STATEMENT OF ADDITIONAL INFORMATION

STONE RIDGE TRUST

LIFEX LONGEVITY INCOME ETFs

Fund	Ticker Symbol
LifeX 2048 Longevity Income ETF	LFAE
LifeX 2049 Longevity Income ETF	LFAF
LifeX 2050 Longevity Income ETF	LFAI
LifeX 2051 Longevity Income ETF	LFAJ
LifeX 2052 Longevity Income ETF	LFAK
LifeX 2053 Longevity Income ETF	LFAL
LifeX 2054 Longevity Income ETF	LFAN
LifeX 2055 Longevity Income ETF	LFAO
LifeX 2056 Longevity Income ETF	LFAQ
LifeX 2057 Longevity Income ETF	LFAR
LifeX 2058 Longevity Income ETF	LFAU
LifeX 2059 Longevity Income ETF	LFAV
LifeX 2060 Longevity Income ETF	LFAW
LifeX 2061 Longevity Income ETF	LFAX
LifeX 2062 Longevity Income ETF	LFAZ
LifeX 2063 Longevity Income ETF	LFBB
LifeX 2064 Longevity Income ETF	LFBD
LifeX 2065 Longevity Income ETF	LFBE

May 1, 2025

One Vanderbilt Avenue, 65th Floor
New York, NY 10017
(855) 609-3680

Stone Ridge Trust consists of forty-two series, including each fund listed above (each, a "LifeX Longevity Income ETF" or a "Fund" and, collectively, the "Funds"). Additional Stone Ridge Trust funds are offered in separate prospectuses and statements of additional information.

Each Fund is an investment portfolio of Stone Ridge Trust, an open-end series management investment company organized as a Delaware statutory trust.

Shares of the Funds are listed and traded on Cboe BZX Exchange, Inc. (the "Exchange") under the tickers listed above.

This Statement of Additional Information ("SAI") is not a prospectus and is only authorized for distribution when preceded or accompanied by the Funds' current prospectus dated May 1, 2025, as may be supplemented from time to time (the "Prospectus"). This SAI supplements and should be read in conjunction with the Prospectus, as well as material incorporated by reference into the Funds' Registration Statement and other information regarding the Funds. Each Fund (except for LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF) commenced operations following the reorganization of a corresponding series of the Trust (a "Predecessor Fund") into such Fund, which occurred on September 6, 2024 for LifeX 2054 Longevity Income ETF and LifeX 2059 Longevity Income ETF and on September 13, 2024 for LifeX 2048 Longevity Income ETF, LifeX 2049 Longevity Income ETF, LifeX 2050 Longevity Income ETF, LifeX 2051 Longevity Income ETF, LifeX 2052 Longevity

Income ETF, LifeX 2053 Longevity Income ETF, LifeX 2055 Longevity Income ETF, LifeX 2056 Longevity Income ETF, LifeX 2057 Longevity Income ETF, LifeX 2058 Longevity Income ETF, LifeX 2060 Longevity Income ETF, LifeX 2061 Longevity Income ETF, LifeX 2062 Longevity Income ETF and LifeX 2063 Longevity Income ETF (the "Reorganization"). LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF commenced operations on January 3, 2025. The audited financial statements and notes thereto in the Funds' filing on Form N-CSR for the fiscal period ended on December 31, 2024, as filed with the Securities and Exchange Commission (the "Commission") on March 10, 2025 (File No. 811-22761) (the "Annual Report"), are incorporated into this SAI by reference. The financial information for periods prior to the Reorganization is for the Predecessor Funds. The financial statements included in the Annual Report have been audited by Ernst & Young LLP, whose report thereon is also incorporated herein by reference. No other parts of the Annual Report are incorporated by reference herein. Copies of the Prospectus and/or Annual Report may be obtained without charge by writing the Funds, by calling the toll-free telephone number listed above, by visiting www.stoneridgefunds.com or from the EDGAR database on the Commission's website (www.sec.gov). The Funds' address is One Vanderbilt Avenue, 65th Floor, New York, NY 10017.

STONE RIDGE TRUST

LIFEX LONGEVITY INCOME ETFS

TABLE OF CONTENTS

ADDITIONAL INVESTMENT INFORMATION, RISKS AND RESTRICTIONS

Each Fund is an exchange-traded fund (an "ETF") that pursues its investment objective by investing in debt securities issued by the U.S. Treasury, which we refer to as "U.S. Government Bonds," and money market funds that invest exclusively in U.S. Government Bonds or repurchase agreements collateralized by such securities. Securities issued by the U.S. Treasury historically have not had credit-related defaults (i.e., failures to fulfill payment-related obligations such as interest or principal payments) and therefore such securities are generally considered to be credit-risk free (i.e., free of the risk of non-payment).

On January 28, 2025, the Board of Trustees of the Trust (the "Board") approved new names for each Fund. Effective as of the date specified in the table below, each Fund's name was changed as shown in the table below.

Prior Name	New Name	Effective Date
Stone Ridge 2048 Longevity Income ETF	LifeX 2048 Longevity Income ETF	February 7, 2025
Stone Ridge 2049 Longevity Income ETF	LifeX 2049 Longevity Income ETF	February 7, 2025
Stone Ridge 2050 Longevity Income ETF	LifeX 2050 Longevity Income ETF	February 7, 2025
Stone Ridge 2051 Longevity Income ETF	LifeX 2051 Longevity Income ETF	February 10, 2025
Stone Ridge 2052 Longevity Income ETF	LifeX 2052 Longevity Income ETF	February 10, 2025
Stone Ridge 2053 Longevity Income ETF	LifeX 2053 Longevity Income ETF	February 10, 2025
Stone Ridge 2054 Longevity Income ETF	LifeX 2054 Longevity Income ETF	February 11, 2025
Stone Ridge 2055 Longevity Income ETF	LifeX 2055 Longevity Income ETF	February 11, 2025
Stone Ridge 2056 Longevity Income ETF	LifeX 2056 Longevity Income ETF	February 11, 2025
Stone Ridge 2057 Longevity Income ETF	LifeX 2057 Longevity Income ETF	February 12, 2025
Stone Ridge 2058 Longevity Income ETF	LifeX 2058 Longevity Income ETF	February 12, 2025
Stone Ridge 2059 Longevity Income ETF	LifeX 2059 Longevity Income ETF	February 12, 2025
Stone Ridge 2060 Longevity Income ETF	LifeX 2060 Longevity Income ETF	February 13, 2025
Stone Ridge 2061 Longevity Income ETF	LifeX 2061 Longevity Income ETF	February 13, 2025
Stone Ridge 2062 Longevity Income ETF	LifeX 2062 Longevity Income ETF	February 13, 2025
Stone Ridge 2063 Longevity Income ETF	LifeX 2063 Longevity Income ETF	February 14, 2025
Stone Ridge 2064 Longevity Income ETF	LifeX 2064 Longevity Income ETF	February 14, 2025
Stone Ridge 2065 Longevity Income ETF	LifeX 2065 Longevity Income ETF	February 14, 2025

The Prospectus discusses the investment objective of each Fund, as well as the principal investment strategies it employs to achieve its objective and the principal investment risks associated with those strategies. Additional information about the strategies and other investment practices each Fund may employ and certain related risks of the Funds are described below. Each Fund is an investment portfolio of Stone Ridge Trust (the "Trust"), an open-end series management investment company organized as a Delaware statutory trust on September 28, 2012.

Each Fund has been designed to provide monthly distributions up to age 100 for investors born in a certain year as set forth in the Fund's prospectus (the "Modeled Cohort"). However, each Fund's shares may be purchased by any investor seeking to receive the Fund's planned distributions regardless of the investor's birth year. In the year in which a Modeled Cohort reaches age 80, members of the Modeled Cohort are expected to be eligible to invest in one of two corresponding closed-end investment management companies (the "Closed-End Funds").

There can be no assurance that a Fund will achieve its investment objective. There can be no guarantee that a Closed-End Fund will be available when a Modeled Cohort reaches age 80. This SAI is not an offer to sell or the solicitation of an offer to buy securities of the Closed-End Funds. Additionally, each Fund's investment objective has been adopted as a non-fundamental investment policy and may be changed by the Board without a vote of shareholders.

Each Fund offers and issues shares at their net asset value per share ("NAV") only in aggregations of a specified number of shares (each, a "Creation Unit"), generally in exchange for the deposit (or delivery) of a designated portfolio of securities, assets or other positions (including any portion of such securities for which cash may be substituted) (the "Deposit Securities"), together with the deposit of a specified cash payment (the "Cash

Component"). Shares may be purchased or redeemed at NAV only in Creation Units by authorized participants ("Authorized Participants") and, generally, in exchange for Deposit Securities and a Cash Component. See the "Creation and Redemption of Creation Units" section of this SAI.

Shares of the Funds are listed and trade on Cboe BZX Exchange, Inc. (the "Exchange") at market prices that may be at, above or below the Fund's NAV.

Capitalized terms used in this SAI and not otherwise defined have the meanings given to them in the Prospectus. References in this SAI to the Funds investing in any instrument, security or strategy includes direct or indirect investment, including gaining exposure through derivatives or other investment companies.

Exchange Listing and Trading

A discussion of exchange listing and trading matters associated with an investment in each Fund is contained in the "How the Funds Differ from Traditional Mutual Funds—Exchange Listing" section of the Prospectus. The discussion below supplements, and should be read in conjunction with, that section of the Prospectus.

Shares of each Fund are listed for trading, and trade throughout the day, on the Exchange. There can be no assurance that the requirements of the Exchange necessary to maintain the listing of shares of any Fund will continue to be met. The Exchange will consider the suspension of trading in, and will commence delisting proceedings outlined in the Exchange's rulebook for each Fund under any of the following circumstances: (i) following the initial 12-month period beginning upon the commencement of trading of Fund shares, there are fewer than 50 beneficial holders of shares of a Fund for 30 or more consecutive trading days; (ii) the Exchange becomes aware that the Fund is no longer eligible to operate in reliance on Rule 6c-11 under the 1940 Act; (iii) any of the other listing requirements are not continuously maintained; or (iv) any event shall occur or condition shall exist that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable. The Exchange will also remove shares of a Fund from listing and trading upon termination of the Fund.

As in the case of other publicly-traded securities, when you buy or sell shares of a Fund through a broker, you may incur a brokerage commission determined by that broker, as well as other charges.

The Trust reserves the right to adjust the share prices of the Funds in the future to maintain convenient trading ranges for investors. Any adjustments would be accomplished through stock splits or reverse stock splits, which would have no effect on the net assets of a Fund or an investor's equity interest in a Fund.

Additional Investment Information and Risks

U.S. Treasury Obligations. These include Treasury bills (which have maturities of one year or less when issued), Treasury notes (which have maturities of one to ten years when issued) and Treasury bonds (which have maturities of more than ten years when issued).

Treasury securities are backed by the full faith and credit of the United States as to timely payments of interest and repayments of principal. Similar to other issuers, changes to the financial condition or credit rating of the United States government may cause the value of each Fund's direct or indirect investment in Treasury obligations to decline. Securities issued by the U.S. Treasury have not had credit-related defaults (i.e., failures to fulfill payment-related obligations such as interest or principal payments). However, events have in the past, and may in the future, lead to a downgrade in the long-term credit rating of U.S. bonds by several major rating agencies.

Portfolio Turnover. Purchases and sales of portfolio investments may be made as considered advisable by Stone Ridge Asset Management LLC ("Stone Ridge" or the "Adviser") in the best interests of the shareholders. Each Fund's portfolio turnover rate may vary from year-to-year, as well as within a year. Higher portfolio turnover rates can result in corresponding increases in portfolio transaction costs for each Fund and may result in higher taxes when Fund shares are held in a taxable account. Portfolio turnover information for the Funds is not presented because the Funds have not completed their first fiscal year of operations as of the date of this SAI. Based on each Fund's portfolio of investments, each Fund anticipates having a modest portfolio turnover rate.

For reporting purposes, each Fund's portfolio turnover rate is calculated by dividing the lesser of purchases or sales of portfolio securities for the fiscal year by the monthly average of the value of the portfolio securities owned by the Fund during the fiscal year. Portfolio turnover rate excludes in-kind transactions, if any. In determining such portfolio turnover, all securities whose maturities at the time of acquisition were one year or less are excluded. A 100% portfolio turnover rate would occur, for example, if all of the securities in a Fund's investment portfolio (other than short- term money market securities) were replaced once during the fiscal year. Portfolio turnover will not be a limiting factor should the Adviser deem it advisable to purchase or sell securities.

U.S. Government Security Derivatives Risk. Each Fund may enter into derivatives contracts with respect to any security or other instrument in which it is permitted to invest or with respect to any related security, instrument or index ("reference instruments" or "reference securities"). The Fund may seek to hedge its exposure to interest rates and inflation through investments in futures, swaps or other derivative instruments on U.S. Government Bonds ("U.S. Government Bonds Derivatives"). This universe of investments is subject to change under varying market conditions and as these instruments evolve over time.

The use of derivatives involves risks that are in addition to, and potentially greater than, the risks of investing directly in U.S. Government Bonds. Derivatives are financial contracts the value of which depends on, or is derived from, an asset or other underlying reference. Using derivatives can increase losses and reduce opportunities for gains when interest rates or other economic factors, or the derivative instruments themselves, behave in a way not anticipated by the Fund, especially in abnormal market conditions. Using derivatives also can have a leveraging effect (which may increase investment losses) and increase Fund volatility. Each Fund incurs costs in connection with opening and closing derivatives positions.

In a centrally cleared derivatives transaction, a Fund's counterparty is a clearing house, rather than a bank or broker, and the credit risk is generally less than for privately negotiated derivatives because a clearinghouse provides a guarantee of performance. However, it is not clear how an insolvency proceeding of a clearinghouse would be conducted. A Fund might not be fully protected in the event of the bankruptcy of the Fund's clearing member because the Fund would be limited to recovering only a pro rata share of the funds held by the clearing member on behalf of customers for cleared derivatives.

The use of derivatives can lead to losses because of adverse movements in the price or value of the reference instrument, due to failure of a counterparty or due to tax or regulatory constraints. Derivatives may create economic leverage in each Fund, which magnifies the Fund's exposure to the reference instrument and magnifies potential losses. When derivatives are used to gain or limit exposure to a particular market or market segment, their performance may not correlate as expected to the performance of such market, thereby causing the Fund to fail to achieve its original purpose for using such derivatives. A decision as to whether, when and how to use derivatives involves the exercise of specialized skill and judgment, and a transaction may be unsuccessful in whole or in part because of market behavior, unexpected events or the Adviser's failure to use derivatives effectively. Derivative instruments may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in the value of the reference instrument.

Rule 18f-4 under the 1940 Act ("Rule 18f-4") provides for the regulation of a registered investment company's use of derivatives and certain related instruments. The Fund intends to qualify as a "limited derivatives user" under Rule 18f-4, and, therefore, it is required to limit its derivatives exposure (excluding derivatives transactions used to hedge certain currency or interest rate risks) to 10% of its net assets, and to maintain written policies and procedures reasonably designed to manage its derivatives risk. Compliance with Rule 18f-4 will restrict the Fund's ability to engage in certain derivatives transactions.

U.S. Government Bonds Derivatives Tax Issues. The Funds' investments in derivative instruments could affect the amount, timing and character of each Fund's distributions; in some cases, the tax treatment of such investments may not be certain. The tax issues relating to these and other types of investments and transactions are described more fully under "Distributions and Federal Income Tax Matters" in the Prospectus.

Regulatory Issues. With respect to each Fund, the Adviser has claimed an exclusion from the definition of the term commodity pool operator ("CPO") under the Commodity Exchange Act ("CEA") pursuant to Commodity Futures Trading Commission Rule 4.5. Accordingly, the Adviser (with respect to each Fund) is not subject to registration or

regulation as a CPO under the CEA. To remain eligible for the exclusion, each Fund is limited in its ability to use certain financial instruments regulated under the CEA ("commodity interests"), including futures and options on futures and certain swaps transactions.

Certain Transactions. Stone Ridge and/or its affiliates expect, from time to time and in their sole discretion, to purchase and sell shares of a Fund in the secondary market. Such purchases and sales may be significant in volume and are expected over time to result in creation and redemption activity by market makers and/or authorized participants, though there is no assurance that such activities will occur as a result of such purchases and sales. Any such creation and redemption activities may help a Fund to rebalance its portfolio in a manner that would not require the Fund to trade its portfolio securities directly and incur transaction-related costs. Such activity may temporarily affect the price at which Fund shares trade and may over time result in the Fund distributing portfolio securities in kind, reducing both the amount of capital gains that would otherwise be realized through portfolio sales and the amount of taxable gains distributable to Fund shareholders. Such secondary market trading may be done on a periodic, systematic basis or on other bases and, for certain Funds, may constitute a significant percentage of a Fund's average daily trading volume on any given business day. There is no assurance any such activity will occur and any such trading may be discontinued at any time without advance notice.

