ii. If the Fund is an index fund, provide the annualized standard deviation of the daily difference between the Fund's total return and the index's return during the reporting period:
 - 1. Before Fund fees and expenses: ____
 - 2. After Fund fees and expenses (*i.e.*, net asset value): ____
- c. Seeks to achieve performance results that are a multiple of a benchmark, the inverse of a benchmark, or a multiple of the inverse of a benchmark: ____
- d. Interval Fund: ____
- e. Fund of Funds: ____
- f. Master-Feeder Fund: ____
 - i. If the Registrant is a master fund, then provide the information requested below with respect to each feeder fund:
 - 1. Full name: ____

2. For registered feeder funds:
 - a. Investment Company Act file number (e.g., 811-): _____
 - b. Series identification number, if any: _____
 - c. LEI of feeder fund: _____
3. For unregistered feeder funds:
 - a. SEC file number of the feeder fund's investment adviser (e.g., 801-): _____
 - b. LEI of feeder fund, if any: _____
- ii. If the Registrant is a feeder fund, then provide the information requested below with respect to a master fund registered under the Act:
 1. Full name: _____
 2. Investment Company Act file number (e.g., 811-): _____
 3. SEC file number of the master fund's investment adviser (e.g., 801-): _____
 4. LEI: _____
- g. Money Market Fund: _____
- h. Target Date Fund: _____
- i. Underlying fund to a variable annuity or variable life insurance contract: _____

Instructions.

1. "Fund of Funds" means a fund that acquires securities issued by any other investment company in excess of the amounts permitted under paragraph (A) of section 12(d)(1) of the Act (15 U.S.C. 80a-12(d)(1)(A)).
2. "Index Fund" means an investment company, including an Exchange-Traded Fund, that seeks to track the performance of a specified index.
3. "Interval Fund" means a closed-end management investment company that makes periodic repurchases of its shares pursuant to rule 23c-3 under the Act (17 CFR 270.23c-3).
4. "Master-Feeder Fund" means a two-tiered arrangement in which one or more funds (each a feeder fund) holds shares of a single Fund (the master fund) in accordance with section 12(d)(1)(E) of the Act (15 U.S.C. 80a-12(d)(1)(E)).

5. “Target Date Fund” means an investment company that has an investment objective or strategy of providing varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income exposures that changes over time based on an investor’s age, target retirement date, or life expectancy.

Item 28. Diversification. Does the Fund seek to operate as a “non-diversified company” as such term is defined in section 5(b)(2) of the Act (15 U.S.C. 80a-5(b)(2))? [Y/N]

Item 29. Investments in certain foreign corporations.

- a. Does the fund invest in a controlled foreign corporation for the purpose of investing in certain types of instruments such as, but not limited to, commodities? [Y/N]
- b. If yes, provide the following information:
- i. Full name of subsidiary: ____
- ii. LEI of subsidiary, if any: ____

Instruction. “Controlled foreign corporation” has the meaning provided in section 957 of the Internal Revenue Code [26 U.S.C. 957].

Item 30. Securities lending.

- a. Is the Fund authorized to engage in securities lending transactions? [Y/N]
- b. Did the Fund lend any of its securities during the reporting period? [Y/N]
- i. If yes, has any borrower of fund securities defaulted during the reporting period? [Y/N]
- c. Provide the information requested below about each securities lending agent, if any, retained by the Fund:
- i. Full name of securities lending agent: ____
- ii. LEI, if any: ____
- iii. Is the securities lending agent an affiliated person, or an affiliated person of an affiliated person, of the Fund? [Y/N]
- iv. Does the securities lending agent or any other entity indemnify the fund against borrower default on loans administered by this agent? [Y/N]
- v. If the entity providing the indemnification is not the securities lending agent, provide the following information:
1. Name of person providing indemnification: ____
2. LEI, if any, of person providing indemnification: ____

- d. If a person providing cash collateral management services to the Fund in connection with the Fund's securities lending activities does not also serve as securities lending agent, provide the following information about each cash collateral manager:
 - i. Full name of cash collateral manager: _____
 - ii. LEI, if any: _____
 - iii. Is the cash collateral manager an affiliated person, or an affiliated person of an affiliated person, of a securities lending agent retained by the Fund? [Y/N]
 - iv. Is the cash collateral manager an affiliated person, or an affiliated person of an affiliated person, of the Fund? [Y/N]
- e. Types of payments made to one or more securities lending agents and cash collateral managers (check all that apply):
 - i. revenue sharing split: _____
 - ii. non-revenue sharing split (other than administrative fee): _____
 - iii. administrative fee: _____
 - iv. cash collateral reinvestment fee: _____
 - v. indemnification fee: _____
 - vi. other: _____. If other, describe: _____.

Item 31. Reliance on certain rules. Did the Fund rely on any of the following rules under the Act during the reporting period? (check all that apply)

- a. Rule 10f-3 (17 CFR 270.10f-3): _____
- b. Rule 12d1-1 (17 CFR 270.12d1-1): _____
- c. Rule 15a-4 (17 CFR 270.15a-4): _____
- d. Rule 17a-6 (17 CFR 270.17a-6): _____
- e. Rule 17a-7 (17 CFR 270.17a-7): _____
- f. Rule 17a-8 (17 CFR 270.17a-8): _____
- g. Rule 17e-1 (17 CFR 270.17e-1): _____
- h. Rule 22d-1 (17 CFR 270.22d-1): _____
- i. Rule 23c-1 (17 CFR 270.23c-1): _____
- j. Rule 32a-4 (17 CFR 270.32a-4): _____

Item 32. Expense limitations.

