

# Prospectus

October 15, 2021



## **Ecofin** Global Energy Transition Fund

A Class – EETAX

Institutional Class – EETIX

The U.S. Securities and Exchange Commission (“SEC”) has not approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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# **Ecofin Global Energy Transition Fund**

A Series of Managed Portfolio Series (the “Trust”)

## **Table of Contents**

<b>Fund Summary</b>	<b>1</b>
Ecofin Global Energy Transition Fund	1
<b>Additional Fund Information</b>	<b>13</b>
Investment Objective	13
Principal Investment Strategies	13
Principal Risks of Investing in the Funds	18
Disclosure of Portfolio Holdings	31
<b>Investment Management</b>	<b>31</b>
Investment Adviser	31
Investment Sub-Adviser	32
Portfolio Managers	33
<b>Shareholder Information</b>	<b>33</b>
Pricing of Shares	33
Buying Shares	34
Redeeming Shares	38
Exchanging Shares	42
Class Descriptions	43
<b>Distributions</b>	<b>49</b>
<b>Short Term Trading Policy</b>	<b>49</b>
<b>Tax Consequences</b>	<b>50</b>
<b>Other Fund Policies</b>	<b>51</b>
<b>Distribution of Fund Shares</b>	<b>53</b>
<b>The Distributor</b>	<b>53</b>
<b>Payments to Financial Intermediaries</b>	<b>53</b>
<b>Financial Highlights</b>	<b>53</b>
<b>Appendix A</b>	<b>A-1</b>

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**Ecofin Global Energy Transition Fund**

**Investment Objective**

The investment objective of Ecofin Global Energy Transition Fund (the “Fund”) is to generate long-term total return.

**Fees and Expenses of the Fund**

This table describes the fees and expenses that you may pay if you buy, hold and sell shares of the Fund. You may be required to pay brokerage commissions on your purchases and sales of Institutional Class shares of the Fund from a financial intermediary, which are not reflected in this table. You may qualify for sales charge discounts if you and your family invest, or agree to invest in the future, at least \$50,000 in the Fund. Sales loads and waivers may vary by financial intermediary. For more information on specific financial intermediary sales loads and waivers, see Appendix A to the statutory Prospectus. More information about these and other discounts is available from your financial professional and in the “Shareholder Information - Class Descriptions” section of the Fund’s Statutory Prospectus on page 43.

**Shareholder Fees**

<i>(fees paid directly from your investment)</i>	<b>A Class</b>	<b>Institutional Class</b>
Maximum Front-End Sales Charge (Load) Imposed on Purchases (as a percentage of the offering price)	5.50%	None
Maximum Deferred Sales Charge (Load) (as a percentage of initial investment or the value of the investment at redemption, whichever is lower)	None <sup>(1)</sup>	None
Redemption Fee	None	None

**Annual Fund Operating Expenses**

<i>(expenses that you pay each year as a percentage of the value of your investment)</i>	<b>A Class</b>	<b>Institutional Class</b>
Management Fees	0.80%	0.80%
Distribution and Service (Rule 12b-1) Fees	0.25%	None
Other Expenses <sup>(2)</sup>	0.60%	0.60%
Total Annual Fund Operating Expenses	1.65%	1.40%
Less: Expense Reimbursement <sup>(3)</sup>	(0.50)%	(0.50)%
Total Annual Fund Operating Expenses After Expenses Reimbursement	1.15%	0.90%

<sup>(1)</sup> No sales charge is payable at the time of purchase on investments of \$1 million or more, although the Fund may impose a Contingent Deferred Sales Charge (“CDSC”) of 1.00% on certain redemptions. If imposed, the CDSC applies to redemptions made within 12 months of purchase and will be assessed on an amount equal to the lesser of the initial value of the shares redeemed and the value of shares redeemed at the time of redemption.

<sup>(2)</sup> Other Expenses are based on estimated amounts for the current fiscal year.

<sup>(3)</sup> Tortoise Capital Advisors, L.L.C., also doing business as TCA Advisors (the “Adviser” or “TCA Advisors”) has contractually agreed to reimburse the Fund for its operating expenses, in order to ensure that Total Annual Fund Operating Expenses (excluding Rule 12b-1 fees, front-end or contingent deferred loads, taxes, leverage/borrowing interest, interest expense, brokerage commissions, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization, or extraordinary expenses) do not exceed 0.90% of the average daily net assets of the Fund. Expenses reimbursed by the Adviser may be recouped by the Adviser for a period of 36 months following the month during which such reimbursement was made if such recoupment can be achieved without exceeding the expense limit in effect at the time the expense reimbursement occurred and at the time of the recoupment. The Operating Expenses Limitation Agreement will be in effect and cannot be terminated through at least October 15, 2022.

**Example**

This Example is intended to help you compare the costs of investing in the Fund with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Fund’s operating expenses remain the same. You may be required to pay brokerage commissions on your purchases and sales of Institutional Class shares of the Fund from a financial intermediary, which are not reflected in the example. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

	<b>One Year</b>	<b>Three Years</b>
<b>A Class</b>	\$661	\$996
<b>Institutional Class</b>	\$92	\$394

**Portfolio Turnover**

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in the annual fund operating expenses or in the Example, affect the Fund’s performance.

**Principal Investment Strategies**

Under normal circumstances, the Fund will principally focus its investment activities in equity securities of companies that are positively exposed to long-term structural trends related to the energy transition associated with decarbonization. In particular, the strategy is focused on changes in the way energy is produced and consumed globally. Ecofin Advisors Limited, the investment sub-adviser to the Fund (the "Sub-Adviser" or "Ecofin") believes these long-term structural changes are creating secular winners and losers, resulting in investment opportunities. These companies are focused on more efficient use of resources and emissions reduction and include, but are not limited to the following sectors: consumer discretionary, energy, industrials, information technology, materials, and utilities.

The Fund will invest at least 80% of its total assets in equity securities of energy transition companies, which consist of companies (i) deriving at least 50% of their revenues or profit from or devoting at least 50% of their assets to activities in electrification, clean transportation, industrial and building efficiency, environment or other activities related to decarbonization associated with the energy transition, and in particular, opportunities from changes in the way energy is produced and consumed globally, or (ii) investing a significant portion of their capital expenditures in global energy transition activities with the intention of such activities becoming a significant part of their business. This will include those companies in technology, industrials, utilities, power, energy, chemicals, basic materials, infrastructure, consumer electronics, waste, water, transportation, automotive, semiconductors and other related environmental industries (“Energy Transition Universe,” and the companies therein being “Energy Transition Companies”). The Fund will not invest in any company whose principal business function is related to the extraction, development or transportation of oil, gas or other fossil fuels. The Fund’s investments in equity securities may include investments in other investment companies, real estate investment trusts (“REITs”), foreign investment funds, preferred stocks, rights, warrants, convertible securities, and initial public offerings. The Fund will be invested in a range of both developed and non-developed markets, commensurate with its investment criteria. The Fund considers non-developed market countries to be those countries defined as such by the MSCI Market Classification Framework.

The Energy Transition Universe is a global investment universe that includes companies mainly based in North America, Europe and Asia, but also includes companies in other regions to a lesser extent. Under normal market conditions, the Fund will invest at least 40% of its total assets in foreign securities, which the Sub-Adviser considers to be companies organized outside of the United States, whose principal listing exchange is outside the United States, or who derive a significant portion of their revenue or profits outside the United States.

The Fund's investments in foreign securities may also include American Depository Receipts ("ADRs") and investments in non-developed market securities. The Energy Transition Universe includes a broad range of companies, ranging from small market capitalization companies to large market capitalization companies. The Fund may invest in companies of all market capitalizations. The Fund will concentrate in industries represented by Energy Transition Companies. Energy Transition Companies currently includes the following industries: technology, industrials, utilities, power, energy, chemicals, basic materials, infrastructure, consumer electronics, waste, water, transportation, automotive, semiconductors and other related environmental industries. The Fund is a non-diversified fund.

The Fund may invest up to 15% of its total assets in debt securities, including but not limited to debt securities issued or guaranteed by the U.S. government or government-related entities. The Fund may also invest in derivatives which are financial contracts whose values depend on, or are derived from, the values of underlying assets, reference rates, or indices. To manage risk, seek particular portfolio exposure as a substitute for a comparable market position in the underlying exposure, and/or to enhance return (including through the use of leverage), the Fund may invest in derivatives including options, futures, swap contracts and combinations of these instruments. The Fund may invest in futures, options and swap contracts on equity and debt securities, equity and debt indices and commodities (i) with aggregate net notional value of up to 100% of the Fund's net assets, or (ii) for which the initial margin and premiums do not exceed 5% of its net assets, in each case excluding bona fide hedging transactions.

The Sub-Adviser will seek to utilize a combined investment approach, assessing fundamental drivers alongside thematic, macroeconomic and regulatory factors. The Sub-Adviser will target active weights towards those investments that it believes would benefit from long-term structural trends and with attractive risk-adjusted intrinsic value. The Sub-Adviser uses a four-pronged research approach to construct the Fund's portfolio, which assesses (1) qualitative factors, such as a company's asset quality, management, stability of cash flows and environmental, social, governance ("ESG") factors; (2) quantitative factors, such as growth prospects, liquidity position and sensitivities to key drivers; (3) relative value through the analysis of valuation models and equity market indicators, and; (4) its global proprietary database of power generation companies. These active weights can change over time, relative to changes in fundamental outlook, corporate strategy, share prices, regulatory changes or other factors such as, but not limited to, balance sheet and liquidity considerations, ESG risk considerations, project success or jurisdictional policy issues.

The Sub-Adviser incorporates ESG research into its investment process in an effort to provide better risk-adjusted returns to investors. ESG risk considerations may include, but are not limited to:

- Environmental: (1) Scrutiny on carbon footprint and disclosure (and other greenhouse gas emissions); (2) Company's time horizon for carbon neutrality; (3) Water use and land use; (4) Emission and waste reduction programs; (5) Research and development, innovation and thought leadership for sustainability; (6) Capital expenditures, maintenance and capital integrity; (7) Risks linked to stranded assets; (8) Climate change-related physical risks on assets (fire, weather, droughts, etc.); (9) Adverse policy support.

- Social: (1) Impact on communities; (2) Customer satisfaction; (3) Commitment to safety standards; (4) Diversity in board, management and employees; (5) Employee engagement; (6) Commitment to fair and safe labor practice.
- Governance: (1) Protection of minority shareholders; (2) Conflicts of interest; (3) Insider ownership; (4) Management compensation; (5) Financial and strategic transparency; (6) Board independence; (7) Engagement with management and proxy voting.

The investment team may also seek to actively engage with portfolio companies to drive continuous business improvement in their ESG & sustainability practices and metrics, including but not limited to direct dialogue with senior leadership, active proxy voting and coordination with other owners. Where the investment team deem shareholder resolutions to contravene ESG principals, such as proposals that would reverse or delay progress towards net zero carbon goals or proposals that constitute a conflict of interest at the management or board level, then the investment team will vote against those specific resolutions. Resolutions are considered on a case-by-case basis.

### **Principal Investment Risks**

As with any mutual fund, there are risks to investing. An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation (“FDIC”) or any other governmental agency. Remember, in addition to possibly not achieving your investment goals, **you could lose all or a portion of your investment in the Fund over short or even long periods of time.** The principal risks of investing in the Fund are:

*General Market Risk.* The Fund is subject to all of the business risks and uncertainties associated with any mutual fund, including the risk that it will not achieve its investment objective and that the value of an investment in its securities could decline substantially and cause you to lose some or all of your investment. The Fund’s net asset value (“NAV”) and investment return will fluctuate based upon changes in the value of its portfolio securities. Certain securities in the Fund’s portfolio may be worth less than the price originally paid for them, or less than they were worth at an earlier time.

*Energy Transition Company Risk.* Because the Fund invests in Energy Transition Companies, the value of Fund shares may be affected by events that adversely affect that industry, such as technology shifts, short product lifecycles, falling prices and profits, competition and general economic conditions, and may fluctuate more than that of a fund that does not concentrate in sustainable energy solutions companies.

*Adviser and Sub-Adviser Risk.* The Fund may not meet its investment objective or may underperform the market or other mutual funds with similar strategies if the Adviser and Sub-Adviser cannot successfully implement the Fund’s investment strategies.

*Concentration Risk.* The Fund’s strategy of focusing its investments in Energy Transition Companies means that the performance of the Fund will be closely tied to the performance of companies involved in electrification, clean transportation, industrial and building efficiency, environment or other activities related to the energy transition associated with decarbonization, and in particular, opportunities from changes in the way energy is produced and consumed globally. The Fund’s focus in this industry presents more risk than if it were broadly diversified over numerous industries and sectors of the economy. An inherent risk associated with any investment focus is that the Fund may be adversely affected if one or two of its investments perform poorly.

*Equity Securities Risk.* Equity securities are susceptible to general stock market fluctuations and to volatile increases and decreases in value. The equity securities held by the Fund may experience sudden, unpredictable drops in value or long periods of decline in value. This may occur because of factors that affect securities markets generally or factors affecting specific industries, sectors, geographic markets, the equity securities of Energy Transition Companies in particular, or a particular company in which the Fund invests.

*Large Cap Company Risk.* The Fund's investments in larger, more established companies are subject to the risk that larger companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion. Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors potentially resulting in lower markets for their common stock.

*Mid Cap and Small Cap Companies Risk.* The mid cap and small cap companies may not have the management experience, financial resources, product or business diversification and competitive strengths of large cap companies. Therefore, these securities may have more price volatility and be less liquid than the securities of larger, more established companies.

*Foreign Securities Risk.* Investments in securities of foreign companies involve risks not ordinarily associated with investments in securities and instruments of U.S. issuers, including risks relating to political, social and economic developments abroad, differences between U.S. and foreign regulatory and accounting requirements, tax risks, and market practices, as well as fluctuations in foreign currencies.

*Preferred Stock Risk.* A preferred stock is a blend of the characteristics of a bond and common stock. It may offer a higher yield than common stock and has priority over common stock in equity ownership, but it does not have the seniority of a bond and, unlike common stock, its participation in the issuer's growth may be limited. Although the dividend on a preferred stock may be set at a fixed annual rate, in some circumstances it may be changed or passed by the issuer. Preferred stock generally does not confer voting rights.

*Convertible Securities Risk.* Convertible securities are hybrid securities that have characteristics of both bonds and common stocks and are therefore subject to both debt security risks and equity risk. Convertible securities are subject to equity risk especially when their conversion value is greater than the interest and principal value of the bond. The prices of equity securities may rise or fall because of economic or political changes and may decline over short or extended periods of time.

*U.S. Government Obligations Risk.* While U.S. Treasury obligations are backed by the "full faith and credit" of the U.S. Government, such securities are nonetheless subject to credit risk (i.e., the risk that the U.S. Government may be, or be perceived to be, unable or unwilling to honor its financial obligations, such as making payments). Securities issued or guaranteed by federal agencies or authorities and U.S. Government-sponsored instrumentalities or enterprises may or may not be backed by the full faith and credit of the U.S. Government.

*Illiquid Investments Risk.* The Fund may be exposed to liquidity risk when trading volume, lack of a market maker, or legal restrictions impair the Fund's ability to sell particular securities or close call option positions at an advantageous price or in a timely manner. Illiquid investments may include restricted securities that cannot be sold immediately because of statutory and contractual restrictions on resale.

*Investment Company Risk.* The Fund bears all risks associated with the investment companies (including ETFs) in which it invests, including the risk that an investment company will not successfully implement its investment strategy or meet its investment objective. The Fund also bears its pro rata portion of an investment company's total expenses, in addition to the Fund's own expenses, and therefore the Fund's total expenses may be higher than if it invested directly in the securities held by the investment company.

*New Technology Risk.* New technologies used in renewable energy have a shorter commercial experience vs traditional energy production technologies. Also, advancements in renewable energy may create disruptive competitive threats to both incumbent technologies, such as centralized electric transmission and distribution networks; in progressively more efficient or lower cost versions of existing renewable technology, or possibly advancements or innovations in competing renewable technology.

*ESG Risk.* Applying ESG criteria to the investment process may exclude securities of certain issuers for non-investment reasons and therefore the Fund may forgo some market opportunities available to funds that do not use ESG criteria.

*Non-Diversified Fund Risk.* Because the Fund is "non-diversified" and may invest a greater percentage of its assets in the securities of a single issuer, a decline in the value of an investment in a single issuer could cause the Fund's overall value to decline to a greater degree than if the Fund held a more diversified portfolio.

*ADR Risk.* ADRs are generally subject to the same risks as the foreign securities because their values depend on the performance of the underlying foreign securities. ADRs may be purchased through "sponsored" or "unsponsored" facilities. A sponsored facility is established jointly by the issuer of the underlying security and a depositary, whereas a depositary may establish an unsponsored facility without participation by the issuer of the depositary security. Holders of unsponsored ADRs generally bear all the costs of such depositary receipts, and the issuers of unsponsored ADRs frequently are under no obligation to distribute shareholder communications received from the company that issues the underlying foreign securities or to pass through voting rights to the holders of the ADRs. As a result, there may not be a correlation between such information and the market values of unsponsored ADRs.

*Non-Developed Markets Risk.* Non-developed market countries are in the initial stages of industrialization and generally have low per capita income. In addition to the risks of foreign investing generally, investments in emerging market countries have additional and heightened risks due to less stable legal, political, and business frameworks to support securities markets. These risks include smaller securities markets with low or nonexistent trading volume and greater illiquidity and price volatility; more restrictive national policies on foreign investment; less transparent and established taxation policies; higher rates and volatility of inflation; increased volatility in currency exchange rates; and more delays in settling portfolio transactions. Because of these risk factors, the Fund's investments in non-developed market countries are subject to greater price volatility and illiquidity than investments in developed foreign markets.

*Debt Securities Risks.* Investments in fixed income securities will be subject to credit risk, interest rate risk and prepayment risk. Credit risk is the risk that an issuer will default or fail to pay principal and interest when due. Interest rate risk is the risk that the value of fixed income securities fluctuates with changes in interest rates (e.g. increases in interest rates result in a decrease in value of fixed income securities). The Fund will be exposed to heightened interest rate risk as interest rates rise from historically low levels. Pre-payment risk is the risk that the principal on fixed income securities will be paid off prior to maturity causing the Fund to invest in fixed income securities with lower interest rates.

Duration risk is the risk that holding long duration and long maturity investments will magnify certain other risks, including interest rate risk and credit risk.

*Government-Sponsored Entities Risk.* The Fund may invest in securities issued or guaranteed by government-sponsored entities. However, these securities may not be guaranteed or insured by the U.S. government and may only be supported by the credit of the issuing agency.

*REIT Risk.* The real estate industry has been subject to substantial fluctuations and declines on a local, regional and national basis in the past and may continue to be in the future. The value REITs fluctuates as real estate values change. Real estate values and incomes from real estate may decline due to economic downturns, changes in real estate market conditions, zoning laws and regulations, and increases in property taxes, operating expenses and interest rates.

*Investment Company and RIC Compliance Risk.* The Fund may be subject to increased expenses and reduced performance as a result of its investments in other investment companies. When investing in other investment companies, the Fund bears its pro rata share of the other investment company's fees and expenses including the duplication of advisory and other fees and expenses. If for any taxable year the Fund fails to qualify as a RIC, the Fund's taxable income will be subject to federal income tax at regular corporate rates. The resulting increase to the Fund's expenses will reduce its performance and its income available for distribution to shareholders.

*Rights and Warrants Risk.* The price, performance and liquidity of warrants and rights to purchase equity securities are typically linked to the underlying stock. These instruments have many characteristics of convertible securities and, similarly, will react to variations in the general market for equity securities. Rights are similar to warrants, but normally have a short duration and are distributed directly by the issuer to its shareholders. Rights and warrants have no voting rights, receive no dividends and have no rights with respect to the assets of the issuer.

*Initial Public Offering ("IPO") Risk.* The market value of IPO shares will fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, the small number of shares available for trading and limited information about the issuer. The purchase of IPO shares may involve high transaction costs. IPO shares are subject to market risk and liquidity risk.

*Cybersecurity Risk.* Investment advisers, including the Adviser and Sub-Adviser, must rely in part on digital and network technologies (collectively "cyber networks") to conduct their businesses. Such cyber networks might in some circumstances be at risk of cyber attacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data, or causing operational disruption.

*Epidemic Risk.* Widespread disease, including pandemics and epidemics have been and can be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Fund's investments. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries, including the U.S. These disruptions could prevent the Fund from executing advantageous investment decisions in a timely manner and negatively impact the Fund's ability to achieve its investment objectives. Any such event(s) could have a significant adverse impact on the value and risk profile of the Fund.

*Derivatives Risk.* Derivatives include instruments and contracts that are based on and valued in relation to one or more underlying securities, financial benchmarks, indices, or other reference obligations or measures of value. The use of derivatives could increase or decrease the Fund's exposure to the risks of the underlying instrument. Using derivatives can have a leveraging effect and increase fund volatility. A small investment in derivatives could have a potentially large impact on the Fund's performance. Derivatives transactions can be highly illiquid and difficult to unwind or value, and changes in the value of a derivative held by the Fund may not correlate with the value of the underlying instrument or the Fund's other investments. Many of the risks applicable to trading the instruments underlying derivatives are also applicable to derivatives trading. However, additional risks are associated with derivatives trading that are possibly greater than the risks associated with investing directly in the underlying instruments. These additional risks include, but are not limited to, illiquidity risk and counterparty credit risk. For derivatives that are required to be cleared by a regulated clearinghouse, other risks may arise from the Fund's relationship with a brokerage firm through which it submits derivatives trades for clearing, including in some cases from other clearing customers of the brokerage firm. The Fund would also be exposed to counterparty risk with respect to the clearinghouse. Financial reform laws have changed many aspects of financial regulation applicable to derivatives. Once implemented, new regulations, including margin, clearing, and trade execution requirements, may make derivatives more costly, may limit their availability, may present different risks or may otherwise adversely affect the value or performance of these instruments. The extent and impact of these regulations are not yet fully known and may not be known for some time.

*Futures Contracts Risk.* The price of a futures contract may change rapidly in response to changes in the markets and the general economic environment. Futures investments may result in investment exposures that are greater than their cost would suggest, meaning that a small investment in futures could have a large potential effect on the performance of the Fund. Generally, the purchase of a futures contract will increase the Fund's exposure to the volatility of the underlying asset while the value of a futures contract that is sold will perform inversely to the underlying asset. The successful use of futures by the Fund will be subject to the Adviser's ability to predict correctly movements in the direction of relevant markets, as well as interest rates, currency exchange rates and other economic factors.

*Options Risk.* Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks. The Fund may not fully benefit from or may lose money on an option if changes in its value do not correspond as anticipated to changes in the value of the underlying securities. If the Fund is not able to sell an option held in its portfolio, it would have to exercise the option to realize any profit and would incur transaction costs upon the purchase or sale of the underlying securities. Ownership of options involves the payment of premiums, which may adversely affect the Fund's performance. To the extent that the Fund invests in over-the-counter options, the Fund may be exposed to counterparty risk.

*Swap Agreements Risk.* A swap is a derivative that provides leverage, allowing the Fund to obtain exposure to an underlying asset, reference rate or index in an amount that is greater than the amount the Fund has invested. By using swap agreements, the Fund is exposed to counterparty credit risk. The use of swap agreements could cause the Fund to be more volatile, resulting in larger gains or losses in response to changes in the values of the assets, reference rates or indices underlying the swap agreements than if the Fund had made direct investments in such assets, reference rates or indices.

*Commodities Risk.* Investments by the Fund in commodity-linked derivative instruments and companies involved in commodity-related businesses may be subject to greater volatility than investments in more traditional securities, particularly if the investments involve leverage. This is because the value of

commodity-linked derivative instruments and companies in commodity-related businesses may be affected by overall market movements, commodity index volatility, changes in interest rates or sectors and other factors affecting the value of a particular industry or commodity, such as weather, disease, embargoes, or political and regulatory developments. The use of leveraged commodity-linked derivatives creates an opportunity for increased return, but also creates the possibility for a greater loss.

*Hedging Risk.* It is not possible to hedge fully or perfectly against any risk. While hedging can reduce losses, it can also reduce or eliminate gains or cause losses if the market moves in a different manner than anticipated by the Fund or if the cost of the derivative outweighs the benefit of the hedge. Hedging also involves the risk that changes in the value of the derivative will not match those of the holdings being hedged as expected by the Fund, in which case any losses on the holdings being hedged may not be reduced or may be increased. There can be no assurance that the Fund's hedging strategies will be effective or that hedging transactions will be available to the Fund. The Fund is not required to engage in hedging transactions at any given time or from time to time, even under volatile market environment and the Fund may choose not to do so from time to time.

*Newer Fund Risk.* The Fund is a newly registered mutual fund under the Investment Company Act of 1940, as amended (the "1940 Act") and has no operating history in its current form. There can be no assurance that the Fund will grow to, or maintain, an economically viable size, in which case the Board of Trustees (the "Board") of Managed Portfolio Series (the "Trust") may determine to liquidate the Fund.

**Who Should Invest**

Before investing in the Fund, investors should consider their investment goals, time horizons and risk tolerance. The Fund may be an appropriate investment for investors who are seeking:

- An investment vehicle for accessing a portfolio of companies which are positively exposed to long-term structural trends related to the energy transition associated with decarbonization, and in particular, opportunities from changes in the way energy is produced and consumed globally;
- A traditional flow-through mutual fund structure with daily liquidity at NAV;
- Simplified tax reporting through a Form 1099;
- A portfolio offering a diversified geographic exposure to companies that possess a variety of project asset locations, including investing in currencies other than USD, typically on an unhedged basis;
- A fund offering the potential for long-term total return;
- A fund that may be suitable for retirement and other tax exempt accounts;
- Potential diversification of their overall investment portfolio; and
- Professional securities selection and active management by an experienced adviser.

The Fund is designed for long-term investors and is not designed for investors who are seeking short-term gains. The Fund will take reasonable steps to identify and reject orders from market timers. See "Shareholder Information – Buying Shares" and "– Redeeming Shares" of the Fund's Statutory Prospectus.

**Performance**

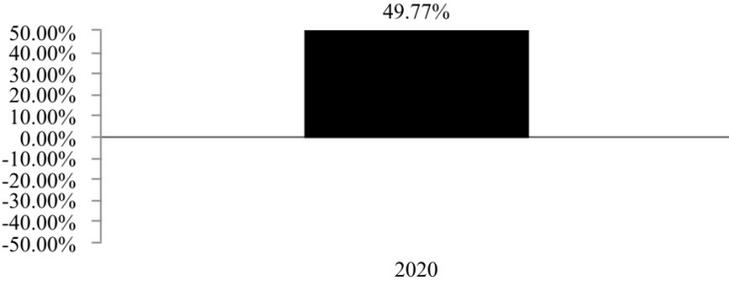
The Fund is a newly registered mutual fund. As of the date of this Prospectus the Fund does not have a full calendar year of performance as a mutual fund. Prior performance shown below for the period prior to the Fund's registration as a mutual fund is for a series of the Long Only sub-fund of the Ecofin Vista Master Fund Limited, established in May 2019 (the "Predecessor Fund"), an unregistered Cayman Islands limited liability company. The Predecessor Fund was reorganized into the Fund by transferring

substantially all of the Predecessor Fund’s assets to the Fund in exchange for Institutional Class shares of the Fund on October 15, 2021, the date that the Fund commenced operations (the “Reorganization”). The Predecessor Fund was managed in a materially equivalent manner as the Fund. The Sub-Adviser served as the investment adviser to the Predecessor Fund for the entire performance period shown and is responsible for the portfolio management and trading for the Fund. Each of the Fund’s portfolio managers was a portfolio manager of the Predecessor Fund at the time of the Reorganization. The Fund’s investment objective, policies, guidelines and restrictions are, in all materially equivalent respects, the same as those of the Predecessor Fund.

The following information shows the returns of the Class B3 Shares of the Predecessor Fund since its inception in May 2019. The Class B3 Shares are similar to the Fund’s Institutional Class but, at a point in time, were subject to performance and other fees. Although the management fee of the Fund is slightly higher than the Predecessor Fund, the Fund is not subject to the performance fee of the Predecessor Fund. From its inception through the date of the Reorganization, the Predecessor Fund was not subject to certain investment restrictions, diversification requirements and other restrictions of the Investment Company Act of 1940, as amended (the “1940 Act”) or Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”), which, if they had been applicable, might have adversely affected the Predecessor Fund’s performance. The Predecessor Fund's performance was calculated using a methodology of time-weighted total returns from official net asset values. Since the Reorganization, the Fund’s performance has been calculated using the standard formula set forth in rules promulgated by the SEC, which differs in certain respects from the methods used to compute total return for the Predecessor Fund.

The information below provides some indications of the risks of investing in the Fund. The bar chart shows how the performance for the Predecessor Fund varied from year to year. The Predecessor Fund’s past performance shown below is not necessarily an indication of how the Fund will perform in the future. Past performance (before and after taxes) will not necessarily continue in the future. Updated performance information is available at [www.tortoiseecofin.com](http://www.tortoiseecofin.com) or by calling 855-TCA-FUND (855-822-3863).

**Calendar Year Total Returns as of December 31**



Best Quarter Q4 2020 29.64% Worst Quarter Q1 2020 -20.90%

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**Average Annual Total Returns for the periods ended December 31, 2020**

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	<b>One Year</b>	<b>Since Inception (May 1, 2019)</b>
Institutional Class		
Return Before Taxes	49.77%	36.78%
Return After Taxes on Distributions	N/A	N/A
Return After Taxes on Distributions and Sale of Fund Shares	N/A	N/A
A Class Shares		
Returns Before Taxes	41.23%	31.89%
MSCI ACWI Net Total Return Index	16.25%	15.33%

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After tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Prior to the Reorganization, the Fund was an unregistered fund that did not qualify as a regulated investment company for federal income tax purposes and did not pay dividends and distributions. Actual after-tax returns depend on your situation and may differ from those shown. Furthermore, the after-tax returns shown are not relevant to those investors who hold their shares through tax-advantaged arrangements such as 401(k) plans or individual retirement accounts (“IRAs”).