Liquidity Risk Management. Rule 22e-4 under the 1940 Act (the "Liquidity Rule") requires open-end funds, including ETFs such as the Funds, to establish a liquidity risk management program (the "Liquidity Program") and enhance disclosures regarding fund liquidity. As required by the Liquidity Rule, the Funds have implemented a Liquidity Program, and the Board, including a majority of the Independent Trustees of the Trust, has appointed the Adviser as the administrator of the Liquidity Program. Under the Liquidity Program, the Adviser assesses, manages, and periodically reviews each Fund's liquidity risk and, if required, classifies each investment held by a Fund as a "highly liquid investment," "moderately liquid investment," "less liquid investment" or "illiquid investment." The Liquidity Rule defines "liquidity risk" as the risk that a Fund could not meet requests to redeem shares issued by the Fund without significant dilution of the remaining investors' interest in the Fund. The liquidity of each Fund's portfolio investments is determined based on relevant market, trading and investment-specific considerations under the Liquidity Program. There are exclusions from certain portions of the liquidity risk management program requirements for "in-kind" ETFs, as defined in the Liquidity Rule. To the extent that an investment is deemed to be an illiquid investment or a less liquid investment, a Fund can expect to be exposed to greater liquidity risk.

Investment Restrictions

Fundamental Investment Restrictions of the Funds. The following investment restrictions of each Fund are designated as fundamental policies and as such cannot be changed without the approval of the holders of a majority of such Fund's outstanding voting securities. Under the Investment Company Act of 1940, as amended (the "1940 Act"), a "majority" vote is defined as the vote of the holders of the lesser of: (a) 67% or more of the shares of a Fund present at a meeting if the holders of more than 50% of the outstanding shares are present or represented by proxy at the meeting; or (b) more than 50% of the outstanding shares of a Fund. Under these restrictions, each Fund:

(1) may issue senior securities to the extent permitted by applicable law;

(2) may borrow money to the extent permitted by applicable law;

(3) may not underwrite securities;

(4) may not purchase, sell or hold real estate;

(5) may not make loans;

(6) may not purchase and sell commodities, except that each Fund may purchase and sell futures contracts and options and may enter into swap agreements and other financial transactions not requiring the delivery of physical commodities; and

(7) may not invest 25% or more of its total assets in a particular industry or group of industries (other than securities issued or guaranteed by the U.S. government or its agencies or instrumentalities).

Where applicable, the foregoing investment restrictions shall be interpreted based on the applicable rules, regulations and pronouncements of the U.S. Securities and Exchange Commission (the "Commission") and its staff.

Creation and Redemption of Creation Units

General. The Trust issues and sells shares of each Fund only in Creation Units on a continuous basis through the Distributor (as defined below) or its agent, without a sales load, at a price based on each Fund's NAV next determined after receipt, on any business day, which is any day the New York Stock Exchange is open for business[1] (each, a "Business Day"), of an order received by the Distributor or its agent in proper form. On days when the New York Stock Exchange closes earlier than normal, a Fund may require orders to be placed earlier in the day. The following table sets forth the number of shares of a Fund that constitute a Creation Unit for such Fund and the approximate value of such Creation Unit as of April 7, 2025:

Fund	Shares Per Creation Unit	Approximate Value per Creation Unit (U.S.$)
LifeX 2048 Longevity Income ETF	1,000	$121,151.50
LifeX 2049 Longevity Income ETF	1,000	$125,977.70
LifeX 2050 Longevity Income ETF	1,000	$130,644.60
LifeX 2051 Longevity Income ETF	1,000	$135,127.30
LifeX 2052 Longevity Income ETF	1,000	$139,439.50
LifeX 2053 Longevity Income ETF	1,000	$143,597.60
LifeX 2054 Longevity Income ETF	1,000	$147,550.70
LifeX 2055 Longevity Income ETF	1,000	$151,370.00
LifeX 2056 Longevity Income ETF	1,000	$155,047.40
LifeX 2057 Longevity Income ETF	1,000	$158,599.70
LifeX 2058 Longevity Income ETF	1,000	$162,015.30
LifeX 2059 Longevity Income ETF	1,000	$165,412.40
LifeX 2060 Longevity Income ETF	1,000	$168,681.20
LifeX 2061 Longevity Income ETF	1,000	$171,820.80
LifeX 2062 Longevity Income ETF	1,000	$174,840.30
LifeX 2063 Longevity Income ETF	1,000	$177,743.80
LifeX 2064 Longevity Income ETF	1,000	$180,411.00
LifeX 2065 Longevity Income ETF	1,000	$182,981.60

In its discretion, the Trust reserves the right to increase or decrease the number of each Fund's shares that constitute a Creation Unit. The Board reserves the right to declare a split or a consolidation in the number of shares outstanding of any Fund, and to make a corresponding change in the number of shares constituting a Creation Unit, in the event that the per share price in the secondary market rises (or declines) to an amount that falls outside the range deemed desirable by the Board.

The Trust reserves the right to permit or require that creations and redemptions of shares are effected fully or partially in cash and reserves the right to permit or require the substitution of Deposit Securities in lieu of cash. Shares may be issued in advance of receipt of Deposit Securities, subject to various conditions, including a

[1] The NYSE is generally open from Monday through Friday, 9:30 a.m. to 4:00 p.m., Eastern time. NYSE, NYSE Arca, NYSE Bonds and NYSE Arca Options markets will generally close on, and in observation of the following holidays: New Year's Day, Martin Luther King, Jr. Day, Washington's Birthday, Good Friday, Memorial Day, Juneteenth National Independence Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

requirement that the Authorized Participant maintain with the Trust collateral. The Trust may use such collateral at any time to purchase Deposit Securities. See the "Creation and Redemption of Creation Units" section of this SAI. Transaction fees and other costs associated with creations or redemptions that include a cash portion may be higher than the transaction fees and other costs associated with in-kind creations or redemptions. In all cases, conditions with respect to creations and redemptions of shares and fees will be limited in accordance with the requirements of Commission rules and regulations applicable to management investment companies offering redeemable securities.

Fund Deposit. The consideration for purchases of Creation Units of each Fund generally consists of Deposit Securities and the Cash Component computed as described below. Together, the Deposit Securities and the Cash Component constitute a "Fund Deposit" or "basket" as that term is used in Rule 6c-11 under the 1940 Act. The Fund Deposit represents the minimum initial and subsequent investment amount for a Creation Unit of any Fund. Such Fund Deposit is applicable, subject to any adjustments as described below, to purchases of Creation Units of shares of a given Fund until such time as the next-announced Fund Deposit is made available.

The "Cash Component" is an amount equal to the difference between the NAV of the shares (per Creation Unit) and the "Deposit Amount," which is an amount equal to the market value of the Deposit Securities, and serves to compensate for any differences between the NAV per Creation Unit and the Deposit Amount. Payment of any stamp duty or other similar fees and expenses payable upon transfer of beneficial ownership of the Deposit Securities are the sole responsibility of the Authorized Participant purchasing the Creation Unit.

The identity and number or par value of the Deposit Securities change pursuant to changes in the composition of each Fund's portfolio and as rebalancing adjustments and corporate action events are reflected from time to time by the Adviser with a view to the investment objective of the Fund.

The Fund Deposit may also be modified to minimize the Cash Component by redistributing the cash to the Deposit Securities portion of the Fund Deposit through "systematic rounding." The rounding methodology "rounds up" position sizes of securities in the Deposit Securities (which in turn reduces the cash portion). However, the methodology limits the maximum allowed percentage change in weight and share quantity of any given security in the Fund Deposit.

The Trust may, in its sole discretion, substitute an amount of cash (i.e., a "cash in lieu" amount) to be added to the Cash Component to replace any Deposit Security.

Cash Purchase Method. In limited circumstances when partial or full cash purchases of Creation Units are available or specified, they will be effected in essentially the same manner as in-kind purchases thereof. In the case of a partial or full cash purchase, the Authorized Participant must pay the cash equivalent of the Deposit Securities it would otherwise be required to provide through an in-kind purchase, plus the same Cash Component required to be paid by an in-kind purchaser. The Authorized Participant may also be required to pay certain transaction fees and charges for cash purchases, as described below, and may be required to cover certain brokerage, tax, foreign exchange, execution and price movement costs as described in this SAI.

Procedures for Creation of Creation Units. To be eligible to place orders with the Distributor and to create a Creation Unit of each Fund, an entity must be: (i) a "Participating Party," i.e., a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the National Securities Clearing Corporation ("NSCC"), a clearing agency that is registered with the Commission, or (ii) a DTC Participant (as defined below), and must have executed an agreement with the Distributor, with respect to creations and redemptions of Creation Units ("Authorized Participant Agreement") (discussed below). A member or participant of a clearing agency registered with the Commission that has a written agreement with each Fund or one of its service providers that allows such member or participant to place orders for the purchase and redemption of Creation Units is referred to as an "Authorized Participant." All shares of the Funds, however created, will be entered on the records of the Depository Trust Company ("DTC") in the name of Cede & Co. for the account of a DTC Participant.

Role of the Authorized Participant. Creation Units may be purchased only by an Authorized Participant. Such Authorized Participant will agree, pursuant to the terms of such Authorized Participant Agreement and on behalf of itself or any investor on whose behalf it will act, to certain conditions, including that such Authorized Participant will make available in advance of each purchase of shares an amount of cash sufficient to pay the Cash Component,

once the NAV of a Creation Unit is next determined after receipt of the purchase order in proper form, together with the transaction fees described below. An Authorized Participant, acting on behalf of an investor, may require the investor to enter into an agreement with such Authorized Participant with respect to certain matters, including payment of the Cash Component. Investors who are not Authorized Participants must make appropriate arrangements with an Authorized Participant. Investors should be aware that their particular broker may not be a DTC Participant or may not have executed an Authorized Participant Agreement and that orders to purchase Creation Units may have to be placed by the investor's broker through an Authorized Participant. As a result, purchase orders placed through an Authorized Participant may result in additional charges to such investor. At any given time, there may be only a limited number of Authorized Participants that have entered into an Authorized Participant Agreement. A list of current Authorized Participants may be obtained from the Distributor. In addition, the Distributor may be appointed as the proxy of the Authorized Participant and may be granted a power of attorney under its Authorized Participant Agreement.

Placement of Creation Orders. Fund Deposits must be delivered through the Federal Reserve System (for cash and U.S. government securities), through DTC (for corporate and municipal securities) or through a central depository account, such as with Euroclear or DTC, maintained by the Custodian (as defined below) or a sub-custodian (a "Central Depository Account"). Any portion of a Fund Deposit that may not be delivered through the Federal Reserve System or DTC must be delivered through a Central Depository Account. The Fund Deposit transfers made through DTC must be ordered by the DTC Participant in a timely fashion so as to ensure the delivery of the requisite number of Deposit Securities through DTC to the account of the Funds generally before 3:00 p.m. Eastern time on the Settlement Date. Fund Deposit transfers made through the Federal Reserve System must be deposited by the Authorized Participant in a timely fashion so as to ensure the delivery of the requisite number or amount of Deposit Securities or cash through the Federal Reserve System to the account of the Funds generally before 3:00 p.m. Eastern time on the Settlement Date. Fund Deposit transfers made through a Central Depository Account must be completed pursuant to the requirements established by the custodian or sub-custodian for such Central Depository Account generally before 2:00 p.m. Eastern time on the Settlement Date. The "Settlement Date" for all funds is generally the first, second or third Business Day, as applicable, after the date on which an order to create Creation Units (or an order to redeem Creation Units) is placed. All questions as to the number of Deposit Securities to be delivered, and the validity, form and eligibility (including time of receipt) for the deposit of any tendered securities, will be determined by the Trust, whose determination shall be final and binding. The amount of cash equal to the Cash Component must be transferred directly to the Custodian through the Federal Reserve Bank wire transfer system in a timely manner so as to be received by the Custodian generally before 3:00 p.m. Eastern time on the Settlement Date. If the Cash Component and the Deposit Securities are not received by 3:00 p.m. Eastern time on the Settlement Date, the creation order may be canceled. Upon written notice to the Distributor, such canceled order may be resubmitted the following Business Day using the Fund Deposit as newly constituted to reflect the then current NAV of the Funds. The delivery of Creation Units so created generally will occur no later than the first, second or third Business Day, as applicable, following the day on which the purchase order is deemed received by the Distributor, provided that the relevant Fund Deposit has been received by the Funds prior to such time. The typical Settlement Date for each Fund is T+1, unless the Fund and Authorized Participant agree to a different Settlement Date.

Purchase Orders. To initiate an order for a Creation Unit, an Authorized Participant must submit to the Distributor or its agent an irrevocable order to purchase shares of a Fund, in proper form, generally before 4:00 p.m. Eastern time on any Business Day to receive that day's NAV. The Distributor or its agent will notify the Adviser and the Custodian of such order. The Custodian will then provide such information to any appropriate sub-custodian. Procedures and requirements governing the delivery of the Fund Deposit are set forth in the applicable Authorized Participant Agreement and may change from time to time. Investors, other than Authorized Participants, are responsible for making arrangements for a creation request to be made through an Authorized Participant. A list of current Authorized Participants may be obtained from the Distributor. Those placing orders to purchase Creation Units through an Authorized Participant should allow sufficient time to permit proper submission of the purchase order to the Distributor or its agent by the Cut-Off Time (as defined below) on such Business Day.

The Authorized Participant must also make available on or before the contractual settlement date, by means satisfactory to the Funds, immediately available or same day funds estimated by the Funds to be sufficient to pay the Cash Component next determined after acceptance of the purchase order, together with the applicable purchase

transaction fees. Those placing orders should ascertain the applicable deadline for cash transfers by contacting the operations department of the broker or depositary institution effectuating the transfer of the Cash Component. This deadline is likely to be significantly earlier than the Cut-Off Time of the Funds. Investors should be aware that an Authorized Participant may require orders for purchases of shares placed with it to be in the particular form required by the individual Authorized Participant.

The Authorized Participant is responsible for any and all expenses and costs incurred by a Fund, including any applicable cash amounts, in connection with any purchase order.

Timing of Submission of Purchase Orders. An Authorized Participant must submit an irrevocable order to purchase shares of a Fund generally before 4:00 p.m. Eastern time on any Business Day in order to receive that day's NAV. Creation Orders must be transmitted by an Authorized Participant in the form required by a Fund to the Distributor or its agent pursuant to procedures set forth in the Authorized Participant Agreement. Economic or market disruptions or changes, or telephone or other communication failure, may impede the ability to reach the Distributor or its agent or an Authorized Participant. Orders to create shares of a Fund that are submitted on the Business Day immediately preceding a holiday may not be accepted. Each Fund's deadline specified above for the submission of purchase orders is referred to as that Fund's "Cut-Off Time." The Distributor or its agent, in their discretion, may permit the submission of such orders and requests by or through an Authorized Participant at any time (including on days on which the Exchange is not open for business) via communication through the facilities of the Distributor's or its agent's proprietary website maintained for this purpose. Purchase orders and redemption requests, if received in good order as determined by the Trust in its sole discretion, will be processed based on the NAV next determined after receipt of an order in proper form as described in the Authorized Participant Agreement and disclosed in this SAI.

Acceptance of Orders for Creation Units. Subject to the conditions that (i) an irrevocable purchase order has been submitted by the Authorized Participant (either on its own or another investor's behalf) and (ii) arrangements satisfactory to the Funds are in place for payment of the Cash Component and any other cash amounts which may be due, the Funds will accept the order, subject to each Fund's right (and the right of the Distributor and the Adviser) to reject any order until acceptance, as set forth below.

Once a Fund has received in good order an order, upon the next determination of the NAV of the shares, the Fund will confirm the issuance of a Creation Unit, against receipt of payment, at such NAV. The Distributor or its agent will then transmit a confirmation of acceptance to the Authorized Participant that placed the order.

Each Fund reserves the right to reject or revoke a creation order transmitted to it by the Distributor or its agent if (i) the order is not in proper form; (ii) the investor(s), upon obtaining the shares ordered, would own 80% or more of the currently outstanding shares of the Fund; (iii) the Deposit Securities delivered do not conform to the identity and number of shares specified, as described above; (iv) acceptance of the Deposit Securities would have certain adverse tax consequences to the Fund; (v) acceptance of the Fund Deposit would, in the opinion of counsel, be unlawful; (vi) acceptance of the Fund Deposit would, in the discretion of the Fund or the Adviser, have an adverse effect on the Fund or the rights of beneficial owners; or (vii) circumstances outside the control of the Fund, the Distributor or its agent and the Adviser make it impracticable to process purchase orders. The Distributor or its agent shall notify a prospective purchaser of a Creation Unit and/or the Authorized Participant acting on behalf of such purchaser of its rejection of such order. The Funds, the Custodian, any sub-custodian and the Distributor or its agent are under no duty, however, to give notification of any defects or irregularities in the delivery of Fund Deposits nor shall any of them incur any liability for failure to give such notification.

Issuance of a Creation Unit. Except as provided herein, a Creation Unit will not be issued until the transfer of good title to the applicable Fund of the Deposit Securities and the payment of the Cash Component have been completed. When the sub-custodian has confirmed to the custodian that the securities included in the Fund Deposit (or the cash value thereof) have been delivered to the account of the relevant sub-custodian or sub-custodians, the Distributor or its agent and the Adviser shall be notified of such delivery and the applicable Fund will issue and cause the delivery of the Creation Unit. Creation Units are generally issued on a "T+1 basis" (i.e., one Business

Day after trade date). Each Fund reserves the right to settle Creation Unit transactions on a basis other than T+1, including a shorter settlement period, if necessary or appropriate under the circumstances and compliant with applicable law.