- a. Did the Fund have an expense limitation arrangement in place during the reporting period? [Y/N]
- b. Were any expenses of the Fund reduced or waived pursuant to an expense limitation arrangement during the reporting period? [Y/N]
- c. Are the fees waived subject to recoupment? [Y/N]
- d. Were any expenses previously waived recouped during the period? [Y/N]

Instruction. Provide information concerning any direct or indirect limitations, waivers or reductions, on the level of expenses incurred by the fund during the reporting period. A limitation, for example, may be applied indirectly (such as when an adviser agrees to accept a reduced fee pursuant to a voluntary fee waiver) or it may apply only for a temporary period such as for a new fund in its start-up phase.

Item 33. Investment advisers.

- a. Provide the following information about each investment adviser (other than a sub-adviser) of the Fund:
 - i. Full name: _____
 - ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Was the investment adviser hired during the reporting period? [Y/N]
 - 1. If the investment adviser was hired during the reporting period, indicate the investment adviser's start date: _____
- b. If an investment adviser (other than a sub-adviser) to the Fund was terminated during the reporting period, provide the following with respect to each investment adviser:
 - i. Full name: _____
 - ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____

- vii. Termination date: _____
- c. For each sub-adviser to the Fund, provide the information requested:
 - i. Full name: _____
 - ii. SEC file number (e.g., 801-), if applicable: _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Is the sub-adviser an affiliated person of the Fund's investment adviser(s)? [Y/N]
 - viii. Was the sub-adviser hired during the reporting period? [Y/N]
 - 1. If the sub-adviser was hired during the reporting period, indicate the sub-adviser's start date: _____
- d. If a sub-adviser was terminated during the reporting period, provide the following with respect to such sub-adviser:
 - i. Full name: _____
 - ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Termination date: _____

Item 34. Transfer agents.

- a. Provide the following information about each person providing transfer agency services to the Fund:
 - i. Full name: _____
 - ii. SEC file number (e.g., 84- or 85-): _____
 - iii. LEI, if any: _____
 - iv. State, if applicable: _____
 - v. Foreign country, if applicable: _____

- vi. Is the transfer agent an affiliated person of the Fund or its investment adviser(s)? [Y/N]
- b. Has a transfer agent been hired or terminated during the reporting period? [Y/N]

Item 35. Pricing services. Provide the following information about each person that provided pricing services to the Fund during the reporting period:

- a. Full name: _____
- b. LEI, if any, or provide and describe other identifying number: _____
- c. State, if applicable: _____
- d. Foreign country, if applicable: _____
- e. Is the pricing service an affiliated person of the Fund or its investment adviser(s)? [Y/N]
- f. Was the pricing service first retained by the Fund to provide pricing services during the current reporting period? [Y/N]

Item 36. Pricing services no longer retained. Provide the following information about each person that formerly provided pricing services to the Fund during the current or immediately prior reporting period that no longer provides such services to the Fund:

- a. Full name: _____
- b. LEI, if any, or provide and describe other identifying number: _____
- c. State, if applicable: _____
- d. Foreign country, if applicable: _____
- e. Termination date: _____

Item 37. Custodians.

- a. Provide the following information about each person that provided custodial services to the Fund during the reporting period:
 - i. Full name: _____
 - ii. LEI, if any: _____
 - iii. State, if applicable: _____
 - iv. Foreign country, if applicable: _____
 - v. Is the custodian an affiliated person of the Fund or its investment adviser(s)? [Y/N]
 - vi. Is the custodian a sub-custodian? [Y/N]

vii. With respect to the custodian, check below to indicate the type of custody:

1. Bank – section 17(f)(1) (15 U.S.C. 80a-17(f)(1)): ____
2. Member national securities exchange – rule 17f-1 (17 CFR 270.17f-1): ____
3. Self – rule 17f-2 (17 CFR 270.17f-2): ____
4. Securities depository – rule 17f-4 (17 CFR 270.17f-4): ____
5. Foreign custodian – rule 17f-5 (17 CFR 270.17f-5): ____
6. Futures commission merchants and commodity clearing organizations – rule 17f-6 (17 CFR 270.17f-6): ____
7. Foreign securities depository – rule 17f-7 (17 CFR 270.17f-7): ____
8. Insurance company sponsor – rule 26a-2 (17 CFR 270.26a-2): ____
9. Other: _____. If other, describe: _____.

b. Has a custodian been hired or terminated during the reporting period? [Y/N]

Item 38. Shareholder servicing agents.

a. Provide the following information about each shareholder servicing agent of the Fund:

- i. Full name: ____
- ii. LEI, if any, or provide and describe other identifying number: ____
- iii. State, if applicable: _____
- iv. Foreign country, if applicable: ____
- v. Is the shareholder servicing agent an affiliated person of the Fund or its investment adviser(s)? [Y/N]

b. Has a shareholder servicing agent been hired or terminated during the reporting period? [Y/N]

Item 39. Third-party administrators.

a. Provide the following information about each third-party administrator of the Fund:

- i. Full name: ____
- ii. LEI, if any, or provide and describe other identifying number: ____
- iii. State, if applicable: _____
- iv. Foreign country, if applicable: ____

- v. Is the third-party administrator an affiliated person of the Fund or its investment adviser(s)? [Y/N]
- b. Has a third-party administrator been hired or terminated during the reporting period? [Y/N]

Item 40. Affiliated broker-dealers. Provide the following information about each affiliated broker-dealer:

- a. Full name: _____
- b. SEC file number: _____
- c. CRD number: _____
- d. LEI, if any: _____
- e. State, if applicable: _____
- f. Foreign country, if applicable: _____
- g. Total commissions paid to the affiliated broker-dealer for the reporting period: _____

Item 41. Brokers.