**Investment Adviser, Sub-Adviser, and Portfolio Managers**

TCA Advisors is the Fund’s investment adviser. Ecofin Advisors Limited is the Fund’s sub-adviser. Primary responsibility for the day-to-day management of the Fund’s portfolio is the joint responsibility of Matthew Breidert and Max Slee, both of the Sub-Adviser. Mr. Breidert is a Senior Portfolio Manager and Managing Director of the Sub-Adviser. Mr. Slee is a Portfolio Manager and Director of the Sub-Adviser. Each portfolio manager has managed the Fund since its inception in October 2021. Mr. Breidert and Mr. Slee were portfolio managers of the Predecessor Fund since its inception in May 2019.

**Purchase and Sale of Fund Shares**

You may purchase, exchange, or redeem Fund shares on any day that the New York Stock Exchange (“NYSE”) is open for business by written request via mail (Ecofin Global Energy Transition Fund, c/o U.S. Bank Global Fund Services, P.O. Box 701, Milwaukee, WI 53201-0701), by contacting the Fund by telephone at 855-TCA-FUND (855-822-3863) or through a financial intermediary. You may also purchase or redeem Fund shares by wire transfer. The minimum initial and subsequent investment amounts are shown below. The Adviser may reduce or waive the minimums.

	<b>A Class</b>	<b>Institutional Class</b>
<b>Minimum Initial Investment</b>	\$2,500	\$1,000,000
<b>Subsequent Minimum Investment</b>	\$100	\$100

**Tax Information**

The Fund’s distributions are generally taxable, and will be taxed as ordinary income or capital gains, unless you are a tax-exempt organization or are investing through a tax-advantaged arrangement such as a 401(k) plan or an IRA. For more information, please see “Tax Consequences” of the Fund’s Statutory Prospectus. Distributions on investments made through tax-advantaged arrangements may be taxed as ordinary income when withdrawn from those accounts.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase Fund shares through a broker-dealer or other financial intermediary (such as a bank or financial adviser, and including affiliates of the Adviser), the Fund and/or its Adviser may pay the intermediary for the sale of Fund shares and related services. These payments may create conflicts of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

## Additional Fund Information

### Investment Objective

The investment objective of the Ecofin Global Energy Transition Fund (the "Fund") is to generate long-term total return. The Fund's investment objective is not fundamental and may be changed by the Board of Trustees without the approval of the Fund's shareholders upon 60 days' prior written notice to shareholders.

### Principal Investment Strategies

Under normal circumstances, the Fund will principally focus its investment activities in equity securities of companies that are positively exposed to long-term structural trends related to the energy transition associated with decarbonization. In particular, the strategy is focused on opportunities from changes in the way energy is produced and consumed globally. Ecofin Advisors Limited, the investment sub-adviser to the Fund (the "Sub-Adviser" or "Ecofin") believes these long-term structural changes are creating secular winners and losers, resulting in investment opportunities. These companies are focused on more efficient use of resources and emissions reduction and include, but are not limited to the following sectors: consumer discretionary, energy, industrials, information technology, materials, and utilities.

The Fund will invest at least 80% of its total assets in equity securities of energy transition companies, which consist of companies (i) deriving at least 50% of their revenues or profit from or devoting at least 50% of their assets to activities in electrification, clean transportation, industrial and building efficiency, environment or other activities related to decarbonization associated with the energy transition, and in particular, opportunities from changes in the way energy is produced and consumed globally, or (ii) investing a significant portion of their capital expenditures in global energy transition activities with the intention of such activities becoming a significant part of their business. This will include those companies in technology, industrials, utilities, power, energy, chemicals, basic materials, infrastructure, consumer electronics, waste, water, transportation, automotive, semiconductors and other related environmental industries ("Energy Transition Universe," and the companies therein being "Energy Transition Companies"). The Fund will not invest in any company whose principal business function is related to the extraction, development or transportation of oil, gas or other fossil fuels.

- Companies involved in electrification include those that enable low carbon or decarbonized electricity to take additional market share of total energy consumption, such as renewable asset owners and operators, or clean energy equipment manufacturers.
- Companies involved in clean transportation include those in the zero emissions vehicle value chain as well as technologies improving the emissions and fuel efficiency of combustion engine vehicles, such as electric vehicle battery manufacturers, power semiconductor manufacturers, or electric vehicle manufacturers.
- Companies involved in industrial and building efficiency include those that are involved in technologies improving the energy efficiency, production yield, emissions, and waste reduction in industrial processes, as well as companies that enable lower emissions and improve energy efficiency in building operation and construction, such as building insulation manufacturers, manufacturers of higher efficiency electric motors for industrial and consumer end markets.
- Companies involved in environment include those that are involved in recycling, waste-to-energy, or companies implementing a circular economic business design, such as manufacturers of technologies enabling collection of recyclable waste.

The Fund's investments in equity securities may include investments in other investment companies, real estate investment trusts ("REITs"), foreign investment funds, preferred stocks, rights, warrants, convertible securities, and initial public offerings. The Fund will be invested in a range of both developed and non-developed markets, commensurate with its investment criteria. The Fund considers non-developed market countries to be those defined as such by the MSCI Market Classification Framework.

The Energy Transition Universe is a global investment universe that includes companies mainly based in North America, Europe and Asia, but also includes companies in other regions to a lesser extent. Under normal market conditions, the Fund will invest at least 40% of its total assets in foreign securities, which the Sub-Adviser considers to be companies organized outside of the United States, whose principal listing exchange is outside the United States, or who derive a significant portion of their revenue or profits outside the United States.

The Fund's investments in foreign securities may also include American Depositary Receipts ("ADRs") and investments in non-developed market securities. The Energy Transition Universe includes a broad range of companies, ranging from small market capitalization companies to large market capitalization companies. The Fund may invest in companies of all market capitalizations. The Fund's investment in securities of companies in the Energy Transition Universe may include illiquid securities. The Fund will concentrate in industries represented by Energy Transition Companies. Energy Transition Companies currently includes the following industries: technology, industrials, utilities, power, energy, chemicals, basic materials, infrastructure, consumer electronics, waste, water, transportation, automotive, semiconductors and other related environmental industries. The Fund is a non-diversified fund.

The Fund may invest up to 15% of its total assets in debt securities, including but not limited to debt securities issued or guaranteed by the U.S. government or government-related entities. The Fund may also invest in derivatives which are financial contracts whose values depend on, or are derived from, the values of underlying assets, reference rates, or indices. To manage risk, seek particular portfolio exposure as a substitute for a comparable market position in the underlying exposure, and/or to enhance return (including through the use of leverage), the Fund may invest in derivatives including options, futures, swap contracts and combinations of these instruments. The Fund may invest in futures, options and swap contracts on equity and debt securities, equity and debt indices and commodities (i) with aggregate net notional value of up to 100% of the Fund's net assets, or (ii) for which the initial margin and premiums do not exceed 5% of its net assets, in each case excluding bona fide hedging transactions.

**Investment Process**

The Sub-Adviser will seek to utilize a combined investment approach, assessing fundamental drivers alongside thematic, macroeconomic and regulatory factors. The Sub-Adviser will target active weights towards those investments that it believes would benefit from long-term structural trends and with attractive risk-adjusted intrinsic value. These active weights can change over time, relative to changes in fundamental outlook, corporate strategy, share prices, regulatory changes or other factors such as, but not limited to, balance sheet and liquidity considerations, Environment, Social, Governance ("ESG") risk considerations, project success or jurisdictional policy issues.

The Sub-Adviser utilizes a four-pronged research approach which includes qualitative, quantitative, relative value analyses and carbon analysis:

- Qualitative analysis: The Sub-Adviser uses proprietary risk models, which incorporate analysis of regulatory framework considerations such as E.U. taxonomy and ESG risks, to assess a

company's asset quality, management, stability of cash flows and ESG factors. Such framework considerations may apply to some of the Fund's investments, as applicable.

- Quantitative analysis: The Sub-Adviser employs proprietary financial models to understand growth prospects, liquidity position and sensitivities to key drivers.
- Relative value analysis: Valuation models and equity markets indicators guide portfolio weightings; screening tables allow the investment team to compare companies and stocks according to different criteria (for example, regulatory risk profile, valuation metrics, ESG scores, historical valuation ranges).
- Carbon analysis: in partnership with a third-party provider, the Sub-Adviser maintains a global proprietary database of power generation companies with detailed carbon dioxide ("CO<sub>2</sub>") emissions by source of power and by company.

The Sub-Adviser incorporates ESG research into its investment process in an effort to provide better risk-adjusted returns to investors. ESG risk considerations may include, but are not limited to:

#### Environmental:

- Scrutiny on carbon footprint and disclosure (and other greenhouse gas emissions)
- Company's time horizon for carbon neutrality
- Water use and land use
- Emission and waste reduction programs
- Research and development, innovation and thought leadership for sustainability
- Capital expenditures, maintenance and capital integrity
- Risks linked to stranded assets (a piece of equipment or a resource that once had value or produced income but no longer does, generally due to some kind of external change, including changes in technology, markets and societal habits)
- Climate change-related physical risks on assets (fire, weather, droughts, etc.)
- Adverse policy support

#### Social:

- Impact on communities
- Customer satisfaction
- Commitment to safety standards
- Diversity in board, management and employees
- Employee engagement
- Commitment to fair and safe labor practice

#### Governance:

- Protection of minority shareholders
- Conflict of interests
- Insider ownership
- Management compensation
- Financial and strategic transparency
- Board independence
- Engagement with management and proxy voting

The investment team may also seek to actively engage with portfolio companies to drive continuous business improvement in their ESG & sustainability practices and metrics, including but not limited to direct dialogue with senior leadership, active proxy voting and coordination with other owners.

The Sub-Adviser will conduct extensive research into the federal and localized regulatory structures (regional regulations and policies governing the day-to-day operations of a business) and contractual mechanics involved in revenue generation underpinning the investments in Energy Transition Companies. These regulations are critical for underpinning an intrinsic value approach.

*Hedging and Risk Management.* The Sub-Adviser will monitor the Fund's risk profile using risk models which analyze market risk, liquidity risk, currency risk and credit risk.

The market risk will be analyzed by monitoring the Fund's exposure to market movements and other relevant factors such as sub-sectors and commodity prices. In general, the Fund will adhere to the general principle of risk diversification in respect of its investments, including its investments in derivatives and money market instruments.

The Sub-Adviser may, but does not currently intend to, hedge the Fund's net currency exposure back into its base currency. As a consequence, the Fund may purchase and sell spot and forward currency contracts, currency options and currency futures contracts. The Fund will not take speculative long positions in currencies or currency derivatives.

The Sub-Adviser will monitor the credit exposure of the Fund to its counterparties arising from the use of over-the-counter derivatives transactions. The credit risk will be mitigated contractually by negotiating the terms with external counterparties as well as operationally by resetting over-the-counter transactions on a regular basis when practicable.

**Non-Diversification**

The Fund is classified as “non-diversified” under the Investment Company Act of 1940, as amended, which means that it may focus its investments in the securities of relatively few issuers. The Fund intends, however, to diversify its assets to the extent necessary to qualify for tax treatment as a regulated investment company under the Code. This requires, among other things, that at the end of each quarter of the Fund's taxable year no more than 25% of the Fund's assets be invested in the securities of any one issuer (other than U.S. Government securities or securities of other regulated investment companies), and at least 50% of the Fund's assets be represented by (i) cash, (ii) securities of other regulated investment companies, (iii) U.S. Government securities, and (iv) other securities limited, with respect to any single issuer, to an amount not greater than 5% of the Fund's assets and not greater than 10% of the outstanding voting securities of such issuer.

The Fund is “non-diversified” under the 1940 Act, which means that it may invest more of its assets in fewer issuers than “diversified” mutual funds.

**The Fund's Targeted Portfolio Securities**

The Fund seeks to achieve its investment objective by investing primarily in publicly traded equity securities. Securities in which the Fund may invest include, but are not limited to, the following types of securities:

*Common Stock.* Common stock generally represents an equity ownership interest in the profits and losses of a corporation, after payment of amounts owed to bondholders, other debt holders, and holders of preferred stock. Holders of common stock generally have voting rights, but the Fund does not expect to have voting control in any of the companies in which the Fund invests.

*Foreign Securities.* The Fund may invest in securities (including ADRs) issued by foreign issuers. These securities may be issued by companies organized and/or having securities traded on an exchange outside the U.S. or may be securities of U.S. companies that are denominated in the currency of a different country.

*Investment Companies.* The Fund may invest in other investment companies to the extent permitted by the 1940 Act. Generally, the provisions of the 1940 Act preclude the Fund from acquiring: (i) more than 3% of the total outstanding shares of another investment company; (ii) shares of another investment company having an aggregate value in excess of 5% of the value of the total assets of the Fund; or (iii) shares of another registered investment company and all other investment companies having an aggregate value in excess of 10% of the value of the total assets of the Fund.

*Other Equity Securities.* The Fund may also invest in other types of publicly traded equity securities, including but not limited to, preferred equity and convertible securities of companies that are organized as corporations, limited partnerships, limited liability companies and energy transition REITs.

*Debt Securities.* The Fund may invest in debt securities, including but not limited to debt securities issued or guaranteed by the U.S. government or government-related entities.

*Illiquid Investments.* The Fund may invest in illiquid investments, which will primarily include direct placements in the securities of listed companies or 144A debt securities. The Fund will not invest in private companies. A listed energy transition company may be willing to offer the purchaser more attractive features with respect to securities issued in direct placements because it has avoided the expense and delay involved in a public offering of securities. Illiquid investments may include restricted securities that cannot be offered for public resale unless registered under the applicable securities laws or that have a contractual restriction that prohibits or limits their resale, and are, therefore, unlike securities that are traded in the open market.

*Derivatives.* The Fund may invest in derivatives which are financial contracts whose values depend on, or are derived from, the values of underlying assets, reference rates, or indices. To manage risk, seek particular portfolio exposure as a substitute for a comparable market position in the underlying exposure, and/or to enhance return (including through the use of leverage), the Fund may invest in derivatives including options, futures, swap contracts and combinations of these instruments. The Fund may invest in futures, options and swap contracts on equity and debt securities, equity and debt indices and commodities (i) with aggregate net notional value of up to 100% of the Fund's net assets, or (ii) for which the initial margin and premiums do not exceed 5% of its net assets, in each case excluding bona fide hedging transactions.

**Temporary Strategies; Cash or Similar Investments**

At the Adviser's discretion, the Fund may invest in high-quality, short-term debt securities and money market instruments for (i) temporary defensive purposes in amounts up to 100% of the Fund's assets in response to adverse market, economic, or political conditions and (ii) retaining flexibility in meeting redemptions, paying expenses, and identifying and assessing investment opportunities. These short-term debt securities and money market instruments include cash, shares of other mutual funds, commercial paper, certificates of deposit, bankers' acceptances, U.S. government securities, discount notes and repurchase agreements. To the extent that the Fund invests in money market mutual funds for its cash position, there will be some duplication of expenses because the Fund will bear its pro rata portion of such money market fund's management fees and operational expenses. When investing for temporary defensive purposes, the Adviser or Sub-Adviser may invest up to 100% of the Fund's total assets in such instruments. Taking a temporary defensive position may result in the Fund not achieving its investment objective.

### **Principal Risks of Investing in the Fund**

Before investing in the Fund, you should carefully consider your own investment goals, the amount of time you are willing to leave your money invested, and the amount of risk you are willing to take. An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the FDIC or any other governmental agency. There can be no assurance that the Fund will achieve its investment objective. Remember, in addition to possibly not achieving your investment goals, **you could lose all or a portion of your investment in the Fund over short or even long periods of time.** The principal risks of investing in the Fund are:

#### **General Risks:**

*General Market Risk.* The Fund is subject to all of the business risks and uncertainties associated with any business, including the risk that it will not achieve its investment objective and that the value of an investment in its securities could decline substantially and cause you to lose some or all of your investment. The NAV and investment return of the Fund will fluctuate based upon changes in the value of the Fund's portfolio securities. Changes in the value of the Fund's portfolio securities may be rapid or unpredictable and cause the NAV of that Fund and its investment return to fluctuate. These fluctuations may cause a security to be worth less than the price originally paid for it, or less than it was worth at an earlier time. Market risk may affect a single issuer, industry, sector of the economy or the market as a whole. U.S. and international markets have, and may continue to, experience volatility, which may increase risks associated with an investment in the Fund. Certain social, political, economic, environmental and other conditions and events (such as natural disasters and weather-related phenomena generally, epidemics and pandemics, terrorism, conflicts and social unrest) may adversely interrupt the global economy or the market as a whole. The market value of securities in which the Fund invests is based upon the market's perception of value and is not necessarily an objective measure of the securities' value. In some cases, for example, the stock prices of individual companies have been negatively impacted even though there may be little or no apparent degradation in the financial condition or prospects of the issuers. Similarly, the debt markets have experienced substantially lower valuations, reduced liquidity, price volatility, credit downgrades, increased likelihood of default, and valuation difficulties. As a result of this significant volatility, many of the following risks associated with an investment in the Fund may be increased. Continuing market volatility may have adverse effects on the Fund.

*Energy Transition Company Risk.* Because the Fund invests in Energy Transition Companies, the value of Fund shares may be affected by events that adversely affect that industry, such as technology shifts, short product lifecycles, falling prices and profits, competition and general economic conditions, and may fluctuate more than that of a fund that does not concentrate in Energy Transition Companies. Energy Transition Companies are dependent upon factors such as available solar resource, wind conditions, weather conditions and power generating equipment performance that may significantly impact the performance of such companies. Solar, wind and weather conditions generally have natural variations from season to season and from year to year and may also change permanently because of climate change or other factors. Solar and wind energy is highly dependent on weather conditions and, in particular, on available solar and wind conditions. Moreover, power generating equipment used generally by Energy Transition Companies is accompanied by the attendant costs of maintaining such equipment while in use and subject to risks of obsolescence associated with emerging and disruptive new technologies.

*Adviser and Sub-Adviser Risk.* The ability of the Fund to meet its investment objective is directly related to the Adviser’s or Sub-Adviser’s investment strategies for that Fund. The value of your investment in the Fund may vary with the effectiveness of the Adviser’s research, analysis and asset allocation among portfolio securities. If the Adviser’s or Sub-Adviser’s investment strategies do not produce the expected results, the value of your investment could be diminished or even lost entirely and the Fund could underperform the market or other mutual funds with similar investment objectives.

*Concentration Risk.* The Fund’s strategy of focusing on Energy Transition Companies means that the performance of that Fund will be closely tied to the performance of companies involved in electrification, clean transportation, industrial and building efficiency, environment or other activities related to the transition associated with decarbonization, and in particular, opportunities from changes in the way energy is produced and consumed globally. The Fund’s focus in these investments may present more risk than if it were broadly diversified over numerous industries and sectors of the economy. A downturn in these investments would have a greater impact on a Fund than on a fund that does not focus in such investments. At times, the performance of these investments may lag the performance of other industries or the market as a whole. An inherent risk associated with any investment focus is that a Fund may be adversely affected if a small number of its investments perform poorly.

*New Technology Risk.* New technologies used in renewable energy have a shorter commercial experience vs traditional energy production technologies. Also, advancements in renewable energy may create disruptive competitive threat to both incumbent technologies, such as centralized electric transmission and distribution networks; in progressively more efficient or lower cost versions of existing renewable technology; or possibly advancements or innovations in competing renewable technology.

*ESG Risk.* Applying ESG criteria to the investment process may exclude securities of certain issuers for non-investment reasons and therefore the Fund may forgo some market opportunities available to funds that do not use ESG criteria. Securities of companies with ESG practices may shift into and out of favor depending on market and economic conditions, and the Fund’s performance may at times be better or worse than the performance of funds that do not use ESG criteria.

*Non-Diversified Fund Risk.* The Fund is “non-diversified” and therefore is not required to meet certain diversification requirements under federal laws. The Fund may invest a greater percentage of its assets in the securities of a single issuer and may have fewer holdings than other mutual funds. As a result, a decline in the value of an investment in a single issuer could cause the Fund’s overall value to decline to a greater degree than if the Fund held a more diversified portfolio.

*Equity Securities Risk.* Equity securities can be affected by macroeconomic and other factors affecting the stock market in general, expectations about changes in interest rates, investor sentiment towards such entities, changes in a particular issuer's or industry's financial condition, or unfavorable or unanticipated poor performance of a particular issuer or industry. Prices of equity securities of individual entities also can be affected by fundamentals unique to the company or partnership, including earnings power and coverage ratios. An adverse event, such as an unfavorable earnings report, may depress the value of a particular common stock held by the Fund. In addition, prices of common stocks are sensitive to general movements in the stock market and a drop in the stock market may depress the price of common stocks to which the Fund has exposure. Common stock prices fluctuate for several reasons including changes in investors' perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or the occurrence of political or economic events which affect the issuers. In addition, common stock prices may be particularly sensitive to rising interest rates, which increases borrowing costs and the costs of capital. Energy Transition Companies' equity prices may be influenced by regulatory or government policy decisions and companies' dividend and distribution policies. Any of the foregoing risks could substantially impact the ability of such an entity to maintain or grow its dividends or distributions.

*Foreign Securities Risk.* Investments in securities (including ADRs) of foreign issuers involve risks not ordinarily associated with investments in securities and instruments of U.S. issuers. For example, foreign companies are not generally subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies. Foreign securities exchanges, brokers and companies may be subject to less government supervision and regulation than exists in the U.S. Dividend and interest income may be subject to withholding and other foreign taxes, which may adversely affect the net return on such investments. The Fund may not be able to pass through to its shareholders any foreign income tax credits as a result of any foreign income taxes it pays. There may be difficulty in obtaining or enforcing a court judgment abroad. In addition, it may be difficult to effect repatriation of capital invested in certain countries. In addition, with respect to certain countries, there are risks of expropriation, confiscatory taxation, political or social instability or diplomatic developments that could affect the Fund's assets held in foreign countries. There may be less publicly available information about a foreign company than there is regarding a U.S. company, and many foreign companies are not subject to accounting, auditing, and financial reporting standards, regulatory framework and practices comparable to those in the U.S. Foreign securities markets may have substantially less volume than U.S. securities markets and some foreign company securities are less liquid than securities of otherwise comparable U.S. companies. Foreign markets also have different clearance and settlement procedures that could cause the Fund to encounter difficulties in purchasing and selling securities on such markets and may result in the Fund missing attractive investment opportunities or experiencing a loss. In addition, a portfolio that includes securities issued by foreign issuers can expect to have a higher expense ratio because of the increased transaction costs in foreign markets and the increased costs of maintaining the custody of such foreign securities. When investing in securities issued by foreign issuers, there is also the risk that the value of such an investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. The Fund may, but does not currently intend to, hedge its exposure to foreign currencies.

*Non-Developed Markets Risk.* The Fund's investments in non-developed market countries are subject to all of the risks of foreign investing generally, and have additional heightened risks due to a lack of established legal, political, business and social frameworks to support securities markets. These risks include less social, political and economic stability; smaller securities markets with low or nonexistent trading volume and greater illiquidity and price volatility; more restrictive national policies on foreign investment, including restrictions on investment in issuers or industries deemed sensitive to national interests; less transparent and established taxation policies; less developed regulatory or legal structures governing private and foreign investment; less financial sophistication, creditworthiness and/or resources possessed by, and less government regulation of, the financial institutions and issuers with which the Fund transacts; less government supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies than in the U.S.; greater concentration in a few industries resulting in greater vulnerability to regional and global trade conditions; higher rates of inflation and more rapid and extreme fluctuations in inflation rates; greater sensitivity to interest rate changes; increased volatility in currency exchange rates and potential for currency devaluations and/or currency controls; greater debt burdens relative to the size of the economy; more delays in settling portfolio transactions and heightened risk of loss from share registration and custody practices; and less assurance that recent favorable economic developments will not be slowed or reversed by unanticipated economic, political or social events in such countries. Because of these risk factors, the Fund's investments in non-developed market countries are subject to greater price volatility and illiquidity than investments in developed markets.

*Large-Cap Company Risk.* Investments in larger, more established companies are subject to the risk that larger companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion. Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors potentially resulting in lower markets for their common stock.

*Mid-Cap and Small-Cap Companies Risk.* Mid-cap and small-cap companies may not have the management experience, financial resources, product diversification and competitive strengths of large-cap companies. Therefore, their securities may be more volatile and less liquid than the securities of larger, more established companies. Mid-cap and small-cap company stocks may also be bought and sold less often and in smaller amounts than larger company stocks. Because of this, if the Adviser or Sub-Adviser wants to sell a large quantity of a mid-cap or small-cap company stock, it may have to sell at a lower price than it might prefer, or it may have to sell in smaller than desired quantities over a period of time. Analysts and other investors may follow these companies less actively and therefore information about these companies may not be as readily available as that for large-cap companies.

*REIT Risk.* The real estate industry has been subject to substantial fluctuations and declines on a local, regional and national basis in the past and may continue to be in the future. The value REITs fluctuates as real estate values change. Real estate values and incomes from real estate may decline due to economic downturns, changes in real estate market conditions, zoning laws and regulations, and increases in property taxes, operating expenses and interest rates.

*Debt Securities Risks.* The value of debt securities may decline for a number of reasons, such as management performance, financial leverage and reduced demand of the issuer's products and services. Debt securities are subject to the following risks:

- *Call Risk.* During periods of declining interest rates, a bond issuer may “call,” or repay, its high yielding bonds before their maturity dates. In this event the Fund would then be forced to invest in the unanticipated proceeds at lower interest rates, resulting in a decline in its income.
- *Credit Risk.* Issuers of debt securities may be unable to make principal and interest payments when they are due. There is also the risk that the securities could lose value because of a loss of confidence in the ability of the issuer to pay back debt. The degree of credit risk for a particular security may be reflected in its credit rating. Lower rated debt securities involve greater credit risk, including the possibility of default or bankruptcy.
- *Interest Rate Risk.* Debt securities could lose value because of interest rate changes. For example, bonds tend to decrease in value if interest rates rise. Debt securities with longer maturities sometimes offer higher yields, but are subject to greater price shifts as a result of interest rate changes than debt securities with shorter maturities. The Fund will be exposed to heightened interest rate risk as interest rates rise from historically low levels. Substantial redemptions from bond and other income funds may worsen that impact. Other types of securities also may be adversely affected from an increase in interest rates.
- *Reinvestment Risk.* If the Fund reinvests the proceeds of matured or sold securities at market interest rates that are below its portfolio earnings rate, its income will decline.
- *Prepayment and Extension Risk.* Prepayment occurs when the issuer of a debt security exercises its option to call or repays principal prior to the security’s maturity. During periods of declining interest rates, issuers may increase pre-payments of principal causing the Fund to invest in debt securities with lower yields thus reducing income generation. Similarly, during periods of increasing interest rates, issuers may decrease pre-payments of principal extending the duration of debt securities potentially to maturity. This is known as extension risk and may increase the Fund's sensitivity to rising rates and the potential for price declines. Debt securities with longer maturities are subject to greater price shifts as a result of interest rate changes. Also, if the Fund is unable to liquidate lower yielding securities to take advantage of a higher interest rate environment, its ability to generate income may be adversely affected. The potential impact of prepayment features on the price of a debt security can be difficult to predict and result in greater volatility.
- *Duration Risk.* The Fund does not have a set policy regarding the maturity or duration of any or all of its securities. Holding long duration and long maturity investments will magnify certain risks, including interest rate risk and credit risk.

*Government-Sponsored Entities Risk.* The Fund may invest in securities issued or guaranteed by government-sponsored entities. However, these securities may not be guaranteed or insured by the U.S. government and may only be supported by the credit of the issuing agency.

*Cybersecurity Risk.* Investment advisers, including the Adviser and Sub-Adviser, must rely in part on digital and network technologies (collectively “cyber networks”) to conduct their businesses. Such cyber networks might in some circumstances be at risk of cyber attacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data, or causing operational disruption. Cyber attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. Nevertheless, cyber incidents could potentially occur, and might in some circumstances result in unauthorized access to sensitive information about the Adviser, Sub-Adviser or their clients.

*Derivatives Risk.* The Fund may utilize derivatives. Many of the risks applicable to trading the instruments underlying derivatives are also applicable to derivatives trading. However, there are additional risks associated with derivatives trading that may be greater than the risks associated with investing directly in the underlying instruments. Investing in derivatives may involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other investments. Derivatives can be highly volatile, illiquid and difficult to value, and changes in the value of a derivative held by the Fund may not correlate with the underlying instrument or other investments. Additional risks include, but are not limited to the possible default of the counterparty to the transaction, illiquidity of the derivative investments or leverage risk. Furthermore, the ability to successfully use these techniques depends on the Adviser's or Sub-Adviser's ability to predict pertinent market movements, which cannot be assured. Additionally, amounts paid by the Fund as premiums and cash, or other assets segregated as collateral with respect to derivatives, are not otherwise freely available for investment purposes. There can be no assurance that regulation of derivative instruments and markets will not have a material adverse effect on the Fund or will not impair the ability of the Fund to implement certain derivative strategies or to achieve its investment objective. In addition, changes in government regulation of derivatives could affect the character, timing and amount of the Fund's taxable income or gains. The Fund's use of derivatives may be limited by the requirements for taxation of the Fund as a regulated investment company. A more complete discussion of derivatives and their risks is included in the Fund's Statement of Additional Information ("SAI") under the heading "Options, Futures and Other Strategies."

*Futures Contracts Risk.* The price of a futures contract may change rapidly in response to changes in the markets and the general economic environment. Futures investments may result in investment exposures that are greater than their cost would suggest, meaning that a small investment in futures could have a large potential effect on the performance of the Fund. Generally, the purchase of a futures contract will increase the Fund's exposure to the volatility of the underlying asset while the value of a futures contract that is sold will perform inversely to the underlying asset. The successful use of futures by the Fund will be subject to the Adviser's ability to predict correctly movements in the direction of relevant markets, as well as interest rates, currency exchange rates and other economic factors. Additional risks associated with the use of futures contracts are (a) the imperfect correlation between the change in market value of the instruments held by the Fund and the price of the futures contract; (b) possible lack of a liquid secondary market for a futures contract and the resulting inability to close a futures contract when desired; (c) losses caused by unanticipated market movements, which are potentially unlimited; (d) the possibility that the counterparty will default in the performance of its obligations; and (e) if the Fund has insufficient cash, it may have to sell securities from its portfolio to meet daily variation margin requirements, and may have to do so at a time when it is disadvantageous to do so.