To the extent contemplated by an Authorized Participant Agreement with the Distributor, each Fund will issue Creation Units to such Authorized Participant, notwithstanding the fact that the corresponding Fund Deposits have not been received in part or in whole, in reliance on the undertaking of the Authorized Participant to deliver the missing Deposit Securities as soon as possible, which undertaking shall be secured by such Authorized Participant's delivery and maintenance of collateral. The Trust may use such collateral at any time to buy Deposit Securities for the Funds. Such collateral must be delivered no later than the time specified by a Fund or its custodian on the contractual settlement date. Information concerning the Funds' current procedures for collateralization of missing Deposit Securities is available from the Distributor or its agent. The Authorized Participant Agreement will permit the Funds to buy the missing Deposit Securities at any time and will subject the Authorized Participant to liability for any shortfall between the cost to the Funds of purchasing such securities and the collateral including, without limitation, liability for related brokerage, borrowings and other charges.

In certain cases, Authorized Participants may create and redeem Creation Units on the same trade date and in these instances, the Funds reserve the right to settle these transactions on a net basis or require a representation from the Authorized Participants that the creation and redemption transactions are for separate beneficial owners. All questions as to the number of shares of each security in the Deposit Securities and the validity, form, eligibility and acceptance for deposit of any securities to be delivered shall be determined by each Fund and the Fund's determination shall be final and binding.

Costs Associated with Creation Transactions. A standard creation transaction fee is imposed to offset the transfer and other transaction costs associated with the issuance of Creation Units. The standard creation transaction fee is charged to the Authorized Participant on the day such Authorized Participant creates a Creation Unit, and is generally the same, regardless of the number of Creation Units purchased by the Authorized Participant on the applicable Business Day. The standard creation transaction fee may be reduced by a Fund if transfer and processing expenses associated with the creation are anticipated to be lower than the stated fee. If a purchase consists solely or partially of cash, the Authorized Participant may also be required to cover (up to the maximum amount shown below) certain brokerage, tax, foreign exchange, execution, price movement and other costs and expenses related to the execution of trades resulting from such transaction (which may, in certain instances, be based on a good faith estimate of transaction costs). To the extent these transaction charges exceed the maximum additional charge applicable to the creating Authorized Participant, the Fund would bear such costs and the Fund's shareholders may experience dilution (or, potentially, increased taxable income in respect of the Fund, particularly if the redemption consists solely or partially of cash). Authorized Participants will also bear the costs of transferring the Deposit Securities to the Funds. Certain fees/costs associated with creation transactions may be waived or reimbursed in certain circumstances. Investors who use the services of a broker or other financial intermediary to acquire Fund shares may be charged a fee for such services.

Each Fund's standard creation transaction fee is $300 and its maximum additional charge, as a percentage of the NAV per Creation Unit, is 2%.

Redemption of Creation Units. Shares of a Fund may be redeemed by Authorized Participants only in Creation Units at their NAV next determined after receipt of a redemption request in proper form by the Distributor or its agent and only on a Business Day. The Funds will not redeem shares in amounts less than Creation Units. There can be no assurance, however, that there will be sufficient liquidity in the secondary market at any time to permit assembly of a Creation Unit. Investors should expect to incur brokerage and other costs in connection with assembling a sufficient number of shares to constitute a Creation Unit that could be redeemed by an Authorized Participant. Beneficial owners also may sell shares in the secondary market.

Each Fund publishes the designated portfolio of securities (including any portion of such securities for which cash may be substituted) that will be applicable (subject to possible amendment or correction) to redemption requests received in proper form (as defined below) on that day (the "Fund Securities" or "Redemption Basket"), and an amount of cash (the "Cash Amount," as described below) (each subject to possible amendment or correction) are

applicable, in order to effect redemptions of Creation Units of a Fund until such time as the next announced composition of the Fund Securities and Cash Amount is made available. Fund Securities received on redemption may not be identical to Deposit Securities that are applicable to creations of Creation Units.

Unless cash redemptions are available or specified for a Fund, the redemption proceeds for a Creation Unit generally consist of Fund Securities, plus the Cash Amount, which is an amount equal to the difference between the NAV of the shares being redeemed, as next determined after the receipt of a redemption request in proper form, and the value of Fund Securities, less a redemption transaction fee (as described below).

The Trust may, in its sole discretion, substitute a "cash in lieu" amount to replace any Fund Security in certain circumstances, including: (i) when the delivery of a Fund Security to the Authorized Participant (or to an investor on whose behalf the Authorized Participant is acting) would be restricted under applicable securities or other local laws or due to a trading restriction; (ii) when the delivery of a Fund Security to the Authorized Participant would result in the disposition of such Fund Security by the Authorized Participant due to restrictions under applicable securities or other local laws; (iii) when the delivery of a Fund Security to the Authorized Participant would result in unfavorable tax treatment; (iv) when a Fund Security cannot be settled or otherwise delivered in time to facilitate an in-kind redemption; or (v) in certain other situations. The amount of cash paid out in such cases will be equivalent to the value of the substituted security listed as a Fund Security. In the event that the Fund Securities have a value greater than the NAV of the shares, a compensating cash payment equal to the difference is required to be made by or through an Authorized Participant by the redeeming shareholder. Each Fund generally redeems Creation Units for Fund Securities, but each Fund reserves the right to utilize a cash option for redemption of Creation Units. Each Fund may, in its sole discretion, provide such redeeming Authorized Participant a portfolio of securities that differs from the exact composition of the Fund Securities, but does not differ in NAV. The Redemption Basket may also be modified to minimize the Cash Component by redistributing the cash to the Fund Securities portion of the Redemption Basket through systematically rounding. The rounding methodology allows position sizes of securities in the Fund Securities to be "rounded up," while limiting the maximum allowed percentage change in weight and share quantity of any given security in the Redemption Basket.

Cash Redemption Method. In limited circumstances when partial or full cash redemptions of Creation Units are available or specified for a Fund, they will be effected in essentially the same manner as in-kind redemptions thereof. In the case of partial or full cash redemption, the Authorized Participant receives the cash equivalent of the Fund Securities it would otherwise receive through an in-kind redemption, plus the same Cash Amount to be paid to an in-kind redeemer. The Authorized Participant may also be required to pay certain transaction fees and charges for cash redemptions, as described below, and may be required to cover certain brokerage, tax, foreign exchange, execution and price movement costs as described in this SAI.

Costs Associated with Redemption Transactions. A standard redemption transaction fee is imposed to offset transfer and other transaction costs that may be incurred by the relevant Fund. The standard redemption transaction fee is charged to the Authorized Participant on the day such Authorized Participant redeems a Creation Unit, and is generally the same regardless of the number of Creation Units redeemed by an Authorized Participant on the applicable Business Day. The standard redemption transaction fee may be reduced by a Fund if transfer and processing expenses associated with the redemption are anticipated to be lower than the stated fee. If a redemption consists solely or partially of cash, the Authorized Participant may also be required to cover (up to the maximum amount shown below) certain brokerage, tax, foreign exchange, execution, price movement and other costs and expenses related to the execution of trades resulting from such transaction (which may, in certain instances, be based on a good faith estimate of transaction costs). Authorized Participants will also bear the costs of transferring the Fund Securities from a Fund to their account on their order. Certain fees/costs associated with redemption transactions may be waived in certain circumstances. Investors who use the services of a broker or other financial intermediary to dispose of Fund shares may be charged a fee for such services.

Each Fund's standard redemption transaction fee is $300 and its maximum additional charge, as a percentage of the NAV per Creation Unit, inclusive of the standard redemption transaction fee, is 2% (for the avoidance of doubt, the sum of the standard redemption transaction fee and the maximum additional charge will not exceed 2% of the value of the shares redeemed for each Fund).

Placement of Redemption Orders. Redemption requests for Creation Units of the Funds must be submitted to the Distributor or its agent by or through an Authorized Participant. An Authorized Participant must submit an irrevocable request to redeem shares of a Fund generally before 4:00 p.m. Eastern time on any Business Day in order to receive that day's NAV. On days when the Exchange closes earlier than normal, a Fund may require orders to redeem Creation Units to be placed earlier that day. Investors, other than Authorized Participants, are responsible for making arrangements for a redemption request to be made through an Authorized Participant. A list of current Authorized Participants may be obtained from the Distributor.

The Authorized Participant must transmit the request for redemption in the form required by the Funds to the Distributor or its agent in accordance with procedures set forth in the Authorized Participant Agreement. Investors should be aware that their particular broker may not have executed an Authorized Participant Agreement and that, therefore, requests to redeem Creation Units may have to be placed by the investor's broker through an Authorized Participant who has executed an Authorized Participant Agreement. At any time, only a limited number of broker-dealers will have an Authorized Participant Agreement in effect. Investors making a redemption request should be aware that such request must be in the form specified by such Authorized Participant. Investors making a request to redeem Creation Units should allow sufficient time to permit proper submission of the request by an Authorized Participant and transfer of the shares to the Funds' Transfer Agent (as defined below); such investors should allow for the additional time that may be required to effect redemptions through their banks, brokers or other financial intermediaries if such intermediaries are not Authorized Participants.

A redemption request is considered to be in "proper form" if: (i) an Authorized Participant has transferred or caused to be transferred to the Funds' Transfer Agent the Creation Unit redeemed through the book-entry system of DTC so as to be effective by the Exchange closing time on any Business Day on which the redemption request is submitted; (ii) a request in form satisfactory to the applicable Fund is received by the Distributor or its agent from the Authorized Participant on behalf of itself or another redeeming investor within the time periods specified above; and (iii) all other procedures set forth in the Authorized Participant Agreement are properly followed.

Upon receiving a redemption request, the Distributor or its agent shall notify the applicable Fund and the Fund's Transfer Agent of such redemption request. The tender of an investor's shares for redemption and the distribution of the securities and/or cash included in the redemption payment made in respect of Creation Units redeemed will be made through DTC and the relevant Authorized Participant to the Beneficial Owner (as defined below) thereof as recorded on the book-entry system of DTC or the DTC Participant through which such investor holds, as the case may be, or by such other means specified by the Authorized Participant submitting the redemption request.

A redeeming Authorized Participant, whether on its own account or acting on behalf of a Beneficial Owner, must maintain appropriate security arrangements with a qualified broker-dealer, bank or other custody providers in each jurisdiction in which any of the portfolio securities are customarily traded, to which account such portfolio securities will be delivered.

Deliveries of redemption proceeds by a Fund are generally made within one Business Day (i.e., "T+1"). Each Fund reserves the right to settle redemption transactions on a basis other than T+1, if necessary or appropriate under the circumstances and compliant with applicable law. Delayed settlement may occur due to a number of different reasons, including, without limitation, settlement cycles for the underlying securities, unscheduled market closings, an effort to link distribution to dividend record dates and ex-dates and newly announced holidays. For example, the redemption settlement process may be extended beyond T+1 because of the occurrence of a holiday in the U.S. bond market that is not a holiday observed in the U.S. equity market.

To the extent contemplated by an Authorized Participant's agreement with the Distributor or its agent, in the event an Authorized Participant has submitted a redemption request in proper form but is unable to transfer all or part of the Creation Unit to be redeemed to a Fund, at or prior to the time specified by the Fund or its custodian on the Business Day after the date of submission of such redemption request, the Distributor or its agent will accept the redemption request in reliance on the undertaking by the Authorized Participant to deliver the missing shares as soon as possible. Such undertaking shall be secured by the Authorized Participant's delivery and maintenance of collateral. Such collateral must be delivered no later than the time specified by the Fund or its custodian on the Business Day after the date of submission of such redemption request and shall be held by the Custodian and

marked-to-market daily. The fees of the Custodian and any sub-custodians in respect of the delivery, maintenance and redelivery of the collateral shall be payable by the Authorized Participant. The Authorized Participant Agreement permits the Funds to acquire shares of the Funds at any time and subjects the Authorized Participant to liability for any shortfall between the aggregate of the cost to the Funds of purchasing such shares, plus the value of the Cash Amount, and the value of the collateral together with liability for related brokerage and other charges.

Because the portfolio securities of a Fund may trade on exchange(s) on days that the Exchange is closed, are Securities Industry and Financial Markets Association holidays or are otherwise not Business Days for such Fund, shareholders may not be able to redeem their shares of such Fund, or purchase or sell shares of such Fund on the Exchange on days when the NAV of such Fund could be significantly affected by events in the relevant non-U.S. markets.

The right of redemption may be suspended or the date of payment postponed with respect to any Fund: (i) for any period during which the applicable Exchange is closed (other than customary weekend and holiday closings); (ii) for any period during which trading on the applicable Exchange is suspended or restricted; (iii) for any period during which an emergency exists as a result of which disposal of the shares of the Fund's portfolio securities or determination of its NAV is not reasonably practicable; or (iv) in such other circumstance as is permitted by the Commission.

Custom Baskets. Creation and Redemption baskets may differ and each Fund will accept "custom baskets." A custom basket may include any of the following: (i) a basket that is composed of a non-representative selection of a Fund's portfolio holdings; (ii) a representative basket that is different from the initial basket used in transactions on the same business day; or (iii) a basket that contains bespoke cash substitutions for a single Authorized Participant. Each Fund has adopted policies and procedures that govern the construction and acceptance of baskets, including heightened requirements for certain types of custom baskets. Such policies and procedures provide the parameters for the construction and acceptance of custom baskets that are in the best interests of a Fund and its shareholders, establish processes for revisions to, or deviations from, such parameters, and specify the titles and roles of the employees of the Adviser who are required to review each custom basket for compliance with those parameters. In addition, when constructing custom baskets for redemptions, the tax efficiency of a Fund may be taken into account. The policies and procedures distinguish among different types of custom baskets that may be used for each Fund and impose different requirements for different types of custom baskets in order to seek to mitigate against potential risks of conflicts and/or overreaching by an Authorized Participant. The Adviser has established a governance process to oversee basket compliance for the Funds, as set forth in each Fund's policies and procedures.

Taxation on Creations and Redemptions of Creation Units. An Authorized Participant generally will recognize either gain or loss upon the exchange of Deposit Securities for Creation Units. This gain or loss is calculated by taking the market value of the Creation Units purchased over the Authorized Participant's aggregate basis in the Deposit Securities exchanged therefor. However, the U.S. Internal Revenue Service ("IRS") may apply the wash sales rules to determine that any loss realized upon the exchange of Deposit Securities for Creation Units is not currently deductible. Authorized Participants should consult their own tax advisors.

Current U.S. federal income tax laws dictate that capital gain or loss realized from the redemption of Creation Units will generally create long-term capital gain or loss if the Authorized Participant holds the Creation Units for more than one year, or short-term capital gain or loss if the Creation Units were held for one year or less, if the Creation Units are held as capital assets.

Authorized Participants who are dealers in securities are subject to different tax treatment on the exchange for or redemption of Creation Units.

DISCLOSURE OF PORTFOLIO HOLDINGS

On each Business Day, prior to the opening of regular trading on the Exchange, each Fund publicly discloses its entire portfolio holdings via its website (www.lifexfunds.com) and the NSCC and the composition of the in-kind creation basket and the in-kind redemption basket via the NSCC. The holdings of each Fund will also be disclosed in quarterly filings with the Commission on Form N-PORT as of the end of the first and third quarters of the Funds' fiscal year and on Form N-CSR as of the second and fourth quarters of the Funds' fiscal year.

Subject to certain limitations on disclosure of material non-public information, portfolio holdings of a Fund may generally be made available more frequently and prior to their public availability (i) to Authorized Participants, market makers and liquidity providers (e.g., in the course of negotiating a custom basket), (ii) to service providers of the Funds or the Adviser, including outside legal counsel, an accounting or auditing firm, an administrator, custodian, principal underwriter, pricing service, proxy voting service, financial printer, third party that delivers analytical, statistical or consulting services, ratings or rankings agency or other third party that may require such information to provide services for the benefit of the Fund; (iii) to current or prospective Fund shareholders (including shareholders of record of indirect investments in a Fund through another Fund) and their consultants or agents; (iv) as required by law; and (v) for any other legitimate business purpose.

Disclosure of portfolio holdings of a Fund prior to their public availability generally requires that the recipient has agreed, typically by means of a confidentiality agreement, that they will use that information solely for the purpose for which the information was disclosed and will not use or disclose any portion or aspect of the information for any other purpose without prior consent.

The Adviser has adopted and the Board has approved policies and procedures reasonably designed to ensure that disclosure of portfolio holdings information for each Fund is handled as described herein. These policies and procedures provide that none of the Funds, their service providers, the Adviser, or any other party may receive compensation in connection with the disclosure of portfolio holdings. They also require that any potential conflict of interest associated with any disclosure of portfolio holdings is to be evaluated and resolved by the Trust's Chief Compliance Officer ("CCO").

CONTINUOUS OFFERING

The method by which Creation Units are created and traded may raise certain issues under applicable securities laws. Because new Creation Units are issued and sold by the Funds on an ongoing basis, at any point a "distribution," as such term is used in the Securities Act of 1933, as amended (the "Securities Act"), may occur. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner that could render them statutory underwriters and subject them to the prospectus delivery requirement and liability provisions of the Securities Act.