- a. For each of the ten brokers that received the largest dollar amount of brokerage commissions (excluding dealer concessions in underwritings) by virtue of direct or indirect participation in the Fund's portfolio transactions, provide the information below:
 - i. Full name of broker: _____
 - ii. SEC file number: _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Gross commissions paid by the Fund for the reporting period: _____
- b. Aggregate brokerage commissions paid by Fund during the reporting period: _____

Item 42. Principal transactions.

- a. For each of the ten entities acting as principals with which the Fund did the largest dollar amount of principal transactions (include all short-term obligations, and U.S. government and tax-free securities) in both the secondary market and in underwritten offerings, provide the information below:
 - i. Full name of dealer: _____
 - ii. SEC file number: _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Total value of purchases and sales (excluding maturing securities) with Fund: _____
- b. Aggregate value of principal purchase/sale transactions of Fund during the reporting period: _____

Instructions to Item 41 and Item 42.

To help Registrants distinguish between agency and principal transactions, and to promote consistent reporting of the information required by these items, the following criteria should be used:

1. If a security is purchased or sold in a transaction for which the confirmation specifies the amount of the commission to be paid by the Registrant, the transaction should be considered an agency transaction and included in determining the answers to Item 41.
2. If a security is purchased or sold in a transaction for which the confirmation specifies only the net amount to be paid or received by the Registrant and such net amount is equal to the market value of the security at the time of the transaction, the transaction should be considered a principal transaction and included in determining the amounts in Item 42.
3. If a security is purchased by the Registrant in an underwritten offering, the acquisition should be considered a principal transaction and included in answering Item 42 even though the Registrant has knowledge of the amount the underwriters are receiving from the issuer.

4. If a security is sold by the Registrant in a tender offer, the sale should be considered a principal transaction and included in answering Item 42 even though the Registrant has knowledge of the amount the offeror is paying to soliciting brokers or dealers.
5. If a security is purchased directly from the issuer (such as a bank CD), the purchase should be considered a principal transaction and included in answering Item 42.
6. The value of called or maturing securities should not be counted in either agency or principal transactions and should not be included in determining the amounts shown in Item 41 and Item 42. This means that the acquisition of a security may be included, but it is possible that its disposition may not be included. Disposition of a repurchase agreement at its expiration date should not be included.
7. The purchase or sales of securities in transactions not described in paragraphs (1) through (6) above should be evaluated by the Fund based upon the guidelines established in those paragraphs and classified accordingly. The agents considered in Item 41 may be persons or companies not registered under the Exchange Act as securities brokers. The persons or companies from whom the investment company purchased or to whom it sold portfolio instruments on a principal basis may be persons or entities not registered under the Exchange Act as securities dealers.

Item 43. Payments for brokerage and research. During the reporting period, did the Fund pay commissions to broker-dealers for “brokerage and research services” within the meaning of section 28(e) of the Exchange Act (15 U.S.C. 78bb)? [Y/N]

**Part D: Additional Questions for Closed-End Management Investment Companies
and Small Business Investment Companies**

Item 44. Securities issued by Registrant. Indicate by checking below which of the following securities have been issued by the Registrant. Indicate all that apply.

- a. Common stock: ____
 - i. Title of class: ____
 - ii. Exchange where listed: ____
 - iii. Ticker symbol: ____
- b. Preferred stock: ____
 1. Title of class: ____

- 2. Exchange where listed: ____
- 3. Ticker symbol: ____
- c. Warrants: ____
 - i. Title of class: ____
 - ii. Exchange where listed: ____
 - iii. Ticker symbol: ____
- d. Convertible securities: ____
 - i. Title of class: ____
 - ii. Exchange where listed: ____
 - iii. Ticker symbol: ____
- e. Bonds: ____
 - i. Title of class: ____
 - ii. Exchange where listed: ____
 - iii. Ticker symbol: ____
- f. Other: _____. If other, describe: _____.
 - i. Title of class: ____
 - ii. Exchange where listed: ____
 - iii. Ticker symbol: ____

Instruction. For any security issued by the Fund that is not listed on a securities exchange but that has a ticker symbol, provide that ticker symbol.

Item 45. Rights offerings.

- a. Did the Fund make a rights offering with respect to any type of security during the reporting period? [Y/N] If yes, answer the following as to each rights offering made by the Fund:
- b. Type of security.
 - i. Common stock: ____
 - ii. Preferred stock: ____
 - iii. Warrants: ____
 - iv. Convertible securities: ____
 - v. Bonds: ____
 - vi. Other: _____. If other, describe: _____.

- c. Percentage of participation in primary rights offering: ____

Instruction. For Item 45.c, the “percentage of participation in primary rights offering” is calculated as the percentage of subscriptions exercised during the primary rights offering relative to the amount of securities available for primary subscription.

Item 46. Secondary offerings.

- a. Did the Fund make a secondary offering during the reporting period? [Y/N]
- b. If yes, indicate by checking below the type(s) of security. Indicate all that apply.
- i. Common stock: ____
 - ii. Preferred stock: ____
 - iii. Warrants: ____
 - iv. Convertible security: ____
 - v. Bonds: ____
 - vi. Other: _____. If other, describe: _____.

Item 47. Repurchases.

- a. Did the Fund repurchase any outstanding securities issued by the Fund during the reporting period? [Y/N]
- b. If yes, indicate by checking below the type(s) of security. Indicate all that apply:
- i. Common stock: ____
 - ii. Preferred stock: ____
 - iii. Warrants: ____
 - iv. Convertible securities: ____
 - v. Bonds: ____
 - vi. Other: _____. If other, describe: _____.