*Options Risk.* Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks. The Fund may not fully benefit from or may lose money on an option if changes in its value do not correspond as anticipated to changes in the value of the underlying securities. If the Fund is not able to sell an option held in its portfolio, it would have to exercise the option to realize any profit and would incur transaction costs upon the purchase or sale of the underlying securities. Ownership of options involves the payment of premiums, which may adversely affect the Fund's performance. To the extent that the Fund invests in over-the-counter options, the Fund may be exposed to counterparty risk.

*Swap Agreements Risk.* A swap is a derivative that provides leverage, allowing the Fund to obtain exposure to an underlying asset, reference rate or index in an amount that is greater than the amount the Fund has invested. By using swap agreements, the Fund is exposed to counterparty credit risk. The use of swap agreements could cause the Fund to be more volatile, resulting in larger gains or losses in

response to changes in the values of the assets, reference rates or indices underlying the swap agreements than if the Fund had made direct investments in such assets, reference rates or indices.

*Commodities Risk.* Investments by the Fund in commodity-linked derivative instruments and companies involved in commodity-related businesses may be subject to greater volatility than investments in more traditional securities, particularly if the investments involve leverage. This is because the value of commodity-linked derivative instruments and companies in commodity-related businesses may be affected by overall market movements, commodity index volatility, changes in interest rates or sectors and other factors affecting the value of a particular industry or commodity, such as weather, disease, embargoes, or political and regulatory developments. The use of leveraged commodity-linked derivatives creates an opportunity for increased return, but also creates the possibility for a greater loss.

*Hedging Risk.* It is not possible to hedge fully or perfectly against any risk. While hedging can reduce losses, it can also reduce or eliminate gains or cause losses if the market moves in a different manner than anticipated by the Fund or if the cost of the derivative outweighs the benefit of the hedge. Hedging also involves the risk that changes in the value of the derivative will not match those of the holdings being hedged as expected by the Fund, in which case any losses on the holdings being hedged may not be reduced or may be increased. There can be no assurance that the Fund's hedging strategies will be effective or that hedging transactions will be available to the Fund. The Fund is not required to engage in hedging transactions at any given time or from time to time, even under volatile market environment and each Fund may choose not to do so from time to time.

*Illiquid/Restricted Securities Risk.* The Fund may invest in securities of any market capitalization and may be exposed to liquidity risk when trading volume, lack of a market maker, or legal restrictions impair the Fund's ability to sell particular securities or close call option positions at an advantageous price or a timely manner. In the event certain securities experience limited trading volumes, the prices of such securities may display abrupt or erratic movements at times. In addition, it may be more difficult for the Fund to buy and sell significant amounts of such securities without an unfavorable impact on prevailing market prices. As a result, these securities may be difficult to sell at a favorable price at the times when the Adviser or Sub-Adviser believes it is desirable to do so. Investment in securities that are less actively traded (or over time experience decreased trading volume) may restrict the Fund's ability to take advantage of other market opportunities.

Restricted securities are less liquid than securities traded in the open market because of statutory and contractual restrictions on resale. Such securities are, therefore, unlike securities that are traded in the open market, which can be expected to be sold immediately if the market is adequate. This reduced liquidity creates special risks for the Fund. However, the Fund could sell such securities in private transactions with a limited number of purchasers or in public offerings under the Securities Act of 1933, as amended (the "1933 Act"). Adverse conditions in the public securities markets may preclude a public offering of securities. When the Fund must arrange registration because that Fund wishes to sell the security, a considerable period may elapse between the time the decision is made to sell the security and the time the security is registered so that the Fund can sell it. The Fund would bear the risks of any downward price fluctuation during that period.

*Investment Company and RIC Compliance Risk.* The Fund may be subject to increased expenses and reduced performance as a result of its contemplated investments in other investment companies. If the Fund invests in investment companies (including other closed-end, open-end funds, and ETFs), it will bear additional expenses based on its pro rata share of the investment company's operating expenses, including the duplication of advisory and other fees and expenses. Additional risks of owning an investment company generally includes the risks of owning the underlying securities the investment company holds. In addition, the Fund intends to elect to be treated, and to qualify each year, as a RIC under the Internal Revenue Code. To maintain the Fund's qualification for federal income tax purposes as a RIC, the Fund must meet certain source-of-income, asset diversification and annual distribution requirements. If for any taxable year the Fund fails to qualify for the special federal income tax treatment afforded to RICs, all of such Fund's taxable income will be subject to federal income tax at regular corporate rates (without any deduction for distributions to its shareholders). The resulting increase to the Fund's expenses will reduce its performance and its income available for distribution.

*Rights and Warrants Risk.* The price, performance and liquidity of warrants and rights to purchase equity securities are typically linked to the underlying stock. These instruments have many characteristics of convertible securities and, similarly, will react to variations in the general market for equity securities. Rights are similar to warrants, but normally have a short duration and are distributed directly by the issuer to its shareholders. Rights and warrants have no voting rights, receive no dividends and have no rights with respect to the assets of the issuer.

*IPO Risk.* The market value of IPO shares will fluctuate considerably due to factors such as the absence of a prior public market, unseasoned trading, the small number of shares available for trading and limited information about the issuer. The purchase of IPO shares may involve high transaction costs. IPO shares are subject to market risk and liquidity risk.

*Convertible Securities Risk.* The Fund may be subject to convertible securities risk. Convertible securities are hybrid securities that have characteristics of both bonds and common stocks and are therefore subject to both debt security risks and equity risk. Convertible securities are subject to equity risk especially when their conversion value is greater than the interest and principal value of the bond. The prices of equity securities may rise or fall because of economic or political changes and may decline over short or extended periods of time.

*Preferred Stock Risk.* The Fund may be subject to preferred stock risk. A preferred stock is a blend of the characteristics of a bond and common stock. It may offer a higher yield than common stock and has priority over common stock in equity ownership, but it does not have the seniority of a bond and, unlike common stock, its participation in the issuer's growth may be limited. Although the dividend on a preferred stock may be set at a fixed annual rate, in some circumstances it may be changed or passed by the issuer. Preferred stock generally does not confer voting rights.

*Epidemic Risk.* Widespread disease, including pandemics and epidemics have been and can be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of the Fund's investments. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries, including the U.S. These disruptions could prevent the Fund from executing advantageous investment decisions in a timely manner and negatively impact the Fund's ability to achieve its investment objectives. Any such event(s) could have a significant adverse impact on the value and risk profile of the Fund.

*Newer Fund Risk.* The Fund is a newly registered mutual fund under the Investment Company Act of 1940, as amended (the “1940 Act”) and has no operating history in its current form. There can be no assurance that the Fund will grow to, or maintain, an economically viable size, in which case the Board of Trustees (the “Board”) of Managed Portfolio Series (the “Trust”) may determine to liquidate the Fund.

**Risks Related to Investing in the Energy Transition Universe:**

*Laws, Regulations and Governmental Policies.* Companies are subject to extensive international, federal, state, local laws, regulations, rules and ordinances relating to pollution, protection of the environment and human health. Actual or alleged violations of environmental health and safety laws or permit requirements could result in restrictions or prohibitions on plant operations and substantial civil or criminal sanctions. Changes in regulations could inhibit or interrupt operations, or require modifications to facilities or operations. Accordingly, environmental or regulatory matters may cause companies to incur significant unanticipated losses, costs or liabilities, which could reduce profitability. Companies could incur significant expenditures in order to comply with existing or future laws. Capital expenditures and costs relating to regulatory matters will be subject to evolving regulatory requirements and will depend on the timing of the promulgation and enforcement of specific standards which impose requirements on operations. Capital expenditures and costs beyond those currently anticipated may therefore be required under existing or future laws. Furthermore, companies may be liable for the costs of investigating and cleaning up environmental contamination on or from their properties or at off-site locations or from disposal activities that pre-dated the purchase of acquired businesses. Companies may therefore incur additional costs and expenditures beyond those currently anticipated to address all such known and unknown situations under existing and future laws.

*Regulatory Requirements to Reduce Greenhouse Gas (“GHG”) Emission.* There is no global binding international treaty with specific GHG reduction targets, however there are a number of both voluntary and binding agreements and initiatives such as the Paris Agreement and the EU Climate & Energy Framework. These agreements subject countries to meet certain GHG and efficiency requirements. These requirements have the potential to change in the event a country or region changes their GHG targets, either higher or lower. Such changes could have a negative impact on certain companies.

*Global Economic and Political Risks.* Companies operate and serve customers in many parts of the world, and encounter a variety of political and legal risks unique to those jurisdictions. Local economic conditions may vary and may have a meaningful influence on the outcome of business activities. Some of these risks are impacted by regional inflation, economic cycles, currency volatility, sovereign debt markets, local economic environments, and regional trade patterns.

*Trade Tariff Risks.* Companies often have operations in multiple countries. The flow of goods and services between countries can be negatively impacted in the event there are changes to trade tariff agreements between certain countries and regions. In the event of a rapid change in trade agreements companies may be negatively impacted and take time to adjust their supply chains and sales channels accordingly.

*Critical Performance Products May Expose Industrial Companies to Potential Litigation-Related Costs.* Companies may provide critical performance products to their customers in a variety of industries, and as a result, may face a risk of exposure to claims in the event that the failure, misuse of products results, or is alleged to result in bodily injury, property damage or other unforeseen outcome. Costs related to legal proceedings and settlements associated with critical performance products may have a material effect on

business, financial condition and results of operation and liquidity. Litigation is a time consuming activity and could divert management attention and resources away from primary business activities.

*High Research and Development Costs.* To compete successfully, companies must maintain a successful R&D effort, develop new production processes, and improve their existing processes ahead of competitors. R&D efforts are critical to success and are aimed at solving complex problems. As such, companies do not expect that all of their projects will be successful. Companies may be unable to develop and market new projects successfully, and products and technologies offered by others may affect demand for their projects. These types of events could negatively affect their competitive position and may reduce revenue, increase costs, lower gross margin percentage, or require the companies to impair their assets

*Price Volatility or Interruptions in Supply of Materials and Components.* The prices of the materials and components purchased from third-parties may be cyclical and volatile. The cost of these materials and components may represent a substantial portion of operating expenses. Companies frequently enter into supply agreements with particular suppliers, but disruptions of existing supply arrangements or expiration of favorable supply contracts could substantially impact profitability. If certain suppliers are unable to meet their obligations under present supply agreements, this may force them to pay higher prices to obtain adequate supplies. In addition, if materials and components become unavailable within a geographic area from which they are now sourced, companies may not be able to obtain suitable or cost effective substitutes. Any interruption in the supply of materials and components could increase costs or decrease revenues, which could reduce cash flow.

*Intellectual Property Protection and Infringement.* Companies' ability to enforce their patents, copyrights, software licenses, and other intellectual property is subject to general litigation risks, as well as uncertainty as to the enforceability of their intellectual property in various countries. When companies seek to enforce their rights, they are often subject to claims that the intellectual property is invalid, not enforceable, or licensed to the opposing party.

Companies may face intellectual property infringement claims from individuals and companies, including those who have acquired patent portfolios to assert claims against other companies. Most companies are engaged in a number of litigation matters involving intellectual property. Claims that their products or processes infringe the intellectual property of others could cause them to incur large costs to respond to, defend, and resolve the claims, and may divert the efforts and attention of management and technical personnel.

Finally, the theft or unauthorized use or publication of trade secrets and other confidential business information could harm competitive position and reduce acceptance of products; the value of investment in R&D, product development, and marketing could be reduced; and third-parties might make claims related to losses of confidential or proprietary information or end-user data, or system reliability. These incidents and claims could severely disrupt business, and companies could suffer losses, including the cost of product recalls and returns and reputational harm.

*Changes in Domestic and International Policies in Support of Renewable Energy Sources.* Development and profitability of renewable energy projects are significantly dependent on the existence of regulatory frameworks and policies in support of such development. Some countries by regulation have provided various incentives for electricity production from renewable sources. In particular, the European Union and its principal Member States, the United Kingdom, the People's Republic of China, Japan and the United States of America have adopted policies actively supporting renewable energy. These policies include measures such as: (i) obligations to acquire the electricity produced from renewable energy sources, or the imposition of mandatory quotas for acquisition of renewable energy on producers or distributors, preferential rights of access to the network and the right to distribute electricity through the network; (ii) tax incentives such as the Production Tax Credit system in the United States of America, which grants tax credits in proportion to the amount of wind or certain other types of renewable energy produced and sold during each tax year; or (iii) green certificate programs (such as the Renewable Obligation Certificates in the United Kingdom and the Renewable Energy Certificates in certain states in the United States of America) that are negotiable on both organized and unorganized markets. Although the support for renewable energy sources has been strong in prior years, and both the European Union and the United States of America periodically reaffirm their desire to sustain and strengthen that support, the possibility that these policies may be modified or the measures supporting renewable energy sources may be repealed in the future cannot be discarded, particularly those that may benefit the companies' renewable energy plants.

*Utility and Industry Related Risks.* The market value of the stock of electric utility companies also may be adversely affected by inadequate rate increases from regulatory agencies. Other risks of electric utilities include their market sensitivity to changes in long-term interest rates, their continuing requirements for raising additional capital and their obligation to comply with environmental and other governmental mandates.

*Highly Volatile and Cyclical End-Market.* Companies involved in the global semiconductor, flat panel display, LEDs and related industries, are subject to business cycles, the timing, length and volatility of which can be difficult to predict. These industries historically have been cyclical due to sudden changes in customers' manufacturing capacity and advanced technology requirements and spending, which depend in part on customers' capacity utilization, production volumes, access to affordable capital, end-use demand, and inventory levels relative to demand, as well as the rate of technology transitions. These changes have affected the timing and amounts of customers' purchases and investments in technology.

*Technological Changes.* Technology companies operate in highly competitive industries that experience rapid technological and market developments, changes in industry standards, changes in customer needs and frequent product introductions and improvements. If companies are unable to anticipate and respond to these developments, companies may weaken their competitive position, and their products or technologies may be uncompetitive or obsolete. In such a competitive environment, the companies' future success depends on many factors, including the effective commercialization and customer acceptance of their equipment, services and related products. In addition, companies must successfully execute their growth strategy, including enhancing market share in existing markets, expanding into related markets, cultivating new markets and exceeding industry growth rates, while constantly improving their operational performance. The development, introduction and support of a broadening set of products in more collaborative, geographically diverse, open and varied competitive environments have grown increasingly complex and expensive over time. Furthermore, new or improved products may entail higher costs and reduced profits.

*Weather Conditions.* Wind and solar energy are highly dependent on climatic conditions. The profitability of a renewable energy plant depends, among other factors, on the wind and solar conditions experienced at the site, which are inherently variable. During the development phase of wind and solar projects, prior to construction, a study is conducted at each proposed site. The principal starting assumption upon which investment decisions of the companies are based is the conclusions of this study. Companies cannot guarantee that the climatic conditions of a wind or solar farm will correspond to the assumptions made by the companies nor, therefore, can it guarantee that its wind or solar farms will achieve the initially contemplated production levels. If wind or solar conditions diminish at all, it could result in a reduction of operating efficiency, production of energy and profitability.

*Dependence on Electricity Transmission Services.* Power companies depend on high voltage and other transmission facilities to transmit the electricity it sells. Such facilities are owned and managed by third-parties. Typically, the power companies are not the owner of, nor do they control, the transmission facilities except those needed to interconnect their farms to the electricity network. In this respect, the transport network is owned by and is the responsibility of the transport companies and the distribution networks of the distributor companies. The companies are not the owner of these networks, but they need to have these in order to be able to connect their generation assets. In the event of failure of the transmission facilities utilized by the companies to sell the electricity they produce, apart from suffering economic losses, the companies could be liable for damages suffered by their customers, such as the cost arising from the need to acquire additional energy at market prices.

*Volatility of Market Price of Electricity.* In addition to the regulated incentives, in certain countries the compensation received has a component tied to the market price. Market prices may be volatile and are affected by multiple factors including, inter alia: (i) the cost of the raw materials used as the primary source of energy; (ii) the demand of the end user; (iii) the average rainfall for the period and (iv) the price of greenhouse gas emission allowances. In such countries there exists the risk that the regulated component might not fully compensate for fluctuations in the market price and, therefore, there is the risk that the total compensation may be volatile.

*Capital Intensive Business.* Power companies must make significant investments in their business and the investments made in a power plant are only recovered long term. The investment required for development and construction of power plants may vary based on the cost of the fixed assets. The cost of this equipment may increase if demand therefore rises or if the prices of key components and raw materials used to build that equipment rise. There also are other factors affecting the amount of the investment, such as the price of the construction work on the facilities. A material increase in the costs of development and construction of a power plant could have a material adverse effect on companies' objectives, business, financial status and results of operations.

*Risks Deriving From Public Opposition.* There are certain persons, associations and groups that may oppose renewable energy projects and other electricity generation plants, using arguments such as degradation of the landscape, noise pollution, injury of birds and generalized environmental damage. Although the development of renewable energy projects generally requires an environmental impact study and public hearing prior to grant of the corresponding governmental permits, the companies cannot guarantee that a given facility will be accepted by the affected population. Furthermore, in those areas where plants or other facilities are near residential areas the opposition of the local population may result in adoption of restrictive regulations or measures regarding the farms after they become operational.

*Safety Issues.* Failure to appropriately manage safety, human health, product liability and environmental risks associated with companies' products, product life cycles and production processes could adversely impact employees, communities, stakeholders, companies' reputation and their results of operations. Public perception of the risks associated with companies' products and production processes could impact product acceptance and influence the regulatory environment in which companies operate. While companies typically have procedures and controls to manage process safety risks, issues could be created by events outside of its control including natural disasters, severe weather events and acts of sabotage.

*An Increase In or Continued Volatility of Fuel Prices, or Reduced Availability of Fuel.* An increase in fuel prices, continued price volatility, or reduced availability of fuel could result in further weakening of demand for relatively more-profitable large cars, utilities, and trucks, while increasing demand for relatively less profitable small vehicles. Continuation or acceleration of such a trend beyond current planning assumption, or volatility in demand across segments, could have a substantial adverse effect on company financial condition and results of operations. Economic distress of suppliers that may require auto companies to provide substantial financial support or take other measures to ensure supplies of components or materials and could increase costs, affect liquidity, or cause production constraints or disruptions.

*Substantial Pension and Post-Retirement Health Care and Life Insurance Liabilities Impairing Liquidity or Financial Condition.* Many auto companies have qualified defined benefit retirement plans in the United States and pension benefits to non-United States employees and retirees. In addition some auto companies have plans to provide other post-retirement benefits for retired employees (primarily health care and life insurance benefits). These benefit plans impose significant liabilities on such companies that are not fully funded and will require additional cash contributions, which could impair liquidity.

*The Discovery of Defects in Vehicles Resulting in Delays in New Model Launches, Recall Campaigns, Reputational Damage, or Increased Warranty Costs.* Government safety standards require manufacturers to remedy defects related to vehicle safety through safety recall campaigns, and a manufacturer is obligated to recall vehicles if it determines that the vehicles do not comply with a safety standard. Should an auto manufacturer or government safety regulators determine that a safety or other defect or a non-compliance exists with respect to certain vehicles prior to the start of production, the launch of such vehicle could be delayed until such defect is remedied. The costs associated with any protracted delay in new model launches necessary to remedy such defects, or the cost of recall campaigns or warranty costs to remedy such defects in vehicles that have been sold, could be substantial. Further, adverse publicity surrounding actual or alleged safety-related or other defects could damage reputation and adversely affect sales of products.

*Conditions in the Automotive Industry may Adversely Affect Original Equipment Manufacturer ("OEM") Supplier Business.* OEM supplier financial performance depends on conditions in the global automotive industry. Automotive and truck production and sales are cyclical and sensitive to general economic conditions and other factors including interest rates, consumer credit, and consumer spending and preferences. Economic declines that result in significant reduction in automotive or truck production would have a material adverse effect on supplier sales to OEMs.

*OEM Suppliers are Under Substantial Pressure from OEMs to Reduce the Prices of Their Products.* There is substantial and continuing pressure on OEMs to reduce costs, including costs of products from OEM suppliers. Annual price reductions to OEM customers appear to have become a permanent feature of the business environment. To maintain profit margins, these companies seek price reductions from their suppliers, improve production processes to increase manufacturing efficiency, update product

designs to reduce costs and develop new products, the benefits of which support stable or increased prices. The ability to pass through increased raw material costs to OEM customers is limited, with cost recovery often less than 100% and often on a delayed basis. Inability to reduce costs in an amount equal to annual price reductions, increases in raw material costs, and increases in employee wages and benefits could have an adverse effect on the business.

*OEM and Supplier Risk from Rapid Technological Change.* There is substantial risk and cost associated with the shift from manufacturing combustion engine vehicles to manufacturing alternative fuel vehicles such as electric vehicles. The transition period will likely include high research and development costs, market share changes and rapid changes to utilization rates. As a result the profitability of OEMs and suppliers could be materially negatively affected.

**Exclusion of Adviser from Commodity Pool Operator Definition**

An exclusion from the definition of “commodity pool operator” (“CPO”) under the Commodity Exchange Act (“CEA”) and the rules of the Commodity Futures Trading Commission (“CFTC”) has been claimed with respect to the Fund, and, therefore, the Adviser is not subject to CFTC registration or regulation as a CPO with respect to the Fund.

**Disclosure of Portfolio Holdings**

A description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio holdings is available in the SAI.

**Investment Management**

**Investment Adviser**

The Fund has entered into an investment advisory agreement (the “Advisory Agreement”) with TCA Advisors, a SEC registered investment adviser. The principal business address of the Adviser is 6363 College Boulevard Suite 100A, Overland Park, KS 66211. The telephone number for the Adviser is (913) 981-1020 and the Adviser’s website is [www.tortoiseecofin.com](http://www.tortoiseecofin.com).

The Adviser specializes in investing in essential asset companies across the energy value chain, including energy infrastructure. As of August 31, 2021, the Adviser managed investments of approximately \$6.8 billion, including the assets of publicly traded closed-end funds, these open-end funds and other accounts. The Adviser is under common control with the Sub-Adviser and Tortoise Index Solutions, LLC, doing business as TIS Advisors (“TIS Advisors”), a registered adviser that manages three series of the Trust.

Pursuant to the Advisory Agreement, the Adviser provides the Fund with investment research and advice and furnishes the Fund with an investment program consistent with the Fund’s investment objective and policies, subject to the supervision of the Board of Trustees. The Advisory Agreement allows the Adviser to carry out any of its obligations under the Advisory Agreement, including portfolio management by employing a sub-adviser. The Adviser maintains books and records with respect to the securities transactions and reports to the Board of Trustees on the Fund's investments and performance. The Board of Trustees has sole responsibility for selecting, evaluating the performance of, and replacing as necessary, any of the service providers to the Fund, including the Adviser.

For its services, on a monthly basis, the Fund pays the Adviser a management fee of 0.80% of the average daily net assets of the Fund.

A discussion regarding the basis of the Board’s approval of the Advisory Agreement, with respect to the Fund will be available in the Fund’s annual report to shareholders for the period ended November 30, 2021.

Conflicts of interest may arise because the Adviser and its affiliates generally will be carrying on substantial investment activities for other clients in which the Fund will have no interest. The Adviser or its affiliates may have financial incentives to favor certain of such accounts over the Fund. Any of the Adviser’s proprietary accounts or other customer accounts may compete with the Fund for specific trades. The Adviser or its affiliates may give advice and recommend securities to, or buy or sell securities for, other accounts and customers, which advice or securities recommended may differ from the advice given to, or securities recommended or bought or sold for the Fund, even though their investment objectives may be the same as, or similar to, those of the Fund.

Situations may occur in which the Fund could be disadvantaged because of the investment activities conducted by the Adviser and its affiliates for their other accounts. Certain of the Adviser’s managed funds and accounts may invest in the equity securities of a particular company, while other funds and accounts managed by the Adviser may invest in the debt securities of the same company. Such situations may be based on, among other things, the following: (1) legal or internal restrictions on the combined size of positions that may be taken for the Fund or the other accounts, thereby limiting the size of the Fund’s position; (2) the difficulty of liquidating an investment for the Fund or the other accounts where the market cannot absorb the sale of the combined position; or (3) limits on co-investing in direct placement securities under the 1940 Act. The Fund’s investment opportunities may be limited by affiliations of the Adviser or its affiliates with Energy Transition Companies. Please see the “Statement of Additional Information”.

*Fund Expenses.* The Fund is responsible for its own operating expenses. Pursuant to an Operating Expenses Limitation Agreement between the Adviser and the Trust, on behalf of the Fund, the Adviser has agreed to reimburse the Fund for its operating expenses, in order to ensure that the Fund’s Total Annual Fund Operating Expenses (excluding Rule 12b-1 fees, front-end or contingent deferred loads, taxes, leverage/borrowing interest, interest expense, dividends paid on short sales, brokerage commissions, acquired fund fees and expenses, expenses incurred in connection with any merger or reorganization, or extraordinary expenses) do not exceed 0.90% of the daily net assets of the Fund. The Operating Expenses Limitation Agreement will be in effect and cannot be terminated through at least October 15, 2022. Expenses reimbursed by the Adviser may be recouped by the Adviser for a period of 36 months following the month during which such reimbursement was made, if such recoupment can be achieved without exceeding the expense limit in effect at the time the expense reimbursement occurred and at the time of the recoupment.

**Investment Sub-Adviser**

The Adviser has entered into an investment sub-advisory agreement (the “Sub-Advisory Agreement”) with Ecofin Advisors Limited. Prior to July 9, 2020, the Sub-Adviser was named Tortoise Advisors UK Limited. The principal business address of the Sub-Adviser is 15 Buckingham Street, London, WC2N 6DU United Kingdom. Pursuant to the Sub-Advisory Agreement, the Sub-Adviser and their portfolio managers identified below are entirely responsible for the day-to-day management of the Fund’s portfolio, including the purchase, retention, and sale of securities, subject to the supervision of the Adviser.

The Sub-Adviser specializes in the global utility, infrastructure, alternative energy and environmental sectors. As of August 31, 2021, the Sub-Adviser managed investments of approximately \$988 million, including the assets of a publicly traded UK investment trust, an open-end fund, UCITS and other accounts. The Sub-Adviser is under common control with the Adviser and TIS Advisors.

## **Portfolio Managers**

Primary responsibility for the day-to-day management of the Fund's portfolio is the joint responsibility of Matthew Breidert and Max Slee.

### **Matthew Breidert, Senior Portfolio Manager and Managing Director**

Mr. Matthew Breidert joined Ecofin in 2006. He is a senior portfolio manager, overseeing sustainable, impact and ESG strategies, both long only and long/short. Prior to joining Ecofin, Mr. Breidert was an assistant portfolio manager at Millennium Partners, based in New York. Previously, he was an investment banker with SG Barr Devlin, a division of Société Générale, where he focused on mergers and acquisitions and financial advisory to global utilities and power companies. Prior to that, he worked at Cornerstone Energy Advisers and FT Energy/RDI in Boulder, Colorado, where he focused on energy and utility-focused economic policy. Mr. Breidert earned a Bachelor of Science degree from the University of Illinois-Urbana Champaign and a Master of Business Administration from Washington University in St. Louis.

### **Max Slee, Portfolio Manager and Director**

Mr. Slee joined Ecofin in 2010 and is a portfolio manager and director, overseeing sustainable, impact and ESG strategies, both long only and long/short. Before joining Ecofin, Mr. Slee was a member of the clean energy team of the Clinton Foundation where he was involved in setting up and developing carbon capture and storage projects around the world. Previously, he was an investment banker at Lazard in London, where he was a specialist in the energy sector, working on mergers and acquisitions. He earned a Bachelor of Arts degree from Brown University.

## **Multi-Manager Strategies**

As part of its services to the Funds, the Adviser researches, evaluates, and may recommend professional investment managers to serve as sub-advisers. The Fund, the Trust, and an affiliate of the Adviser have applied to the Securities and Exchange Commission (the "SEC") for an exemptive order that would permit the Adviser, subject to approval of the Board of Trustees of Managed Portfolio Series, to enter into new or modified sub-advisory agreements with existing or new sub-advisers for the Fund, without approval of the Fund's shareholders ("Exemptive Relief"). There is no guarantee that such an order will be issued. If the proposed Exemptive Relief is granted by the SEC, the Fund will be required to notify shareholders of the retention of a new sub-adviser within 90 days of the hiring of the new sub-adviser. In the future, the Adviser may propose to appoint or replace one or more sub-advisers, subject to Board approval and applicable shareholder notice requirements.

## **Shareholder Information**

### **Pricing of Shares**

The price of each class of the Fund's shares is based on its NAV. The NAV of each class of shares is calculated by dividing the total assets of each class, less the liabilities of each class, by the number of shares outstanding of each class. The Fund's NAVs are calculated at the close of regular trading of the NYSE, which is generally 4:00 p.m., Eastern Time. The NAVs will not be calculated nor may investors purchase or redeem Fund shares on days that the NYSE is closed for trading, even though certain Fund securities (i.e., foreign or debt securities) may trade on days the NYSE is closed, and such trading may materially affect the NAV of each class of the Fund's shares.

The Fund's assets are generally valued at their market price using valuations provided by independent pricing services. Fixed income securities with remaining maturities of 60 days or less are valued at amortized cost, which approximates fair value. When market quotations are not readily available, a security or other asset is valued at its fair value as determined under fair value pricing procedures approved by the Board of Trustees. These fair value pricing procedures will also be used to price a security when corporate events, events in the securities market and/or world events cause the Adviser to believe that a security's last sale price may not reflect its actual market value. The intended effect of using fair value pricing procedures is to ensure that the Fund is accurately priced. The Board of Trustees will regularly evaluate whether the Trust's fair value pricing procedures continue to be appropriate in light of the specific circumstances of the Fund and the quality of prices obtained through the application of such procedures by the Trust's valuation committee.