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Units after placing an order with the Distributor, breaks them down into constituent shares and sells such shares directly to customers or if it chooses to couple the creation of new shares with an active selling effort involving solicitation of secondary market demand for shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all of the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case and the examples mentioned above should not be considered a complete description of all the activities that could lead to a categorization as an underwriter.

Broker-dealer firms should also note that dealers who are not "underwriters" but are effecting transactions in shares, whether or not participating in the distribution of shares, generally are required to deliver a prospectus. This is because the prospectus delivery exemption in Section 4(a)(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of the 1940 Act. Firms that incur a prospectus delivery obligation with respect to shares of the Funds are reminded that, pursuant to Rule 153 under the Securities Act, a prospectus delivery obligation under Section 5(b)(2) of the Securities Act owed to an exchange member in connection with a sale on the Exchange generally is satisfied by the fact that the prospectus is available at the Exchange upon request. The prospectus delivery mechanism provided in Rule 153 under the Securities Act is available only with respect to transactions on an exchange.

In connection with the Funds' operations, investors in the Funds may include an affiliate of the Fund or Funds, including Stone Ridge and its affiliates. Each such investor and any other affiliate of a Fund may sell some or all of the shares held by them pursuant to the registration statement for the Funds (each, a "Selling Shareholder"), which shares have been registered to permit the resale from time to time after purchase. In such instances, the Funds will not receive any of the proceeds from the resale by the Selling Shareholders of these shares. Selling Shareholders may sell shares owned by them directly or through broker-dealers, in accordance with applicable law, on any

national securities exchange on which the shares may be listed or quoted at the time of sale, through trading systems, in the over-the-counter market or in transactions other than on these exchanges or systems at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected through brokerage transactions, privately negotiated trades, block sales, entry into options or other derivatives transactions or through any other means authorized by applicable law. Selling Shareholders may redeem the shares held in Creation Unit size by them through an Authorized Participant. Any Selling Shareholder and any broker-dealer or agents participating in the distribution of shares may be deemed to be "underwriters" within the meaning of Section 2(a)(11) of the Securities Act, in connection with such sales. Any Selling Shareholder and any other person participating in such distribution will be subject to any applicable provisions of the Exchange Act and the rules and regulations thereunder.

MANAGEMENT OF THE FUNDS

Board of Trustees

The business and affairs of the Funds are managed under the oversight of the Board subject to the laws of the State of Delaware and the Trust's Fifth Amended and Restated Agreement and Declaration of Trust, as may be further amended from time to time (the "Declaration of Trust"). The Trustees are responsible for oversight of the practices and processes of the Funds and their service providers, rather than active management of each Fund, including in matters relating to risk management. The Trustees seek to understand the key risks facing the Funds, including those involving conflicts of interest; how Fund management identifies and monitors those risks on an ongoing basis; how Fund management develops and implements controls to mitigate those risks; and how Fund management tests the effectiveness of those controls. The Board cannot foresee, know or guard against all risks, nor are the Trustees guarantors against risk. The officers of each Fund conduct and supervise that Fund's daily business operations. Trustees who are not deemed to be "interested persons" of a Fund as defined in the 1940 Act are referred to as "Independent Trustees." Trustees who are deemed to be "interested persons" of a Fund are referred to as "Interested Trustees."

The Board meets as often as necessary to discharge its responsibilities. Currently, the Board conducts regular quarterly meetings, including in-person, telephonic or videoconference meetings, and holds special in-person, telephonic or videoconference meetings as necessary to address specific issues that require attention prior to the next regularly scheduled meeting. At these meetings, officers of the Trust provide the Board (or one of its committees) with written and oral reports on regulatory and compliance matters, operational and service provider matters, organizational developments, product proposals, audit results and insurance and fidelity bond coverage. In addition, it is expected that the Independent Trustees meet at least annually to review, among other things, investment management agreements and certain other plans and agreements and to consider such other matters as they deem appropriate.

The Board has established two standing committees — an Audit Committee and a Valuation Committee — to assist the Board in its oversight of risk as part of its broader oversight of the Funds' affairs. The Committees, both of which are comprised solely of the Board's Independent Trustees, are described below. The Board may establish other committees, or nominate one or more Trustees to examine particular issues related to the Board's oversight responsibilities, from time to time. Each Committee meets periodically to perform its delegated oversight functions and reports its findings and recommendations to the Board.

The Board does not have a lead Independent Trustee. The Board, taking into consideration its oversight responsibility of the Funds, including the Funds' regular use of fair valuation and the Board's extensive experience overseeing the development and implementation of fair valuation processes, believes that its leadership structure is appropriate. In addition, the Board's use of Committees (each of which is chaired by an Independent Trustee with substantial industry experience) and the chair's role as chief executive officer of the Adviser, serve to enhance the Board's understanding of the operations of the Funds, and the Adviser because it allows the Trustees to effectively perform their oversight responsibilities.

Board members of the Trust, together with information as to their positions with the Trust, principal occupations and other board memberships, are shown below. Unless otherwise noted, each Trustee has held each principal

occupation and board membership indicated for at least the past five years. Each Trustee's mailing address is c/o Stone Ridge Asset Management LLC, One Vanderbilt Avenue, 65th Floor, New York, NY 10017.

Independent Trustees

Name (Year of Birth)	Position(s) Held with the Trust	Term of Office and Length of Time Served[2]	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in the Fund Complex Overseen by Trustee[3]	Other Directorships/ Trusteeships Held by Trustee During the Past 5 Years
Jeffery Ekberg (1965)	Trustee	since 2012	Self-employed (personal investing), since 2011; Principal, TPG Capital, L.P. (private equity firm) until 2011; Chief Financial Officer, Newbridge Capital, LLC (subsidiary of TPG Capital, L.P.) until 2011	46	None.
Daniel Charney (1970)	Trustee	since 2012	Co-Head of Global Markets, TD Securities (investment bank) and Vice Chair of TD Cowen, a division of TD Securities (financial services firm) since 2023; Co-President, Cowen and Company, Cowen Inc. (financial services firm), 2012-2023	46	None.

Interested Trustee

Name (Year of Birth)	Position(s) Held with the Trust	Term of Office and Length of Time Served[1]	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in the Fund Complex Overseen by Trustee[2]	Other Directorships/ Trusteeships Held by Trustee During the Past 5 Years
Ross Stevens[4] (1969)	Trustee, Chairman	since 2012	Founder and Chief Executive Officer of Stone Ridge since 2012	46	None.

(1) Each trustee's mailing address is c/o Stone Ridge Asset Management LLC, One Vanderbilt Avenue, 65th Floor, New York, NY 10017.
(2) Each Trustee serves until resignation or removal from the Board.
(3) The Fund Complex includes the Trust and Stone Ridge Trust II, Stone Ridge Trust IV, Stone Ridge Trust V and Stone Ridge Trust VIII, other investment companies managed by the Adviser.
(4) Mr. Stevens is an "interested person" of the Trust, as defined in Section 2(a)(19) of the 1940 Act, due to his position with the Adviser.

Additional Information About the Trustees

Jeffery Ekberg — Through his experience as a senior officer, director and accountant of financial and other organizations, Mr. Ekberg contributes experience overseeing financial and investment organizations to the Board. The Board also benefits from his previous experience as a member of the board of other funds.

Daniel Charney — Through his experience as a senior officer of financial and other organizations, Mr. Charney contributes his experience in the investment management industry to the Board.

Ross Stevens — Through his experience as a senior executive of financial organizations, Mr. Stevens contributes his experience in the investment management industry to the Board.

Additional Information About the Board's Committees. The Trust has an Audit Committee and a Valuation Committee. The members of both the Audit Committee and the Valuation Committee consist of all the Independent Trustees, namely Messrs. Ekberg and Charney. Mr. Ekberg is the Audit Committee Chair and has been designated as the Audit Committee financial expert. Mr. Charney is the Valuation Committee Chair. In accordance with its written charter, the Audit Committee's primary purposes are: (1) to oversee the Trust's accounting and financial reporting policies and practices, and its internal controls and procedures; (2) to oversee the quality and objectivity of the Trust's and the Funds' financial statements and the independent audit thereof; (3) to oversee the activities of the Trust's CCO; (4) to oversee the Trust's compliance program adopted pursuant to Rule 38a-1 under the 1940 Act, and the Trust's implementation and enforcement of its compliance policies and procedures thereunder; (5) to oversee the Trust's compliance with applicable laws in foreign jurisdictions, if any; and (6) to oversee compliance with the Code of Ethics by the Trust and the Adviser.

The Audit Committee reviews the scope of each Fund's audits, each Fund's accounting and financial reporting policies and practices and its internal controls. The Audit Committee approves, and recommends to the Independent Trustees for their ratification, the selection, appointment, retention or termination of the Funds' independent registered public accounting firm and approves the compensation of the independent registered public accounting firm. The Audit Committee also approves all audit and permissible non-audit services provided to the Funds by the independent registered public accounting firm and all permissible non-audit services provided by the Funds' independent registered public accounting firm to the Adviser and any affiliated service providers if the engagement relates directly to the Funds' operations and financial reporting. The Audit Committee met four times during the fiscal year ended December 31, 2024.

The Valuation Committee also operates pursuant to a written charter. The duties and powers, to be exercised at such times and in such manner as the Valuation Committee shall deem necessary or appropriate, are as follows: (1) reviewing, from time to time, the Trust's valuation policy and procedures (the "Valuation Policy"), which Valuation Policy serves to establish policies and procedures for the valuation of each Fund's assets; (2) making any recommendations to the Trust's audit committee and/or the Board regarding (i) the functioning of the Valuation Policy, or (ii) the valuation(s) of individual assets; (3) consulting with the Adviser regarding the valuation of each Fund's assets, including fair valuation determinations of any such assets; (4) periodically reviewing information regarding fair value and other determinations made pursuant to the Trust's valuation procedures; (5) reporting to the Board on a regular basis regarding the Valuation Committee's duties; (6) making recommendations in conjunction with the Board's annual (or other periodical) review of the Trust's Valuation Policy; (7) periodically reviewing information regarding industry developments in connection with valuation of assets; and (8) performing such other duties as may be assigned to it, from time to time, by the Board. The Valuation Committee met four times during the fiscal year ended December 31, 2024.

Trustee Ownership of the Funds. The following table shows the dollar range of equity securities owned by the Trustees in the Funds and in other investment companies overseen by the Trustee within the same family of investment companies as of December 31, 2024. Investment companies are considered to be in the same family if they share the same investment adviser or principal underwriter and hold themselves out to investors as related

companies for purposes of investment and investor services. The information as to ownership of securities that appears below is based on statements furnished to the Funds by their Trustees and executive officers.

	Dollar Range of Equity Securities in the Funds[1]	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee in Family of Investment Companies[2]
Independent Trustees		
Jeffery Ekberg	None	Over $100,000
Daniel Charney	None	Over $100,000
Interested Trustee		
Ross Stevens[3]	None	Over $100,000

(1) As of December 31, 2024, none of the Trustees owned shares of LifeX 2064 Longevity Income ETF or LifeX 2065 Longevity Income ETF because those Funds had not yet begun investment operations.
(2) Family of Investment Companies includes the Trust and Stone Ridge Trust II, Stone Ridge Trust IV, Stone Ridge Trust V and Stone Ridge Trust VIII, other investment companies managed by the Adviser.
(3) Beneficial ownership through the Adviser's or its affiliates' direct Fund investments.

Other than as disclosed in the following table, none of the Independent Trustees or their family members beneficially owned any class of securities of the Adviser or principal underwriter of the Funds, or a person (other than a registered investment company) directly or indirectly controlling, controlled by or under common control with the Adviser or the principal underwriter of the Funds, as of December 31, 2024.

Name of Director	Name of Owners and Relationships to Director	Company	Title of Class	Value of Securities	Percent of Class
Daniel Charney	Self	New York Digital Investment Group LLC[1]	Class B2	$1,142,592	0.13%
Daniel Charney	Self	Stone Ridge Archimedes Fund LP[2]	Limited Partnership Interest	$5,169,835	0.72%
Jeffery Ekberg	Self	New York Digital Investment Group LLC[1]	Class B2	$571,296	0.06%
Jeffery Ekberg	Self	Stone Ridge Archimedes Fund LP[2]	Limited Partnership Interest	$3,409,352	0.47%

(1) New York Digital Investment Group LLC is under common control with the Adviser.
(2) The general partner of Stone Ridge Archimedes Fund LP is a subsidiary of the Adviser and each Trustee is a limited partner of Stone Ridge Archimedes Fund LP.

Compensation of Trustees. Each Trustee who is not an employee of the Adviser is compensated by an annual retainer. Each such Trustee's compensation is invested in Stone Ridge funds. The Trust does not pay retirement benefits to its Trustees and officers. Each Fund pays a portion of the compensation of the CCO. Other officers and Interested Trustees of the Trust are not compensated by the Funds.

The following table sets forth compensation received by the Independent Trustees for the Funds' fiscal year ended December 31, 2024:

Independent Trustees	Aggregate Compensation From the Fund[1]	Total Compensation From the Fund Complex[2] Paid to Trustee
Jeffery Ekberg	$0	$426,217
Daniel Charney	$0	$426,217

(1) As of December 31, 2024, the Independent Trustees had not yet received compensation from the Funds.

(2) The Fund Complex includes the Trust and Stone Ridge Trust II, Stone Ridge Trust IV, Stone Ridge Trust V and Stone Ridge Trust VIII, other investment companies managed by the Adviser.

Officers of the Trust

Name (Year of Birth) and Address[1][2]	Position(s) Held with the Trust	Term of Office and Length of Time Served[3]	Principal Occupation(s) During Past 5 Years
Ross Stevens (1969)	President, Chief Executive Officer and Principal Executive Officer	since 2012	Founder and Chief Executive Officer of the Adviser, since 2012.
Lauren D. Macioce (1978)	Chief Compliance Officer, Secretary, Chief Legal Officer and Anti-Money Laundering Compliance Officer	since 2016	General Counsel and Chief Compliance Officer of the Adviser, since 2016.
Maura Keselowsky (1983)	Treasurer, Principal Financial Officer, Chief Financial Officer and Chief Accounting Officer	since July 2024	Supervising Fund Controller at the Adviser, since 2022; member of Finance at the Adviser, since 2018.
Anthony Zuco (1975)	Assistant Treasurer	since July 2024	Supervising Fund Controller at the Adviser, 2015-2022; member of Finance at the Adviser, since 2015.
Alexander Nyren (1980)	Assistant Secretary	since 2018	Head of Reinsurance of the Adviser, since 2018; member of Reinsurance portfolio management team at the Adviser, since 2013.
Leson Lee (1975)	Assistant Treasurer	since 2019	Member of Operations at the Adviser, since 2018.
Domingo Encarnacion (1983)	Assistant Treasurer	since 2020	Tax Manager at the Adviser, since 2016.
Stanley Weinberg (1989)	Assistant Treasurer	since 2023	Member of Operations at the Adviser, since 2019.
Daniel Gross (1984)	Assistant Treasurer	since 2023	Member of Operations at the Adviser, since 2019.
Connor O'Neill (1990)	Assistant Treasurer	since April 2024	Member of Operations at the Adviser, since 2020.
Shamil Kotecha (1986)	Assistant Secretary	since October 2024	Member of Legal and Compliance at the Adviser, since 2018.

Name (Year of Birth) and Address[1][2]	Position(s) Held with the Trust	Term of Office and Length of Time Served[3]	Principal Occupation(s) During Past 5 Years
Jamie Corley (1986)	Assistant Treasurer	since January 2025	Member of Operations at the Adviser, since 2019.

(1) Each officer's mailing address is c/o Stone Ridge Asset Management LLC, One Vanderbilt Avenue, 65th Floor, New York, NY 10017.
(2) Each of the officers is an affiliated person of the Adviser as a result of his or her position with the Adviser.
(3) The term of office of each officer is indefinite.

Code of Ethics. The Trust and the Adviser have adopted a code of ethics in accordance with Rule 17j-1 under the 1940 Act. This code of ethics permits the personnel of these entities to make personal investments under some circumstances, including in assets or instruments that a Fund may purchase or hold.

The code of ethics is available on the EDGAR database of the Commission's website at www.sec.gov. In addition, copies of the code of ethics may be obtained, after mailing the appropriate duplicating fee, by e-mail request to publicinfo@sec.gov.

PROXY VOTING POLICIES AND PROCEDURES

The Funds have delegated to the Adviser the responsibility for voting the Funds' securities. Attached as Appendix A to this SAI is the summary of the guidelines and procedures that the Adviser uses to determine how to vote proxies relating to portfolio securities, including the procedures that the Adviser uses when a vote presents a conflict between the interests of Fund shareholders, on the one hand, and those of the Adviser or any affiliated person of a Fund or the Adviser, on the other. This summary of the guidelines gives a general indication as to how the Adviser will vote proxies relating to portfolio securities on each issue listed. However, the guidelines do not address all potential voting issues or the intricacies that may surround individual proxy votes. For that reason, there may be instances in which votes may vary from the guidelines presented. Notwithstanding the foregoing, the Adviser always endeavors to vote proxies relating to portfolio securities in accordance with each Fund's investment objective. Information on how each Fund voted proxies relating to portfolio securities during the most recent prior 12-month period ending June 30 is available without charge, (1) upon request, by calling (855) 609-3680, and (2) on the Commission's website at www.sec.gov. Given the Funds' investment universe, the Adviser does not expect to frequently have the ability to vote proxies relating to portfolio securities.

CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

A principal shareholder is any person who owns of record or is known by a Fund to own of record or beneficially 5% or more of any class of any Fund's outstanding equity securities. A control person is one who owns beneficially, either directly or through controlled companies, more than 25% of the voting securities of a Fund or acknowledges the existence of control. A controlling person possesses the ability to control the outcome of matters submitted for shareholder vote by a Fund.

As of April 7, 2025, Stone Ridge or its affiliate was a control person of each Fund because they beneficially owned more than 25% of each Fund. However, it is anticipated that Stone Ridge or its affiliate will no longer be a control person once the Funds have issued sufficient additional shares to persons not affiliated with the Funds. The principal business address of Stone Ridge is One Vanderbilt Avenue, 65th Floor, New York, NY 10017.

As of April 7, 2025, the following persons owned of record or beneficially more than 5% of the outstanding shares of each Fund:

LifeX 2048 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	56.54%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	56.54%	Beneficial
Wells Fargo Securities, LLC 375 Park Avenue New York, NY 10152	Wells Fargo & Company	DE	26.61%	Record
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	9.36%	Record
Charles Schwab & Co 211 Main St San Francisco, CA 94105	The Charles Schwab Corporation	DE	7.26%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2048 Longevity Income ETF as a group owned, directly or indirectly, 56.54% of the outstanding shares of the Fund.

LifeX 2049 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	71.26%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	71.26%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	21.64%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	6.92%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2049 Longevity Income ETF as a group owned, directly or indirectly, 71.26% of the outstanding shares of the Fund.

LifeX 2050 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	81.13%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	81.13%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	11.10%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	6.83%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2050 Longevity Income ETF as a group owned, directly or indirectly, 81.13% of the outstanding shares of the Fund.

LifeX 2051 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	75.37%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	75.37%	Beneficial
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	12.52%	Record
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	11.70%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2051 Longevity Income ETF as a group owned, directly or indirectly, 75.37% of the outstanding shares of the Fund.

LifeX 2052 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	68.01%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	68.01%	Beneficial
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	18.54%	Record
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	13.08%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2052 Longevity Income ETF as a group owned, directly or indirectly, 68.01% of the outstanding shares of the Fund.

LifeX 2053 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	90.01%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	90.01%	Beneficial

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2053 Longevity Income ETF as a group owned, directly or indirectly, 90.01% of the outstanding shares of the Fund.

LifeX 2054 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	73.85%	Record

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	73.85%	Beneficial
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	17.60%	Record
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	6.07%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2054 Longevity Income ETF as a group owned, directly or indirectly, 73.85% of the outstanding shares of the Fund.

LifeX 2055 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	77.93%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	77.93%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	14.76%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	6.07%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2055 Longevity Income ETF as a group owned, directly or indirectly, 77.93% of the outstanding shares of the Fund.

LifeX 2056 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	91.01%	Record

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	91.01%	Beneficial

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2056 Longevity Income ETF as a group owned, directly or indirectly, 91.01% of the outstanding shares of the Fund.

LifeX 2057 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	74.17%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	74.17%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	14.68%	Record
Charles Schwab & Co 211 Main St San Francisco, CA 94105	The Charles Schwab Corporation	DE	9.82%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2057 Longevity Income ETF as a group owned, directly or indirectly, 74.17% of the outstanding shares of the Fund.

LifeX 2058 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	91.59%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	91.59%	Beneficial

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	7.24%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2058 Longevity Income ETF as a group owned, directly or indirectly, 91.59% of the outstanding shares of the Fund.

LifeX 2059 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	77.28%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	77.28%	Beneficial
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	15.67%	Record
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	6.97%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2059 Longevity Income ETF as a group owned, directly or indirectly, 77.28% of the outstanding shares of the Fund.

LifeX 2060 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	92.24%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	92.24%	Beneficial
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	7.04%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2060 Longevity Income ETF as a group owned, directly or indirectly, 92.24% of the outstanding shares of the Fund.

LifeX 2061 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	90.57%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	90.57%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	8.75%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2061 Longevity Income ETF as a group owned, directly or indirectly, 90.57% of the outstanding shares of the Fund.

LifeX 2062 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	94.14%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	94.14%	Beneficial

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2062 Longevity Income ETF as a group owned, directly or indirectly, 94.14% of the outstanding shares of the Fund.

LifeX 2063 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[(1)]
Citibank, N.A. 388 Greenwich Street New York, NY 10013	Citigroup Inc.	DE	78.51%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	78.51%	Beneficial

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	11.00%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	10.19%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2063 Longevity Income ETF as a group owned, directly or indirectly, 78.51% of the outstanding shares of the Fund.

LifeX 2064 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
U.S. Bank N.A. 1555 N. RiverCenter Drive Suite 302 Milwaukee, WI 53212	U.S. Bancorp	DE	50.04%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	50.04%	Beneficial
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	27.10%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	22.24%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2064 Longevity Income ETF as a group owned, directly or indirectly, 50.04% of the outstanding shares of the Fund.

LifeX 2065 Longevity Income ETF

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
U.S. Bank N.A. 1555 N. RiverCenter Drive Suite 302 Milwaukee, WI 53212	U.S. Bancorp	DE	50.03%	Record
Stone Ridge Holdings Group LP 1 Vanderbilt Ave. 65th Fl. New York, NY 10017	Stone Ridge Holdings Group LP	DE	50.03%	Beneficial

Name and Address	Parent	Jurisdiction	% Ownership	Type of Ownership[1]
BofA Securities, Inc. One Bryant Park New York, NY 10036	Bank of America Corporation	DE	27.10%	Record
J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179	J.P. Morgan Chase & Co.	DE	22.24%	Record

(1) "Record Ownership" means the shareholder of record, or the exact name of the shareholder on the account, i.e., "ABC Brokerage, Inc." Beneficial ownership refers to the actual pecuniary, or financial, interest in the security, i.e., "Jane Doe Shareholder."

As of April 7, 2025, the Trustees and officers of LifeX 2065 Longevity Income ETF as a group owned, directly or indirectly, 50.03% of the outstanding shares of the Fund.

INVESTMENT ADVISORY AND OTHER SERVICES

The Adviser

Stone Ridge serves as each Fund's Adviser under an Investment Management Agreement (the "Management Agreement"). The Adviser's principal office is located at One Vanderbilt Avenue, 65th Floor, New York, New York 10017. As of March 31, 2025, Stone Ridge's assets under management were approximately $25 billion. The Adviser is a Delaware limited liability company and is controlled by Stone Ridge Holdings Group LP, a holding company for the Adviser and its affiliates.

Under the general oversight of the Board, Stone Ridge has been engaged to carry out the investment and reinvestment of the assets of the Funds, furnish continuously an investment program with respect to the Funds, determine which investments should be purchased, sold or exchanged and implement such determinations by causing the Funds to make investments. Stone Ridge compensates all Trustees and officers of the Funds who are members of Stone Ridge's organization and who render investment services to the Funds. Pursuant to the Management Agreement, the Adviser is paid a management fee for advisory services and for shareholder servicing, administrative and other services. Each Fund pays for these services under what is essentially an all-in fee structure (the "Unified Management Fee"). Pursuant to the Management Agreement, the Adviser is paid a Unified Management Fee at an annual rate of 0.25% of each Fund's average daily total assets less total liabilities. The Funds (and not the Adviser) will be responsible for certain other fees and expenses that are not covered by the Unified Management Fee under the Management Agreement. Stone Ridge may voluntarily reimburse any fees and expenses of the Funds but is under no obligation to do so. Any voluntary reimbursements may be terminated at any time. In addition to bearing the Unified Management Fee, each Fund (and not the Adviser) bears the following expenses: the Fund's ordinary and recurring investment expenses, including all fees and expenses directly related to portfolio transactions and positions for the Fund's account (including brokerage, clearing, and settlement costs), interest charges, custody or other expenses attributable to negative interest rates on investments or cash, borrowing and other investment-related costs and fees including interest and commitment fees, short dividend expense, acquired fund fees and expenses, and taxes; litigation and indemnification expenses, judgments and extraordinary expenses not incurred in the ordinary course of the Fund's business. Prior to the date on which a corresponding series of the Trust (a "Predecessor Fund") was reorganized into each Fund other than LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF (a "Reorganization"), Stone Ridge was compensated by the Predecessor Fund at an annual rate of 1.00% of each Fund's average daily total assets less total liabilities, with terms otherwise substantially identical to those listed above.

A discussion regarding the considerations of the Board in approving the Management Agreement is or will be available in each Fund's first filing on Form N-CSR, which was for the period ended December 31, 2024, for each Fund except LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF, and is expected to be for the period ended June 30, 2025 for LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF.

The Management Agreement will have an initial term of two years from its effective date and will continue in effect with respect to each Fund (unless terminated sooner) if its continuance is specifically approved at least annually by the affirmative vote of: (i) a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval; and (ii) a majority of the Board or the holders of a majority of the outstanding voting securities of each Fund . The Management Agreement may nevertheless be terminated at any time with respect to each Fund without penalty, on 60 days' written notice, by the Board, by vote of holders of a majority of the outstanding voting securities of the Fund, or by the Adviser. The Management Agreement will terminate automatically in the event of its assignment (as defined in the 1940 Act). Each Fund other than LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF commenced operations following the respective Reorganization. The Predecessor Funds had not completed their initial year of operations prior to the date of their Reorganization. When available, information regarding advisory fees for periods prior to the Reorganization will be that of the Predecessor Funds, where applicable.

Under the terms of the Management Agreement, neither the Adviser nor its affiliates shall be liable for losses or damages incurred by a Fund, unless such losses or damages are attributable to willful misfeasance, bad faith or gross negligence on the part of either the Adviser or its affiliates or from reckless disregard by it of its obligations and duties under the contract ("disabling conduct"). In addition, each Fund will indemnify the Adviser and its affiliates and hold each of them harmless against any losses or damages not resulting from disabling conduct.

Board of Advisors

The Adviser has formed a Board of Advisors to provide guidance and advice to the Adviser with respect to developments in longevity, both generally and as it relates to the Funds, the Closed-End Funds and any other potential future funds managed by Stone Ridge with similar investment strategies and structured in a similar manner. The Board of Advisors consists of Ross Stevens, Founder and CEO of Stone Ridge; Ted Mathas (Chairman), former Chairman of the Board of Directors and Chief Executive Officer of New York Life Insurance Company (2008-2023); Peter Attia, longevity expert, physician and author; Eric Clarke, Founder of Orion Advisor Solutions; and Laura Carstensen, Founder and Director of the Stanford Center on Longevity. The Board of Advisors will not serve an investment advisory function.

Portfolio Managers

Nate Conrad, Li Song, Ross Stevens, and Yan Zhao (the "Portfolio Managers") are jointly and primarily responsible for the day-to-day management of the Funds. The following tables set forth certain additional information with respect to the Portfolio Managers. The information is as of December 31, 2024.

Other Accounts Managed by the Portfolio Managers

The table below identifies the number of accounts for which the Portfolio Managers have day-to-day management responsibilities and the total assets in such accounts within each of the following categories: registered investment companies, other pooled investment vehicles and other accounts.

	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
Portfolio Manager	Number of Accounts[1]	Total Assets (in millions)	Number of Accounts	Total Assets (in millions)	Number of Accounts	Total Assets (in millions)
Nate Conrad	33	$ 112	0	$ 0	0	$0
Li Song	35	$1,791	1	$1,269	0	$0
Ross Stevens	37	$7,295	1	$1,269	0	$0
Yan Zhao	33	$ 112	0	$ 0	0	$0

(1) Does not include any Funds or any other investment companies managed by the Adviser that had not commenced operations as of December 31, 2024.

The Portfolio Managers do not manage funds or accounts with performance-based fees.

Potential Conflicts of Interest

Each of the Portfolio Managers is also responsible for managing other accounts in addition to the Funds, including other accounts of the Adviser or its affiliates. Other accounts may include other investment companies registered under the 1940 Act, unregistered investment companies that rely on Section 3(c)(1) or Section 3(c)(7) of the 1940 Act, separately managed accounts, foreign investment companies and accounts or investments owned by the Adviser or its affiliates or the Portfolio Managers. Management of other accounts in addition to the Funds can present certain conflicts of interest, as described below.

From time to time, conflicts of interest arise between a Portfolio Manager's management of the investments of the Funds, on the one hand, and the management of other accounts, on the other. The other accounts might have similar or different investment objectives or strategies as the Funds, or otherwise hold, purchase, or sell securities or other assets or instruments that are eligible to be held, purchased or sold by the Funds, or may take positions that are opposite in direction from those taken by the Funds. In addition, investors in, or the owners of, certain accounts managed by the Adviser are also investors in the Adviser or its affiliates and/or have indicated an intention to invest additional assets in accounts managed by the Adviser and for which the Adviser will receive a management fee, performance allocation or incentive fee.

As a fiduciary, the Adviser owes a duty of loyalty to its clients and must treat each client fairly. The Adviser and the Funds have adopted compliance policies and procedures that are designed to avoid, mitigate, monitor and oversee areas that could present potential conflicts of interest.

Allocation of Limited Time and Attention. A Portfolio Manager who is responsible for managing multiple accounts may devote unequal time and attention to the management of those accounts. As a result, the Portfolio Manager may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of the accounts as might be the case if he or she were to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where accounts overseen by a particular Portfolio Manager have different investment strategies.

Allocation of Investment Opportunities. Conflicts of interest arise as a result of the Adviser's or its affiliates' management of a number of accounts with similar or different investment strategies. When the Adviser or its affiliates purchase or sell securities or other assets or instruments for more than one account, the trades must be allocated in a manner consistent with their fiduciary duties. The Adviser and its affiliates attempt to allocate investments in a fair and equitable manner over time among client accounts, with no account receiving preferential treatment over time. To this end, the Adviser and its affiliates have adopted policies and procedures that are intended to provide the Adviser and its affiliates with flexibility to allocate investments in a manner that is consistent with their fiduciary duties. There is no guarantee, however, that the policies and procedures adopted by the Adviser and its affiliates will be able to detect and/or prevent every situation in which an actual or potential conflict may appear.

An investment opportunity may be suitable for both a Fund and other accounts, but may not be available in sufficient quantities for both a Fund and the other accounts to participate fully. If a Portfolio Manager identifies a limited investment opportunity that may be suitable for multiple accounts, the opportunity may be allocated among these several accounts; as a result of these allocations, there may be instances in which a Fund will not participate in a transaction that is allocated among other accounts or a Fund may not be allocated the full amount of an investment opportunity. Similarly, there may be limited opportunity to sell an investment held by a Fund and another account. In addition, different account guidelines and/or differences within particular investment strategies may lead to the use of different investment practices for accounts with a similar investment strategy. Whenever decisions are made to buy or sell securities or other assets or instruments by a Fund and one or more of the other accounts simultaneously, the Adviser and its affiliates may aggregate the purchases and sales of the securities or other assets or instruments. The Adviser and its affiliates will not necessarily purchase or sell the same securities or other assets or instruments at the same time, in the same direction or in the same proportionate amounts for all eligible accounts, particularly if different accounts have different amounts of capital under management by the Adviser or its affiliates, different amounts of investable cash available, different strategies or different risk tolerances. As a result, although the Adviser and its affiliates may manage different accounts with similar or

identical investment objectives, or may manage accounts with different objectives that trade in the same securities or other assets or instruments, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account, and the trade allocation and aggregation and other policies and procedures of a Fund or the Adviser and its affiliates could have a detrimental effect on the price or amount of the securities or other assets or instruments available to a Fund from time to time. Because the aforementioned considerations may differ between a Fund and other accounts, the investment activities of a Fund and other accounts may differ considerably from time to time. In addition, a Fund could be disadvantaged because of activities conducted by the Adviser or its affiliates for their other accounts, or by the Adviser or its affiliates for their own accounts, as a result of, among other things, the difficulty of liquidating an investment for more than one account where the market cannot absorb the sale of the combined positions.

As a result of regulations governing the ability of certain clients of the Adviser and its affiliates to invest side-by-side, it is possible that a Fund may not be permitted to participate in an investment opportunity at the same time as another fund or another account managed by the Adviser or its affiliates. These limitations may limit the scope of investment opportunities that would otherwise be available to a Fund. The decision as to which accounts may participate in any particular investment opportunity will take into account applicable law and the suitability of the investment opportunity for, and the strategy of, the applicable accounts. It is possible that a Fund may be prevented from participating due to such investment opportunity being more appropriate, in the discretion of the Adviser and its affiliates, for another account.

Conflicts of Interest Among Strategies. At times, a Portfolio Manager may determine that an investment opportunity may be appropriate for only some of the accounts for which he or she exercises investment responsibility, or may decide that certain of the accounts should take differing positions with respect to a particular security or other asset or instrument. In these cases, the Portfolio Manager may place separate transactions for one or more accounts, which may affect the market price of the security or other asset or instrument or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts. Similarly, the Adviser or its affiliates may take positions in accounts or investments owned by them or on behalf of clients that are similar to or different from those taken by one or more client accounts.