Item 48. Default on long-term debt.

- a. Were any issues of the Fund’s long-term debt in default at the close of the reporting period with respect to the payment of principal, interest, or amortization? [Y/N] If yes, provide the following:
- i. Nature of default: ____
 - ii. Date of default: ____
 - iii. Amount of default per \$1,000 face amount: ____

iv. Total amount of default: _____

Instruction. The term “long-term debt” means debt with a period of time from date of initial issuance to maturity of one year or greater.

Item 49. Dividends in arrears.

- a. Were any accumulated dividends in arrears on securities issued by the Fund at the close of the reporting period? [Y/N] If yes, provide the following:
- i. Title of issue: _____
 - ii. Amount per share in arrears: _____

Instruction. The term “dividends in arrears” means dividends that have not been declared by the board of directors or other governing body of the Fund at the end of each relevant dividend period set forth in the constituent instruments establishing the rights of the stockholders.

Item 50. Modification of securities. Have the terms of any constituent instruments defining the rights of the holders of any class of the Registrant’s securities been materially modified? [Y/N] If yes, provide the attachment required by Item 79.b.ii.

Item 51. Management fee (closed-end companies only). Provide the Fund’s advisory fee as of the end of the reporting period as percentage of net assets: _____

Instruction. Base the percentage on amounts incurred during the reporting period.

Item 52. Net annual operating expenses. Provide the Fund’s net annual operating expenses as of the end of the reporting period (net of any waivers or reimbursements) as a percentage of net assets: _____

Item 53. Market price. Market price per share at end of reporting period: _____

Instruction. Respond to this item with respect to common stock issued by the Registrant only.

Item 54. Net asset value. Net asset value per share at end of reporting period: _____

Instruction. Respond to this item with respect to common stock issued by the Registrant only.

Item 55. Investment advisers (small business investment companies only).

- a. Provide the following information about each investment adviser (other than a sub-adviser) of the Fund:
- i. Full name: _____

- ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Was the investment adviser hired during the reporting period? [Y/N]
 - 1. If the investment adviser was hired during the reporting period, indicate the investment adviser's start date: _____
- b. If an investment adviser (other than a sub-adviser) to the Fund was terminated during the reporting period, provide the following with respect to each investment adviser:
- i. Full name: _____
 - ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Termination date: _____
- c. For each sub-adviser to the Fund, provide the information requested:
- i. Full name: _____
 - ii. SEC file number (e.g., 801-), if applicable: _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Is the sub-adviser an affiliated person of the Fund's investment adviser(s)? [Y/N]
 - viii. Was the sub-adviser hired during the reporting period? [Y/N]
 - 1. If the sub-adviser was hired during the reporting period, indicate the sub-adviser's start date: _____

- d. If a sub-adviser was terminated during the reporting period, provide the following with respect to such sub-adviser:
- i. Full name: _____
 - ii. SEC file number (e.g., 801-): _____
 - iii. CRD number: _____
 - iv. LEI, if any: _____
 - v. State, if applicable: _____
 - vi. Foreign country, if applicable: _____
 - vii. Termination date: _____

Item 56. Transfer agents (small business investment companies only).

- a. Provide the following information about each person providing transfer agency services to the Fund:
- i. Full name: _____
 - ii. SEC file number (e.g., 84- or 85-): _____
 - iii. LEI, if any: _____
 - iv. State, if applicable: _____
 - v. Foreign country, if applicable: _____
 - vi. Is the transfer agent an affiliated person of the Fund or its investment adviser(s)? [Y/N]
- b. Has a transfer agent been hired or terminated during the reporting period? [Y/N]

Item 57. Custodians (small business investment companies only).

- a. Provide the following information about each person that provided custodial services to the Fund during the reporting period:
- i. Full name: _____
 - ii. LEI, if any: _____
 - iii. State, if applicable: _____
 - iv. Foreign country, if applicable: _____
 - v. Is the custodian an affiliated person of the Fund or its investment adviser(s)? [Y/N]
 - vi. Is the custodian a sub-custodian? [Y/N]

vii. With respect to the custodian, check below to indicate the type of custody:

1. Bank – section 17(f)(1) (15 U.S.C. 80a-17(f)(1)): ____
2. Member national securities exchange – rule 17f-1 (17 CFR 270.17f-1): ____
3. Self – rule 17f-2 (17 CFR 270.17f-2): ____
4. Securities depository – rule 17f-4 (17 CFR 270.17f-4): ____
5. Foreign custodian – rule 17f-5 (17 CFR 270.17f-5): ____
6. Futures commission merchants and commodity clearing organizations – rule 17f-6 (17 CFR 270.17f-6): ____
7. Foreign securities depository – rule 17f-7 (17 CFR 270.17f-7): ____
8. Insurance company sponsor – rule 26a-2 (17 CFR 270.26a-2): ____
9. Other: _____. If other, describe: _____.

b. Has a custodian been hired or terminated during the reporting period? [Y/N]

**Part E: Additional Questions for Exchange-Traded Funds and
Exchange-Traded Managed Funds**

Item 58. Exchange where listed. Provide the securities exchange on which the Fund is listed: ____

Item 59. Authorized participants. For each authorized participant of the Fund, provide the following information:

- a. Full name: ____
- b. SEC file number: ____
- c. CRD number: ____
- d. LEI, if any: ____
- e. The dollar value of the Fund shares the authorized participant purchased from the Fund during the reporting period: ____
- f. The dollar value of the Fund shares the authorized participant redeemed during the reporting period: ____

Instruction. The term “authorized participant” means a broker-dealer that is also a member of a clearing agency registered with the Commission, and which has a written agreement with the Exchange-Traded Fund or Exchange-Traded Managed Fund or one of its designated service providers that allows it place orders to purchase or redeem creation units of the Exchange-Traded Fund or Exchange-Traded Managed Fund.