When fair value pricing is employed, security prices that the Fund uses to calculate its NAV may differ from quoted or published prices for the same securities. Due to the subjective and variable nature of fair value pricing, it is possible that the fair value determined for a particular security may be materially different (higher or lower) than the price of the security quoted or published by others, the value when trading resumes, and/or the value realized upon the security's sale. Therefore, if a shareholder purchases or redeems Fund shares when the Fund holds securities priced at a fair value, the number of shares purchased or redeemed may be higher or lower than it would be if the Fund were using market value pricing.

Certain foreign securities may be valued at intraday market values in such foreign markets. Additionally, in the case of foreign securities, the occurrence of certain events (such as a significant surge or decline in the U.S. or other markets) after the close of foreign markets, but prior to the time the Fund's NAV is calculated will often result in an adjustment to the trading prices of foreign securities when foreign markets open on the following business day. If such events occur, the Fund will value foreign securities at fair value, taking into account such events, in calculating the NAV. In such cases, use of fair value pricing can reduce an investor's ability to profit by estimating the Fund's NAV in advance of the time the NAV is calculated. In addition, the Fund's investments in smaller or medium capitalization companies and certain debt securities are more likely to require a fair value determination because they may be more thinly traded and less liquid than securities of larger companies. It is anticipated that the Fund's portfolio holdings will be fair valued only if market quotations for those holdings are unavailable or considered unreliable.

**Buying Shares**

Shares of the Fund are purchased at the next NAV per share calculated plus any applicable sales charge after your purchase order is received in good order by the Fund (as defined below). Shares may be purchased directly from the Fund or through a financial intermediary, including but not limited to, certain brokers, financial planners, financial advisors, banks, insurance companies, retirement, benefit and pension plans or certain packaged investment products. Institutional Class shares may also be available on certain brokerage platforms. An investor transacting in Institutional Class shares through a broker acting as an agent for the investor may be required to pay a commission and/or other forms of compensation to the broker.

Shares of the Fund have not been registered and are not offered for sale outside of the United States. The Fund generally does not sell shares to investors residing outside the United States, even if they are United States citizens or lawful permanent residents, except to investors with United States military APO or FPO addresses or in certain other circumstances where the Chief Compliance Officer and Anti-Money Laundering Officer for the Trust conclude that such sale is appropriate and is not in contravention of United States law.

A service fee, currently \$25, as well as any loss sustained by the Fund, will be deducted from a shareholder's account for any purchases that do not clear. The Fund and U.S. Bancorp Fund Services, LLC, the Fund's transfer agent (the "Transfer Agent"), will not be responsible for any losses, liability, cost or expense resulting from rejecting any purchase order.

**Minimum Investments**

The minimum initial investment amount is \$2,500 for the A Class and \$1,000,000 for the Institutional Class. The minimum subsequent investment amount is \$100 for all classes. The Adviser reserves the right to waive the minimum initial or subsequent investment amounts. Shareholders will be given at least 30 days' written notice of any increase in the minimum dollar amount of initial or subsequent investments.

**Purchases through Financial Intermediaries**

For share purchases through a financial intermediary, you must follow the procedures established by your financial intermediary. Your financial intermediary is responsible for sending your purchase order and payment to the Transfer Agent. Your financial intermediary holds the shares in your name and receives all confirmations of purchases and sales from the Fund. Your financial intermediary may charge for the services that it provides to you in connection with processing your transaction order or maintaining an account with them.

If you place an order for the Fund's shares through a financial intermediary that is authorized by the Fund to receive purchase and redemption orders on its behalf (an "Authorized Intermediary"), your order will be processed at the applicable price next calculated after receipt by the Authorized Intermediary, consistent with applicable laws and regulations. Authorized Intermediaries are authorized to designate other Authorized Intermediaries to receive purchase and redemption orders on the Fund's behalf.

If your financial intermediary is not an Authorized Intermediary, your order will be processed at the applicable price next calculated after the Transfer Agent receives your order from your financial intermediary. Your financial intermediary must agree to send immediately available funds to the Transfer Agent in the amount of the purchase price in accordance with the Transfer Agent's procedures. If payment is not received in a timely manner, the Transfer Agent may rescind the transaction and your financial intermediary will be held liable for any resulting fees or losses. Financial intermediaries that are not Authorized Intermediaries may set cut-off times for the receipt of orders that are earlier than the cut-off times established by the Fund.

For more information about your financial intermediary's rules and procedures, and whether your financial intermediary is an Authorized Intermediary, you should contact your financial intermediary directly.

**Purchase Requests Must be Received in Good Order**

Your share price will be based on the next NAV per share, plus any applicable sales charge, calculated after the Transfer Agent or an Authorized Intermediary receives your purchase request in good order. "Good order" means that your purchase request includes:

- The name of the Fund;
- The class of shares to be purchased;
- The dollar amount of shares to be purchased;
- Your Account Application or Invest By Mail form that is attached to your confirmation statement; and
- A check payable to the name of the Fund or a wire transfer received by the Fund.

An Account Application to purchase Fund shares is subject to acceptance by the Fund and is not binding until so accepted. The Fund reserves the right to reject any Account Application or to reject any purchase order if, in its discretion, it is in the Fund's best interest to do so. For example, a purchase order may be refused if it appears so large that it would disrupt the management of the Fund. Purchases may also be rejected from persons believed to be "market-timers," as described under "Short Term Trading Policy," below. Accounts opened by entities, such as corporations, limited liability companies, partnerships or trusts, will require additional documentation. Please note that if any information listed above is missing, your Account Application will be returned and your account will not be opened.

Upon acceptance by the Fund, all purchase requests received in good order before the close of the NYSE (generally 4:00 p.m., Eastern Time) will be processed at the applicable price next calculated after receipt. Purchase requests received after the close of the NYSE will be processed on the following business day and receive the next business day's applicable price per share.

*Purchase by Mail.* To purchase Fund shares by mail, simply complete and sign the Account Application or investment stub and mail it, along with a check made payable to the Fund:

**Regular Mail Overnight or Express Mail**

Name of the Fund    Name of the Fund  
c/o U.S. Bank Global Fund Services    c/o U.S. Bank Global Fund Services  
P.O. Box 701    615 East Michigan Street, 3rd Floor  
Milwaukee, WI 53201-0701    Milwaukee, WI 53202

The Fund does not consider the U.S. Postal Service or other independent delivery services to be their agents. Therefore, deposit in the mail or with such services, or receipt at the U.S. Bancorp Fund Services, LLC's post office box, of purchase or redemption requests does not constitute receipt by the Transfer Agent. Receipt of purchase or redemption requests is determined at the time the order is received at the Transfer Agent's offices. All purchase checks must be in U.S. dollars drawn on a domestic financial institution. The Fund will not accept payment in cash or money orders. To prevent check fraud, the Fund will not accept third party checks, Treasury checks, credit card checks, traveler's checks or starter checks for the purchase of shares. The Fund is unable to accept post-dated checks or any conditional order or payment.

*Purchase by Wire.* If you are making your first investment in the Fund, the Transfer Agent must have a completed Account Application before you wire the funds. You can mail or use an overnight service to deliver your Account Application to the Transfer Agent at the above address. Upon receipt of your completed Account Application, the Transfer Agent will establish an account for you. Once your account has been established, you may instruct your bank to send the wire. Prior to sending the wire, please call the Transfer Agent at 855-TCA-FUND (855-822-3863) to advise them of the wire and to ensure proper credit upon receipt. Your bank must include the name of the Fund, the class of shares, your name and your account number so that your wire can be correctly applied. Your bank should transmit immediately available funds by wire to:

Wire to:    U.S. Bank, N.A.  
ABA Number:    075000022  
Credit:    U.S. Bancorp Fund Services, LLC  
Account:    112-952-137  
Further Credit:    Name of the Fund(s)  
                                  [Class of shares to be purchased]  
                                  [Shareholder Name/Account Registration]  
                                  [Shareholder Account Number]

Wired funds must be received prior to the close of the NYSE (generally 4:00 p.m., Eastern Time) to be eligible for same day pricing. The Fund and U.S. Bank, N.A., the Fund's custodian, are not responsible for the consequences of delays resulting from the banking or Federal Reserve wire system, or from incomplete wiring instructions.

*Investing by Telephone.* You may not make initial purchases of Fund shares by telephone. If you accepted telephone transactions on your Account Application or have been authorized to perform telephone transactions by subsequent arrangement in writing with the Fund and your account has been open for at least 7 business days, you may purchase additional shares by telephoning the Fund toll free at 855-TCA-FUND (855-822-3863). This option allows investors to move money from their bank account to their Fund account upon request. Only bank accounts held at domestic financial institutions that are Automated Clearing House (“ACH”) members may be used for telephone transactions. The minimum telephone purchase amount is \$100. If your order is received prior to the close of the NYSE (generally 4:00 p.m., Eastern Time), shares will be purchased in your account at the applicable price determined on the day your order is placed. Shareholders may encounter higher than usual call waiting times during periods of high market activity. Please allow sufficient time to place your telephone transaction. The Fund is not responsible for delays due to communications or transmission outages or failure. Once a telephone transaction has been placed, it cannot be canceled or modified after the close of regular trading on the NYSE (generally 4:00 p.m., Eastern Time).

*Subsequent Investments.* Subject to the minimum investment amounts described above, you may add to your account at any time by purchasing shares by mail, telephone or wire. You must call to notify the Fund at 855-TCA-FUND (855-822-3863) before wiring. An Invest by Mail form, which is attached to your confirmation statement, should accompany any investments made through the mail. All subsequent purchase requests must include the Fund's name and your shareholder account number. If you do not have the Invest by Mail form from your confirmation statement, include your name, address, Fund's name and account number on a separate piece of paper.

*Automatic Investment Plan.* For your convenience, the Fund offers an Automatic Investment Plan (“AIP”). Under the AIP, after your initial investment, you may authorize the Fund to withdraw any amount of at least \$100 that you wish to invest in the Fund, on a monthly or quarterly basis, from your personal checking or savings account. In order to participate in the AIP, your bank must be a member of the ACH network. If you wish to enroll in the AIP, the appropriate section in the Account Application must be completed. The Fund may terminate or modify this privilege at any time. You may terminate your participation in the AIP at any time by notifying the Transfer Agent five days prior to the next scheduled investment. A fee will be charged if your bank does not honor the AIP draft for any reason.

*Anti-Money Laundering Program.* The Trust has established an Anti-Money Laundering Compliance Program (the “Program”) as required by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA PATRIOT Act”) and related anti-money laundering laws and regulations. To ensure compliance with these laws and regulations, the Account Application asks for, among other things, the following information for all “customers” seeking to open an “account” (as those terms are defined in rules adopted pursuant to the USA PATRIOT Act):

- Full name;
- Date of birth (individuals only);
- Social Security or taxpayer identification number; and
- Permanent street address (a P.O. Box number alone is not acceptable).

In compliance with the USA PATRIOT Act and other applicable anti-money laundering laws and regulations, the Transfer Agent will verify certain information on your account application as part of the Program. As requested on the account application, you must supply your full name, date of birth, social security number and permanent street address. If you are opening the account in the name of a legal entity (e.g., partnership, limited liability company, business trust, corporation, etc.), you must also supply the identity of the beneficial owners. Mailing addresses containing only a P. O. Box will not be accepted. The Fund reserves the right to request additional clarifying information and may close your account if such clarifying information is not received by the Fund within a reasonable time of the request or if the Fund cannot form a reasonable belief as to the true identity of a customer. If you require additional assistance when completing your application, please contact the Transfer Agent at 855-TCA-FUND (855-822-3863).

*Cancellations and Modifications.* The Fund will not accept a request to cancel or modify a written transaction once processing has begun. Please exercise care when placing a transaction request.

**Redeeming Shares**

In general, orders to sell or “redeem” shares may be placed directly with the Fund or through a financial intermediary. You may redeem all or part of your investment in the Fund’s shares on any business day that the Fund calculates its NAV.

However, if you originally purchased your shares through a financial intermediary, your redemption order must be placed with the same financial intermediary in accordance with their established procedures. Your financial intermediary is responsible for sending your order to the Transfer Agent and for crediting your account with the proceeds. Your financial intermediary may charge for the services that they provide to you in connection with processing your transaction order or maintaining an account with them.

Shareholders who have an IRA or other retirement plan must indicate on their written redemption request whether to withhold federal income tax. Redemption requests failing to indicate an election not to have tax withheld will generally be subject to 10% withholding.

Shares held in IRA or other retirement plan accounts may be redeemed by telephone at 1-855-TCA-FUND (855-822-3863). Investors will be asked whether or not to withhold taxes from any distribution.

*Payment of Redemption Proceeds.* You may redeem your Fund shares at the NAV per share next determined after the Transfer Agent or an Authorized Intermediary receives your redemption request in good order. Your redemption request cannot be processed on days the NYSE is closed. All requests received by the Fund in good order after the close of the regular trading session of the NYSE (generally 4:00 p.m., Eastern Time) will generally be processed on the next business day. Under normal circumstances, the Fund expects to meet redemption requests through the sale of investments held in cash or cash equivalents. In situations in which investment holdings in cash or cash equivalents are not sufficient to meet redemption requests, the Fund will typically borrow money through the Fund's bank line-of-credit. The Fund may also choose to sell portfolio assets for the purpose of meeting such requests. The Fund further reserve the right to distribute “in-kind” securities from the Fund's portfolio in lieu (in whole or in part) of cash under certain circumstances, including under stressed market conditions. Redemptions-in-kind are discussed in greater detail below.

A redemption request will be deemed in “good order” if it includes:

- The shareholder’s name;
- The name of the Fund;
- The class of shares to be redeemed;
- The account number;
- The share or dollar amount to be redeemed; and
- Signatures by all shareholders on the account and signature guarantee(s), if applicable.

Additional documents are required for certain types of redemptions, such as redemptions from accounts held by credit unions, corporations, limited liability companies, or partnerships, or from accounts with executors, trustees, administrators or guardians. Please contact the Transfer Agent to confirm the requirements applicable to your specific redemption request. Redemption requests that do not have the required documentation will be rejected.

While redemption proceeds may be paid by check sent to the address of record, the Fund is not responsible for interest lost on such amounts due to lost or misdirected mail. Redemption proceeds may be wired to your pre-established bank account or proceeds may be sent via electronic funds transfer through the ACH network using the bank instructions previously established for your account. The Fund typically sends the redemption proceeds on the next business day (a day when the NYSE is open for normal business) after the redemption request is received in good order and prior to market close, regardless of whether the redemption proceeds are sent via check, wire, or automated clearing house (ACH) transfer. Wires are subject to a \$15 fee. There is no charge to have proceeds sent via ACH; however, funds are typically credited to your bank within two to three days after redemption. Except as set forth below, proceeds will be paid within seven calendar days after the Fund receives your redemption request. Under unusual circumstances, the Fund may suspend redemptions, or postpone payment for up to seven days, as permitted by federal securities law.

Please note that if the Transfer Agent has not yet collected payment for the shares you are redeeming, it may delay sending the proceeds until the payment is collected, which may take up to 12 calendar days from the purchase date. Shareholders can avoid this delay by utilizing the wire purchase option. Furthermore, there are certain times when you may be unable to sell Fund shares or receive proceeds. Specifically, the Fund may suspend the right to redeem shares or postpone the date of payment upon redemption for more than seven calendar days: (1) for any period during which the NYSE is closed (other than customary weekend or holiday closings) or trading on the NYSE is restricted; (2) for any period during which an emergency exists as a result of which disposal by the Fund of its securities is not reasonably practicable or it is not reasonably practicable for the Fund to fairly determine the value of its net assets; or (3) for such other periods as the SEC may, by order, permit for the protection of shareholders. Your ability to redeem shares by telephone will be restricted for 15 calendar days after you change your address. You may change your address at any time by telephone or written request, addressed to the Transfer Agent. Confirmations of an address change will be sent to both your old and new address.

*Signature Guarantee.* Redemption proceeds will be sent to the address of record. The Transfer Agent may require a signature guarantee for certain requests. A signature guarantee assures that your signature is genuine and protects you from unauthorized account redemptions. Signature guarantees can be obtained from domestic banks, brokers, dealers, credit unions, national securities exchanges, registered securities associations, clearing agencies and savings associations, as well as from participants in the New York Stock Exchange Medallion Signature Program and the Securities Transfer Agents Medallion Program (“STAMP”), but not from a notary public. A signature guarantee, from either a Medallion program member or a non-Medallion program member, is required of each owner in the following situations:

- If ownership is being changed on your account;
- When redemption proceeds are payable or sent to any person, address or bank account not on record;
- When a redemption is received by the Transfer Agent and the account address has changed within the last 15 calendar days; and
- For all redemptions in excess of \$100,000 from any shareholder account where the proceeds are requested to be sent by check.

Non-financial transactions, including establishing or modifying the ability to purchase and redeem Fund shares by telephone and certain other services on an account, may require a signature guarantee, signature verification from a Signature Validation Program member, or other acceptable form of authentication from a financial institution source.

In addition to the situations described above, the Fund and/or the Transfer Agent reserve(s) the right to require a signature guarantee or other acceptable signature verification in other instances based on the circumstances relative to the particular situation.

*Redemption by Mail.* You may execute most redemptions by furnishing an unconditional written request to the Fund to redeem your shares at the next calculated NAV per share upon receipt by the Fund of such request. Written redemption requests should be sent to the Transfer Agent at:

**Regular Mail    Overnight or Express Mail**

Name of the Fund    Name of the Fund  
c/o U.S. Bank Global Fund Services    c/o U.S. Bank Global Fund Services  
P.O. Box 701    615 East Michigan Street, 3rd Floor  
Milwaukee, WI 53201-0701    Milwaukee, WI 53202

The Fund does not consider the U.S. Postal Service or other independent delivery services to be their agents. Therefore, deposit in the mail or with such services, or receipt at the U.S. Bancorp Fund Services, LLC’s post office box, of purchase or redemption requests does not constitute receipt by the Transfer Agent of the Fund. Receipt of purchase orders or redemption requests is based on when the order is received at the Transfer Agent’s offices

*Wire Redemption.* Redemption proceeds may be sent via wire transfer. However, the Transfer Agent charges a fee, currently \$15, per wire redemption against your account on dollar specific trades, and from proceeds on complete redemptions and share-specific trades.

*Telephone Redemption.* If you have accepted telephone transactions on your Account Application or have been authorized to perform telephone transactions by subsequent arrangement in writing with the Fund, you may redeem shares, in amounts of \$100,000 or less, by instructing the Fund by telephone at 855-TCA-FUND (855-822-3863). Investors in an IRA or other retirement plan will be asked whether or not to withhold federal income tax.

In order to qualify for, or to change, telephone redemption privileges on an existing account, a signature guarantee, signature verification from a Signature Validation Program member, or other acceptable form of authentication from a financial institution source may be required of all shareholders in order to qualify for, or to change, telephone redemption privileges on an existing account. Telephone redemptions will not be made if you have notified the Transfer Agent of a change of address within 15 days before the redemption request. Shareholders may encounter higher than usual call waiting times during periods of high market activity. Please allow sufficient time to place your telephone transaction. The Fund is not responsible for delays due to communication or transmission outages or failures.

*Note:* Neither the Fund nor any of their service providers will be liable for any loss or expense in acting upon instructions that are reasonably believed to be genuine. To confirm that all telephone instructions are genuine, the Fund will use reasonable procedures, such as requesting that you correctly state:

- Your Fund account number;
- The name in which your account is registered; or
- The Social Security or taxpayer identification number under which the account is registered.

If an account has more than one owner or authorized person, the Fund will accept telephone instructions from any one owner or authorized person.

*Systematic Withdrawal Program.* The Fund offers a systematic withdrawal plan (“SWP”) whereby shareholders or their representatives may request a redemption in a specific dollar amount of at least \$100 be sent to them each month, calendar quarter or annually. Investors may choose to have a check sent to the address of record, or proceeds may be sent to a pre-designated bank account via the ACH network. To start this program, your account must have Fund shares with a value of at least \$10,000. This program may be terminated or modified by the Fund at any time. Any request to change or terminate your SWP should be communicated in writing or by telephone to the Transfer Agent no later than five days before the next scheduled withdrawal. A withdrawal under the SWP involves redemption of Fund shares, and may result in a gain or loss for federal income tax purposes. In addition, if the amount requested to be withdrawn exceeds the rate of growth of assets in your account, including any dividends credited to your account, the account will ultimately be depleted. To establish the SWP, shareholders must complete the SWP section of the Account Application, or contact the Fund for instructions. Please call 855-TCA-FUND (855-822-3863) for additional information regarding the SWP.

*The Fund's Right to Redeem an Account.* The Fund reserves the right to redeem the shares of any shareholder whose account balance is less than \$2,500, other than as a result of a decline in the NAV of the Fund. The Fund will provide a shareholder with written notice 30 days prior to redeeming the shareholder’s account.

*Redemption-in-Kind.* The Fund generally pays redemption proceeds in cash. However, under unusual conditions that make the payment of cash unwise (and for the protection of the Fund’s remaining shareholders), the Fund may pay all or part of a shareholder’s redemption proceeds in portfolio securities with a market value equal to the redemption price (redemption-in-kind).

Specifically, if the amount you are redeeming from the Fund during any 90-day period is in excess of the lesser of \$250,000 or 1% of the Fund's net assets, valued at the beginning of such period, the Fund has the right to redeem your shares by giving you the amount that exceeds this threshold in securities instead of cash. If the Fund pays your redemption proceeds by a distribution of securities, you may incur a taxable capital gain or loss as a result of the distribution. In addition, you may incur brokerage commissions or other charges in converting the securities to cash, and you will bear any market risks associated with such securities until they are converted into cash.

*Cancellations and Modifications.* The Fund will not accept a request to cancel or modify a written transaction once processing has begun. Please exercise care when placing a transaction request.

**Exchanging Shares**

You may exchange all or a portion of your investment from the Fund to the other funds in the Trust that the Adviser, or an affiliate of the Adviser, manages within the same class provided those funds are accepting purchases. The Fund available for exchange may not be available for purchase in your state. Be sure to confirm with the Transfer Agent that the Fund into which you wish to exchange is available for purchase in your state. Any new account established through an exchange will be subject to the minimum investment requirements described above under "Buying Shares," unless the account qualifies for a waiver of the initial investment requirement. Exchanges will be executed on the basis of the relative NAV of the shares exchanged. An exchange is considered to be a redemption of shares for federal income tax purposes on which you may realize a taxable capital gain or loss.

You may make exchanges only between identically registered accounts (name(s), address, and taxpayer ID number). There is currently no limit on exchanges, but the Fund reserve the right to limit exchanges (See "Short Term Trading Policy").

*Exchanges By Mail.* To exchange Fund shares by mail, simply complete a written request and mail it to the Fund:

**Regular Mail    Overnight or Express Mail**

Name of the Fund    Name of the Fund  
c/o U.S. Bank Global Fund Services    c/o U.S. Bank Global Fund Services  
P.O. Box 701    615 East Michigan Street, 3rd Floor  
Milwaukee, WI 53201-0701    Milwaukee, WI 53202

The written request must contain the following information:

- Your account number;
- The name of the Fund and Share Class(es) you are exchanging;
- The dollar amount or number of shares you want to sell (and exchange); and
- A completed Account Application for the other funds in the Trust that the Adviser manages into which you want to exchange if you desire different account privileges than those currently associated with your Fund account.

The Fund does not consider the U.S. Postal Service or other independent delivery services to be their agents. Therefore, deposit in the mail or with such services, or receipt at U.S. Bancorp Fund Services, LLC's post office box, of purchase orders or redemption requests does not constitute receipt by the Transfer Agent of the Fund. Receipt of purchase orders or redemption requests is based on when the order is received at the Transfer Agent's offices.

*Exchanges by Telephone.* If you accepted telephone transactions on your Account Application or have been authorized to perform telephone transactions by subsequent arrangement in writing with the Fund, you may exchange your Fund shares by telephone at 855-TCA-FUND (855-822-3863). Shareholders may encounter higher than usual call waiting times during periods of high market activity. Please allow sufficient time to place your telephone transaction. The Fund is not responsible for delays due to communications or transmission outages or failure.

*Note:* Neither the Fund nor any of their service providers will be liable for any loss or expense in acting upon instructions that are reasonably believed to be genuine. To confirm that all telephone instructions are genuine, the Fund will use reasonable procedures, such as requesting that you correctly state:

- Your Fund account number;
- The name in which your account is registered; or
- The social security or taxpayer identification number under which the account is registered.

**Class Descriptions**

The Fund offers two different share classes — A Class and Institutional Class shares. Sales charges and fees vary considerably between the Fund's classes. Each of the Fund's share classes are available direct through the Fund's Transfer Agent and certain share classes may be available through select financial intermediaries. You should carefully consider the differences in the fee and sales charge structures as well as the length of time you wish to invest in the Fund before choosing which class to purchase. Please review the “Fees and Expenses of the Fund” section of this prospectus and the information below before investing. Consult with your financial intermediary to help you determine which class is most appropriate for you, subject to platform availability.

The following table lists the key features of each of the Fund's share classes.

	<b>A Class</b>	<b>Institutional Class</b>
<b>Minimum Initial Investment</b>	\$2,500	\$1,000,000
<b>Subsequent Minimum Investment</b>	\$100	\$100
<b>Waiver/Reduction of Investment Minimums</b>	At the Adviser's discretion	Although not limited to the list below, the Adviser may waive or reduce the initial or subsequent minimum investment amounts in any of following circumstances: <ul style="list-style-type: none"> <li>• Certain retirement, defined benefit and pension plans;</li> <li>• Bank or trust companies investing for their own accounts or acting in a fiduciary or similar capacity;</li> <li>• Institutional clients of the Adviser;</li> <li>• Trustees and Officers of the Trust; and</li> <li>• Employee retirement plans sponsored by, affiliates of, or employees (including their immediate families) of, the Adviser or its affiliates.</li> </ul>
<b>Initial Sales Charge</b>	5.50% or less, with lower sales charges available for larger investments in the Fund. Additionally, A Class shares may be purchased at NAV by certain investors. See "A Class – Elimination of Initial Sales Load" below for additional information.	None
<b>Contingent Deferred Sales Charge</b>	No sales charge is payable at the time of purchase on investments of \$1 million or more, although the Fund may impose a CDSC of 1.00% on certain redemptions of those investments made within 12 months of the purchase (18 months in the case of the Fund). If imposed, the CDSC applies to redemptions made within 12 months (18 months for the Fund) of purchase and will be assessed on an amount equal to the lesser of the initial value of the shares redeemed and the value of shares redeemed at the time of redemption.	None
<b>Ongoing Distribution/ Shareholder Service Fees</b>	Rule 12b-1 fee of 0.25%	None
<b>Annual Expenses</b>	Higher than Institutional Class.	Lower than A Class.

Additionally, you may be able to convert your shares to a different share class of the Fund that has a lower expense ratio provided certain conditions are met. For shares held directly with the Transfer Agent, any shares that did not pay a sales load may be converted to Institutional Class shares of the Fund, upon request to the Transfer Agent and provided you meet the requirements for investing in Institutional Class shares. An exchange between share classes of the Fund is not expected to be a taxable transaction. For financial intermediaries, this conversion feature is intended for shares held through a fee-based or wrap fee program and applies only where there is an agreement in place between the financial intermediary and the Adviser and/or the Distributor or their affiliates specifically for this purpose; in such instances, your shares may be converted under certain circumstances. Shareholders who hold Institutional Class shares of the Fund through a fee-based program, but who subsequently become ineligible to participate in the program or withdraw from the program, may not purchase additional Institutional Class shares (except through dividend reinvestments) unless they otherwise meet the eligibility requirements of the share class. Also shareholders no longer participating in a fee-based program may be subject to conversion of their Institutional Class shares by their financial intermediary to another class of shares of the Fund having expenses (including Rule 12b-1 fees) that may be higher than the expenses of the Institutional Class shares. Please contact your financial intermediary or the Transfer Agent for additional information. Not all share classes are available through all intermediaries.

If your shares of the Fund are converted to a different share class of the Fund, the transaction will be based on the respective NAV of each class as of the trade date of the conversion. Consequently, you may receive fewer shares or more shares than originally owned, depending on that day’s NAVs. Your total value of the initially held shares, however, will equal the total value of the converted shares. Please contact your financial intermediary regarding the tax consequences of any conversion.

**A Class**

*Sales Charges.* Your purchase of A Class shares may be subject to a front-end sales charge (“sales load”) or in certain circumstances a CDSC. If applicable, a sales load will be charged on purchases of less than \$1 million of A Class shares. The table below shows the percentage sales load that you will pay on purchases of A Class shares, which decreases as the amount of your current purchase reaches certain breakpoints. Sales load amounts are based on a percentage of the public offering price of your purchase. Because the sales load reduces the NAV of your resulting investment, the sales load expressed as a percentage of NAV is higher. You may be eligible under certain circumstances to aggregate existing and future investments in the Fund with your current purchase in order to achieve a more favorable sales load on your current purchase (see “Reduced Sales Load” below). No sales load is imposed on the reinvestment of distributions. A Class shares may be available for purchase by clients of certain financial intermediaries without the application of a front-end sales load as described in Appendix A to this Prospectus.

<u>Amount of Investment</u>	<u>Sales Load as % of:</u>		
	Public Offering Price	Net Asset Value <sup>(1)</sup>	Dealer Reallowance %
\$0 but less than \$50,000	5.50%	5.82%	5.00%
\$50,000 but less than \$100,000	4.50%	4.71%	3.75%
\$100,000 but less than \$250,000	3.50%	3.63%	2.75%
\$250,000 but less than \$500,000	2.50%	2.56%	2.00%
\$500,000 but less than \$1 million	2.00%	2.04%	1.50%
\$1 million <sup>(2)</sup>	0.00%	0.00%	0.00%

<sup>(1)</sup> Percentages may vary slightly for particular investors as a result of rounding.

<sup>(2)</sup> No sales load is payable at the time of purchase on investments of A Class shares of \$1 million or more, although for such investments the Fund may impose a CDSC of 1.00% on certain redemptions. If imposed, the CDSC applies to redemptions made within 12 months of purchase and will be assessed on an amount equal to the lesser of the initial value of the shares redeemed and the value of shares redeemed at the time of redemption. Accordingly, no sales load is imposed on increases in NAV above the initial purchase price.