Conflicts may also arise in cases when accounts invest in different parts of an issuer's capital structure, including circumstances in which one or more accounts own private securities or obligations of an issuer and other accounts may own public securities of the same issuer. Actions by investors in one part of the capital structure could disadvantage investors in another part of the capital structure. In addition, purchases or sales of the same investment may be made for two or more accounts on the same date. There can be no assurance that an account will not receive less (or more) of a certain investment than it would otherwise receive if this conflict of interest among accounts did not exist. In effecting transactions, it may not be possible, or consistent with the investment objectives of accounts, to purchase or sell securities or other assets or instruments at the same time or at the same prices.

Selection of Service Providers. The Adviser or its affiliates may be able to select or influence the selection of service providers to clients, including the brokers and dealers that are used to execute securities or other transactions for the accounts that they supervise. In addition to executing trades, some brokers and dealers may provide the Adviser or its affiliates with brokerage and research services (as those terms are defined in Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), which may result in the payment of higher brokerage fees than might have otherwise been available. These services may be more beneficial to certain accounts than to others. In addition, the Adviser or its affiliates have received and may receive loans or other services from service providers to clients. Although such services are negotiated at arm's length, they pose conflicts of interest to the Adviser or its affiliates in selecting such service providers.

Related Business Opportunities. The Adviser or its affiliates may provide more services (such as distribution or recordkeeping) for some types of accounts than for others. In such cases, a Portfolio Manager may benefit, either directly or indirectly, by devoting disproportionate attention to the management of accounts that provide greater overall returns to the Adviser and its affiliates.

Broad and Wide-Ranging Activities. The Adviser and its related parties engage in a broad spectrum of activities and may expand the range of services that they provide over time. The Adviser and its related parties will generally

not be restricted in the scope of their business or in the performance of any such services (whether now offered or undertaken in the future), even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. In the ordinary course of their business activities, including activities with third-party service providers, lenders and/or counterparties, the Adviser and its related parties engage in activities where the interests of the Adviser and its related parties or the interests of their clients conflict with the interests of the shareholders of the Funds. Certain employees of the Adviser, including certain Portfolio Managers, also have responsibilities relating to the business of one or more related parties. These employees are not restricted in the amount of time that may be allocated to the business activities of the Adviser's related parties, and the allocation of such employees' time between the Adviser and its related parties may change over time.

Variation in Compensation. A conflict of interest arises where the financial or other benefits available to the Adviser differ among the accounts that it manages. The structure of the Adviser's management fee differs among accounts (such as where certain accounts pay higher management fees or a performance or incentive fee), which means the Adviser might be motivated to help certain accounts over others. In addition, a Portfolio Manager or the Adviser might be motivated to favor accounts in which such Portfolio Manager has an interest or in which the Adviser and/or its affiliates have interests. Similarly, the desire to maintain or raise assets under management or to enhance the Adviser's performance record or to derive other rewards, financial or otherwise, could influence the Adviser to lend preferential treatment to those accounts that could most significantly benefit the Adviser.

Investments by Adviser or Related Entities. The Adviser or a related entity may invest in entities that may provide financial or other services for the Funds.

Certain Potential Conflicts Relating to Expenses. The allocation of fees and expenses among the Funds and other funds or accounts advised by the Adviser will often require the Adviser to exercise its discretion to select an allocation method it determines to be appropriate in light of the particular facts and circumstances. The Adviser will be subject to conflicts of interest in making such determinations, and there can be no assurance that any allocations (i) will reflect an entity's pro rata share of such expenses based on the amounts invested (or anticipated to be invested) and/or the market value of the investment held (or anticipated to be held) by each fund advised by the Adviser, or (ii) will be in proportion to the number of participating funds advised by the Adviser or the proportion of time spent on each such fund. Similarly, the determination of whether an expense (for instance, the fees and expenses of service providers who work on Fund-related matters) is appropriately borne by a Fund or the Adviser often cannot be resolved by reference to a pre-existing formula and will require the exercise of discretion, and the Adviser will be subject to conflicts of interest in making such determinations.

Portfolio Manager Compensation

Portfolio Managers receive a base salary and may also receive a bonus. Compensation of a Portfolio Manager is determined at the discretion of the Adviser and may be deferred. It may be based on a number of factors including the Portfolio Manager's experience, responsibilities, the perception of the quality of his or her work efforts, and the consistency with which he or she demonstrates kindness to other employees, trading counterparties, vendors and clients. As a firm focused on beta, the compensation of Portfolio Managers is not based upon the performance of client accounts that the Portfolio Managers manage. The Adviser reviews the compensation of each Portfolio Manager at least annually.

Portfolio Manager Securities Ownership

None of the Portfolio Managers beneficially own any shares of the Funds as of the date of this SAI.

Principal Underwriter

Subject to the conditions described in the "How to Purchase and Sell Fund Shares" section of the Prospectus, shares of the Funds are offered on a continuous basis. Prior to trading in the secondary market, shares of each Fund are "created" at their NAV by Authorized Participants that have entered into an agreement with Foreside Financial Services, LLC (the "Distributor"), located at Three Canal Plaza, Suite 100, Portland, Maine 04101, as distributor pursuant to a distribution agreement between the Distributor and the Trust, on behalf of the Funds. The Distributor

does not maintain a secondary market in shares of the Funds. The Distributor has no role in determining the policies of the Funds or the securities that are purchased or sold by the Funds.

Rule 12b-1 Fees

The Funds have adopted a Distribution and Service Plan (the "Plan") pursuant to Rule 12b-1 under the 1940 Act. Under the Plan, each Fund may be authorized to pay distribution fees of up to 0.25% of its average daily net assets each year for certain distribution-related activities and shareholder services. No distribution and service fees are currently paid by the Funds, however, and there are no current plans to impose these fees. In the event 12b-1 fees are charged, over time they would increase the cost of an investment in a Fund because they would be paid on an ongoing basis.

Other Service Providers

Administrator. The Trust has entered into an administration agreement with U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (the "Administrator"), pursuant to which the Administrator provides administrative services to the Funds. The Administrator is responsible for (i) the general administrative duties associated with the day-to-day operations of the Funds; (ii) conducting relations with the custodian, independent registered public accounting firm, legal counsel and other service providers; (iii) providing regulatory reporting; and (iv) providing necessary office space, equipment, personnel, compensation and facilities for handling the affairs of the Funds. In performing its duties and obligations under the administration agreement, the Administrator shall not be held liable except for a loss arising out of the Administrator's refusal or failure to comply with the terms of the administration agreement or from its bad faith, negligence or willful misconduct in the performance of its duties under the administration agreement. The principal business address of the Administrator is 615 East Michigan Street, Milwaukee, Wisconsin 53202.

The Administrator also serves as fund accountant to the Funds under a separate agreement with the Trust and is responsible for calculating each Fund's total NAV, total net income and NAV per share of each Fund on a daily basis. The Adviser compensates the Administrator for its services out of the Unified Management Fee.

Transfer Agent/Dividend Disbursing Agent. U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (the "Transfer Agent"), is the transfer agent for the Funds' shares and the dividend disbursing agent for payment of dividends and distributions on Fund shares. The principal business address of the Transfer Agent is 615 East Michigan Street, Milwaukee, Wisconsin 53202. The Adviser compensates the Transfer Agent for its services out of the Unified Management Fee.

Custodian. U.S. Bank, NA (the "Custodian"), located at 1555 N. River Center Drive, Suite 302, Milwaukee, Wisconsin 53212, serves as the Funds' custodian. As such, the Custodian holds in safekeeping certificated securities and cash belonging to the Funds and, in such capacity, is the registered owner of securities in book-entry form belonging to the Funds. Upon instruction, the Custodian receives and delivers cash and securities of the Funds in connection with Fund transactions and collects all dividends and other distributions made with respect to portfolio securities of the Funds. The Custodian also maintains certain accounts and records of the Funds. The Adviser compensates the Custodian for its services out of the Unified Management Fee.

Independent Registered Public Accounting Firm. Ernst & Young LLP ("EY") serves as the Funds' independent registered public accountant. EY provides audit services and assistance and consultation in connection with the review of Commission filings and certain tax compliance services. EY is located at 700 Nicollet Mall, Suite 500, Minneapolis, Minnesota 55402. The Adviser compensates EY for its services out of the Unified Management Fee.

Legal Counsel. Ropes & Gray LLP serves as counsel to the Funds, and is located at 800 Boylston Street, Boston, Massachusetts 02199. The Adviser compensates Ropes & Gray LLP for its services out of the Unified Management Fee.

Anti-Money Laundering Requirements

The Funds are subject to the USA PATRIOT Act (the "Patriot Act"). The Patriot Act is intended to prevent the use of the U.S. financial system in furtherance of money laundering, terrorism or other illicit activities. Pursuant to requirements under the Patriot Act, a Fund may request information from Authorized Participants to enable it to form a reasonable belief that it knows the true identity of its Authorized Participants. This information will be used to verify the identity of Authorized Participants or, in some cases, the status of financial professionals; it will be used only for compliance with the requirements of the Patriot Act.

TAX STATUS

The following discussion of U.S. federal income tax consequences of investment in the Funds is based on the Internal Revenue Code of 1986, as amended (the "Code"), U.S. Treasury Regulations and other applicable authority, as of the date of the preparation of this SAI. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important U.S. federal income tax considerations generally applicable to investments in the Funds and does not address all aspects of taxation that may apply to shareholders or to particular shareholders. In particular, because shares of the Funds generally are expected to be sold only to U.S. citizens or U.S. residents, the following discussion does not address all aspects of taxation that may apply to other shareholders. Shareholders should consult their own tax advisers regarding their particular situation and the possible application of federal, state, local or non-U.S. tax laws.

Taxation of the Funds

Each Fund intends to elect to be treated and to qualify and be treated each year as a regulated investment company under Subchapter M of Chapter 1 of the Code (a "RIC"). In order to qualify for the special tax treatment accorded to RICs and their shareholders, each Fund generally must, among other things:

(a) derive at least 90% of its gross income for each taxable year from (i) dividends, interest, payments with respect to certain securities loans, and gains from the sale or other disposition of stock, securities or foreign currencies, or other income (including gains from options, futures, or forward contracts) derived with respect to its business of investing in such stock, securities, or currencies, and (ii) net income derived from interests in "qualified publicly traded partnerships" (a partnership (x) the interests in which are traded on an established securities market or are readily tradable on a secondary market or the substantial equivalent thereof and (y) that derives less than 90% of its income from the qualifying income described in (a)(i) above);

(b) diversify its holdings so that, at the end of each quarter of each Fund's taxable year, (i) at least 50% of the value of a Fund's total assets is represented by cash and cash items (including receivables), U.S. government securities, securities of other RICs, and other securities limited in respect of any one issuer to a value not greater than 5% of the value of a Fund's total assets and not more than 10% of the outstanding voting securities of such issuer, and (ii) not more than 25% of the value of a Fund's total assets is invested, including through corporations in which a Fund owns a 20% or more voting stock interest, (x) in the securities (other than those of the U.S. government or other RICs) of any one issuer or of two or more issuers that a Fund controls and that are engaged in the same, similar, or related trades or businesses, or (y) in the securities of one or more qualified publicly traded partnerships; and

(c) distribute with respect to each taxable year at least 90% of the sum of its investment company taxable income (as that term is defined in the Code without regard to the deduction for dividends paid — generally, taxable ordinary income and the excess, if any, of net short-term capital gains over net long-term capital losses) and any net tax-exempt interest income, for such year.

If a Fund qualifies as a RIC that is accorded special tax treatment, the Fund generally will not be subject to U.S. federal income tax on income distributed in a timely manner to its shareholders in the form of dividends (including Capital Gain Dividends, as defined below). If a Fund were to fail to meet the income, diversification or distribution tests described above, the Fund could in some cases cure such failure, including by paying a Fund-level tax, paying interest, making additional distributions or disposing of certain assets. If a Fund were ineligible to or

otherwise did not cure such failure for any year, or if a Fund were otherwise to fail to qualify as a RIC accorded special tax treatment for such year, the Fund would be subject to tax on its taxable income at corporate rates, and all distributions from earnings and profits, including any distributions of net tax-exempt income and net long-term capital gains, would be taxable to shareholders as ordinary income. Some portions of such distributions could be eligible for the dividends-received deduction in the case of corporate shareholders and may be eligible to be treated as "qualified dividend income" in the case of shareholders taxed as individuals, provided, in both cases, that the shareholder meets certain holding period and other requirements in respect of a Fund's shares (as described below). In addition, a Fund could be required to recognize unrealized gains, pay substantial taxes and interest and make substantial distributions before re-qualifying as a RIC that is accorded special tax treatment.

Each Fund intends to distribute to its shareholders, at least annually, substantially all of its investment company taxable income (computed without regard to the dividends-paid deduction), its net tax-exempt income, if any, and any net capital gain. Investment company taxable income and net capital gain that is retained by each Fund will be subject to tax at the Fund level at regular corporate rates.

In determining its net capital gain, including in connection with determining the amount available to support a Capital Gain Dividend (as defined below), its taxable income and its earnings and profits, a RIC generally may elect to treat part or all of any post-October capital loss (defined as any net capital loss attributable to the portion, if any, of the taxable year after October 31, or, if there is no such loss, the net long-term capital loss or net short-term capital loss attributable to any such portion of the taxable year), or late-year ordinary loss (generally, the sum of its (i) net ordinary loss from the sale, exchange or other taxable disposition of property attributable to the portion, if any, of the taxable year after October 31, and (ii) other net ordinary loss attributable to the portion, if any, of the taxable year after December 31) as if incurred in the succeeding taxable year.

If each Fund fails to distribute in a calendar year at least an amount equal to the sum of 98% of its ordinary income for such year and 98.2% of its capital gain net income for the one-year period ending on October 31 of such year, plus any retained amount from the prior year, the Fund will be subject to a nondeductible 4% excise tax on the undistributed amounts. For these purposes, ordinary gains and losses from the sale, exchange or other taxable disposition of property that would be properly taken into account after October 31 are treated as arising on January 1 of the following calendar year. For purposes of the excise tax, each Fund will be treated as having distributed any amount on which it has been subject to corporate income tax in the taxable year ending within the calendar year. A dividend paid to shareholders in January of a year generally is deemed to have been paid on December 31 of the preceding year, if the dividend is declared and payable to shareholders of record on a date in October, November or December of that preceding year. Each Fund intends generally to make distributions sufficient to avoid imposition of the 4% excise tax, although there can be no assurance that it will be able to do so.

Fund Distributions

Shareholders subject to U.S. federal income tax will be subject to tax on dividends received from a Fund, regardless of whether received in cash or reinvested in additional shares. Such distributions generally will be taxable to shareholders in the calendar year in which the distributions are received, except that a dividend declared and payable to shareholders of record in October, November or December and paid to shareholders the following January generally is deemed to have been paid by the Fund on the preceding December 31. Distributions received by tax-exempt shareholders generally will not be subject to U.S. federal income tax to the extent permitted under applicable tax law.

For U.S. federal income tax purposes, distributions of investment income generally are taxable to shareholders as ordinary income. Taxes to shareholders on distributions of capital gains are determined by how long a Fund owned (and is treated for U.S. federal income tax purposes as having owned) the investments that generated them, rather than how long a shareholder has owned his or her shares. In general, each Fund will recognize long-term capital gain or loss on investments it has owned (or is deemed to have owned) for more than one year, and short-term capital gain or loss on investments it has owned (or is deemed to have owned) for one year or less. Tax rules can alter a Fund's holding period in investments and thereby affect the tax treatment of gain or loss on such investments. Distributions of net capital gain (that is, the excess of net long-term capital gain over net short-term capital loss, in each case determined with reference to any loss carryforwards) that are properly reported by each

Fund as capital gain dividends ("Capital Gain Dividends") generally will be taxable to shareholders as long-term capital gains includible in net capital gain and taxed to individuals at reduced rates relative to ordinary income. The Internal Revenue Service ("IRS") and the U.S. Department of the Treasury have issued regulations that impose special rules in respect of Capital Gain Dividends received through partnership interests constituting "applicable partnership interests" under Section 1061 of the Code. Distributions of net short-term capital gain (as reduced by any long-term capital loss for the taxable year) will be taxable to shareholders as ordinary income, and shareholders will not be able to offset distributions of a Fund's net short-term capital gains with capital losses that they recognize with respect to their other investments. As required by U.S. federal law, detailed U.S. federal tax information with respect to each calendar year will be furnished to each shareholder early in the succeeding year. In general, the Funds do not expect a significant portion of their distributions to be attributable to capital gains from each Fund's investment activities.

The ultimate tax characterization of a Fund's distributions made in a taxable year cannot finally be determined until after the end of that taxable year. Each Fund may make total distributions during a taxable year in an amount that exceeds each Fund's "current and accumulated earnings and profits" (generally, the net investment income and net capital gains of each Fund with respect to that year), in which case the excess generally will be treated as a return of capital, which will be tax-free to the holders of the shares, up to the amount of the shareholder's tax basis in the applicable shares, with any amounts exceeding such basis treated as gain from the sale of such shares. A portion of each distribution is expected to constitute a return of capital (or, to the extent that such portion exceeds such shareholder's tax basis in such shares, capital gains).