- Item 60.** Creation units. Number of Fund shares required to form a creation unit as of the last business day of the reporting period: ____
- a. Total value of creation units that were purchased primarily with in-kind securities during the reporting period: ____
 - b. Total value of creation units that were purchased primarily with cash during the reporting period: ____
 - c. Total value of creation units that were redeemed primarily with in-kind securities during the reporting period: ____
 - d. Total value of creation units that were redeemed primarily with cash during the reporting period: ____
 - e. For the last creation unit purchased during the reporting period of which some or all was purchased on an in-kind basis, provide:
 - i. Any applicable “fixed” transaction fee expressed as dollars per creation unit: \$____
 - ii. Any applicable “fixed” transaction fee expressed as dollars per order of one or more creation units: \$____
 - iii. Any applicable “variable” transaction fee expressed as a percentage of the value of the in-kind portion of the creation unit: ____%
 - iv. Any applicable “variable” transaction fee expressed as dollars per creation unit: \$____
 - f. For the last creation unit purchased during the reporting period of which some or all was purchased on a cash basis, provide:
 - i. Any applicable “fixed” transaction fee expressed as dollars per creation unit: \$____
 - ii. Any applicable “fixed” transaction fee expressed as dollars per order of one or more creation units: \$____
 - iii. Any applicable “variable” transaction fee expressed as a percentage of the cash portion of the creation unit: ____%

- iv. Any applicable “variable” transaction fee expressed as dollars per creation unit: \$___
- g. For the last creation unit redeemed during the reporting period of which some or all was redeemed on an in-kind basis, provide:
 - i. Any applicable “fixed” transaction fee expressed as dollars per creation unit: \$___
 - ii. Any applicable “fixed” transaction fee expressed as dollars per order of one or more creation units: \$___
 - iii. Any applicable “variable” transaction fee expressed as a percentage of the value of the in-kind portion of the creation unit: ___%
 - iv. Any applicable “variable” transaction fee expressed as dollars per creation unit: \$___
- h. For the last creation unit redeemed during the reporting period of which some or all was redeemed on a cash basis, provide:
 - i. Any applicable “fixed” transaction fee expressed as dollars per creation unit: \$___
 - ii. Any applicable “fixed” transaction fee expressed as dollars per order of one or more creation units: \$___
 - iii. Any applicable “variable” transaction fee expressed as a percentage of the value of the cash portion of the creation unit: ___%
 - iv. Any applicable “variable” transaction fee expressed as dollars per creation unit: \$___

Instructions.

- 8. The term “creation unit” means a specified number of Exchange-Traded Fund or Exchange-Traded Managed Fund shares that the fund will issue to (or redeem from) an authorized participant in exchange for the deposit (or delivery) of specified securities, cash, and other assets.
- 9. For this item, the term “primarily” means greater than 50%.

Item 61. Benchmark return difference (unit investment trusts only).

- a. If the Fund is an Index Fund as defined in Item 27 of this Form, provide the following information:
 - i. The annualized difference between the Fund’s total return during the reporting period and the index’s return during the reporting period (i.e., the Fund’s total return less the index’s return):

1. Before Fund fees and expenses: ____
 2. After Fund fees and expenses (*i.e.*, net asset value): ____
- ii. The annualized standard deviation of the daily difference between the Fund's total return and the index's return during the reporting period:
1. Before Fund fees and expenses: ____
 2. After Fund fees and expenses (*i.e.*, net asset value): ____

Part F: Additional Questions for Unit Investment Trusts

Item 62. Depositor. Provide the following information about the depositor:

- a. Full name: ____
- b. CRD number, if any: ____
- c. LEI, if any: ____
- d. State, if applicable: ____
- e. Foreign country, if applicable: ____
- f. Full name of ultimate parent of depositor: ____

Item 63. Third-party administrators.

- a. Provide the following information about each third-party administrator of the Fund:
 - i. Full name: ____
 - ii. LEI, if any, or provide and describe other identifying number: ____
 - iii. State, if applicable: ____
 - iv. Foreign country, if applicable: ____
 - v. Is the third-party administrator an affiliated person of the Fund or depositor? [Y/N]
- b. Has a third-party administrator been hired or terminated during the reporting period? [Y/N]

Item 64. Insurance company separate accounts. Is the Registrant a separate account of an insurance company? [Y/N]

Instruction. If the answer to Item 64 is yes, respond to Item 73 through Item 78. If the answer to Item 64 is no, respond to Item 65 through Item 72, and Item 78.

Item 65. Sponsor. Provide the following information about the sponsor:

- a. Full name: ____

- b. CRD number, if any: _____
- c. LEI, if any: _____
- d. State, if applicable: _____
- e. Foreign country, if applicable: _____

Item 66. Trustees. Provide the following information about each trustee:

- a. Full name: _____
- b. State, if applicable: _____
- c. Foreign country, if applicable: _____

Item 67. Securities Act registration. Provide the number of series existing at the end of the reporting period that had outstanding securities registered under the Securities Act: _____

Item 68. New series.

- a. Number of new series for which registration statements under the Securities Act became effective during the reporting period: _____
- b. Total aggregate value of the portfolio securities on the date of deposit for the new series: _____

Item 69. Series with a current prospectus. Number of series for which a current prospectus was in existence at the end of the reporting period: _____

Item 70. Number of existing series for which additional units were registered under the Securities Act.