The commission or underwriter concessions paid to the Fund's distributor (the "Distributor") is the sales load less the dealer reallowance paid to certain financial intermediaries purchasing shares. In addition, the Distributor will receive all sales loads on accounts without a dealer of record and may, at its discretion, offset the compensation owed to the Distributor for its services with the sales load or underwriter concessions it receives. The Distributor may, at its discretion, reimburse the Adviser, the Adviser's affiliates, or other dealers for distribution-related expenses they incur from the sales loads and underwriter concessions. The Distributor may pay broker-dealers up to 1.00% on investments made in the A Class with no sales load. This up-front sales commission is solely financed by the Adviser and not by investors or the Fund.

*Reduced Sales Load.* You may qualify for a reduced sales load on purchases of A Class shares under rights of accumulation ("ROA") or a letter of intent ("LOI"). To receive a sales load reduction, you must, at the time of purchase, inform your financial intermediary or the Transfer Agent (for purchases made directly from the Fund) that you believe you qualify for a reduced sales load. You will also need to provide your financial intermediary or the Transfer Agent with the information necessary to verify your eligibility for a reduced sales load. Failure to provide such notification may result in you not receiving the sales load reduction to which you are otherwise entitled.

*ROA.* Upon your request, your financial intermediary or the Transfer Agent will determine the applicable reduced sales load under ROA by combining the value of your current A Class purchase with the collective value of the A Class shares of the Fund (as of the Fund's current day public offering price) that were purchased previously for accounts (1) in your name, (2) in the name of your spouse, (3) in the name of you and your spouse, (4) in the name of your minor child under the age of 21, and (5) sharing the same mailing address ("Accounts"). You must, at the time of purchase, provide your financial intermediary or the Transfer Agent with your account number(s) and, if applicable, the account numbers for your spouse, children (provide the children's ages), or other household members. Certain financial intermediaries may permit aggregation of all Fund holdings regardless of share class for purposes of calculating sales load reductions under ROA as described in [Appendix A](#).

The Fund may amend or terminate this right of accumulation at any time.

*LOI.* You may also enter into an LOI, which expresses your intent to invest \$50,000 or more in the Fund's A Class within the next thirteen months. Under an LOI, your individual purchases will be assessed the sales load applicable to the amount you intend to invest over a thirteen month period. Any shares purchased within 90 days prior to the date you sign the LOI may be used as credit toward your commitment, but the reduced sales load will only apply to new purchases made on or after the date you sign your LOI. Purchases resulting from the reinvestment of dividends and capital gains do not apply toward fulfillment of the LOI. Shares equal to 5.50% of the amount of the LOI will be held in escrow during the thirteen-month period. If, at the end of that time the total amount of purchases made is less than the amount intended, you will be required to pay the difference between the reduced sales load and the sales load applicable to the individual purchases had the LOI not been in effect. This amount will be obtained from redemption of the escrow shares. Any remaining escrow shares will be released to you.

If you establish an LOI, you can aggregate your accounts as well as the accounts of your immediate family members. You will need to submit to your financial intermediary or the Transfer Agent from which you established your LOI (1) written instruction with respect to the other accounts whose purchases should be considered in fulfillment of the LOI and (2) all subsequent purchases.

*Elimination of Initial Sales Load.* Certain investors are eligible to purchase or redeem A Class shares without a sales load. You must notify your financial intermediary or the Transfer Agent from which you make your purchase of your eligibility. Failure to provide such notification may result in you paying a sales load. No sales load is assessed on purchases or redemptions made for investment purposes by:

- A qualified retirement plan under Section 401(a) of the Code or a plan operating consistent with Section 403(b) of the Code, or certain qualified plans offered through a recordkeeping platform (financial intermediaries need to have an agreement in place with respect to such purchases with the Distributor or its affiliates in order for its clients to qualify);
- Any bank, trust company, savings institution, registered investment adviser, financial planner or securities dealer on behalf of an account for which it provides advisory or fiduciary services pursuant to an account management fee (financial intermediaries need to have an agreement in place with respect to such purchases with the Distributor or its affiliates in order for its clients to qualify);
- The Adviser and its affiliates;
- Shareholders buying through select platforms and fund supermarkets where the broker/dealers, that have an agreement in place with respect to such purchases with the Distributor or its affiliates, customarily sell mutual funds without sales charges (check with your broker/dealer for availability and transaction charges and other fees that may be charged by the broker/dealer sponsoring the fund supermarket);
- Financial intermediaries who have an agreement in place with respect to such purchases with the Distributor or its affiliates to offer shares to self-directed investment brokerage accounts that may or may not charge a transaction fee to its customers; and
- Reinvestment of all or part of the proceeds of redemption of your A Class shares into the Fund and account from which it had been redeemed, if the reinvestment is made within 60 calendar days of the receipt of your redemption request.

Fund shares so purchased may not be resold except to the Fund. Sales load information is not separately posted on the Adviser's website ([www.tortoiseecofin.com](http://www.tortoiseecofin.com)) because a copy of this Prospectus containing such information is already available for review, free of charge, on the website.

*Purchases of \$1 Million or More.* No sales load is payable at the time of purchase on investments of \$1 million or more of the Fund's A Class, although the Distributor may pay broker-dealers 1.00% on investments with no initial sales load. Accordingly, the Fund may impose a CDSC of 1.00% on certain redemptions of those investments made within 12 months of the purchase. The CDSC is assessed on an amount equal to the lesser of the initial value of the shares redeemed and the value of shares redeemed at the time of redemption. No CDSC is imposed on increases in NAV above the initial purchase price or Fund shares acquired as reinvested Fund distributions. The CDSC will be waived in the event of the last surviving account holder's death, provided the financial intermediary or the Transfer Agent through which the account is held is notified.

*Rule 12b-1 Distribution Fees and Shareholder Service Plan Fees.* The Trust has adopted a Rule 12b-1 plan under which the Fund is authorized to pay to the Distributor or such other entities as approved by the Board of Trustees, as compensation for the distribution-related and/or shareholder services provided by such entities, an aggregate fee of up to 0.25% of the average daily net assets of the A Class. The Distributor may pay any or all amounts received under the Rule 12b-1 Plan to other persons, including the Adviser or its affiliates, for any distribution service or activity designed to retain Fund shareholders. Because these fees are paid out of the Fund's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges.

**Institutional Class**

The Institutional Class is generally limited to institutional investors and/or certain other designated individuals or programs, including the following:

- Financial intermediaries that have an agreement in place with respect to such purchases with the Distributor or its affiliates, who charge clients an ongoing fee for advisory, investment, consulting or similar services;
- Financial intermediaries that have an agreement in place with respect to such purchases with the Distributor or its affiliates, who charge their clients transaction fees with respect to their investments in the Fund;
- Financial intermediaries with clients of a registered investment adviser (“RIA”) purchasing Fund shares in fee based advisory accounts, through certain broker-dealers utilizing omnibus accounts;
- Individuals and institutional investors such as defined benefit plans, foundations or endowments, that meet the minimum initial investment set by the Fund;
- Institutions and individuals that use trust departments or family/multi-family offices that exercise investment discretion;
- Certain retirement and benefit plans, including pension plans and employer sponsored retirement plans established under Section 403(b) or Section 457 of the Internal Revenue Code, or qualified under Section 401, of the Internal Revenue Code;
- Certain qualified plans under Section 529 of the Internal Revenue Code, as amended;
- Certain insurance related products that have an agreement in place with respect to such purchases with the Distributor or its affiliates;
- Certain advisory accounts of the Adviser or its affiliates;
- Trustees and officers of the Trust; directors, officers and employees of the Adviser and its affiliates (including the spouse, life partner, or minor children under 21 of any such person); any trust or individual retirement account or self-employed retirement plan for the benefit of any such person; or the estate of any such person; and
- Employee retirement plans sponsored by, affiliates of, or employees (including their immediate families) of, the Adviser or its affiliates.

At the time you purchase shares of the Fund, you must inform your financial intermediary or the Transfer Agent of your qualifications to invest in Institutional Class shares. Institutional Class shares may also be offered through financial intermediaries that charge their customers transaction or other distribution or service fees with respect to their customers’ investments in the Fund. An investor transacting in Institutional Class shares through a broker acting as an agent may be required to pay a commission and/or other forms of compensation to the broker. As indicated in the table above, the minimum initial investment for Institutional Class shares may be waived or reduced by the Fund at any time. In addition, the Fund may, in its sole discretion, accept investment in Institutional Class shares from purchasers not listed above.

**Distributions**

The Fund will distribute net investment income, if any, at least semi-annually. The Fund will also distribute net capital gains, if any, at least annually, typically during the fourth calendar quarter. The Fund may make additional distributions if deemed to be desirable at other times during the year.

All distributions will be reinvested in Fund shares unless you choose to receive distributions in cash. If you wish to change your distribution option, notify the Transfer Agent in writing or by telephone at 855-TCA-FUND (855-822-3863) in advance of the payment date of the distribution. However, any such change will be effective only as to distributions for which the record date is five or more calendar days after the Transfer Agent has received the written request.

If you elect to receive distributions in cash and the U.S. Postal Service is unable to deliver your check, or if a check remains un-cashed for six months, the Fund reserves the right to reinvest the distribution check in your account at that Fund's then current NAV per share and to reinvest all subsequent distributions.

**Short Term Trading Policy**

The Fund is intended for long-term investors and is not designed for investors who are seeking short-term gains. Short-term "market-timers" who engage in frequent purchases and redemptions may disrupt the Fund's investment program and create additional transaction costs that are borne by all of the Fund's shareholders. The Board of Trustees has adopted policies and procedures that are designed to discourage excessive, short-term trading and other abusive trading practices that may disrupt portfolio management strategies and harm performance. The Fund takes additional steps to reduce the frequency and effect of these activities in the Fund. These steps include, among other things, monitoring trading activity and using fair value pricing. Although these efforts are designed to discourage abusive trading practices, these tools cannot eliminate the possibility that such activity will occur. The Fund implements these tools to the best of its ability, and in a manner that it believes is consistent with shareholder interests. Except as noted herein, the Fund applies all restrictions uniformly in all applicable cases.

*Monitoring Trading Practices.* The Fund monitors selected trades in an effort to detect excessive short-term trading activities. If, as a result of this monitoring, the Fund believes that a shareholder has engaged in excessive short-term trading, it may, in its discretion, ask the shareholder to stop such activities or refuse to process purchases in the shareholder's accounts. In making such judgments, the Fund seeks to act in a manner that it believes is consistent with the best interests of its shareholders. The Fund uses a variety of techniques to monitor for and detect abusive trading practices. These techniques may change from time to time as determined by the Fund in their sole discretion. To minimize harm to the Fund and its shareholders, the Fund reserves the right to reject any purchase order (but not a redemption request), in whole or in part, for any reason and without prior notice. The Fund may decide to restrict purchase and sale activity in its shares based on various factors, including whether frequent purchase and sale activity will disrupt portfolio management strategies and adversely affect Fund performance.

*Fair Value Pricing.* The Fund employs fair value pricing selectively to ensure greater accuracy in its daily NAVs and to prevent dilution by frequent traders or market timers who seek to take advantage of temporary market anomalies. The Board of Trustees has developed procedures which utilize fair value pricing when reliable market quotations are not readily available or when corporate events, events in the securities market and/or world events cause the Adviser to believe that a security's last sale price may not reflect its actual market value. Valuing securities at fair value involves reliance on judgment. Fair value determinations are made in good faith in accordance with procedures adopted by the Board of Trustees. There can be no assurance that the Fund will obtain the fair value assigned to a security if it were to sell the security at approximately the time at which the Fund determines its NAV per share. More detailed information regarding fair value pricing can be found in this Prospectus under the heading entitled "Shareholder Information – Pricing of Shares."

Due to the complexity and subjectivity involved in identifying abusive trading activity and the volume of shareholder transactions the Fund handles, there can be no assurance that the Fund's efforts will identify all trades or trading practices that may be considered abusive. In particular, since the Fund receives purchase and sale orders through Authorized Intermediaries that use group or omnibus accounts, the Fund cannot always detect frequent trading. However, the Fund will work with Authorized Intermediaries as necessary to discourage shareholders from engaging in abusive trading practices and to impose restrictions on excessive trades. In this regard, the Fund may enter into information sharing agreements with Authorized Intermediaries pursuant to which these intermediaries are required to provide to the Fund, at the Fund's request, certain information relating to their customers investing in the Fund through non-disclosed or omnibus accounts. The Fund will use this information to attempt to identify abusive trading practices. Authorized Intermediaries are contractually required to follow any instructions from the Fund to restrict or prohibit future purchases from shareholders that are found to have engaged in abusive trading in violation of the Fund's policies. However, the Fund cannot guarantee the accuracy of the information provided to them from Authorized Intermediaries and cannot ensure that it will always be able to detect abusive trading practices that occur through non-disclosed and omnibus accounts. As a result, the Fund's ability to monitor and discourage abusive trading practices in non-disclosed and omnibus accounts may be limited.

**Tax Consequences**

Distributions of the Fund's investment company taxable income (which includes, but is not limited to, interest, dividends, return of capital, and net short-term capital gains), if any, are generally taxable to the Fund's shareholders as ordinary income. To the extent that the Fund's distributions of net investment company taxable income are designated as attributable to "qualified dividend" income, such income may be subject to tax at the reduced rate of federal income tax applicable to non-corporate shareholders for net long-term capital gains, if certain holding period requirements have been satisfied by the shareholder. To the extent that the Fund's distributions of investment company taxable income are attributable to net short-term capital gains, such distributions will be treated as ordinary dividend income for the purposes of income tax reporting and will not be available to offset a shareholder's capital losses from other investments.

Distributions of net capital gains (net long-term capital gains less net short-term capital losses) are generally taxable as long-term capital gains (currently at a maximum federal rate of 20% for shareholders) regardless of the length of time that a shareholder has owned Fund shares, unless you are a tax-exempt organization or are investing through a tax-advantaged arrangement such as a 401(k) plan or individual retirement account. Any distributions to you in excess of the Fund's investment company taxable income and net capital gains will be treated by you, first, as a tax-advantaged return of capital, which is applied against and will reduce the adjusted tax basis of your shares and, after such adjusted tax basis is reduced to zero, will generally constitute capital gains.

The Fund may derive "excess inclusion income" from certain equity interests in mortgage pooling vehicles either directly or through an investment in a U.S. REIT. Please see the SAI for a discussion of the risks and special tax consequences to shareholders in the event the Fund realizes excess inclusion income in excess of certain threshold amounts.

Under the Tax Cuts and Jobs Act (“TCJA”), “qualified REIT dividends” (i.e., ordinary REIT dividends other than capital gain dividends and portions of REIT dividends designated as qualified dividend income) are treated as eligible for a 20% deduction by noncorporate taxpayers. This deduction, if allowed in full, equates to a maximum effective tax rate of 29.6% (37% top rate applied to income after 20% deduction). The Fund may choose to report the special character of “qualified REIT dividends” to a shareholder, provided both the Fund and the shareholder meet certain holding period requirements with respect to their shares. Neither the TCJA nor the proposed regulations permit conduit treatment of income from qualified publicly traded partnerships (income from MLPs) for purposes of the 20% deduction by noncorporate taxpayers. The IRS continues to study whether such treatment for RICs is appropriate in the context of publicly traded partnerships.

A 3.8% Medicare tax on net investment income (including capital gains and dividends) will also be imposed on individuals, estates and trusts, subject to certain income thresholds.

The Fund’s distributions, whether received in cash or reinvested in additional shares of the Fund, may be subject to federal income tax. You will be taxed in the same manner whether you receive your distributions (whether of net investment company taxable income or net capital gains) in cash or reinvest them in additional Fund shares. Distributions are generally taxable when received. However, distributions declared in October, November or December to shareholders of record on a date in such a month and paid the following January are taxable as if received on December 31.

Shareholders who sell, or redeem, shares generally will have a capital gain or loss from the sale or redemption. An exchange of the Fund’s shares for shares of another fund will be treated as a sale of the Fund’s shares and any gain on the transaction may be subject to federal income tax. The amount of the gain or loss and the applicable rate of federal income tax will depend generally upon the amount paid for the shares, the amount of reinvested taxable distributions, if any, the amount received from the sale or redemption and how long the shares were held by a shareholder. Any loss arising from the sale or redemption of shares held for six months or less, however, is treated as a long-term capital loss to the extent of any amounts treated as distributions of net capital gain received on such shares. In determining the holding period of such shares for this purpose, any period during which your risk of loss is offset by means of options, short sales or similar transactions is not counted. If you purchase Fund shares within 30 days before or after redeeming other Fund shares at a loss, all or part of that loss will not be deductible and will instead increase the basis of the newly purchased shares.

Shareholders will be advised annually as to the federal tax status of all distributions made by the Fund for the preceding year. Distributions by the Fund and gains from the sale of Fund shares may also be subject to state and local taxes. Additional tax information may be found in the SAL.

This section assumes you are a U.S. shareholder and is also not intended to be a full discussion of federal tax laws and the effect of such laws on you. There may be other federal, state, foreign or local tax considerations applicable to a particular investor. You are urged to consult your own tax adviser.

**Other Fund Policies**

*Telephone Transactions.* You may be responsible for fraudulent telephone orders made to your account as long as the Fund has taken reasonable precautions to verify your identity, unless you did not accept telephone transactions on your Account Application or by subsequent arrangement in writing with the Fund. In addition, once you place a telephone transaction request, it cannot be canceled or modified after the close of regular trading on the NYSE (generally, 4:00 p.m. Eastern Time).

Telephone transactions may be difficult to complete during periods of significant economic or market change. If you are unable to contact the Fund by telephone, you may also mail the requests to the Fund at the address listed previously in the “Shareholder Information – Buying Shares” section.

Telephone trades must be received by or prior to the close of the NYSE (generally 4:00 p.m., Eastern Time). During periods of high market activity, shareholders may encounter higher than usual call waiting times. Please allow sufficient time to ensure that you will be able to complete your telephone transaction prior to the close of the NYSE.

*Policies of Other Financial Intermediaries.* Financial intermediaries may establish policies that differ from those of the Fund. For example, the institution may charge transaction fees, set higher minimum investments or impose certain limitations or fees on buying or selling shares in addition to those identified in this Prospectus. The sales loads and waiver variations of certain financial intermediaries are described in Appendix A to this Prospectus. Please contact your financial intermediary for details.

*Closing the Fund.* The Board of Trustees retains the right to close (or partially close) the Fund to new purchases if it is determined to be in the best interest of the Fund’s shareholders. Based on market and Fund conditions, and in consultation with the Adviser, the Board of Trustees may decide to close the Fund to new investors, all investors or certain classes of investors (such as fund supermarkets) at any time. If the Fund is closed to new purchases it will continue to honor redemption requests, unless the right to redeem shares has been temporarily suspended as permitted by federal law.

*Householding.* In an effort to decrease costs, the Fund intends to reduce the number of duplicate prospectuses and annual and semi-annual reports you receive by sending only one copy of each to those addresses shared by two or more accounts and to shareholders the Fund reasonably believes are from the same family or household. If you would like to discontinue householding for your accounts, please call toll-free at 855-TCA-FUND (855-822-3863) to request individual copies of these documents. Once the Fund receives notice to stop householding, the Fund will begin sending individual copies 30 days after receiving your request. This householding policy does not apply to account statements.

*Lost Shareholders, Inactive Accounts and Unclaimed Property.* It is important that the Fund maintain a correct address for each shareholder. An incorrect address may cause a shareholder’s account statements and other mailings to be returned to the Fund. Based upon statutory requirements for returned mail, the Fund will attempt to locate the shareholder or rightful owner of the account. If the Fund is unable to locate the shareholder, then it will determine whether the shareholder’s account can legally be considered abandoned. Your mutual fund account may be transferred to the state government of your state of residence if no activity occurs within your account during the “inactivity period” specified in your state’s abandoned property laws. The Fund is legally obligated to escheat (or transfer) abandoned property to the appropriate state’s unclaimed property administrator in accordance with statutory requirements. The shareholder’s last known address of record determines which state has jurisdiction. Please proactively contact the Transfer Agent toll-free at 855-824-1355 at least annually to ensure your account remains in active status.

If you are a resident of the state of Texas, you may designate a representative to receive notifications that, due to inactivity, your mutual fund account assets may be delivered to the Texas Comptroller. Please contact the Transfer Agent if you wish to complete a Texas Designation of Representative form.

## **Distribution of Fund Shares**

### **The Distributor**

Quasar Distributors, LLC (the “Distributor”) is located at 111 E Kilbourn Avenue, Suite 2200, Milwaukee, Wisconsin 53202, and serves as distributor and principal underwriter to the Fund. The Distributor is a registered broker-dealer and member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). Shares of the Fund are offered on a continuous basis.

### **Payments to Financial Intermediaries**

The Fund may pay service fees to intermediaries, such as banks, broker-dealers, financial advisers or other financial institutions, including affiliates of the Adviser, for sub-administration, sub-transfer agency and other shareholder services associated with shareholders whose shares are held of record in omnibus accounts, other group accounts or accounts traded through registered securities clearing agents.

The Adviser, out of its own resources and without additional cost to any Fund or its shareholders, may provide additional cash payments to intermediaries, including affiliates of the Adviser, for the sale of Fund shares and related services. These payments and compensation are in addition to service fees paid by the Fund, if any. Payments are generally made to intermediaries that provide shareholder servicing, marketing and related sales support or access to sales meetings, sales representatives and management representatives of the intermediary. Payments may also be paid to intermediaries for inclusion of the Fund on a sales list, including a preferred or select sales list or in other sales programs. Compensation may be paid as an expense reimbursement in cases in which the intermediary provides shareholder services to the Fund. The Adviser may also pay cash compensation in the form of finder’s fees that vary depending on the dollar amount of the shares sold.

## **Financial Highlights**

As of the date of this Prospectus, the Fund has not commenced operations and thus has no highlights to show.

**INVESTMENT ADVISER**

TCA Advisors  
6363 College Boulevard Suite 100A  
Overland Park, Kansas 66211

**INVESTMENT SUB-ADVISER**

Ecofin Advisors Limited  
15 Buckingham Street  
London, WC2N 6DU, United Kingdom

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Ernst & Young LLP  
220 South Sixth Street, Suite 1400  
Minneapolis, Minnesota 55402

**LEGAL COUNSEL**

Stradley Ronon Stevens & Young, LLP  
2005 Market Street, Suite 2600  
Philadelphia, Pennsylvania 19103

**CUSTODIAN**

U.S. Bank N.A.  
Custody Operations  
1555 North RiverCenter Drive, Suite 302  
Milwaukee, Wisconsin 53212

**TRANSFER AGENT, FUND ACCOUNTANT AND FUND ADMINISTRATOR**

U.S. Bancorp Fund Services, LLC  
615 East Michigan Street  
Milwaukee, Wisconsin 53202

**DISTRIBUTOR**

Quasar Distributors, LLC  
111 E Kilbourn Avenue, Suite 2200  
Milwaukee, Wisconsin 53202

# PRIVACY NOTICE

The Fund collects only relevant information about you that the law allows or requires it to have in order to conduct its business and properly service you. The Fund collects financial and personal information about you (“Personal Information”) directly (e.g., information on account applications and other forms, such as your name, address, and social security number, and information provided to access account information or conduct account transactions online, such as password, account number, e-mail address, and alternate telephone number), and indirectly (e.g., information about your transactions with us, such as transaction amounts, account balance and account holdings).

The Fund does not disclose any non-public personal information about their shareholders or former shareholders other than for everyday business purposes such as to process a transaction, service an account, respond to court orders and legal investigations or as otherwise permitted by law. Third parties that may receive this information include companies that provide transfer agency, technology and administrative services to the Fund, as well as the Fund's investment adviser who is an affiliate of the Fund. If you maintain a retirement/educational custodial account directly with the Fund, we may also disclose your Personal Information to the custodian for that account for shareholder servicing purposes. The Fund limits access to your Personal Information provided to unaffiliated third parties to information necessary to carry out their assigned responsibilities to the Fund. All shareholder records will be disposed of in accordance with applicable law. The Fund maintains physical, electronic and procedural safeguards to protect your Personal Information and requires their third party service providers with access to such information to treat your Personal Information with the same high degree of confidentiality.

In the event that you hold shares of the Fund through a financial intermediary, including, but not limited to, a broker-dealer, bank, credit union or trust company, the privacy policy of your financial intermediary governs how your non-public personal information is shared with unaffiliated third parties.

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# **TortoiseEcofin Funds**

Series of Managed Portfolio Series

## **FOR MORE INFORMATION**

You can find more information about the Fund in the following documents:

### **Statement of Additional Information**

Please refer to the SAI for additional information on the Fund. The SAI provides additional details about the investments and techniques of the Fund and certain other additional information. A current SAI is on file with the SEC and is incorporated into this Prospectus by reference. This means that the SAI is legally considered a part of this Prospectus even though it is not physically within this Prospectus.

### **Annual and Semi-Annual Reports**

The Fund's annual and semi-annual reports, when available, will provide additional information about the Fund's investments. The annual reports will contain a discussion of the market conditions and investment strategies that affected the Fund's performance during the Fund's most recently completed fiscal period.

You can obtain a free copy of these documents and the SAI when available, request other information, or make general inquiries about the Fund by calling the Fund (toll-free) at 855-TCA-FUND (855-822-3863), by visiting the Adviser's website at [www.tortoiseecofin.com](http://www.tortoiseecofin.com) or by writing to:

**TortoiseEcofin Funds**  
c/o U.S. Bank Global Fund Services  
P.O. Box 701  
Milwaukee, Wisconsin 53201-0701

Reports and other information about the Fund is available:

- Free of charge from the SEC's EDGAR database on the SEC's Internet website at <http://www.sec.gov>; or
- For a fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

(The Trust's SEC Investment Company Act of 1940 file number is 811-22525)

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APPENDIX A

***Financial Intermediary-Specific Sales Charge Waivers and Discounts***

**Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”)**

Shareholders purchasing Fund shares through a Merrill Lynch platform or account will be eligible only for the following load waivers (front-end sales charge waivers and contingent deferred, or back-end, sales charge waivers) and discounts, which may differ from those disclosed elsewhere in the Fund's prospectus or SAI.

**Front-end Sales Load Waivers on A Class Shares available at Merrill Lynch**

Employer-sponsored retirement, deferred compensation and employee benefit plans (including health savings accounts) and trusts used to fund those plans, provided that the shares are not held in a commission-based brokerage account and shares are held for the benefit of the plan

Shares purchased by a 529 Plan (does not include 529 Plan units or 529-specific share classes or equivalents)

Shares purchased through a Merrill Lynch affiliated investment advisory program

Shares exchanged due to the holdings moving from a Merrill Lynch affiliated investment advisory program to a Merrill Lynch brokerage (non-advisory) account pursuant to Merrill Lynch's policies relating to sales load discounts and waivers

Shares purchased by third party investment advisors on behalf of their advisory clients through Merrill Lynch's platform

Shares of funds purchased through the Merrill Edge Self-Directed platform

Shares purchased through reinvestment of capital gains distributions and dividend reinvestment when purchasing shares of the same fund (but not any other fund within the fund family)

Employees and registered representatives of Merrill Lynch or its affiliates and their family members

Trustees of the Trust, and employees of each Fund's investment adviser or any of its affiliates, as described in this prospectus

Shares purchased from the proceeds of redemptions within the same fund family, provided (1) the repurchase occurs within 90 days following the redemption, (2) the redemption and purchase occur in the same account, and (3) redeemed shares were subject to a front-end or deferred sales load (known as Rights of Reinstatement). Automated transactions (i.e. systematic purchases and withdrawals) and purchases made after shares are automatically sold to pay Merrill Lynch's account maintenance fees are not eligible for reinstatement

**CDSC Waivers on A Class Shares available at Merrill Lynch**

Death or disability of the shareholder

Shares sold as part of a systematic withdrawal plan as described in the Fund's prospectus

Return of excess contributions from an IRA Account

Shares sold as part of a required minimum distribution for IRA and retirement accounts pursuant to the Internal Revenue Code

Shares sold to pay Merrill Lynch fees but only if the transaction is initiated by Merrill Lynch

Shares acquired through a right of reinstatement

Shares held in retirement brokerage accounts, that are exchanged for a lower cost share class due to transfer to certain fee based accounts or platforms (applicable to A Class and C shares only)

Shares received through an exchange due to the holdings moving from a Merrill Lynch affiliated investment advisory program to a Merrill Lynch brokerage (non-advisory) account pursuant to Merrill Lynch's policies relating to sales load discounts and waivers

**Front-end load Discounts Available at Merrill Lynch: Breakpoints, Rights of Accumulation & Letters of Intent**

Breakpoints as described in this prospectus.

Rights of Accumulation (ROA) which entitle shareholders to breakpoint discounts as described in the Fund's prospectus will be automatically calculated based on the aggregated holding of fund family assets held by accounts (including 529 program holdings, where applicable) within the purchaser's household at Merrill Lynch. Eligible fund family assets not held at Merrill Lynch may be included in the ROA calculation only if the shareholder notifies his or her financial advisor about such assets

Letters of Intent (LOI) which allow for breakpoint discounts based on anticipated purchases within the fund family, through Merrill Lynch, over a 13-month period of time

**Morgan Stanley Wealth Management**

Effective July 1, 2018, shareholders purchasing Fund shares through a Morgan Stanley Wealth Management transactional brokerage account will be eligible only for the following front-end sales charge waivers with respect to A Class shares, which may differ from and may be more limited than those disclosed elsewhere in this Fund's Prospectus or SAI.

**Front-end Sales Charge Waivers on A Class Shares available at Morgan Stanley Wealth Management**

- Employer-sponsored retirement plans (e.g., 401(k) plans, 457 plans, employer-sponsored 403(b) plans, profit sharing and money purchase pension plans and defined benefit plans). For purposes of this provision, employer-sponsored retirement plans do not include SEP IRAs, Simple IRAs, SAR-SEPs or Keogh plans
- Morgan Stanley employee and employee-related accounts according to Morgan Stanley's account linking rules
- Shares purchased through reinvestment of dividends and capital gains distributions when purchasing shares of the same fund
- Shares purchased through a Morgan Stanley self-directed brokerage account

Shares purchased from the proceeds of redemptions within the same fund family, provided (i) the repurchase occurs within 90 days following the redemption, (ii) the redemption and purchase occur in the same account, and (iii) redeemed shares were subject to a front-end or deferred sales charge.