Capital losses in excess of capital gains ("net capital losses") are not permitted to be deducted against a Fund's net investment income. Instead, potentially subject to certain limitations, each Fund may carry forward net capital losses from any taxable year to subsequent taxable years to offset capital gains, if any, realized during such subsequent taxable years. Each Fund's capital loss carryforwards are reduced to the extent they offset the Fund's current-year net realized capital gains, whether the Fund retains or distributes such gains. Each Fund must apply such carryforwards first against gains of the same character. Each Fund's available capital loss carryforwards, if any, will be set forth in its annual shareholder report for each fiscal year.

If a shareholder elects to reinvest distributions, such distributions will be reinvested in additional shares of a Fund at the NAV calculated as of the payment date. Each Fund will pay distributions on a per-share basis. As a result, on the ex-dividend date of such a payment, the NAV of each Fund will be reduced by the amount of the payment. If a shareholder is subject to U.S. federal income tax, he or she will be subject to such tax on Fund distributions in the manner described herein whether such distributions are paid in cash or reinvested in additional shares of the Fund.

The Code generally imposes a 3.8% Medicare contribution tax on the net investment income of certain individuals, trusts and estates to the extent their income exceeds certain threshold amounts. For these purposes, "net investment income" generally includes, among other things, (i) distributions paid by a Fund of net investment income and capital gains as described above, and (ii) any net gain from the sale, redemption or exchange of Fund shares. Shareholders are advised to consult their tax advisers regarding the possible implications of this additional tax on their investment in the Funds.

Dividends and distributions on shares of the Funds are generally subject to U.S. federal income tax as described herein to the extent they do not exceed a Fund's realized income and gains ("current and accumulated earnings and profits"), even though such dividends and distributions may economically represent a return of a particular shareholder's investment. Such distributions are likely to occur in respect of shares purchased at a time when the NAV of a Fund reflected either unrealized gains, or realized and undistributed income or gains, which were therefore included in the price the shareholder paid. Such realized income or gains may be required to be distributed regardless of whether a Fund's NAV also reflects unrealized losses. Such distributions may reduce the fair market value of a Fund's shares below the shareholder's cost basis in those shares.

Sale or Exchange of Shares

The sale, exchange or other taxable disposition of shares of a Fund will generally give rise to a gain or loss. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shareholder has held the shares for more than twelve months. Otherwise, the gain or loss generally will

be treated as short-term capital gain or loss. However, any loss realized upon a taxable disposition of shares held for six months or less will be treated as long-term, rather than short-term, to the extent of any Capital Gain Dividends received (or deemed received) by the shareholder with respect to those shares. All or a portion of any loss realized upon a taxable disposition of shares will be disallowed under the Code's "wash sale" rule if other substantially identical shares of a Fund are purchased within 30 days before or after the disposition. In such a case, the basis of the newly purchased shares will be adjusted to reflect the disallowed loss.

In the year in which members of a Modeled Cohort will turn 80, investors may invest in a Closed-End Fund. Investors may elect to sell their Fund shares in order to purchase shares of such Closed-End Fund. Any gain arising from the sale of your shares will be subject to tax regardless of whether you invest the sale proceeds in a Closed-End Fund. Accordingly, if you reinvest the after-tax cash proceeds of the sale of Fund shares into a Closed-End Fund, such reinvested after-tax amount may be less than their share of the Fund's NAV as of the time of the sale. As described above, any gain or loss resulting from the sale of your shares generally will be treated as capital gain or loss for federal income tax purposes, which will be long or short term depending on how long you have held your shares. An investment in a Closed-End Fund has its own tax consequences to investors. Investors should review the applicable Closed-End Fund's prospectus and offering materials when such materials become available. This SAI is not an offer to sell or the solicitation of an offer to buy securities of the Closed-End Funds.

Upon the sale of Fund shares, a Fund or, in the case of shares purchased through a financial intermediary, the financial intermediary may be required to provide you and the IRS with cost basis and certain other related tax information about the Fund shares you sold or redeemed. See "Tax Basis Information" below for more information.

Original Issue Discount, Market Discount

Some debt obligations with a fixed maturity date of more than one year from the date of issuance will be treated as debt obligations that are issued originally at a discount. Generally, the amount of the original issue discount ("OID") is treated as interest income and is included in a Fund's taxable income (and required to be distributed by the Fund) over the term of the debt obligation, even though payment of that amount is not received until a later time (i.e., upon partial or full repayment or disposition of the debt security) or is received in kind rather than in cash. Increases in the principal amount of inflation-indexed debt obligations (including TIPS) will be treated as OID.

Some debt obligations with a fixed maturity date of more than one year from the date of issuance that are acquired by a Fund in the secondary market may be treated as having "market discount." Very generally, market discount is the excess of the stated redemption price of a debt obligation (or in the case of an obligation issued with OID, its "revised issue price") over the purchase price of such obligation. Generally, any gain recognized on the disposition of, and any partial payment of principal on, a debt obligation having market discount is treated as ordinary income to the extent the gain, or principal payment, does not exceed the "accrued market discount" on such debt obligation. Alternatively, a Fund may elect to accrue market discount currently, in which case the Fund will be required to include the accrued market discount in the Fund's income (as ordinary income) and thus distribute it over the term of the debt security, even though payment of that amount is not received until a later time, upon partial or full repayment or disposition of the debt security. The rate at which the market discount accrues, and thus is included in a Fund's income, will depend upon which of the permitted accrual methods the Fund elects.

Some debt obligations with a fixed maturity date of one year or less from the date of issuance may be treated as having "acquisition discount" (very generally, the excess of the stated redemption price over the purchase price), or OID in the case of certain types of debt obligations. Generally, each Fund will be required to include the acquisition discount, or OID, in income (as ordinary income) over the term of the debt obligation, even though payment of that amount is not received until a later time, upon partial or full repayment or disposition of the debt security. Each Fund may make one or more of the elections applicable to debt obligations having acquisition discount, or OID, which could affect the character and timing of recognition of income.

Securities Purchased at a Premium

Very generally, where a Fund purchases a bond at a price that exceeds the redemption price at maturity — that is, at a premium — the premium is amortizable over the remaining term of the bond. In the case of a taxable bond, if a Fund makes an election applicable to all such bonds it purchases, which election is irrevocable without consent of

the IRS, the Fund would reduce the current taxable income from the bond by the amortized premium and reduce its tax basis in the bond by the amount of such offset; upon the disposition or maturity of such bonds, the Fund would be permitted to deduct any remaining premium allocable to a prior period.

Futures, Forward Contracts, Swap Agreements, Hedges, Straddles and Other Transactions

The tax treatment of certain positions entered into by a Fund, including regulated futures contracts, will be governed by Section 1256 of the Code ("Section 1256 Contracts"). Gains or losses on Section 1256 Contracts generally are considered 60% long-term and 40% short-term capital gains or losses ("60/40"). Also, Section 1256 Contracts held by a Fund at the end of each taxable year (and, for purposes of the 4% excise tax, on certain other dates as prescribed under the Code) are "marked to market" with the result that unrealized gains or losses are treated as though they were realized and the resulting gain or loss is treated as ordinary or 60/40 gain or loss, as applicable.

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

Tax-Exempt Shareholders

Income of a RIC that would be unrelated business taxable income ("UBTI") if earned directly by a tax-exempt entity will not generally be attributed as UBTI to a tax-exempt shareholder of a RIC. Notwithstanding this "blocking" effect, a tax-exempt shareholder could recognize UBTI by virtue of its investment in a Fund if shares in the Fund constitute debt-financed property in the hands of the tax-exempt shareholder within the meaning of Section 514(b) of the Code.

Backup Withholding

A Fund generally is required to withhold and remit to the U.S. Treasury a percentage of the taxable distributions and redemption proceeds paid to any individual shareholder (i) who fails to properly furnish the Fund with a correct taxpayer identification number, (ii) who has under-reported dividend or interest income, or (iii) who fails to certify to the Fund that he or she is not subject to such withholding.

Backup withholding is not an additional tax. Any amounts withheld may be credited against the shareholder's U.S. federal income tax liability, provided the appropriate information is furnished to the IRS.

Tax Basis Information

Each Fund (or its administrative agent) must report to the IRS and furnish to Fund shareholders the cost basis information and holding period of Fund shares purchased directly from the Fund. Each Fund will permit Fund shareholders to elect from among several IRS-accepted cost basis methods, including the average cost method. In the absence of an election, a shareholder's cost basis will be determined under the default method selected by a Fund. The cost basis method a shareholder elects (or the cost basis method applied by default) may not be changed with respect to a cancellation of shares after the cancellation's settlement date. Fund shareholders should consult with their tax advisers to determine the best IRS-accepted cost basis method for their tax situation and to obtain more information about how the new cost basis reporting rules apply to them. Shareholders who purchase Fund shares through a financial intermediary should contact their financial intermediary to obtain cost basis information and to make or change an election with respect to the shareholder's cost basis method.

Tax Shelter Reporting Regulations

Under U.S. Treasury Regulations, if a shareholder recognizes a loss with respect to a Fund's shares of at least $2 million in any single taxable year or $4 million in any combination of taxable years for an individual shareholder or at least $10 million in any single taxable year of $20 million in any combination of taxable years for a corporate shareholder, the shareholder must file with the IRS a disclosure statement on Form 8886. Direct shareholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, the shareholders of a RIC are not excepted. Future guidance may extend the current exception from this reporting requirement to shareholders of most or all RICs. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Shareholders should consult their tax advisers to determine the applicability of these regulations in light of their individual circumstances.

Other Reporting and Withholding Requirements

Each prospective investor is urged to consult its tax adviser regarding the applicability of Sections 1471-1474 of the Code, the U.S. Treasury Regulations and IRS guidance issued thereunder (collectively, "FATCA") and any other reporting requirements with respect to the prospective investor's situation, including investments through an intermediary. In addition, some foreign countries have implemented, and others are considering, and may implement, laws similar in purpose and scope to FATCA.

State and Local Taxes

The states of the United States generally permit investment companies, such as the Funds, to "pass through" to their shareholders the state and local tax exemption on income earned from investments in the types of U.S. Treasury obligations the Funds expect to hold, so long as a fund meets all applicable state requirements. For example, California, Connecticut and New York exempt such income when a fund has invested at least 50% of its assets in U.S. government securities. The Funds generally expect that shareholders will be allowed to exclude from state and local taxable income distributions made to the shareholders by the Funds that are attributable to interest the Funds directly or indirectly earned on such investments. Shareholders should consult their tax advisers regarding the applicability of any such exemption to their situation and as to the state or local tax consequences of investing in the Funds.

Shares Purchased through Tax-Qualified Plans

Special tax rules apply to investments through defined contribution plans and other tax-qualified plans. Shareholders should consult their tax advisers to determine the suitability of shares of the Funds as an investment through such plans, and the precise effect of an investment on their particular tax situation.

Taxation on Creations and Redemptions of Creation Units

An Authorized Participant who exchanges Deposit Securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time and the sum of the exchanger's aggregate basis in the Deposit Securities surrendered plus the amount of cash paid for such Creation Units. A person who redeems Creation Units will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the sum of the aggregate market value of any securities received plus the amount of any cash received for such Creation Units. The IRS, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot currently be deducted under the rules governing "wash sales" (for a person who does not mark-to-market its portfolio) or on the basis that there has been no significant change in economic position.

Any capital gain or loss realized upon the creation of Creation Units will generally be treated as long-term capital gain or loss if the securities exchanged for such Creation Units have been held for more than one year. Any capital gain or loss realized upon the redemption of Creation Units will generally be treated as long-term capital gain or loss if shares comprising the Creation Units have been held for more than one year. Otherwise, such capital gains or losses will generally be treated as short-term capital gains or losses. Any loss upon a redemption of Creation Units held for six months or less may be treated as long-term capital loss to the extent of any amounts treated as

distributions to the applicable Authorized Participant of long-term capital gain with respect to the Creation Units (including any amounts credited to the Authorized Participant as undistributed capital gains).

Authorized Participants who are dealers in securities are subject to the tax rules applicable to dealers, which may result in tax consequences to such Authorized Participants different from those set forth above.

A Fund has the right to reject an order for Creation Units if the purchaser (or a group of purchasers) would, upon obtaining the Creation Units so ordered, own 80% or more of the outstanding shares and if, pursuant to Section 351 of the Code, a Fund would have a basis in the deposit securities different from the market value of such securities on the date of deposit. A Fund also has the right to require the provision of information necessary to determine beneficial share ownership for purposes of the 80% determination. If a Fund does issue Creation Units to a purchaser (or a group of purchasers) that would, upon obtaining the Creation Units so ordered, own 80% or more of the outstanding shares, the purchaser (or group of purchasers) will generally not recognize gain or loss upon the exchange of securities for Creation Units.

Persons purchasing or redeeming Creation Units should consult their own tax advisers with respect to the tax treatment of any creation or redemption transaction and whether the wash sales rule applies and when a loss may be deductible.

PORTFOLIO TRANSACTIONS AND BROKERAGE

Investment Decisions and Portfolio Transactions

Investment decisions for each Fund are made with a view to achieving its investment objective. Investment decisions are the product of many factors in addition to basic suitability for the particular client involved (including the Funds). Some securities or other assets considered for investment by a Fund also may be appropriate for other accounts managed by the Adviser or its affiliates. Thus, a particular security or other asset may be bought or sold for certain accounts even though it could have been bought or sold for other accounts at the same time. If a purchase or sale of securities or other assets consistent with the investment policies of a Fund and one or more of these other accounts is considered at or about the same time, transactions in such securities or other assets will generally be allocated among a Fund and other accounts in the manner described above under "Potential Conflicts of Interest — Allocation of Investment Opportunities" and "— Conflicts of Interest Among Strategies" above. When the Adviser or its affiliates determine that an investment opportunity is appropriate for a Fund and one or more other accounts, the Adviser or its affiliates will generally execute transactions for a Fund on an aggregated basis with the other accounts when the Adviser or its affiliates believe that to do so will allow it to obtain best execution and to negotiate more favorable transaction costs than might have otherwise been paid had such orders been placed independently. Aggregation, or "bunching," describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs.

Brokerage and Research Services

There is no stated commission in the case of U.S. Treasury obligations the Funds intend to hold, however the prices paid by the Funds will be negatively impacted by the bid-offer spread, market impact, and general dealer activity.

The Adviser places orders for the purchase and sale of portfolio securities or other assets and buys and sells such securities or other assets for the Funds through multiple brokers and dealers. The Adviser will place trades for execution only with approved brokers or dealers. In effecting such purchases and sales, the Adviser seeks the most favorable price and execution of a Fund's orders.

It has for many years been a common practice in the investment advisory business for advisers of investment companies and other institutional investors to receive research and brokerage products and services (together, "research and brokerage services") from broker-dealers that execute portfolio transactions for the clients of such advisers. Consistent with this practice, the Adviser or its affiliates may receive research and brokerage services from broker-dealers with which the Adviser places a Fund's portfolio transactions. These research and brokerage services, which in some cases also may be purchased for cash, may include, among other things, such items as

general economic and security market reviews, industry and company reviews, evaluations of securities or other assets or instruments, recommendations as to the purchase and sale of securities or other assets or instruments, and services related to the execution of securities or other transactions. The advisory fees paid by a Fund are not reduced because the Adviser or its affiliates receive such research and brokerage services even though the receipt of such research and brokerage services relieves the Adviser or its affiliates from expenses they might otherwise bear. Research and brokerage services provided by broker-dealers chosen by the Adviser to place a Fund's transactions may be useful to the Adviser or its affiliates in providing services to the Adviser's or its affiliates' other clients, although not all of these research and brokerage services may be necessarily useful and of value to the Adviser in managing the Fund. Conversely, research and brokerage services provided to the Adviser or its affiliates by broker-dealers in connection with trades executed on behalf of other clients of the Adviser or its affiliates may be useful to the Adviser in managing a Fund, although not all of these research and brokerage services may be necessarily useful and of value to the Adviser or its affiliates in managing such other clients. To the extent the Adviser or its affiliates use such research and brokerage services, they will use them for the benefit of all clients, to the extent reasonably practicable. Currently, the Adviser does not direct portfolio transactions for the Funds to a particular broker-dealer because the broker-dealer provides soft dollar benefits to the Adviser.

Consistent with Rule 6c-11 under the 1940 Act and the Funds' basket construction and custom basket policies and procedures, the Funds may transact using creation and redemption baskets, including custom baskets that the Adviser believes to be in the best interest of the Funds and their shareholders.