- a. Number of existing series for which additional units were registered under the Securities Act during the reporting period: _____
- b. Total value of additional units: _____

Item 71. Value of units placed in portfolios of subsequent series. Total value of units of prior series that were placed in the portfolios of subsequent series during the reporting period (the value of these units is to be measured on the date they were placed in the subsequent series): _____

Item 72. Assets. Provide the total assets of all series of the Registrant combined as of the end of the reporting period: _____

Item 73. Series ID of separate account. Series identification number: _____

Item 74. Number of contracts. For each security that has a contract identification number assigned pursuant to rule 313 of Regulation S-T (17 CFR 232.313), provide the number of individual contracts that are in force at the end of the reporting period: ____

Instruction. In the case of group contracts, each participant certificate should be counted as an individual contract.

Item 75. Information on the security issued through the separate account. For each security that has a contract identification number assigned pursuant to rule 313 of Regulation S-T (17 CFR 232.313), provide the following information as of the end of the reporting period:

- a. Full name of the security: ____
- b. Contract identification number: ____
- c. Total assets attributable to the security: ____
- d. Number of contracts sold during the reporting period: ____
- e. Gross premiums received during the reporting period: ____
- f. Gross premiums received pursuant to section 1035 exchanges: ____
- g. Number of contracts affected in connection with premiums paid in pursuant to section 1035 exchanges: ____
- h. Amount of contract value redeemed during the reporting period: ____
- i. Amount of contract value redeemed pursuant to section 1035 exchanges: ____
- j. Number of contracts affected in connection with contract value redeemed pursuant to section 1035 exchanges: ____

Instruction. In the case of group contracts, each participant certificate should be counted as an individual contract.

Item 76. Reliance on rule 6c-7. Did the Registrant rely on rule 6c-7 under the Act (17 CFR 270.6c-7) during the reporting period? [Y/N]

Item 77. Reliance on rule 11a-2. Did the Registrant rely on rule 11a-2 under the Act (17 CFR 270.11a-2) during the reporting period? [Y/N]

Item 78. Divestments under section 13(c) of the Act.

- a. If the Registrant has divested itself of securities in accordance with section 13(c) of the Act (15 U.S.C. 80a-13(c)) since the end of the reporting period immediately prior to the current reporting period and before filing of the

current report, disclose the information requested below for each such divested security:

- i. Full name of the issuer: _____
 - ii. Ticker symbol: _____
 - iii. CUSIP number: _____
 - iv. Total number of shares or, for debt securities, principal amount divested: _____
 - v. Date that the securities were divested: _____
 - vi. Name of the statute that added the provision of section 13(c) in accordance with which the securities were divested: _____
- b. If the Registrant holds any securities of the issuer on the date of the filing, provide the information requested below:
- i. Ticker symbol: _____
 - ii. CUSIP number: _____
 - iii. Total number of shares or, for debt securities, principal amount held on the date of the filing: _____

Instructions.

This item may be used by a unit investment trust that divested itself of securities in accordance with section 13(c). A unit investment trust is not required to include disclosure under this item; however, the limitation on civil, criminal, and administrative actions under section 13(c) does not apply with respect to a divestment that is not disclosed under this item.

If a unit investment trust divests itself of securities in accordance with section 13(c) during the period that begins on the fifth business day before the date of filing a report on Form N-CEN and ends on the date of filing, the unit investment trust may disclose the divestment in either the report or an amendment thereto that is filed not later than five business days after the date of filing the report.

For purposes of determining when a divestment should be reported under this item, if a unit investment trust divests its holdings in a particular security in a related series of transactions, the unit investment trust may deem the divestment to occur at the time of the final transaction in the series. In that case, the unit investment trust should report each transaction in the series on a single report on Form N-CEN, but should separately state each date on which securities were divested and the total number of shares or, for debt securities, principal amount divested, on each such date.

Item 78 shall terminate one year after the first date on which all statutory provisions that underlie section 13(c) have terminated.

Part G: Attachments

Item 79. Attachments

- a. Attachments applicable to all Registrants. All Registrants shall file the following attachments, as applicable, with the current report. Indicate the attachments filed with the current report by checking the applicable items below:
 - i. Legal proceedings: _____
 - ii. Provision of financial support: _____
 - iii. Change in the Registrant's independent public accountant: _____
 - iv. Independent public accountant's report on internal control (management investment companies only): _____
 - v. Change in accounting principles and practices: _____
 - vi. Information required to be filed pursuant to exemptive orders: _____
 - vii. Other information required to be included as an attachment pursuant to Commission rules and regulations: _____

Instructions.

10. Item 79.a.i. Legal proceedings.
 - (a) If the Registrant responded "YES" to Item 12.a., provide a brief description of the proceedings. As part of the description, provide the case or docket number (if any), and the full names of the principal parties to the proceeding.
 - (b) If the Registrant responded "YES" to Item 12.b., identify the proceeding and give its date of termination.
11. Item 79.a.ii. Provision of financial support. If the Registrant responded "YES" to Item 15, provide the following information (unless the Registrant is a Money Market Fund):
 - (a) Description of nature of support.
 - (b) Person providing support.
 - (c) Brief description of relationship between the person providing support and the Registrant.
 - (d) Date support provided.