**Raymond James & Associates, Inc., Raymond James Financial Services & Raymond James affiliates (“Raymond James”)**

**Intermediary-Defined Sales Charge Waiver Policies**

The availability of certain initial or deferred sales charge waivers and discounts may depend on the particular financial intermediary or type of account through which you purchase or hold Fund shares.

Intermediaries may have different policies and procedures regarding the availability of front-end sales load waivers or contingent deferred (back-end) sales load (“CDSC”) waivers, which are discussed below. In all instances, it is the purchaser’s responsibility to notify the Fund or the purchaser’s financial intermediary at the time of purchase of any relationship or other facts qualifying the purchaser for sales charge waivers or discounts. For waivers and discounts not available through a particular intermediary, shareholders will have to purchase Fund shares directly from the Fund or through another intermediary to receive these waivers or discounts.

Effective March 1, 2019, shareholders purchasing Fund shares through a Raymond James platform or account will be eligible only for the following load waivers (front-end sales charge waivers and contingent deferred, or back-end, sales charge waivers) and discounts, which may differ from those disclosed elsewhere in this Fund’s prospectus or SAI.

**Front-end sales load waivers on A Class shares available at Raymond James**

- Shares purchased in an investment advisory program.
- Shares purchased through reinvestment of capital gains distributions and dividend reinvestment when purchasing shares of the same Fund (but not any other fund within the fund family).
- Employees and registered representatives of Raymond James or its affiliates and their family members as designated by Raymond James.
- Shares purchased from the proceeds of redemptions within the same fund family, provided (1) the repurchase occurs within 90 days following the redemption, (2) the redemption and purchase occur in the same account, and (3) redeemed shares were subject to a front-end or deferred sales load (known as Rights of Reinstatement).

**CDSC Waivers on A Class shares available at Raymond James**

- Death or disability of the shareholder.
- Shares sold as part of a systematic withdrawal plan as described in the Fund’s prospectus.
- Return of excess contributions from an IRA Account.
- Shares sold as part of a required minimum distribution for IRA and retirement accounts due to the shareholder reaching the qualified age based on applicable IRS regulations as described in the fund’s prospectus.
- Shares sold to pay Raymond James’ fees but only if the transaction is initiated by Raymond James.
- Shares acquired through a right of reinstatement.

**Front-end load discounts available at Raymond James: breakpoints, and/or rights of accumulation**

- Breakpoints as described in this prospectus.
- Rights of accumulation which entitle shareholders to breakpoint discounts will be automatically calculated based on the aggregated holding of fund family assets held by accounts within the purchaser’s household at Raymond James. Eligible fund family assets not held at Raymond James may be included in the calculation of rights of accumulation only if the shareholder notifies his or her financial advisor about such assets.

- Letters of intent which allow for breakpoints based on anticipated purchases within the fund family, owes a 13-month time period. Eligible fund family assets not held at Raymond James may be included in the calculation of letter of intent only if the shareholder notifies his or her financial advisor about such assets.

**Waiver of Initial Sales Charge on Purchases of Class A Shares by Certain Financial Institutions:**

No initial sales charge is imposed on purchases of A Class shares by the following financial institutions that (i) offer Fund shares in self-directed investment brokerage accounts, (ii) are compensated by clients on a fee-only basis, or (iii) have entered into an agreement with the Fund to offer Class A shares through no-load network:

Merrill Lynch, Pierce, Fenner & Smith  
RBC Capital Markets LLC

**Oppenheimer & Co. Inc. ("OPCO")**

Effective February 26, 2020, shareholders purchasing Fund shares through an OPCO platform or account are eligible only for the following load waivers (front-end sales charge waivers and contingent deferred, or back-end, sales charge waivers) and discounts, which may differ from those disclosed elsewhere in this Fund's prospectus or SAI.

**Front-end Sales Load Waiver on A Class shares available at OPCO**

- Employer-sponsored retirement, deferred compensation and employee benefit plans (including health savings accounts) and trusts used to fund those plans, provided that the shares are not held in a commission-based brokerage account and shares are held for the benefit of the plan
- Shares purchased by or through a 529 plan
- Shares purchased through a OPCO affiliated investment advisory program
- Share purchased through reinvestment of capital gains distributions and dividend reinvestment when purchasing shares of the same fund (but not any other fund within the fund family)
- Shares purchased from the proceeds of redemptions within the same fund family, provided (1) the repurchase occurs within 90 days following the redemption, (2) the redemption and purchase occur in the same amount, and (3) redeemed shares were subject to a front-end or deferred sales load (known as Rights of Restatement).
- Employees and registered representatives of OPCO or its affiliates and their family members
- Directors or Trustees of the Fund, and employees of the Fund's investment adviser or any of its affiliates, as described in this prospectus

**CDSC Waivers on A Class shares available at OPCO**

- Death or disability of the shareholder
- Shares sold as part of a systematic withdrawal plan as described in the Fund's prospectus
- Return of excess contributions from an IRA Account
- Shares sold as part of a required minimum distribution for IRA and retirement accounts pursuant to the Internal Revenue Code
- Shares sold to pay OPCO fees but only if the transaction is initiated by OPCO
- Shares acquired through a right of reinstatement

**Front-end load Discounts Available at OPCO: Breakpoints, Rights of Accumulation & Letters of Intent**

- Breakpoints as described in this prospectus.
- Rights of Accumulation (ROA) which entitle shareholders to breakpoint discounts will be automatically calculated based on the aggregated holding of fund family assets held by accounts within the purchaser's household at OPCO. Eligible fund family assets not held at

OPCO may be included in the ROA calculation only if the shareholder notifies his or her financial advisor about such assets

A-7

**Ecofin Global Energy Transition Fund**  
**A Class – EETAX**  
**Institutional Class – EETIX**

Statement of Additional Information

**October 15, 2021**

This Statement of Additional Information (“SAI”) provides general information about the Ecofin Global Energy Transition Fund, (the “Fund”), series of Managed Portfolio Series (the “Trust”). This SAI is not a prospectus and should be read in conjunction with the Fund's current prospectus for A Class Shares, and Institutional Class shares, dated October 15, 2021 (the “Prospectus”), as supplemented and amended from time to time. To obtain a copy of the Prospectus and/or Annual Report(s), free of charge, please write or call the Fund at the address or toll-free telephone number below, or visit the Adviser’s website at [www.tortoiseecofin.com](http://www.tortoiseecofin.com).

**TortoiseEcofin Funds**  
**c/o U.S. Bank Global Fund Services**  
**P.O. Box 701**  
**Milwaukee, Wisconsin 53201-0701**  
**855-TCA-FUND (855-822-3863)**

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# **Ecofin Global Energy Transition Fund**

Series of Managed Portfolio Series (the “Trust”)

## **TABLE OF CONTENTS**

<b>THE TRUST AND THE FUND</b>	<b>3</b>
<b>INVESTMENT OBJECTIVE, POLICIES, STRATEGIES AND ASSOCIATED RISKS</b>	<b>4</b>
<b>FUNDAMENTAL AND NON-FUNDAMENTAL INVESTMENT LIMITATIONS</b>	<b>35</b>
<b>MANAGEMENT OF THE FUND</b>	<b>38</b>
BOARD OF TRUSTEES	38
THE ROLE OF THE BOARD	38
BOARD LEADERSHIP STRUCTURE	39
BOARD OVERSIGHT OF RISK MANAGEMENT	40
TRUSTEES AND OFFICERS	40
TRUSTEE QUALIFICATIONS	42
TRUSTEE AND MANAGEMENT OWNERSHIP OF FUND SHARES	44
BOARD COMMITTEES	45
TRUSTEE COMPENSATION	46
CONTROL PERSONS AND PRINCIPAL SHAREHOLDERS	46
INVESTMENT ADVISER	47
PORTFOLIO MANAGERS	48
<b>SERVICE PROVIDERS</b>	<b>52</b>
LEGAL COUNSEL	52
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	53
<b>DISTRIBUTION OF FUND SHARES</b>	<b>54</b>
DISTRIBUTION (RULE 12B-1) PLAN	54
<b>PORTFOLIO TRANSACTIONS AND BROKERAGE</b>	<b>57</b>
<b>PORTFOLIO TURNOVER</b>	<b>58</b>
<b>CODE OF ETHICS</b>	<b>58</b>
<b>PROXY VOTING PROCEDURES</b>	<b>59</b>
<b>ANTI-MONEY LAUNDERING COMPLIANCE PROGRAM</b>	<b>60</b>
<b>PORTFOLIO HOLDINGS INFORMATION</b>	<b>60</b>
<b>DETERMINATION OF NET ASSET VALUE</b>	<b>62</b>
<b>PURCHASE AND REDEMPTION OF FUND SHARES</b>	<b>63</b>
<b>TAX MATTERS</b>	<b>66</b>
<b>DISTRIBUTIONS</b>	<b>70</b>
<b>FINANCIAL STATEMENTS</b>	<b>71</b>
<b>APPENDIX A</b>	<b>A-1</b>

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## **The Trust and the Fund**

The Trust is a Delaware statutory trust organized on January 27, 2011, and is registered with the Securities and Exchange Commission (“SEC”) as an open-end management investment company. The Fund is a series, or mutual fund, of the Trust. The Fund is a non-diversified series and has its own investment objective and investment policies. Shares of other series of the Trust are offered in separate prospectuses and SAIs. The Fund's Prospectus and this SAI are a part of the Trust's Registration Statement filed with the SEC. Copies of the Trust's complete Registration Statement may be obtained from the SEC upon payment of the prescribed fee, or may be accessed free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). As permitted by Delaware law, the Trust's Board of Trustees (the “Board”) may create additional classes of the Fund and may create additional series (and classes thereof) of the Trust and offer shares of these series and classes under the Trust at any time without the vote of shareholders. On October 15, 2021, the Long Only sub-fund of the Ecofin Vista Master Fund Limited, established in May 2019 (the “Predecessor Fund”), an unregistered Cayman Islands limited liability company, was reorganized into the Fund by transferring substantially all of the Predecessor Fund's assets to the Fund in exchange for Institutional Class shares of the Fund. The Fund has two classes of shares: A Class shares and Institutional Class shares. Tortoise Capital Advisors, L.L.C., (“TCA Advisors” or the “Adviser”), is the investment adviser to the Fund. Ecofin Advisors Limited (“Ecofin” or the “Sub-Adviser”) is the investment sub-adviser to the Fund. The Adviser is affiliated with the Sub-Adviser and Tortoise Index Solutions, LLC, doing business as TIS Advisors (“TIS Advisors”). The Adviser advises four other series of the Trust and TIS Advisors manages three other series of the Trust.

All shares of a series shall represent an equal proportionate interest in the assets held with respect to that series (subject to the liabilities held with respect to that series and such rights and preferences as may have been established and designated with respect to classes of shares of such series), and each share of a series shall be equal to each other share of that series.

Shares are voted in the aggregate and not by series or class, except in matters where a separate vote is required by the Investment Company Act of 1940, as amended (the “1940 Act”), or when the matters affect only the interest of a particular series or class. When matters are submitted to shareholders for a vote, each shareholder is entitled to one vote for each full share owned and fractional votes for fractional shares owned.

The Trust does not normally hold annual meetings of shareholders. Meetings of the shareholders shall be called by any member of the Board upon written request of shareholders holding, in the aggregate, not less than 10% of the shares, such request specifying the purpose or purposes for which such meeting is to be called.

Interests in the Fund are represented by shares of beneficial interest, each with no par value per share. Each share of the Fund is entitled to such dividends and distributions out of the assets belonging to the Fund, as may be declared by the Board.

The Board has the authority from time to time to divide or combine the shares of any series into a greater or lesser number of shares of that series without materially changing the proportionate beneficial interest of the shares of that series in the assets belonging to that series or materially affecting the rights of shares of any other series. In case of the liquidation of a series, the holders of shares of the series being liquidated are entitled to receive a distribution out of the assets, net of the liabilities, belonging to that series. Expenses attributable to any series (or Class thereof) are borne by that series (or class). Any general expenses of the Trust not readily identifiable as belonging to a particular series are allocated by, or under the direction of, the Board to all applicable series (and classes thereof) in such manner and on such basis as the Board in its sole discretion deems fair and equitable. No shareholder is liable to further calls for the payment of any sum of money or assessment whatsoever with respect to the Trust or any series of the Trust without his or her express consent.

All consideration received by the Trust for the issue or sale of the Fund's shares, together with all assets in which such consideration is invested or reinvested, and all income, earnings, profits and proceeds thereof, including any proceeds derived from the sale, exchange or liquidation of such assets, and any funds or payments derived from any reinvestment of such proceeds, subject only to the rights of creditors, shall constitute the underlying assets of the Fund.

**Investment Objective, Policies, Strategies and Associated Risks**

The following discussion supplements the description of the Fund's investment objective and principal investment strategies set forth in the Prospectus. Except for the fundamental investment limitations listed below (see "Fundamental and Non-Fundamental Investment Limitations"), the Fund's investment objective, strategies and policies are not fundamental and may be changed by sole action of the Board, without shareholder approval. While the Fund is permitted to hold securities and engage in various strategies as described hereafter, it is not obligated to do so. The Fund might not invest in all of these types of securities or use all of these techniques at any one time. The Fund's transactions in a particular type of security or use of a particular technique is subject to limitations imposed by the Fund's investment objective, policies and restrictions described in the Fund's Prospectus and/or this SAI, as well as the federal securities laws.

**Investment Objective**

The investment objective of the Fund is set forth under the "Summary Section" in the Fund's Prospectus.

**Diversification**

The Fund is non-diversified. A non-diversified fund is a fund that does not satisfy the definition of a "diversified company" set forth in the 1940 Act. A "diversified company" means that as to 75% of the Fund's total assets, excluding cash, government securities and securities of other investment companies, (1) no more than 5% may be invested in the securities of a single issuer, and (2) the Fund may not hold more than 10% of the outstanding voting securities of a single issuer.

Because the Fund intends to qualify as a “regulated investment company”(“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended, (the “Code”), the Fund’s investments will be limited so that at the close of each quarter of each taxable year (i) at least 50% of the value of its total assets is represented by cash and cash items, U.S. government securities, the securities of other RICs and other securities, with such other securities limited for purposes of such calculation, in respect of any one issuer, to an amount not greater than 5% of the value of the Fund’s total assets and not more than 10% outstanding voting securities of such issuer, and (ii) not more than 25% of the value of its total assets are invested in the securities of any one issuer (other than U.S. government securities or the securities of other RICs), the securities (other than the securities of other RICs) of any two or more issuers that the Fund controls and that are determined to be engaged in the same business or similar or related trades or businesses, or the securities of one or more qualified publicly traded partnerships. These tax-related limitations may be changed by the Board to the extent appropriate in light of changes to applicable tax requirements.

**Market Volatility**

U.S. and international markets have from time to time experienced significant volatility. Certain social, political, economic, environmental and other conditions and events (such as natural disasters and weather-related phenomena generally, epidemics and pandemics, terrorism, conflicts and social unrest) may adversely interrupt the global economy and result in prolonged periods of significant market volatility. During certain volatile periods, the fixed income markets have experienced substantially lower valuations, reduced liquidity, price volatility, credit downgrades, increased likelihood of default and valuation difficulties. At times, concerns have spread to domestic and international equity markets. In some cases, the stock prices of individual companies have been negatively affected even though there may be little or no apparent degradation in the financial conditions or prospects of that company. Continued volatility may have adverse effects on the Fund, and the risks discussed below and in the Prospectus may increase.

**Equity Securities**

An equity security represents a proportionate share of the ownership of a company. Its value is based on the success of the company’s business, any income paid to stockholders, the value of its assets and general market conditions. The value of equity securities will be affected by changes in the stock markets, which may be the result of domestic or international political or economic news, changes in interest rates or changing investor sentiment. At times, stock markets can be volatile and stock prices can change substantially. Equity securities risk affects the Fund’s net asset value per share (“NAV”), which will fluctuate as the value of the securities it holds changes. Not all stock prices change uniformly or at the same time, and not all stock markets move in the same direction at the same time. Other factors affect a particular stock’s prices, such as poor earnings reports by an issuer, loss of major customers, major litigation against an issuer, or changes in governmental regulations affecting an industry. Adverse news affecting one company can sometimes depress the stock prices of all companies in the same industry. Not all factors can be predicted. Types of equity securities in which the Fund may invest include primarily common stocks, preferred equity, convertible securities, warrants, rights and depository receipts of companies that are organized as corporations, limited partnerships or limited liability companies; and real estate investment trusts (“REITs”).

**Common Stock**

Common stock represents an equity ownership interest in the profits and losses of a corporation, after payment of amounts owed to bondholders, other debt holders, and holders of preferred stock. Holders of common stock generally have voting rights, but the Fund does not expect to have voting control in any of the companies in which it invests. In addition to the general risks set forth above, investments in common stocks are subject to the risk that in the event a company in which the Fund invests is liquidated, the holders of preferred stock and creditors of that company will be paid in full before any payments are made to the Fund as holders of common stock. It is possible that all assets of that company will be exhausted before any payments are made to the holders of common stock.

**Real Estate Securities**

The real estate securities in which the Fund may invest consist of securities issued by Real Estate Investment Trusts (“REITs”) and/or Real Estate Operating Companies (“REOCs”) that are listed on a securities exchange or traded over-the-counter and that are generally focused on the energy transition industry. A REIT is a corporation or trust that invests in fee or leasehold ownership of real estate, mortgages or shares issued by other REITs and receives favorable tax treatment provided it meets certain conditions. REITs may be characterized as equity REITs (i.e., REITs that primarily invest in fee ownership and leasehold ownership of land), mortgage REITs (i.e., REITs that primarily invest in mortgages on real estate and other real estate debt) or hybrid REITs which invest in both fee and leasehold ownership of land and mortgages. A REIT that meets the applicable requirements of the Code may deduct dividends paid to shareholders, effectively eliminating any corporate level federal tax. As a result, REITs are able to distribute a larger portion of their earnings to investors than other corporate entities subject to the federal corporate tax. There is the risk that a REIT held by the Fund will fail to qualify for this tax-free pass-through treatment of its income. By investing in REITs indirectly through the Fund, in addition to bearing a proportionate share of the expenses of the Fund, investors will also indirectly bear similar expenses of the REITs in which the Fund invests. A REOC is typically structured as a “C” corporation under the Code and is not required to distribute any portion of its income. A REOC, therefore, does not receive the same favorable tax treatment that is accorded a REIT. In addition, the value of the Fund's securities issued by REOCs may be adversely affected by income streams derived from businesses other than real estate ownership.

**Preferred Equity**

Preferred equity represents an ownership interest in a company, often pays dividends at a specific rate and has a preference over common stocks in dividend payments and liquidation of assets. A preferred equity is a blend of the characteristics of a bond and common stock. It can offer the higher yield of a bond and has priority over common stock in equity ownership, but does not have the seniority of a bond and, unlike common stock its participation in the issuer’s growth may be limited. Although the dividend or distribution is set at a fixed annual rate, in some circumstances it can be changed or omitted by the issuer. In addition, preferred equity usually does not have voting rights.

**Warrants and Rights**

The Fund may purchase, or receive as a distribution from other investments, warrants and rights, which are instruments that permit the Fund to acquire, by subscription, the capital stock of a corporation at a set price, regardless of the market price for such stock. The principal difference between warrants and rights is their term-rights typically expire within weeks while warrants have longer durations. Neither rights nor warrants have voting rights or pay dividends. The market price of warrants is usually significantly less than the current price of the underlying stock. Thus, there is a greater risk that warrants might drop in value at a faster rate than the underlying stock.

**Initial Public Offerings**

The Fund may invest in securities offered by companies in initial public offerings (“IPOs”). IPOs involve companies that have no public operating history and therefore entail more risk than established public companies. Because IPO shares frequently are volatile in price, the Fund may hold IPO shares for a very short period of time. This may increase the turnover of the Fund’s portfolio and may lead to increased expenses to the Fund, such as commissions and transaction costs. By selling IPO shares, the Fund may realize taxable capital gains that it will subsequently distribute to shareholders. Companies that offer securities in IPOs tend to typically have small market capitalizations and therefore their securities may be more volatile and less liquid than those issued by larger companies. Certain companies offering securities in an IPO may have limited operating experience and, as a result face a greater risk of business failure.

**Foreign Investments and Currencies**

The Fund may invest in securities of foreign issuers whether or not they are traded in the United States or U.S. dollar denominated, purchase and sell foreign currency on a spot basis and enter into forward currency contracts (see “Forward Currency Contracts,” below). The Fund may also invest in American Depositary Receipts (“ADRs”) and foreign securities that are traded on a U.S. exchange. Investments in ADRs and foreign securities involve certain inherent risks, including the following:

*American Depositary Receipts.* Among the means through which the Fund may invest in foreign securities that are publicly traded on a U.S. exchange is the purchase of ADRs. ADRs, in registered form, are denominated in U.S. dollars and are designed for use in the U.S. securities markets. ADRs are receipts typically issued by a U.S. bank or trust company evidencing ownership of the underlying securities. ADRs may be purchased through “sponsored” or “unsponsored” facilities. A sponsored facility is established jointly by the issuer of the underlying security and a depositary, whereas a depositary may establish an unsponsored facility without participation by the issuer of the depositary security. Holders of unsponsored depositary receipts generally bear all the costs of such facilities, and the depositary of an unsponsored facility frequently is under no obligation to distribute shareholder communications received from the issuer of the deposited security or to pass through voting rights to the holders of such receipts of the deposited securities. Accordingly, available information concerning the issuer may not be current and the prices of unsponsored depositary receipts may be more volatile than the prices of sponsored depositary receipts. For purposes of the Fund’s investment policies, ADRs are deemed to have the same classification as the underlying securities they represent. Thus, an ADR representing ownership of common stock will be treated as common stock.

Political and Economic Factors. Individual foreign economies of certain countries may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency, diversification and balance of payments position. The internal politics of certain foreign countries may not be as stable as those of the United States. Governments in certain foreign countries also continue to participate to a significant degree, through ownership interest or regulation, in their respective economies. Action by these governments could include restrictions on foreign investment, nationalization, expropriation of goods or imposition of taxes, and could have a significant effect on market prices of securities and payment of interest. The economies of many foreign countries are heavily dependent upon international trade and are accordingly affected by the trade policies and economic conditions of their trading partners. Enactment by these trading partners of protectionist trade legislation could have a significant adverse effect upon the securities markets of those countries. On March 29, 2017, the United Kingdom (“UK”) triggered the procedures to withdraw from the European Union (“EU”) after the two year period settlement negotiation as prescribed in Article 50 of the Treaty of Lisbon. On January 31, 2020 the UK officially withdrew from the EU, subject to an 11 month transition period. In this transition period the UK will still follow all the EU rules and regulations and it will remain in the single market and customs union in this time. The ongoing withdrawal process could cause an extended period of uncertainty and market volatility, not just in the United Kingdom but throughout the EU, the European Economic Area and globally. As an investment manager authorized and regulated by the FCA, the Sub-Adviser is currently subject to provisions of certain European directives and regulations (e.g., Markets in Financial Instruments Directive, the AIFM Directive and the European Market Infrastructure Regulation) which have either been incorporated into the UK law or have direct effect in the UK. The longer-term impact of the decision to leave the EU on the UK regulatory framework will depend, in part, on the relationship that the UK will seek to establish with the EU in the future as referred to above. In particular, it is uncertain whether and how UK laws that incorporate EU directives may be modified in the future and whether UK firms (such as the Sub-Adviser) will continue to have the benefit of certain rights to conduct cross border business within the EU, particularly with respect to financial services. It is not possible to currently determine the precise impact the UK’s departure from the EU may have on the Fund or the Investment Manager from an economic, financial or regulatory perspective but any such impact could have material consequences for the Investment Manager and/or the Fund.

Currency Fluctuations. The Fund may invest in securities denominated in foreign currencies. Accordingly, a change in the value of any such currency against the U.S. dollar will result in a corresponding change in the U.S. dollar value of the Fund’s assets denominated in that currency. Such changes will also affect the Fund’s income. The value of the Fund’s assets may also be affected significantly by currency restrictions and exchange control regulations enacted from time to time.

Market Characteristics. The Adviser expects that many foreign securities in which the Fund may invest could be purchased in over-the-counter (“OTC”) markets or on exchanges located in the countries in which the principal offices of the issuers of the various securities are located, if that is the best available market. Foreign exchanges and markets may be more volatile than those in the United States. While growing in volume, they usually have substantially less volume than U.S. markets, and the Fund’s investments in foreign securities may be less liquid and more volatile than investments in U.S. securities. Moreover, settlement practices for transactions in foreign markets may differ from those in U.S. markets, and may include delays beyond periods customary in the United States. Foreign security trading practices, including those involving securities settlement where Fund assets may be released prior to receipt of payment or securities, may expose the Fund to increased risk in the event of a failed trade or the insolvency of a foreign broker-dealer.

Legal and Regulatory Matters. Certain foreign countries may have less supervision of securities markets, brokers and issuers of securities, non-uniform accounting standards and less financial information available from issuers, than is available in the United States. It may be more difficult to obtain and enforce a judgment against a foreign issuer. Legal remedies available to investors in certain foreign countries may be more limited than those available with respect to investments in the United States or in other foreign countries. The laws of some foreign countries may limit the Fund’s ability to invest in securities of certain issuers located in those foreign countries.

Taxes. The interest and dividends payable on certain of the Fund’s foreign portfolio securities may be subject to foreign withholding taxes, thus reducing the net amount of income available for distribution to Fund shareholders. Foreign issuers may not be subject to auditing and financial reporting standards and requirements comparable to those which apply to U.S. companies.

Costs. To the extent that the Fund invests in foreign securities, its expense ratio is likely to be higher than those of investment companies investing only in domestic securities, because related brokerage costs and the cost of maintaining the custody of foreign securities may be higher.

*Additional Risks of Emerging and Frontier Markets.* In addition, the Fund may invest in foreign securities of companies that are located in developing, emerging or frontier markets. Investing in securities of issuers located in these markets may pose greater risks not typically associated with investing in more established markets, such as increased risk of social, political and economic instability. Emerging and frontier market countries typically have smaller securities markets than developed countries and therefore less liquidity and greater price volatility than more developed markets. Securities traded in emerging markets may also be subject to risks associated with the lack of modern technology, poor governmental and/or judicial infrastructures relating to private or foreign investment or to judicial redress for injury to private property, the lack of capital base to expand business operations, foreign taxation and the inexperience of financial intermediaries, custodians and transfer agents. Emerging and frontier market countries are also more likely to impose restrictions on the repatriation of an investor's assets and even where there is no outright restriction on repatriation, the mechanics of repatriations may delay or impede the Fund's ability to obtain possession of its assets. As a result, there may be an increased risk or price volatility associated with the Fund's investments in emerging and frontier market countries, which may be magnified by currency fluctuations.

**Forward Currency Contracts**

A forward currency contract ("forward contract") involves an obligation to purchase or sell a specific non-U.S. currency in exchange for another currency, which may be U.S. dollars, at a future date, which may be any fixed number of days (usually less than one year) from the date of the contract agreed upon by the parties, at an exchange rate (price) set at the time of the contract. At or before maturity of a forward currency contract, the Fund may either exchange the currencies specified in the contract or terminate its contractual obligation to exchange currencies by purchasing an offsetting contract. If the Fund makes delivery of the foreign currency at or before the settlement of a forward contract, it may be required to obtain the currency by converting assets into the currency. The Fund may close out a forward contract obligating it to exchange currencies by purchasing or selling an offsetting contract, in which case, it will realize a gain or a loss.

The Fund may enter into forward contracts in order to "lock in" the exchange rate between the currency it will deliver and the currency it will receive for the duration of the contract. In addition, the Fund may enter into forward contracts to hedge against risks arising from securities it owns or anticipates purchasing, or the U.S. dollar value of interest and dividends paid on those securities. The Fund does not intend to enter into forward contracts on a regular or continuing basis and the Fund will not enter these contracts for speculative purposes.

Foreign currency transactions involve certain costs and risks. The Fund incurs foreign exchange expenses in converting assets from one currency to another. Forward contracts involve a risk of loss if the Adviser is inaccurate in its prediction of currency movements. The projection of short-term currency market movements is extremely difficult and the successful execution of a short-term hedging strategy is highly uncertain. The precise matching of forward contract amounts and the value of the securities involved is generally not possible. Accordingly, it may be necessary for the Fund to purchase additional foreign currency if the market value of the security is less than the amount of the foreign currency the Fund is obligated to deliver under the forward contract and the decision is made to sell the security and make delivery of the foreign currency. The use of forward contracts as a hedging technique does not eliminate fluctuations in the prices of the underlying securities the Fund owns or intends to acquire, but it does fix a rate of exchange in advance. Moreover, investors should bear in mind that the Fund is not obligated to actively engage in hedging or other currency transactions. Although forward contracts can reduce the risk of loss due to a decline in the value of the hedged currencies, they also limit any potential gain that might result from an increase in the value of the currencies. There is also the risk that the other party to the transaction may fail to deliver currency when due which may result in a loss to the Fund.

Under definitions adopted by the Commodity Futures Trading Commission (“CFTC”) and SEC, non-deliverable forwards are considered swaps, and therefore are included in the definition of “commodity interests.” Although non-deliverable forwards have historically been traded in the OTC market, as swaps they may in the future be required to be centrally cleared and traded on public facilities. Forward contracts that qualify as deliverable forwards are not regulated as swaps for most purposes, and are not included in the definition of “commodity interests.” However, these forwards are subject to some requirements applicable to swaps, including reporting to swap data repositories, documentation requirements, and business conduct rules applicable to swap dealers. CFTC regulation of currency forwards, especially non-deliverable forwards, may restrict the Fund's ability to use these instruments in the manner described above or subject the Adviser to CFTC registration and regulation as a commodity pool operator (“CPO”).

**Debt Securities**

The Fund may invest in a wide range of debt securities, which may include investment grade debt securities and below investment grade debt securities (commonly known as “junk bonds” or “high yield bonds”). Investment grade corporate bonds are those rated BBB- or better by Standard & Poor’s Rating Service, Inc. (“S&P”) or Baa3 or better by Moody’s Investors Service, Inc. (“Moody’s”), each of which are considered a nationally recognized statistical rating organization (“NRSRO”), or an equivalent rating by another NRSRO. To the extent that the Fund invests in below investment grade debt securities, such securities will be rated, at the time of investment, at least B- by S&P or B3 by Moody’s or a comparable rating by at least one other rating agency or, if unrated, determined by the Adviser to be of comparable quality. The Fund may hold a debt security rated below investment grade if a downgrade occurs after the security has been purchased.