Creation or redemption transactions, to the extent consisting of cash, may require a Fund to contemporaneously transact with broker-dealers for purchases of Deposit Securities or sales of Fund Securities, as applicable. Such transactions with a particular broker-dealer may be conditioned upon the broker-dealer's agreement to transact at guaranteed price levels in order to reduce transaction costs the Funds would otherwise incur as a consequence of settling creation or redemption baskets in cash rather than in-kind. Following a Fund's receipt of an order to purchase or redeem creation or redemption baskets, to the extent such purchases or redemptions consist of a cash portion, the Funds may enter an order with a broker or dealer to purchase or sell the Deposit Securities or Fund Securities, as applicable. Such orders may be placed with the purchasing or redeeming Authorized Participant (or a broker-dealer affiliated with the Authorized Participant or a third-party broker-dealer engaged through the Authorized Participant) in its capacity as a broker-dealer. The amount payable to the Funds will depend on the results achieved by the executing firm and will vary depending on market activity, timing and a variety of other factors.

None of the Funds paid brokerage commissions during the fiscal year ended December 31, 2024.

Regular Broker Dealers. Each Fund is required to identify the securities of its regular brokers or dealers (as defined in Rule 10b-1 under the 1940 Act) or their parent companies held by the Fund as of the close of its most recent fiscal year and state the value of such holdings. As of December 31, 2024, none of the Funds held any securities of their regular brokers or dealers or their parent companies.

DESCRIPTION OF THE TRUST

The Trustees are responsible for the management and supervision of the Trust. The Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest of each Fund or other series of the Trust with or without par value. Under the Declaration of Trust, the Trustees have the authority to create and classify shares of beneficial interest in separate series and classes without further action by shareholders. To the extent permissible by law, additional series may be added in the future.

Holders of each Fund's shares have certain exclusive voting rights on matters relating to their respective distribution plan, if any.

Unless otherwise required by the 1940 Act or the Declaration of Trust, the Trust has no intention of holding annual meetings of shareholders. Trust shareholders may remove a Trustee by the affirmative vote of at least two-thirds of the Trust's outstanding shares and the Trustees shall promptly call a meeting for such purpose when requested to do so in writing by the record holders of a majority of the outstanding shares of the Trust. Shareholders may, under certain circumstances, communicate with other shareholders in connection with requesting a special meeting of

shareholders. However, at any time that less than a majority of the Trustees holding office were elected by the shareholders, the Trustees will call a special meeting of shareholders for the purpose of electing Trustees.

In the event of liquidation, if there are remaining assets, the liquidating Fund will liquidate and distribute all proceeds from the liquidation, if any, to its shareholders. Shares entitle their holders to one vote per share (and fractional votes for fractional shares) and have no preemptive or conversion rights or rights to cumulative voting. When issued, shares are fully paid and non-assessable.

The Declaration of Trust disclaims shareholder liability for acts or obligations of the Trust. The Declaration of Trust further provides for indemnification out of Fund property for all loss and expense of any shareholder or former shareholder held personally liable for the obligations of a Fund solely by reason of owning shares of the Fund. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which a Fund itself would be unable to meet its obligations.

The Declaration of Trust further provides that the Board will not be liable for errors of judgment or mistakes of fact or law. However, nothing in the Declaration of Trust protects a Trustee against any liability to which the Trustee would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office. The Declaration of Trust of the Trust provides for indemnification by the Trust of Trustees and officers of the Trust; however, such persons may not be indemnified against any liability to the Trust or the Trust's shareholders to whom he or she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office.

Although Fund shares are not automatically redeemable upon the occurrence of any specific event, the Declaration of Trust provides that the Board will have the unrestricted power to alter the number of shares in a Creation Unit. Therefore, in the event of a termination of the Trust or a Fund, the Board, in its sole discretion, could determine to permit the shares to be redeemable in aggregations smaller than Creation Units or to be individually redeemable. In such circumstance, the Trust or a Fund may make redemptions in-kind, for cash or for a combination of cash or securities. Further, in the event of a termination of the Trust or a Fund, the Trust or a Fund might elect to pay cash redemptions to all shareholders, with an in-kind election for shareholders owning in excess of a certain stated minimum amount.

DTC as Securities Depository for Shares of the Funds. Shares of each Fund are represented by securities registered in the name of DTC or its nominee and deposited with, or on behalf of, DTC.

DTC was created in 1973 to enable electronic movement of securities between its participants ("DTC Participants"), and NSCC was established in 1976 to provide a single settlement system for securities clearing and to serve as CCP for securities trades among DTC Participants. In 1999, DTC and NSCC were consolidated within The Depository Trust & Clearing Corporation ("DTCC") and became wholly-owned subsidiaries of DTCC. The common stock of DTCC is owned by the DTC Participants, but NYSE and the Financial Industry Regulatory Authority, through subsidiaries, hold preferred shares in DTCC that provide them with the right to elect one member each to the DTCC board of directors. Access to the DTC system is available to entities, such as banks, brokers, dealers and trust companies, that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly ("Indirect Participants").

Beneficial ownership of shares is limited to DTC Participants, Indirect Participants and persons holding interests through DTC Participants and Indirect Participants. Ownership of beneficial interests in shares (owners of such beneficial interests are referred to herein as "Beneficial Owners") is shown on, and the transfer of ownership is effected only through, records maintained by DTC (with respect to DTC Participants) and on the records of DTC Participants (with respect to Indirect Participants and Beneficial Owners that are not DTC Participants). Beneficial Owners will receive from or through the DTC Participant a written confirmation relating to their purchase of shares. The laws of some jurisdictions may require that certain purchasers of securities take physical delivery of such securities in definitive form. Such laws may impair the ability of certain investors to acquire beneficial interests in shares of the Funds.

Conveyance of all notices, statements and other communications to Beneficial Owners is effected as follows. Pursuant to a depositary agreement, DTC is required to make available to the Funds upon request and for a fee to be charged to the Funds a listing of the shares of each Fund held by each DTC Participant. The Funds shall inquire of each such DTC Participant as to the number of Beneficial Owners holding shares, directly or indirectly, through such DTC Participant. The Funds shall provide each such DTC Participant with copies of such notice, statement or other communication, in such form, number and at such place as such DTC Participant may reasonably request, in order that such notice, statement or communication may be transmitted by such DTC Participant, directly or indirectly, to such Beneficial Owners. In addition, the Funds shall pay to each such DTC Participant a fair and reasonable amount as reimbursement for the expenses attendant to such transmittal, all subject to applicable statutory and regulatory requirements.

Share distributions shall be made to DTC or its nominee as the registered holder of all shares of the Funds. DTC or its nominee, upon receipt of any such distributions, shall credit immediately DTC Participants' accounts with payments in amounts proportionate to their respective beneficial interests in shares of each Fund as shown on the records of DTC or its nominee. Payments by DTC Participants to Indirect Participants and Beneficial Owners of shares held through such DTC Participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers in bearer form or registered in a "street name," and will be the responsibility of such DTC Participants.

The Funds have no responsibility or liability for any aspect of the records relating to or notices to Beneficial Owners, or payments made on account of beneficial ownership interests in such shares, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests, or for any other aspect of the relationship between DTC and the DTC Participants or the relationship between such DTC Participants and the Indirect Participants and Beneficial Owners owning through such DTC Participants. DTC may decide to discontinue providing its service with respect to shares of the Funds at any time by giving reasonable notice to the Funds and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the Funds shall take action to find a replacement for DTC to perform its functions at a comparable cost.

Distribution of Shares. In connection with each Fund's launch, each Fund was seeded through the sale of one or more Creation Units by each Fund to one or more initial investors. Initial investors participating in the seeding may be Authorized Participants, a lead market maker or other third party investor or an affiliate of each Fund or the Adviser. Each such initial investor may sell some or all of the shares underlying the Creation Unit(s) held by them pursuant to the registration statement for each Fund (each, a "Selling Shareholder"), which shares have been registered to permit the resale from time to time after purchase. The Funds will not receive any of the proceeds from the resale by the Selling Shareholders of these shares.

Selling Shareholders may sell shares owned by them directly or through broker-dealers, in accordance with applicable law, on any national securities exchange on which the shares may be listed or quoted at the time of sale, through trading systems, in the OTC market or in transactions other than on these exchanges or systems at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected through brokerage transactions, privately negotiated trades, block sales, entry into derivatives transactions or through any other means authorized by applicable law. Selling Shareholders may redeem the shares held in Creation Unit size by them through an Authorized Participant.

Any Selling Shareholder and any broker-dealer or agents participating in the distribution of shares may be deemed to be "underwriters" within the meaning of Section 2(a)(11) of the Securities Act, in connection with such sales.

Any Selling Shareholder and any other person participating in such distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder.

PURCHASES AND REDEMPTION OF SHARES

Each Fund offers its shares continuously. Fund shares may only be purchased and sold on secondary markets through a financial intermediary, such as a broker-dealer or a bank.

FINANCIAL STATEMENTS

The Funds' audited financial statements and notes thereto for the fiscal year ended on December 31, 2024, as filed on Form N-CSR with the Commission on March 10, 2025 (File No. 811-22761) (the "Form N-CSR"), are incorporated into this SAI by reference. The information included in the financial statements for periods prior to the Reorganization is for the Predecessor Funds. The financial statements included in the Form N-CSR have been audited by Ernst & Young LLP, whose report thereon is also incorporated herein by reference. No other parts of the Form N-CSR are incorporated by reference herein. Copies of the Form N-CSR may be obtained at no charge by calling the Funds at (855) 609-3680. As of the date of this SAI, LifeX 2064 Longevity Income ETF and LifeX 2065 Longevity Income ETF had not yet completed their first fiscal year and thus do not have audited financial statements.

MISCELLANEOUS INFORMATION

Investors' Rights. Each Fund relies on the services of the Adviser and its other service providers, including the Distributor, administrator, custodian and transfer agent. Further information about the duties and roles of these service providers is set out in this SAI. Investors who acquire shares of a Fund are not parties to the relevant agreement with these service providers and do not have express contractual rights against the Fund or its service providers, except certain institutional investors that are Authorized Participants may have certain express contractual rights with respect to the Distributor under the terms of the relevant Authorized Participant Agreement. Investors may have certain legal rights under federal or state law against a Fund or its service providers. In the event that an investor considers that it may have a claim against a Fund, or against any service provider in connection with its investment in a Fund, such investor should consult its own legal advisor.

By contract, Authorized Participants irrevocably submit to personal jurisdiction and service and venue of any New York State or U.S. federal court sitting in New York, New York having subject matter jurisdiction over any suit, action or proceeding arising out of or relating to the Authorized Participant Agreement. Jurisdiction over other claims, whether by investors or Authorized Participants, will turn on the facts of the particular case and the law of the jurisdiction in which the proceeding is brought.

APPENDIX A

STONE RIDGE ASSET MANAGEMENT LLC

PROXY VOTING POLICY

Purpose and General Statement

The purpose of this policy is to set forth the principles and procedures by which the Adviser votes or gives consents with respect to the securities owned by the Clients for which the Adviser exercises voting authority and discretion (the "Votes"). For avoidance of doubt, a Vote includes any proxy and any shareholder vote or consent, including a vote or consent for a private company that does not involve a proxy.[1] This policy has been designed to ensure that Votes are voted in the best interests of Clients in accordance with the Adviser's fiduciary duties and Rule 206(4)-6 under the Adviser's Act.

Policy

In the ordinary course of conducting the Adviser's activities, the interests of a Client may conflict with the interests of the Adviser, other Clients and/or the Adviser's affiliates and their clients. Any conflicts of interest relating to the voting of Votes will be addressed in accordance with these policies and procedures.

The guiding principle by which the Adviser votes all Votes is to vote in the best interests of each Client by maximizing the economic value of the relevant Client's holdings, taking into account the relevant Client's investment horizon, the contractual obligations under the relevant advisory agreements or comparable documents and any other relevant facts and circumstances the Adviser determines to be appropriate at the time of the Vote.

Voting Procedures and Approach

It is the general policy of the Adviser to vote or give consent on matters presented to security holders in any Vote, and these policies and procedures have been designated with that in mind. However, the Adviser may determine not to vote a proxy or review additional soliciting materials if:

- the effect on the applicable economic interests or the value of the portfolio holding is insignificant in relation to an individual Client account or in the aggregate with all Client accounts;
- the cost of voting the proxy or reviewing additional soliciting materials outweighs the possible benefit to the applicable Client account, including situations where a jurisdiction imposes share blocking restrictions that may affect the ability of the portfolio managers to effect trades in the related security;
- the Adviser otherwise has determined that it is consistent with its fiduciary obligations not to vote the proxy or review additional soliciting materials; or
- with respect to securities on loan, the Adviser determines that the benefits to the Client of voting the proxy outweigh the benefits to the Client of having the security remain out on loan or the Adviser does not have enough time to call back the loan to vote the proxy.

Adviser personnel are responsible for promptly forwarding all proxy materials, consent or voting requests or notices or materials related to any Vote to the CCO. The CCO shall be responsible for ensuring that each Vote is cast timely and as otherwise required by the terms of such Vote and consistent with the requirements of this policy. The CCO will consult with the relevant investment professional(s) to determine how to proceed. In most cases, the CCO will cast the Vote as recommended by the investment professional(s), unless she concludes that doing so would not be in the Client's best interests. In addition to the recommendation of the investment professional(s), the CCO may take into account any other information and may consult with others as she deems relevant and appropriate in order to

1 A Vote does not include consent rights that primarily entail decisions to buy or sell investments, such as tender or exchange offers, conversions, put options, redemption and Dutch auctions.

arrive at a decision based on the overriding principle of seeking the maximization of the economic value of the relevant Clients' holdings.

Conflicts of Interest Review

Adviser personnel and, in particular, Employees who provide a recommendation on how a Vote should be cast, are responsible for informing the CCO of all material information relating to any potential conflict of interest in connection with a Vote. If any Employee is pressured or lobbied either from within or outside of the Adviser with respect to any particular voting decision, he or she should contact the CCO. The CCO will use her best judgment to address any such conflict of interest and ensure that it is resolved in accordance with her independent assessment of the best interests of the Clients.

Engagement of Proxy Advisers

Consistent with the Clients' governing documents and other disclosure documents, unaffiliated third parties may be used to help resolve conflicts or to otherwise assist the Adviser in fulfilling all or part of its voting obligations. In this regard, the Adviser may retain independent fiduciaries, consultants or professionals (collectively, "Proxy Advisers") to assist with voting decisions and/or to which voting powers may be delegated. In determining whether to engage (and whether to continue to retain) a Proxy Adviser, the CCO will evaluate whether the Proxy Adviser has the capacity and competency to adequately analyze the matters for which the Adviser is responsible for Voting, considering such factors as the CCO deems appropriate, which may include, among other things:

- the quality of the Proxy Adviser's staffing and personnel;
- the technology and information used to form the basis of the Proxy Adviser's voting recommendations;
- the processes and methodologies the Proxy Adviser uses in formulating its voting recommendations, including when and how the Proxy Adviser engages with issuers and third parties;
- the adequacy of the Proxy Adviser's disclosure of its processes and methodologies; and
- the Proxy Adviser's policies for identifying, disclosing and addressing potential conflicts of interest, including conflicts that generally arise from providing proxy voting recommendations, proxy services and related activities.

In the event the Adviser retains a Proxy Adviser, the CCO will be responsible for:

- conducting ongoing oversight of the Proxy Adviser to ensure the Proxy Adviser continues to vote proxies in the best interest of the Clients;
- requesting that the Proxy Adviser keep the Adviser apprised of any material changes or conflicts of interest with respect to the Proxy Adviser's business so the Adviser can determine whether such changes are relevant to an assessment of the Proxy Adviser's ability to provide its services and how any conflicts of interest are being addressed;
- confirming that the Proxy Adviser has complied with its obligations by undertaking a periodic sampling of proxy votes; and
- determining that the Proxy Adviser has the capacity and competency to adequately analyze proxy issues by providing materially accurate information.

Registered Fund Disclosure Requirements

The Registered Funds will include the required disclosure relating to proxy voting in the appropriate filings and will, in accordance with Rule 30b1-4 under the 1940 Act, file with the SEC an annual record of proxies voted by a fund on Form N-PX. Form N-PX must be filed each year no later than August 31 and must contain each Registered Fund's proxy voting record for the most recent twelve-month period ending June 30.

The Registered Funds must also state in their disclosure documents that information regarding how the Registered Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available (1) without charge, upon request, by calling a specified toll-free (or collect) telephone number; or on or through the Registered Fund's website at a specified Internet address; or both; and (2) on the SEC's website at http://www.sec.gov.

If a Registered Fund discloses that its proxy voting record is available by calling a toll-free (or collect) telephone number, and the Registered Fund (or financial intermediary through which shares of the Registered Fund may be purchased or sold) receives a request for this information, the Registered Fund (or financial intermediary) must send the information disclosed in the Registered Fund's most recently filed report on Form N-PX within three business days of receipt of the request, by first-class mail or other means designed to ensure equally prompt delivery.

If a Registered Fund discloses that its proxy voting record is available on or through its website, the Registered Fund must make available free of charge the information disclosed in the Registered Fund's most recently filed report on Form N-PX on or through its website as soon as reasonably practicable after filing the report with the SEC. The information disclosed in the Fund's most recently filed report on Form N-PX must remain available on or through the Registered Fund's website for as long as the Registered Fund remains subject to the requirements of Rule 30b1-4 and discloses that the Registered Fund's proxy voting record is available on or through its website.

It is the responsibility of Legal and Compliance to ensure that the Registered Funds satisfy the disclosure requirements.