- (e) Amount of support.
 - (f) Security supported (if applicable). Disclose the full name of the issuer, the title of the issue (including coupon or yield, if applicable) and at least two identifiers, if available (*e.g.*, CIK, CUSIP, ISIN, LEI).
 - (g) Value of security supported on date support was initiated (if applicable).
 - (h) Brief description of reason for support.
 - (i) Term of support.
 - (j) Brief description of any contractual restrictions relating to support.
12. Item 79.a.iii. Change in the Registrant’s independent public accountant. If the Registrant responded “YES” to Item 18.f., provide the information called for by Item 4 of Form 8-K under the Exchange Act (17 CFR 249.308). Unless otherwise specified by Item 4, or related to and necessary for a complete understanding of information not previously disclosed, the information should relate to events occurring during the reporting period. Notwithstanding requirements in Item 4 of Form 8-K to file more frequently, Registrants need only file reports on Form N-CEN annually in accordance with the requirements of this form.

13. Item 79.a.iv. Independent public accountant's report on internal control (management investment companies only). Small business investment companies are not required to respond to this item. Each management investment company shall furnish a report of its independent public accountant on the company's system of internal accounting controls. The accountant's report shall be based on the review, study and evaluation of the accounting system, internal accounting controls, and procedures for safeguarding securities made during the audit of the financial statements for the reporting period. The report should disclose any material weaknesses in: (a) the accounting system; (b) system of internal accounting control; or (c) procedures for safeguarding securities which exist as of the end of the Registrant's fiscal year.
The accountant's report shall be furnished as an exhibit to the form and shall: (1) be addressed to the Registrant's shareholders and board of directors; (2) be dated; (3) be signed manually; and (4) indicate the city and state where issued.

Attachments that include a report that discloses a material weakness should include an indication by the Registrant of any corrective action taken or proposed.

The fact that an accountant's report is attached to this form shall not be regarded as acknowledging any review of this form by the independent public accountant.

14. Item 79.a.v. Change in accounting principles and practices. If the Registrant responded "YES" to Item 22, provide an attachment that describes the change in accounting principles or practices, or the change in the method of applying any such accounting principles or practices. State the date of the change and the reasons therefor. A letter from the Registrant's independent accountants, approving or otherwise commenting on the change, shall accompany the description.
15. Item 79.a.vi. Information required to be filed pursuant to exemptive orders. File as an attachment any information required to be reported on Form N-CEN or any predecessor form to Form N-CEN (e.g., Form N-SAR) pursuant to exemptive orders issued by the Commission and relied on by the Registrant.
16. Item 79.a.vii. Other information required to be included as an attachment pursuant to Commission rules and regulations. File as an attachment any other information required to be included as an attachment pursuant to Commission rules and regulations.

- b. Attachments to be filed by closed-end management investment companies and small business investment companies. Registrants shall file the following attachments, as applicable, with the current report. Indicate the attachments filed with the current report by checking the applicable items below.
 - i. Material amendments to organizational documents: _____
 - ii. Instruments defining the rights of the holders of any new or amended class of securities: _____
 - iii. New or amended investment advisory contracts: _____
 - iv. Information called for by Item 405 of Regulation S-K: _____
 - v. Code of ethics (small business investment companies only): _____

Instructions.

- 17. Item 79.b.i. Material amendments to organizational documents. Provide copies of all material amendments to the Registrant's charters, by-laws, or other similar organizational documents that occurred during the reporting period.
- 18. Item 79.b.ii. Instruments defining the rights of the holders of any new or amended class of securities. Provide copies of all constituent instruments defining the rights of the holders of any new or amended class of securities for the current reporting period. If the Registrant has issued a new class of securities other than short-term paper, furnish a description of the class called for by the applicable item of Form N-2. If the constituent instruments defining the rights of the holders of any class of the Registrant's securities have been materially modified during the reporting period, give the title of the class involved and state briefly the general effect of the modification upon the rights of the holders of such securities.
- 19. Item 79.b.iii. New or amended investment advisory contracts. Provide copies of any new or amended investment advisory contracts that became effective during the reporting period.
- 20. Item 79.b.iv. Information called for by Item 405 of Regulation S-K. Provide the information called for by Item 405 of Regulation S-K concerning failure of certain closed-end management investment company and small business investment company shareholders to file certain ownership reports.

21. Item 79.b.v. Code of ethics (small business investment companies only).
- (a) (1) Disclose whether, as of the end of the period covered by the report, the Registrant has adopted a code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the Registrant or a third party. If the Registrant has not adopted such a code of ethics, explain why it has not done so.
- (2) For purposes of this instruction, the term "code of ethics" means written standards that are reasonably designed to deter wrongdoing and to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely, and understandable disclosure in reports and documents that a Registrant files with, or submits to, the Commission and in other public communications made by the Registrant; (iii) compliance with applicable governmental laws, rules, and regulations; (iv) the prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and (v) accountability for adherence to the code.
- (3) The Registrant must briefly describe the nature of any amendment, during the period covered by the report, to a provision of its code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the Registrant or a third party, and that relates to any element of the code of ethics definition enumerated in paragraph (a)(2) of this instruction. The Registrant must file a copy of any such amendment as an exhibit to this report on Form N-CEN, unless the Registrant has elected to satisfy paragraph (a)(6) of this instruction by posting its code of ethics on its website pursuant to paragraph (a)(6)(ii) of this Instruction, or by undertaking to provide its code of ethics to any person without charge, upon request, pursuant to paragraph (a)(6)(iii) of this instruction.
- (4) If the Registrant has, during the period covered by the report, granted a waiver, including an implicit waiver, from a provision of the code of ethics to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the Registrant or a third party, that relates to one or more of the items set forth in paragraph (a)(2) of this instruction, the Registrant must briefly describe the nature of the waiver, the name of the person to whom the waiver was granted, and the date of the waiver.