*Below Investment Grade Debt Securities.* Below investment grade debt securities generally offer a higher current yield than that available for investment grade issues. However, below investment grade debt securities involve higher risks, in that they are especially subject to adverse changes in general economic conditions and in the industries in which the issuers are engaged, to changes in the financial condition of the issuers and to price fluctuations in response to changes in interest rates. During periods of economic downturn or rising interest rates, highly leveraged issuers may experience financial stress that could adversely affect their ability to make payments of interest and principal and increase the possibility of default. At times in recent years, the prices of many below investment grade debt securities declined substantially, reflecting an expectation that many issuers of such securities might experience financial difficulties. As a result, the yields on below investment grade debt securities rose dramatically, reflecting the risk that holders of such securities could lose a substantial portion of their value as a result of the issuers' financial restructuring or default. There can be no assurance that such price declines will not recur. The market for below investment grade debt issues generally is thinner and less active than that for higher quality securities, which may limit the Fund's ability to sell such securities at fair value in response to changes in the economy or financial markets. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of below investment grade debt securities, especially in a thinly traded market. Changes by recognized rating services in their rating of a debt security may affect the value of these investments. The Fund will not necessarily dispose of a security when its rating is reduced below its rating at the time of purchase. However, the Adviser will monitor the investment to determine whether continued investment in the security will assist in meeting the Fund's investment objective.

*Corporate Debt Securities.* Corporate debt securities are fixed-income securities issued by businesses to finance their operations, although corporate debt instruments may also include bank loans to companies. Notes, bonds, debentures and commercial paper are the most common types of corporate debt securities, with the primary difference being their maturities and secured or un-secured status. Commercial paper has the shortest term and is usually unsecured.

The broad category of corporate debt securities includes debt issued by domestic or foreign companies of all kinds, including those with small-, mid- and large-capitalizations. Corporate debt may be rated investment grade or below investment grade and may carry fixed, variable, or floating rates of interest.

Because of the wide range of types and maturities of corporate debt securities, as well as the range of creditworthiness of its issuers, corporate debt securities have widely varying potentials for return and risk profiles. For example, commercial paper issued by a large established domestic corporation that is rated investment grade may have a modest return on principal, but carries relatively limited risk. On the other hand, a long-term corporate note issued by a small foreign corporation from an emerging market country that has not been rated may have the potential for relatively large returns on principal, but carries a relatively high degree of risk.

Corporate debt securities carry credit risk, interest rate risk and prepayment risk. Credit risk is the risk that the fund could lose money if the issuer of a corporate debt security is unable to pay interest or repay principal when it is due. Some corporate debt securities that are rated below investment grade are generally considered speculative because they present a greater risk of loss, including default, than higher quality debt securities. The credit risk of a particular issuer's debt security may vary based on its priority for repayment. For example, higher ranking (senior) debt securities have a higher priority than lower ranking (subordinated) securities. This means that the issuer might not make payments on subordinated securities while continuing to make payments on senior securities. In addition, in the event of bankruptcy, holders of higher-ranking senior securities may receive amounts otherwise payable to the holders of more junior securities.

Interest rate risk is the risk that the value of certain corporate debt securities will tend to fall when interest rates rise. In general, corporate debt securities with longer terms tend to fall more in value when interest rates rise than corporate debt securities with shorter terms. Prepayment risk occurs when issuers may prepay fixed rate debt securities when interest rates fall, forcing the Fund to invest in securities with lower interest rates. Issuers of debt securities are also subject to the provisions of bankruptcy, insolvency and other laws affecting the rights and remedies of creditors that may restrict the ability of the issuer to pay, when due, the principal of and interest on its debt securities. The possibility exists therefore, that, as a result of bankruptcy, litigation or other conditions, the ability of an issuer to pay, when due, the principal of and interest on its debt securities may become impaired.

*Convertible Securities.* Convertible securities include fixed income securities that may be exchanged or converted into a predetermined number of shares of the issuer's underlying common stock or other equity security at the option of the holder during a specified period. Convertible securities entitle the holder to receive interest paid or accrued on debt or dividends paid or accrued on preferred stock until the security matures or is redeemed, converted or exchanged. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, units consisting of "usable" bonds and warrants or a combination of the features of several of these securities. The investment characteristics of each convertible security vary widely, which allows convertible securities to be employed for a variety of investment strategies. The Fund will exchange or convert convertible securities into shares of underlying common stock when, in the opinion of the Adviser, the investment characteristics of the underlying common stock or other equity security will assist the Fund in achieving its investment objectives. The Fund may also elect to hold or trade convertible securities. In selecting convertible securities, the Adviser evaluates the investment characteristics of the convertible security as a fixed income instrument, and the investment potential of the underlying equity security for capital appreciation.

*Zero-Coupon Securities.* Zero-coupon securities make no periodic interest payments, but are sold at a deep discount from their face value. The buyer recognizes a rate of return determined by the gradual appreciation of the security, which is redeemed at face value on a specified maturity date. The discount varies depending on the time remaining until maturity, as well as market interest rates, liquidity of the security, and the issuer's perceived credit quality. If the issuer defaults, the holder may not receive any return on its investment. Because zero-coupon securities bear no interest, their price fluctuates more than other types of bonds. Since zero-coupon bondholders do not receive interest payments, when interest rates rise, zero-coupon securities fall more dramatically in value than bonds paying interest on a current basis. When interest rates fall, zero-coupon securities rise more rapidly in value because the bonds reflect a fixed rate of return. An investment in zero-coupon may cause the Fund to recognize income and make distributions to shareholders before it receives any cash payments on its investment.

*Unrated Debt Securities.* The Fund may also invest in unrated debt securities. Unrated debt, while not necessarily lower in quality than rated securities, may not have as broad a market. Because of the size and perceived demand for the issue, among other factors, certain issuers may decide not to pay the cost of getting a rating for their bonds. The creditworthiness of the issuer, as well as any financial institution or other party responsible for payments on the security, will be analyzed to determine whether to purchase unrated bonds.

*Yankee Bonds.* The Fund may invest in Yankee bonds. Yankee bonds are U.S. dollar denominated bonds typically issued in the U.S. by foreign governments and their agencies and foreign banks and corporations. The Fund may also invest in Yankee Certificates of Deposit ("Yankee CDs"). Yankee CDs are U.S. dollar-denominated certificates of deposit issued by a U.S. branch of a foreign bank and held in the U.S. These investments involve risks that are different from investments in securities issued by U.S. issuers, including potential unfavorable political and economic developments, foreign withholding or other taxes, seizure of foreign deposits, currency controls, interest limitations or other governmental restrictions which might affect and create increased risk relative to payment of principal or interest.

*Variable and Floating Rate Securities.* Variable and floating rate securities provide for a periodic adjustment in the interest rate paid on the obligations. The terms of such obligations must provide that interest rates are adjusted periodically based upon an interest rate adjustment index as provided in the respective obligations. The adjustment intervals may be regular, and range from daily up to annually, or may be event based, such as based on a change in the prime rate. The Fund may invest in floating rate debt instruments (“floaters”) and engage in credit spread trades. The interest rate on a floater is a variable rate which is tied to another interest rate, such as a money-market index or Treasury bill rate. The interest rate on a floater resets periodically, typically every six months. While, because of the interest rate reset feature, floaters provide the Fund with a certain degree of protection against rises in interest rates, the Fund will participate in any declines in interest rates as well. A credit spread trade is an investment position relating to a difference in the prices or interest rates of two securities or currencies, where the value of the investment position is determined by movements in the difference between the prices or interest rates, as the case may be, of the respective securities or currencies. The Fund also may invest in inverse floating rate debt instruments (“inverse floaters”). The interest rate on an inverse floater resets in the opposite direction from the market rate of interest to which the inverse floater is indexed. An inverse floating rate security may exhibit greater price volatility than a fixed rate obligation of similar credit quality.

**Thinly Traded Securities**

The Fund may also invest in securities that are thinly-traded. Although securities of certain Energy Transition Companies trade on the New York Stock Exchange (“NYSE”), NYSE Alternext U.S. (formerly known as AMEX), the NASDAQ National Market or other securities exchanges or markets, such securities may have a trading volume lower than those of larger companies due to their relatively smaller capitalizations. Such securities may be difficult to dispose of at a fair price during times when the Sub-Adviser believes it is desirable to do so. Thinly-traded securities are also more difficult to value and the Sub-Adviser’s judgment as to value will often be given greater weight than market quotations, if any exist. If market quotations are not available, thinly-traded securities will be valued in accordance with procedures established by the Board. Investment of capital in thinly-traded securities may restrict our ability to take advantage of market opportunities. The risks associated with thinly-traded securities may be particularly acute in situations in which our operations require cash and could result in us borrowing to meet our short term needs or incurring losses on the sale of thinly-traded securities.

**Illiquid Investments**

The Fund may purchase illiquid investments, which may include securities that are not readily marketable and securities that are not registered under the Securities Act. The Fund may not acquire any illiquid investments if, immediately after the acquisition, the Fund would have invested more than 15% of its net assets in illiquid investments that are assets. The term “illiquid investments” for this purpose means any investment that the fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment, as determined pursuant to the provisions of Rule 22e-4 under the 1940 Act. The Fund may not be able to sell illiquid investments when the Adviser considers it desirable to do so or may have to sell such investments at a price that is lower than the price that could be obtained if the investments were more liquid. In addition, the sale of illiquid investments also may require more time and may result in higher dealer discounts and other selling expenses than does the sale of investments that are more liquid. Illiquid investments also may be more difficult to value due to the unavailability of reliable market quotations for such investments, and investments in illiquid investments may have an adverse impact on NAV.

An investment which when purchased enjoyed a fair degree of marketability may subsequently become illiquid. In such event, appropriate remedies are considered to minimize the effect on the Fund’s liquidity.

**Investment Companies**

The Fund may invest in other investment companies to the extent permitted by the 1940 Act. The Fund generally may purchase or redeem, without limitation, shares of any affiliated or unaffiliated money market funds, including unregistered money market funds, so long as the Fund does not pay a sales load or service fee in connection with the purchase, sale or redemption, or if such fees are paid the Fund’s investment adviser waives its management fee in an amount necessary to offset the amounts paid. With respect to other investments in investment companies, the 1940 Act generally limits the Fund from acquiring (i) more than 3% of the total outstanding shares of another investment company; (ii) shares of another investment company having an aggregate value in excess of 5% of the value of the total assets of the Fund; or (iii) shares of another registered investment company and all other investment companies having an aggregate value in excess of 10% of the value of the total assets of the Fund.

Investments by the Fund in other investment companies will be subject to the limitations of the 1940 Act (including limitations on sales charges), and the rules and regulations thereunder. By investing in securities of an investment company, the Fund’s shareholders will indirectly bear the fees and expenses of that underlying fund in addition to the Fund’s own fees and expenses.

*Closed-End Funds.* Closed-end funds are investment companies that typically issue a fixed number of shares that trade on a securities exchange or OTC. The risks of investment in closed-end funds typically reflect the risk of the types of securities in which the funds invest. Investments in closed-end funds are subject to the additional risk that shares of the fund may trade at a premium or discount to their NAV per share. Closed-end funds come in many varieties and can have different investment objectives, strategies and investment portfolios. They also can be subject to different risks, volatility and fees and expenses. When the Fund invests in shares of a closed-end fund, shareholders of the Fund bear their proportionate share of the closed-end fund's fees and expenses, as well as their share of the Fund's fees and expenses. Although closed-end funds are generally listed and traded on an exchange, the degree of liquidity, or ability to be bought and sold, will vary significantly from one closed-end fund to another based on various factors including, but not limited to, demand in the marketplace.

*Open-End Mutual Funds.* Open-end mutual funds are investment companies that issue new shares continuously and redeem shares daily. The risks of investment of open-end mutual funds typically reflect securities in which the fund invests. The NAV per share of an open-end fund will fluctuate daily depending upon the performance of the securities held by the fund. Each open-end fund may have a different investment objective and strategy and different investment portfolio. Different funds may also be subject to different risks, volatility and fees and expenses. Although closed-end funds are generally listed and traded on an exchange, the degree of liquidity, or ability to be bought and sold, will vary significantly from one closed-end fund to another based on various factors including, but not limited to, demand in the marketplace. When the Fund invests in shares of an open-end fund, shareholders of the Fund bear their proportionate share of the open-end fund's fees and expenses, as well as their share of the Fund's fees and expenses.

*Exchange-Traded Funds.* Exchange-traded Funds ("ETFs") are typically open-end investment companies that are bought and sold on a national securities exchange. When the Fund invests in an ETF, it will bear additional expenses based on its pro rata share of the ETF's operating expenses, including the potential duplication of management fees. The risk of owning an ETF generally reflects the risks of owning the underlying securities it holds. Many ETFs seek to replicate a specific benchmark index. However, an ETF may not fully replicate the performance of its benchmark index for many reasons, including because of the temporary unavailability of certain index securities in the secondary market or discrepancies between the ETF and the index with respect to the weighting of securities or the number of stocks held. Lack of liquidity in an ETF could result in an ETF being more volatile than the underlying portfolio of securities it holds. In addition, because of ETF expenses, compared to owning the underlying securities directly, it may be more costly to own an ETF.

If the Fund invests in shares of an ETF, shareholders will indirectly bear fees and expenses charged by the underlying ETF in which the Fund invests in addition to the Fund's direct fees and expenses. The Fund also will incur brokerage costs when it purchases ETFs. Furthermore, investments in other ETFs could affect the timing, amount and character of distributions to shareholders and therefore may increase the amount of taxes payable by investors in the Fund.

### **Exchange-Traded Notes**

Exchange-Traded Notes (“ETNs”) are senior, unsecured, unsubordinated debt securities whose returns are linked to the performance of a particular market benchmark or strategy minus applicable fees. ETNs are traded on an exchange (e.g., the New York Stock Exchange) during normal trading hours. However, investors can also hold the ETN until maturity. At maturity, the issuer pays to the investor a cash amount equal to the principal amount, subject to the day's market benchmark or strategy factor. ETNs do not make periodic coupon payments or provide principal protection. ETNs are subject to credit risk and the value of the ETN may drop due to a downgrade in the issuer's credit rating, despite the underlying market benchmark or strategy remaining unchanged. The value of an ETN may also be influenced by time to maturity, issuer call options, level of supply and demand for the ETN, volatility and lack of liquidity in underlying assets, changes in the applicable interest rates, changes in the issuer's credit rating, and economic, legal, political, or geographic events that affect the referenced underlying asset. When the Fund invests in ETNs it will bear its proportionate share of any fees and expenses borne by the ETN. The Fund's decision to sell an ETN holding may be limited by the availability of a secondary market. In addition, although an ETN may be listed on an exchange, the issuer may not be required to maintain the listing and there can be no assurance that a secondary market will exist for an ETN. ETNs are also subject to tax risk. No assurance can be given that the IRS will accept, or a court will uphold, how the Fund characterizes and treats ETNs for tax purposes. Further, the IRS and Congress are considering proposals that would change the timing and character of income and gains from ETNs. An ETN that is tied to a specific market benchmark or strategy may not be able to replicate and maintain exactly the composition and relative weighting of securities, commodities or other components in the applicable market benchmark or strategy. Some ETNs that use leverage can, at times, be relatively illiquid and, thus, they may be difficult to purchase or sell at a fair price. Leveraged ETNs are subject to the same risk as other instruments that use leverage in any form. The market value of ETN shares may differ from their market benchmark or strategy. This difference in price may be due to the fact that the supply and demand in the market for ETN shares at any point in time is not always identical to the supply and demand in the market for the securities, commodities or other components underlying the market benchmark or strategy that the ETN seeks to track. As a result, there may be times when an ETN share trades at a premium or discount to its market benchmark or strategy.

### **Options, Futures and Other Strategies**

*General.* The Fund may use options (both traded on an exchange and OTC), futures contracts (sometimes referred to as “futures”), swaps, caps, floors, collars, structured or synthetic financial instruments, forward agreements, and other derivative securities (collectively, “Financial Instruments”) as a substitute for a comparable market position in the underlying security, to attempt to hedge or limit the exposure of a particular portfolio security, to create a synthetic position, for certain tax-related purposes, to close out previously established derivatives such as options, forward and futures positions, to reduce volatility, to enhance income, and/or to gain market exposure. These can also be used as speculative instruments. In addition to the other limitations described herein, the Fund's ability to use Financial Instruments may be limited by tax considerations.

The use of Financial Instruments is subject to applicable regulations of the SEC, the several exchanges upon which they are traded and the CFTC. In addition to the instruments, strategies and risks described below, the Adviser may discover additional opportunities in connection with Financial Instruments and other similar or related techniques. These new opportunities may become available as the Adviser develops new investment techniques, as regulatory authorities broaden the range of permitted transactions and as new Financial Instruments or other techniques are developed. The Adviser may utilize these opportunities to the extent that they are consistent with the Fund's investment objective and permitted by the Fund's investment limitations and applicable regulatory authorities. The Prospectus or this SAI will be supplemented to the extent that new products or techniques involve materially different risks than those described below.

*Exclusion of Adviser from Commodity Pool Operator Definition.* An exclusion from the definition of "commodity pool operator" ("CPO") under the Commodity Exchange Act ("CEA") and the rules of the CFTC has been claimed with respect to the Fund.

The terms of the CPO exclusion require the Fund, among other things, to adhere to certain limits on its investments in "commodity interests." Commodity interests include commodity futures, commodity options and swaps, which in turn include non-deliverable currency forward contracts, as further described below. Because the Adviser and the Fund intends to comply with the terms of the CPO exclusion, as necessary, the Fund may, in the future, need to adjust its investment strategies, consistent with its investment goal, to limit its investments in these types of instruments. The Fund is not intended as a vehicle for trading in the commodity futures, commodity options or swaps markets. The CFTC has neither reviewed nor approved the Fund's and the Adviser's reliance on this exclusion and exemption, respectively, or the Fund, its investment strategies, the Prospectus or this SAI.

Generally, the exclusion from CPO regulation requires the Fund to meet one of the following tests for its commodity interest positions, other than positions entered into for bona fide hedging purposes (as defined in the rules of the CFTC): either (1) the aggregate initial margin and premiums required to establish the Fund's positions in commodity interests may not exceed 5% of the liquidation value of the Fund's portfolio (after taking into account unrealized profits and unrealized losses on any such positions); or (2) the aggregate net notional value of the Fund's commodity interest positions, determined at the time the most recent such position was established, may not exceed 100% of the liquidation value of the Fund's portfolio (after taking into account unrealized profits and unrealized losses on any such positions). In addition to meeting one of these trading limitations, the Fund may not be marketed as a commodity pool or otherwise as a vehicle for trading in the commodity futures, commodity options or swaps markets. If, in the future, the Fund relying on the exclusion can no longer satisfy these requirements, the notice claiming an exclusion from the definition of a CPO would be withdrawn, and the Adviser would be subject to registration and regulation as a CPO with respect to the Fund, in accordance with CFTC rules that apply to CPOs of registered investment companies. Generally, these rules allow for substituted compliance with CFTC disclosure and shareholder reporting requirements, based on the Adviser's compliance with comparable SEC requirements. However, as a result of CFTC regulation with respect to the Fund, the Fund may incur additional compliance and other expenses.

*Special Risks.* The use of Financial Instruments involves special considerations and risks, certain of which are described below. Risks pertaining to particular Financial Instruments are described in the sections that follow.

(1) Successful use of most Financial Instruments depends upon the Adviser’s ability to predict movements of the overall securities markets, which requires different skills than predicting changes in the prices of individual securities. The ordinary spreads between prices in the cash and futures markets, due to the differences in the natures of those markets, are subject to distortion. Due to the possibility of distortion, a correct forecast of market trends by the Adviser may still not result in a successful transaction. The Adviser may be incorrect in its expectations as to the extent of market movements or the time span within which the movements take place, which, thus, may result in the strategy being unsuccessful.

(2) Certain Financial Instruments may have a leveraging effect on the Fund, and adverse changes in the value of the underlying security, index, interest rate, currency or other or measure can result in losses substantially greater than the amount invested in the Financial Instrument itself. When the Fund engages in transactions that have a leveraging effect, the value of the Fund is likely to be more volatile and all other risks are also likely to be compounded. This is because leverage generally magnifies the effect of any increase or decrease in the value of an asset and creates investment risk with respect to a larger pool of assets than the Fund would otherwise have. Certain Financial Instruments have the potential for unlimited loss, regardless of the size of the initial investment.

(3) Certain Financial Instrument transactions, including certain options, swaps, forward contracts, and certain options on foreign currencies, are entered into directly by the counterparties and/or through financial institutions acting as market makers (“OTC derivatives”), rather than being traded on exchanges or in markets registered with the CFTC or the SEC. Many of the protections afforded to exchange participants will not be available to participants in OTC derivatives transactions. For example, OTC derivatives transactions are not subject to the guarantee of an exchange, and only OTC derivatives that are either required to be cleared or submitted voluntarily for clearing to a clearinghouse will enjoy the protections that central clearing provides against default by the original counterparty to the trade. In an OTC derivatives transaction that is not cleared, the Fund bears the risk of default by its counterparty. In a cleared derivatives transaction, the Fund is instead exposed to the risk of default of the clearinghouse and the risk of default of the broker through which it has entered into the transaction. Information available on counterparty creditworthiness may be incomplete or outdated, thus reducing the ability to anticipate counterparty defaults.

(4) Options and futures prices can diverge from the prices of their underlying instruments. Options and futures prices are affected by such factors as current and anticipated short-term interest rates, changes in volatility of the underlying instrument and the time remaining until expiration of the contract, which may not affect security prices the same way. Imperfect or no correlation also may result from differing levels of demand in the options and futures markets and the securities markets, from structural differences in how options and futures and securities are traded, and from the imposition of daily price fluctuation limits or trading halts.

(5) As described below, the Fund might be required to maintain assets as “cover,” maintain segregated accounts or make margin payments when it takes positions in Financial Instruments involving obligations to third parties (e.g., Financial Instruments other than purchased options). If the Fund is unable to close out its positions in such Financial Instruments, they might be required to continue to maintain such assets or accounts or make such payments until the position expires or matures. These requirements might impair the Fund’s ability to sell a portfolio security or make an investment when it would otherwise be favorable to do so or require that the Fund sells a portfolio security at a disadvantageous time. The Fund’s ability to close out a position in a Financial Instrument prior to expiration or maturity depends on the existence of a liquid secondary market or, in the absence of such a market, the ability and willingness of the other party to the transaction (the “counter-party”) to enter into a transaction closing out the position. Therefore, there is no assurance that any position can be closed out at a time and price that is favorable to the Fund.

(6) Losses may arise due to unanticipated market price movements, lack of a liquid secondary market for any particular instrument at a particular time or due to losses from premiums paid by the Fund on options transactions.

*Cover:* Transactions using Financial Instruments, other than purchasing options, expose the Fund to an obligation to another party. The Fund will not enter into any such transactions unless they own either (1) an offsetting (“covered”) position in securities or other options or futures contracts or (2) cash and liquid assets with a value, marked-to-market daily, sufficient to cover its potential obligations to the extent not covered as provided in (1) above. The Fund will comply with SEC guidelines regarding cover for these instruments and will, if the guidelines so require, set aside cash or liquid assets in an account with its custodian, U.S. Bank, N.A. (the “Custodian”), in the prescribed amount as determined daily.

Assets used as cover or held in an account cannot be sold while the position in the corresponding Financial Instrument is open, unless they are replaced with other appropriate assets. As a result, the commitment of a large portion of the Fund’s assets to cover obligations under Financial Instruments could impede portfolio management or the Fund’s ability to meet redemption requests or other current obligations.

*Options.* The value of an option position will reflect, among other things, the current market value of the underlying investment, the time remaining until expiration, the relationship of the exercise price to the market price of the underlying investment and general market conditions. Options that expire unexercised have no value. Options currently are traded on the Chicago Board Options Exchange (“CBOE”), the American Stock and Options Exchange (“AMEX”) and other exchanges, as well as the OTC markets.

By buying a call option on a security, the Fund has the right, in return for the premium paid, to buy the security underlying the option at the exercise price. By writing (selling) a call option and receiving a premium, the Fund becomes obligated during the term of the option to deliver securities underlying the option at the exercise price if the option is exercised. The Fund will only write call options on securities it holds in its portfolio (i.e., covered calls). By buying a put option, the Fund has the right, in return for the premium, to sell the security underlying the option at the exercise price. By writing a put option and receiving a premium, the Fund becomes obligated during the term of the option to purchase the securities underlying the option at the exercise price.

Because options premiums paid or received by the Fund are small in relation to the market value of the investments underlying the options, buying and selling put and call options can be more speculative than investing directly in securities.

The Fund may effectively terminate its right or obligation under an option by entering into a closing transaction. For example, the Fund may terminate an obligation under a call option or put option that it has written by purchasing an identical call option or put option. This is known as a closing purchase transaction. Conversely, the Fund may terminate a position in a put or call option it had purchased by writing an identical put or call option. This is known as a closing sale transaction. Closing transactions permit the Fund to realize profits or limit losses on an option position prior to its exercise or expiration.

*Interest Rate Options.* Interest rate options, including interest rate caps and interest rate floors, which can be combined to form interest rate collars, are contracts that entitle the purchaser to pay or receive the amounts, if any, by which a specified market rate exceeds a cap strike interest rate, or falls below a floor strike interest rate, respectively, at specified dates. The Fund may use interest rate options to hedge against anticipated and non-anticipated changes in interest rates on a portfolio wide basis or versus individual securities which may also have interest rate options embedded within the security.

*OTC Options.* Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size and strike price, the terms of OTC options (options not traded on exchanges) generally are established through negotiation with the other party to the option contract. While this type of arrangement allows the Fund great flexibility to tailor the option to its needs, OTC options generally involve greater risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

*Interest Rate Futures Contracts and Options on Interest Rate Futures Contracts.* Bond prices are established in both the cash market and the futures market. In the cash market, bonds are purchased and sold with payment for the full purchase price of the bond being made in cash, generally within five business days after the trade. In the futures market, a contract is made to purchase or sell a bond in the future for a set price on a certain date. Historically, the prices for bonds established in the futures markets have tended to move generally in the aggregate in concert with the cash market prices and have maintained fairly predictable relationships. Accordingly, the Fund may use interest rate futures contracts as a defense, or hedge, against anticipated interest rate changes. The Fund presently could accomplish a similar result to that which it hopes to achieve through the use of interest rate futures contracts by selling bonds with long maturities and investing in bonds with short maturities when interest rates are expected to increase, or conversely, selling bonds with short maturities and investing in bonds with long maturities when interest rates are expected to decline. However, because of the liquidity that is often available in the futures market, the protection is more likely to be achieved, perhaps at a lower cost and without changing the rate of interest being earned by the Fund, through using futures contracts.

Interest rate futures contracts are traded in an auction environment on the floors of several exchanges and must be executed through a futures commission merchant ("FCM"), which is a brokerage firm that is a member of the relevant contract market. Each exchange guarantees performance under contract provisions through a clearing corporation, a nonprofit organization managed by the exchange membership. A public market exists in futures contracts covering various financial instruments including long-term U.S. Treasury Bonds and Notes; GNMA modified pass-through mortgage backed securities; three-month U.S. Treasury Bills; and ninety-day commercial paper. The Fund may also invest in exchange-traded Eurodollar contracts, which are interest rate futures on the forward level of LIBOR. These contracts are generally considered liquid securities and trade on the Chicago Mercantile Exchange. Such Eurodollar contracts are generally used to "lock-in" or hedge the future level of short-term rates. The Fund may trade in any interest rate futures contracts for which there exists a public market, including, without limitation, the foregoing instruments.

*Futures Contracts and Options on Futures Contracts.* A futures contract obligates the seller to deliver (and the purchaser to take delivery of) the specified security on the expiration date of the contract. An index futures contract obligates the seller to deliver (and the purchaser to take) an amount of cash equal to a specific dollar amount times the difference between the value of a specific index at the close of the last trading day of the contract and the price at which the agreement is made. No physical delivery of the underlying securities in the index is made.

When the Fund writes an option on a futures contract, it becomes obligated, in return for the premium received, to assume a position in the futures contract at a specified exercise price at any time during the term of the option. If the Fund writes a call, it assumes a short futures position. If the Fund writes a put, it assumes a long futures position. When the Fund purchases an option on a futures contract, it acquires the right in return for the premium it pays to assume a position in a futures contract (a long position if the option is a call and a short position if the option is a put).

Whether the Fund realizes a gain or loss from futures activities depends upon movements in the underlying security or index. The extent of the Fund's loss from an unhedged short position in futures contracts or from writing unhedged call options on futures contracts is potentially unlimited. The Fund only purchases and sells futures contracts and options on futures contracts that are traded on a U.S. exchange or board of trade.

No price is paid upon entering into a futures contract. Instead, at the inception of a futures contract the Fund is required to deposit "initial margin" that is typically calculated as an amount equal to the volatility in the market value of a contract over a fixed period. Margin also must be deposited when writing a call or put option on a futures contract, in accordance with applicable exchange rules. Unlike margin in securities transactions, initial margin does not represent a borrowing, but rather is in the nature of a performance bond or good-faith deposit that is returned to the Fund at the termination of the transaction if all contractual obligations have been satisfied. Under certain circumstances, such as periods of high volatility, the Fund may be required by an exchange to increase the level of its initial margin payment, and initial margin requirements might be increased generally in the future by regulatory action.

Subsequent "variation margin" payments are made to and from the futures commission merchant daily as the value of the futures position varies, a process known as "marking-to-market." Variation margin does not involve borrowing, but rather represents a daily settlement of the Fund's obligations to or from a futures commission merchant. When the Fund purchases an option on a futures contract, the premium paid plus transaction costs is all that is at risk. In contrast, when the Fund purchases or sell a futures contract or writes a call or put option thereon, it is subject to daily variation margin calls that could be substantial in the event of adverse price movements. If the Fund has insufficient cash to meet daily variation margin requirements, it might need to sell securities at a time when such sales are disadvantageous.