- (5) If the Registrant intends to satisfy the disclosure requirement under paragraph (a)(3) or (4) of this instruction regarding an amendment to, or a waiver from, a provision of its code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of the code of ethics definition enumerated in paragraph (a)(2) of this instruction by posting such information on its Internet website, disclose the Registrant's Internet address and such intention.
- (6) The Registrant must: (i) file with the Commission a copy of its code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, as an exhibit to its report on this Form N-CEN; (ii) post the text of such code of ethics on its Internet website and disclose, in its most recent report on this Form N-CEN, its Internet address and the fact that it has posted such code of ethics on its Internet website; or (iii) undertake in its most recent report on this Form N-CEN to provide to any person without charge, upon request, a copy of such code of ethics and explain the manner in which such request may be made.
- (7) A Registrant may have separate codes of ethics for different types of officers. Furthermore, a "code of ethics" within the meaning of paragraph (a)(2) of this instruction may be a portion of a broader document that addresses additional topics or that applies to more persons than those specified in paragraph (a)(1) of this instruction. In satisfying the requirements of paragraph (a)(6) of this instruction, a Registrant need only file, post, or provide the portions of a broader document that constitutes a "code of ethics" as defined in paragraph (a)(2) of this instruction and that apply to the persons specified in paragraph (a)(1) of this instruction.
- (8) If a Registrant elects to satisfy paragraph (a)(6) of this instruction by posting its code of ethics on its Internet website pursuant to paragraph (a)(6)(ii), the code of ethics must remain accessible on its website for as long as the Registrant remains subject to the requirements of this instruction and chooses to comply with this instruction by posting its code on its Internet website pursuant to paragraph (a)(6)(ii).

- (9) The Registrant does not need to provide any information pursuant to paragraphs (a)(3) and (4) of this instruction if it discloses the required information on its Internet website within five business days following the date of the amendment or waiver and the Registrant has disclosed in its most recently filed report on this Form N-CEN its Internet website address and intention to provide disclosure in this manner. If the amendment or waiver occurs on a Saturday, Sunday, or holiday on which the Commission is not open for business, then the five business day period shall begin to run on and include the first business day thereafter. If the Registrant elects to disclose this information through its website, such information must remain available on the website for at least a 12-month period. The Registrant must retain the information for a period of not less than six years following the end of the fiscal year in which the amendment or waiver occurred. Upon request, the Registrant must furnish to the Commission or its staff a copy of any or all information retained pursuant to this requirement.
- (10) The Registrant does not need to disclose technical, administrative, or other non-substantive amendments to its code of ethics.
- (11) For purposes of this instruction: (i) the term “waiver” means the approval by the Registrant of a material departure from a provision of the code of ethics; and (ii) the term “implicit waiver” means the Registrant’s failure to take action within a reasonable period of time regarding a material departure from a provision of the code of ethics that has been made known to an executive officer, as defined in rule 3b-7 under the Exchange Act (17 CFR 240.3b-7), of the Registrant.
- (b) (1) Disclose that the Registrant’s board of directors has determined that the Registrant either: (i) has at least one audit committee financial expert serving on its audit committee; or (ii) does not have an audit committee financial expert serving on its audit committee.
- (2) If the Registrant provides the disclosure required by paragraph (b)(1)(i) of this instruction, it must disclose the name of the audit committee financial expert and whether that person is “independent.” In order to be considered “independent” for purposes of this instruction, a member of an audit committee may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee: (i) accept directly or indirectly any consulting, advisory, or other compensatory fee from the issuer; or (ii) be an “interested person” of the investment company as defined in Section 2(a)(19) of the Act (15 U.S.C. 80a-2(a)(19)).

- (3) If the Registrant provides the disclosure required by paragraph (b)(1)(ii) of this instruction, it must explain why it does not have an audit committee financial expert.
- (4) If the Registrant's board of directors has determined that the Registrant has more than one audit committee financial expert serving on its audit committee, the Registrant may, but is not required to, disclose the names of those additional persons. A Registrant choosing to identify such persons must indicate whether they are independent pursuant to paragraph (b)(2) of this instruction.
- (5) For purposes of this instruction, an "audit committee financial expert" means a person who has the following attributes: (i) an understanding of generally accepted accounting principles and financial statements; (ii) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves; (iii) experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Registrant's financial statements, or experience actively supervising one or more persons engaged in such activities; (iv) an understanding of internal controls and procedures for financial reporting; and (v) an understanding of audit committee functions.
- (6) A person shall have acquired such attributes through: (i) education and experience as a principal financial officer, principal accounting officer, controller, public accountant, or auditor or experience in one or more positions that involve the performance of similar functions; (ii) experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor, or person performing similar functions; (iii) experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing, or evaluation of financial statements; or (iv) other relevant experience.

- (7) (i) A person who is determined to be an audit committee financial expert will not be deemed an “expert” for any purpose, including without limitation for purposes of Section 11 of the Securities Act (15 U.S.C. 77k), as a result of being designated or identified as an audit committee financial expert pursuant to this instruction; (ii) the designation or identification of a person as an audit committee financial expert pursuant to this instruction does not impose on such person any duties, obligations, or liability that are greater than the duties, obligations, and liability imposed on such person as a member of the audit committee and board of directors in the absence of such designation or identification; (iii) the designation or identification of a person as an audit committee financial expert pursuant to this instruction does not affect the duties, obligations, or liability of any other member of the audit committee or board of directors.
- (8) If a person qualifies as an audit committee financial expert by means of having held a position described in paragraph (b)(6)(iv) of this Instruction, the Registrant shall provide a brief listing of that person’s relevant experience.

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

(Registrant)

Date

(Signature)*

*Print full name and title of the signing officer under his/her signature.