Purchasers and sellers of futures contracts and options on futures can enter into offsetting closing transactions, similar to closing transactions in options, by selling or purchasing, respectively, an instrument identical to the instrument purchased or sold. Positions in futures and options on futures contracts may be closed only on an exchange or board of trade that provides a secondary market. However, there can be no assurance that a liquid secondary market will exist for a particular contract at a particular time. In such event, it may not be possible to close a futures contract or options position.

Under certain circumstances, futures exchanges may establish daily limits on the amount that the price of a futures contract or an option on a futures contract can vary from the previous day's settlement price. Once that limit is reached, no trades may be made that day at a price beyond the limit. Daily price limits do not limit potential losses because prices could move to the daily limit for several consecutive days with little or no trading, thereby preventing liquidation of unfavorable positions.

If the Fund were unable to liquidate a futures contract or an option on a futures position due to the absence of a liquid secondary market or the imposition of price limits, it could incur substantial losses. The Fund would continue to be subject to market risk with respect to the position. In addition, except in the case of purchased options, the Fund would continue to be required to make daily variation margin payments and might be required to maintain cash or liquid assets in an account.

*Risks of Futures Contracts and Options Thereon.* The Fund's use of futures contracts is subject to the risks associated with derivative instruments generally. In addition, a purchase or sale of a futures contract may result in losses to the Fund in excess of the amount the Fund delivered as initial margin. Because of the relatively low margin deposits required, futures trading involves a high degree of leverage; as a result, a relatively small price movement in a futures contract may result in immediate and substantial loss, or gain, to the Fund.

There is a risk of loss by the Fund of its initial and variation margin deposits in the event of bankruptcy of the futures commission merchant ("FCM") with which the Fund has an open position in a futures contract. The assets of the Fund may not be fully protected in the event of the bankruptcy of the FCM or central counterparty because the Fund might be limited to recovering only a pro rata share of all available Fund and margin segregated on behalf of an FCM's customers. If the FCM does not provide accurate reporting, the Fund is also subject to the risk that the FCM could use the Fund's assets, which are held in an omnibus account with assets belonging to the FCM's other customers, to satisfy its own financial obligations or the payment obligations of another customer.

Options on futures contracts trade on the same contract markets as the underlying futures contracts. The writer (seller) of an option on a futures contract becomes contractually obligated to take the opposite futures position if the buyer of the option exercises its rights to the futures position specified in the option. The Fund's use of options on futures contracts is subject to the risks related to derivative instruments generally. In addition, the amount of risk the Fund assumes when it purchases an option on a futures contract is the premium paid for the option plus related transaction costs. The purchase of an option also entails the risk that changes in the value of the underlying futures contract will not be fully reflected in the value of the option purchased.

The ordinary spreads between prices in the cash and futures markets (including the options on futures markets), due to differences in the natures of those markets, are subject to the following factors, which may create distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, investors may close futures contracts through offsetting transactions, which could distort the normal relationships between the cash and futures markets. Second, the liquidity of the futures market depends on participants entering into offsetting transactions rather than making or taking delivery. To the extent participants decide to make or take delivery, liquidity in the futures market could be reduced, thus producing distortion. Third, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market may cause temporary price distortions.

*Combined Positions.* The Fund may purchase and write options in combination with each other. For example, the Fund may purchase a put option and write a call option on the same underlying instrument in order to construct a combined position whose risk and return characteristics are similar to selling a futures contract. Another possible combined position would involve writing a call option at one strike price and buying a call option at a lower price, in order to reduce the risk of the written call option in the event of a substantial price increase. Because combined options positions involve multiple trades, they result in higher transaction costs and may be more difficult to open and close out.

*Swaps Generally.* The Fund may enter into swap contracts. Generally, swap agreements are contracts between the Fund and another party (the swap counterparty) involving the exchange of payments on specified terms over periods ranging from a few days to multiple years. A swap agreement may be negotiated bilaterally and traded OTC between the two parties (for an uncleared swap) or, in some instances, must be transacted through an FCM and cleared through a clearinghouse that serves as a central counterparty (for a cleared swap). The notional amount is the set dollar or other value selected by the parties to use as the basis on which to calculate the obligations that the parties to a swap agreement have agreed to exchange. The parties typically do not actually exchange the notional amount. Instead they agree to exchange the returns that would be earned or realized if the notional amount were invested in given investments or at given rates.

Certain standardized swaps are subject to mandatory central clearing and exchange trading. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and related regulatory developments will ultimately require the clearing and exchange-trading of many OTC derivative instruments that the CFTC and the SEC recently defined as “swaps,” including non-deliverable foreign exchange forwards, OTC foreign exchange options, and swaptions. Mandatory exchange-trading and clearing will take place on a phased-in basis based on the type of market participant, CFTC approval of contracts for central clearing, and public trading facilities making such cleared swaps available to trade. To date, the CFTC has designated only certain of the most common types of credit default index swaps and interest rate swaps as subject to mandatory clearing and certain public trading facilities have made certain of those cleared swaps available to trade, but it is expected that additional categories of swaps will in the future be designated as subject to mandatory clearing and trade execution requirements. Central clearing is intended to reduce counterparty credit risk and increase liquidity, but central clearing does not eliminate these risks and may involve additional costs and risks not involved with uncleared swaps.

*Interest Rate Swaps.* The Fund may enter into interest rate swap contracts. Interest rate swap contracts are contracts in which each party agrees to make a periodic interest payment based on an index or the value of an asset in return for a periodic payment from the other party based on a different index or asset. The purchase of an interest rate floor entitles the purchaser, to the extent that a specified index falls below a predetermined interest rate, to receive payments of interest on a notional principal amount from the party selling such interest rate floor. The purchase of an interest rate cap entitles the purchaser, to the extent that a specified index rises above a predetermined interest rate, to receive payments of interest on a notional principal amount from the party selling such interest rate cap. Like a traditional investment in a debt security, the Fund could lose money by investing in an interest rate swap if interest rates change adversely. For example, if the Fund enters into a swap where it agrees to exchange a floating rate of interest for a fixed rate of interest, the Fund may have to pay more money than it receives. Similarly, if the Fund enters into a swap where it agrees to exchange a fixed rate of interest for a floating rate of interest, the Fund may receive less money than it has agreed to pay.

*Credit Default Swaps.* The Fund may enter into credit default swap agreements. The credit default swap agreement may have as a reference obligation one or more securities that are not currently held by the Fund. The buyer in a credit default swap agreement is obligated to pay the seller a periodic fee, typically expressed in basis points on the principal amount of the underlying obligation (otherwise known as the notional amount), over the term of the agreement in return for a contingent payment upon the occurrence of a credit event with respect to the underlying reference obligation. A credit event is typically a default, restructuring or bankruptcy.

The Fund may be either the buyer or seller in the transaction. As a seller, the Fund receives a fixed rate of income throughout the term of the agreement, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the Fund typically must pay the contingent payment to the buyer, which is typically the par value (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. If the Fund is a buyer and no credit event occurs, the Fund may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value.

Credit default swaps may involve greater risks than if the Fund had invested in the reference obligation directly. Credit default swaps are subject to general market risk, liquidity risk and credit risk. If the Fund is a buyer in a credit default swap agreement and no credit event occurs, then it will lose its investment. In addition, the value of the reference obligation received by the Fund as a seller if a credit event occurs, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value to the Fund.

*Currency Swaps.* In order to protect against currency fluctuations, the Fund may enter into currency swaps. The Fund may also hedge portfolio positions through currency swaps, which are transactions in which one currency is simultaneously bought for a second currency on a spot basis and sold for the second currency on a forward basis. Currency swaps involve the exchange of the rights of the Fund and another party to make or receive payments in specified currencies. Currency swaps usually involve the delivery of the entire principal value of one designated currency in exchange for the other designated currency. Because currency swaps usually involve the delivery of the entire principal value of one designated currency in exchange for the other designated currency, the entire principal value of a currency swap is subject to the risk that the other party to the swap will default on its contractual delivery obligations.

*Comprehensive Swaps Regulation.* The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) and related regulatory developments have imposed comprehensive regulatory requirements on swaps and swap market participants. The regulatory framework includes: (1) registration and regulation of swap dealers and major swap participants; (2) requiring central clearing and execution of standardized swaps; (3) imposing margin requirements on swap transactions; (4) regulating and monitoring swap transactions through position limits and large trader reporting requirements; and (5) imposing record keeping and centralized and public reporting requirements, on an anonymous basis, for most swaps. The CFTC is responsible for the regulation of most swaps. The SEC has jurisdiction over a small segment of the market referred to as “security-based swaps,” which includes swaps on single securities or credits, or narrow-based indices of securities or credits.

*Risks of Swaps.* The Fund’s use of swaps is subject to the risks associated with derivative instruments generally. In addition, because uncleared swaps are typically executed bilaterally with a swap dealer rather than traded on exchanges, uncleared swap participants may not be as protected as participants on organized exchanges. Performance of an uncleared swap agreement is the responsibility only of the swap counterparty and not of any exchange or clearinghouse. As a result, the Fund is subject to the risk that a counterparty will be unable or will refuse to perform under such agreement, including because of the counterparty’s bankruptcy or insolvency.

As noted above, under recent financial reforms, certain types of swaps are, and others eventually are expected to be, required to be cleared through a central counterparty, which may affect counterparty risk and other risks faced by the Fund. Central clearing is designed to reduce counterparty credit risk and increase liquidity compared to uncleared swaps because central clearing interposes the central clearinghouse as the counterparty to each participant’s swap, but it does not eliminate those risks completely and may involve additional costs and risks not involved with uncleared swaps. The Fund is also subject to the risk that, after entering into a cleared swap with an executing broker, no FCM or central counterparty is willing or able to clear the transaction. In such an event, the Fund may be required to break the trade and make an early termination payment to the executing broker.

With respect to cleared swaps, there is also a risk of loss by the Fund of its initial and variation margin deposits in the event of bankruptcy of the FCM with which the Fund has an open position, or the central counterparty in a swap contract. The assets of the Fund may not be fully protected in the event of the bankruptcy of the FCM or central counterparty because the Fund might be limited to recovering only a pro rata share of all available funds and margin segregated on behalf of an FCM's customers. If the FCM does not provide accurate reporting, the Fund is also subject to the risk that the FCM could use the Fund's assets, which are held in an omnibus account with assets belonging to the FCM's other customers, to satisfy its own financial obligations or the payment obligations of another customer to the central counterparty. Credit risk of cleared swap participants is concentrated in a few clearinghouses, and the consequences of insolvency of a clearinghouse are not clear.

*Risks of Potential Government Regulation of Derivatives.* It is possible that additional government regulation of various types of derivative instruments, including futures, options, and swap contracts, may limit or prevent the Fund from using such instruments as part of its investment strategy, and could ultimately prevent the Fund from being able to achieve its investment objective. It is impossible to fully predict the effects of past, present or future legislation and regulation in this area, but the effects could be substantial and adverse. It is possible that legislative and regulatory activity could limit or restrict the ability of the Fund to use certain instruments as part of its investment strategy. Limits or restrictions applicable to the counterparties with which the Fund engages in derivative transactions could also prevent the Fund from using certain instruments.

There is a possibility of future regulatory changes altering, perhaps to a material extent, the nature of an investment in the Fund or the ability of the Fund to continue to implement its investment strategies. The futures, options, and swaps markets are subject to comprehensive statutes, regulations, and margin requirements. In addition, the SEC, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the implementation or reduction of speculative position limits, the implementation of higher margin requirements, the establishment of daily price limits, and the suspension of trading. The regulation of futures, options, and swaps transactions in the U.S. is a rapidly changing area of law and is subject to modification by government action.

New and developing regulation may negatively impact the Fund's ability to meet its investment objective either through limits or requirements imposed on it or upon its counterparties. In particular, any new position limits imposed on the Fund or its counterparties may impact the Fund's ability to invest in futures, options, and swaps in a manner that efficiently meets its investment objective. New requirements, even if not directly applicable to the Fund, including capital requirements and mandatory clearing, may increase the cost of the Fund's investments and cost of doing business, which could adversely affect investors.

*Interest Rate Floors, Caps, and Collars.* The purchase of an interest rate cap entitles the purchaser, to the extent that a specified index exceeds a predetermined interest rate, to receive payment of interest on a notional principal amount from the party selling such interest rate cap. The purchase of an interest rate floor entitles the purchaser, to the extent that a specified index falls below a predetermined interest rate, to receive payments of interest on a notional principal amount from the party selling the interest rate floor. An interest rate collar is the combination of a cap and a floor that preserves a certain return within a predetermined range of interest rates.

**Cash Investments**

The Fund may invest in high-quality, short-term debt securities and money market instruments (“Cash Investments”) for (i) temporary defensive purposes in response to adverse market, economic, or political conditions and (ii) retaining flexibility in meeting redemptions, paying expenses, and identifying and assessing investment opportunities. Cash Investments include shares of other mutual funds, certificates of deposit, bankers’ acceptances, time deposits, savings association obligations, commercial paper, short-term notes (including discount notes), and other obligations.

The Fund may hold a substantial position in Cash Investments for long periods of time, which may result in the Fund not achieving its investment objective. If the market advances during periods when the Fund is holding a large Cash Investment, the Fund may not participate to the extent it would have if the Fund had been more fully invested, and this may result in the Fund not achieving its investment objective during that period. To the extent that the Fund uses a money market fund for its Cash Investment, there will be some duplication of expenses because the Fund would bear its pro rata portion of such money market fund’s advisory fees and operational expenses.

Cash Investments are subject to credit risk and interest rate risk, although to a lesser extent than longer-term debt securities due to Cash Investments’ short-term, significant liquidity, and typical high credit quality.

The Fund may invest in any of the following:

*Money Market Mutual Funds.* Generally, money market mutual funds seek to earn income consistent with the preservation of capital and maintenance of liquidity. They primarily invest in high quality money market obligations, including U.S. government obligations, bank obligations and high-grade corporate instruments. These investments generally mature within 397 days from the date of purchase. An investment in a money market mutual fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any government agency.

To the extent that the Fund invests in money market mutual funds, your cost of investing in the Fund will generally be higher because you will indirectly bear fees and expenses charged by the underlying money market mutual funds in addition to the Fund’s direct fees and expenses. Furthermore, investing in money market mutual funds could affect the timing, amount and character of distributions to you and therefore may increase the amount of taxes payable by you.

*Bank Certificates of Deposit, Bankers' Acceptances and Time Deposits.* The Fund may acquire certificates of deposit, bankers' acceptances and time deposits. Certificates of deposit are negotiable certificates issued against monies deposited in a commercial bank for a definite period of time and earning a specified return. Bankers' acceptances are negotiable drafts or bills of exchange, normally drawn by an importer or exporter to pay for specific merchandise, which are "accepted" by a bank, meaning in effect that the bank unconditionally agrees to pay the face value of the instrument on maturity. Certificates of deposit and bankers' acceptances acquired by the Fund will be dollar-denominated obligations of domestic or foreign banks or financial institutions which at the time of purchase have capital, surplus and undivided profits in excess of \$100 million (including assets of both domestic and foreign branches), based on latest published reports, or less than \$100 million if the principal amount of such bank obligations are fully insured by the U.S. government.

In addition to purchasing certificates of deposit and bankers' acceptances, to the extent permitted under the investment objective and policies stated above and in the Prospectus, the Fund may make interest-bearing time or other interest-bearing deposits in commercial or savings banks. Time deposits are non-negotiable deposits maintained at a banking institution for a specified period of time at a specified interest rate.

*Commercial Paper, Short-Term Notes and Other Corporate Obligations.* The Fund may invest a portion of its assets in commercial paper, short-term notes, and other corporate obligations. Commercial paper consists of unsecured promissory notes issued by corporations. Issues of commercial paper and short-term notes will normally have maturities of less than nine months and fixed rates of return, although such instruments may have maturities of up to one year.

Commercial paper and short-term notes will consist of issues rated at the time of purchase "A2" or higher by S&P, "Prime-1" or "Prime-2" by Moody's, or similarly rated by another nationally recognized statistical rating organization or, if unrated, determined by the Adviser to be of comparable quality.

Corporate obligations include bonds and notes issued by corporations to finance longer-term credit needs than supported by commercial paper. While such obligations generally have maturities of ten years or more, the Fund may purchase corporate obligations which have remaining maturities of one year or less from the date of purchase and which are rated "A" or higher by S&P, "A" or higher by Moody's, similarly rated by another nationally recognized statistical rating organization, or, if unrated, determined by the Adviser to be of comparable quality.

*U.S. Government Obligations.* The Fund may invest in U.S. government obligations. U.S. government obligations include securities issued or guaranteed as to principal and interest by the U.S. government, its agencies or instrumentalities. Treasury bills, the most frequently issued marketable government securities, have a maturity of up to one year and are issued on a discount basis. U.S. government obligations include securities issued or guaranteed by government-sponsored enterprises.

Payment of principal and interest on U.S. government obligations may be backed by the full faith and credit of the United States or may be backed solely by the issuing or guaranteeing agency or instrumentality itself. In the latter case, the investor must look principally to the agency or instrumentality issuing or guaranteeing the obligation for ultimate repayment, which agency or instrumentality may be privately owned. There can be no assurance that the U.S. government would provide financial support to its agencies or instrumentalities, including government-sponsored enterprises, where it is not obligated to do so (see "Agency Obligations," below). In addition, U.S. government obligations are subject to fluctuations in market value due to fluctuations in market interest rates. As a general matter, the value of debt instruments, including U.S. government obligations, declines when market interest rates increase and rises when market interest rates decrease. Certain types of U.S. government obligations are subject to fluctuations in yield or value due to their structure or contract terms.

**Agency Obligations**

The Fund may invest in agency obligations, such as the Export-Import Bank of the United States, Tennessee Valley Authority, Resolution Funding Corporation, Farmers Home Administration, Federal Home Loan Banks, Federal Intermediate Credit Banks, Federal Farm Credit Banks, Federal Land Banks, Federal Housing Administration, Government National Mortgage Association ("GNMA"), commonly known as "Ginnie Mae," Federal National Mortgage Association ("FNMA"), commonly known as "Fannie Mae," Federal Home Loan Mortgage Corporation ("FHLMC"), commonly known as "Freddie Mac," and the Student Loan Marketing Association ("SLMA"), commonly known as "Sallie Mae." Some, such as those of the Export-Import Bank of United States, are supported only by the right of the issuer to borrow from the Treasury; others, such as those of the FNMA and FHLMC, are supported by only the discretionary authority of the U.S. government to purchase the agency's obligations; still others, such as those of the SLMA, are supported only by the credit of the instrumentality. No assurance can be given that the U.S. government would provide financial support to U.S. government-sponsored instrumentalities because they are not obligated by law to do so. As a result, there is a risk that these entities will default on a financial obligation. For instance, in September 2008, at the direction of the U.S. Treasury, FNMA and FHLMC were placed into conservatorship under the Federal Housing Finance Agency ("FHFA"), a newly created independent regulator.

## Repurchase Agreements

The Fund may enter into repurchase agreements. Under such agreements, the Fund agrees to purchase U.S. government obligations from a counterparty and the counterparty agrees to repurchase the securities at a mutually agreed upon time and price. The repurchase price may be higher than the purchase price, the difference being income to the Fund, or the purchase and repurchase prices may be the same, with interest at a stated rate due to the Fund together with the repurchase price on repurchase. In either case, the income to the Fund is unrelated to the interest rate on the security itself. Such repurchase agreements will be made only with banks with assets of \$500 million or more that are insured by the Federal Deposit Insurance Corporation or with government securities dealers recognized by the Federal Reserve Board and registered as broker-dealers with the SEC or exempt from such registration. The Fund will generally enter into repurchase agreements of short durations, from overnight to one week, although the underlying securities generally have longer maturities. The Fund may not enter into a repurchase agreement with more than seven days to maturity if, as a result, more than 15% of the value of the Fund's net assets would be invested in illiquid investments including such repurchase agreements. To the extent necessary to facilitate compliance with Section 12(d)(3) of the 1940 Act and Rule 12d3-1 promulgated thereunder, the Fund will ensure that repurchase agreements will be collateralized fully to the extent required by Rule 5b-3.

For purposes of the 1940 Act, a repurchase agreement is deemed to be a loan from the Fund to the seller of the U.S. government obligations that are subject to the repurchase agreement. It is not clear whether a court would consider the U.S. government obligations to be acquired by the Fund subject to a repurchase agreement as being owned by the Fund or as being collateral for a loan by the Fund to the seller. In the event of the commencement of bankruptcy or insolvency proceedings with respect to the seller of the U.S. government obligations before its repurchase under a repurchase agreement, the Fund could encounter delays and incur costs before being able to sell the underlying U.S. government obligations. Delays may involve loss of interest or a decline in price of the U.S. government obligations. If a court characterizes the transaction as a loan and the Fund has not perfected a security interest in the U.S. government obligations, the Fund may be required to return the securities to the seller's estate and be treated as an unsecured creditor of the seller. As an unsecured creditor, the Fund would be at the risk of losing some or all of the principal and income involved in the transaction. As with any unsecured debt instrument purchased for the Fund, the Adviser seeks to minimize the risk of loss through repurchase agreements by analyzing the creditworthiness of the other party, in this case the seller of the U.S. government security.

Apart from the risk of bankruptcy or insolvency proceedings, there is also the risk that the seller may fail to repurchase the U.S. government obligations. However, the Fund will always receive as collateral for any repurchase agreement to which it is a party securities acceptable to the Adviser, the market value of which is equal to at least 100% of the repurchase price, and the Fund will make payment against such securities only upon physical delivery or evidence of book entry transfer to the account of its Custodian. If the market value of the U.S. government obligations subject to the repurchase agreement become less than the repurchase price (including interest), the Fund will direct the seller of the U.S. government obligations to deliver additional securities so that the market value of all securities subject to the repurchase agreement will equal or exceed the repurchase price. It is possible that the Fund could be unsuccessful in seeking to enforce on the seller a contractual obligation to deliver additional securities.

**Reverse Repurchase Agreements**

The Fund may enter into reverse repurchase agreements for temporary purposes with banks and securities dealers if the creditworthiness of the bank or securities dealer has been determined by the Adviser to be satisfactory. A reverse repurchase agreement is a repurchase agreement in which the Fund is the seller of, rather than the investor in, securities and agrees to repurchase them at an agreed-upon time and price. Use of a reverse repurchase agreement may be preferable to a regular sale and later repurchase of securities because it avoids certain market risks and transaction costs.

At the time when the Fund enters into a reverse repurchase agreement, liquid assets (such as cash, U.S. government securities or other “high-grade” debt obligations) of the Fund’s having a value at least as great as the purchase price of the securities to be purchased will be segregated on the Fund’s books and held by the Custodian throughout the period of the obligation. Reverse repurchase agreements are considered a form of borrowing and the use of reverse repurchase agreements by the Fund creates leverage which increases its investment risk. If the income and gains on securities purchased with the proceeds of these transactions exceed the cost, the Fund’s earnings or NAV will increase faster than otherwise would be the case; conversely, if the income and gains fail to exceed the cost, earnings or NAV would decline faster than otherwise would be the case. The Fund intends to enter into reverse repurchase agreements only if the income from the investment of the proceeds is expected to be greater than the expense of the transaction, because the proceeds are invested for a period no longer than the term of the reverse repurchase agreement.

**Borrowing**

The Fund may borrow money from banks in amounts of up to one-third of the Fund’s total assets (including the amount borrowed) less liabilities (other than borrowings). Any such borrowing that comes to exceed this amount will be reduced within three days (not including Sundays and holidays) to the extent necessary to comply with the one-third limitation.

In addition, the Fund is authorized to borrow money from time to time for temporary, extraordinary or emergency purposes, including addressing liquidity concerns or meeting redemption requests, or for clearance of transactions. The use of borrowing by the Fund involves special risk considerations that may not be associated with other funds having similar objectives and policies. Because substantially all of the Fund's assets fluctuate in value, while the interest obligation resulting from a borrowing will be fixed by the terms of the Fund's agreement with its lender, the NAV per share of the Fund will tend to increase more when its portfolio securities increase in value and to decrease more when its portfolio assets decrease in value than would otherwise be the case if the Fund did not borrow funds. In addition, interest costs on borrowings may fluctuate with changing market rates of interest and may partially offset or exceed the return earned on borrowed funds. Under adverse market conditions, the Fund might have to sell portfolio securities to meet interest or principal payments at a time when fundamental investment considerations would not favor such sales.

**Cybersecurity Risk**

The Fund, like all companies, may be susceptible to operational and information security risks. Cybersecurity failures or breaches of the Fund or its service providers or the issuers of securities in which the Fund invests have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability of Fund shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. The Fund and their shareholders could be negatively impacted as a result.

**Fundamental and Non-Fundamental Investment Limitations**

The Trust (on behalf of the Fund) has adopted the following restrictions as fundamental policies, which may not be changed without the favorable "vote of the holders of a majority of the outstanding voting securities" of the Fund, as defined under the 1940 Act. Under the 1940 Act, the "vote of the holders of a majority of the outstanding voting securities" means the vote of the holders of the lesser of (i) 67% of the shares of the Fund represented at a meeting at which the holders of more than 50% of its outstanding shares are represented; or (ii) more than 50% of the outstanding shares of the Fund.

The Fund may not:

1. Issue senior securities, borrow money or pledge its assets, except that (i) the Fund may borrow from banks in amounts not exceeding one-third of its total assets (including the amount borrowed) less liabilities (other than borrowings); and (ii) this restriction shall not prohibit the Fund from engaging in options transactions, reverse repurchase agreements, purchasing securities on a when-issued, delayed delivery or forward delivery basis or short sales in accordance with its objectives and strategies;
2. Underwrite the securities of other issuers (except that the Fund may engage in transactions involving the acquisition, disposition or resale of its portfolio securities under circumstances where it may be considered to be an underwriter under the 1933 Act);

3. Purchase or sell real estate or interests in real estate, unless acquired as a result of ownership of securities (although the Fund may purchase and sell securities which are secured by real estate and securities of companies that invest or deal in real estate, including REITs);
4. Purchase or sell physical commodities or commodities contracts, unless acquired as a result of ownership of securities or other instruments, and provided that this restriction does not prevent the Fund from engaging in transactions involving currencies and futures contracts and options thereon or investing in securities or other instruments that are secured by physical commodities;
5. Make loans of money (except for the lending of the Fund's portfolio securities, repurchase agreements and purchases of debt securities consistent with the investment policies of the Fund); or
6. Invest 25% or more of the Fund's total assets in any particular industry or group of industries, except that the Fund will concentrate its assets in industries represented by Energy Transition Companies.<sup>1</sup> The foregoing does not apply to securities issued or guaranteed by the U.S. government, its agencies or instrumentalities.

The following are the non-fundamental investment restrictions for the Fund. These restrictions can be changed by the Board, but the change will only be effective after prior written notice is given to Fund shareholders.

#### *The Fund*

1. Under normal circumstances, the Fund will invest at least 80% of its total assets in equity securities of energy transition companies, which consist of companies (i) deriving at least 50% of their revenues or profit from or devoting at least 50% of their assets to activities in electrification, clean transportation, industrial and building efficiency, environment or other activities related to decarbonization associated with the energy transition, and in particular, opportunities from changes in the way energy is produced and consumed globally, or (ii) investing a significant portion of their capital expenditures in global energy transition activities with the intention of such activities becoming a significant part of their business.
2. Under normal circumstances, the Fund may invest up to 15% of its net assets in illiquid investments. An illiquid investment is any investment that the Fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment, as determined pursuant to the provisions of Rule 22e-4 under the 1940 Act.
3. Under normal circumstances, the Fund will invest at least 40% of its assets in foreign securities, which the Sub-Adviser considers to be companies organized outside of the United States, whose

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<sup>1</sup> Although not part of the Fund's fundamental investment restriction, for illustration purposes, Energy Transition Companies currently includes the following industries: technology, industrials, utilities, power, energy, chemicals, basic materials, infrastructure, consumer electronics, waste, water, transportation, automotive, and semiconductors.

principal listing exchange is outside the United States, or who derive a significant portion of their revenue or profits outside the United States.

4. The Fund will not at any time take legal or management control of any issuer in which it invests.
5. The Fund will not invest in unlisted equity investments.
6. The Fund will not write uncovered options.

**Percentage Limitations**

The Fund's compliance with its investment policies and limitations on certain investment percentages will be determined immediately after and as a result of the Fund's acquisition of such security or other asset. Accordingly, except with respect to borrowing for leverage or investing in illiquid investments, any subsequent change in values, net assets or other circumstances will not be considered when determining whether an investment complies with the Fund's investment policies and limitations on certain investment percentages. If a percentage or rating restriction on investment or use of assets set forth herein or in the Prospectus is adhered to at the time a transaction is effected, later changes in percentage resulting from any cause other than actions by the Fund will not be considered a violation. If at any time the Fund's illiquid investments are greater than 15% of its net assets, the Fund will determine how to remediate the excess illiquid investments in accordance with the 1940 Act and the Fund's policies and procedures. In addition, if a bankruptcy or other extraordinary event occurs concerning a particular investment by the Fund, the Fund may receive stock, real estate or other investments that the Fund would not, or could not, buy. If this happens, the Fund will sell such investments as soon as practicable while trying to maximize the return to its shareholders. With respect to borrowing, if at any time the Fund's borrowings exceed one-third of its total assets (including the amount borrowed) less liabilities (other than borrowings), such borrowings will be reduced within three days, (not including Sundays and holidays) or such longer period as may be permitted by the 1940 Act, to the extent necessary to comply with the one-third limitation.

## Management of the Fund

### Board of Trustees

The management and affairs of the Fund are supervised by the Board. The Board consists of four individuals. The Trustees are fiduciaries and are governed by the laws of the State of Delaware in this regard. The Board establishes policies for the operation of the Fund and appoints the officers who conduct the daily business of the Fund.

### The Role of the Board

The Board provides oversight of the management and operations of the Trust. Like all mutual funds, the day-to-day responsibility for the management and operation of the Trust is the responsibility of various service providers to the Trust and its individual series, such as the Adviser; Quasar Distributors, LLC, the Fund's principal underwriter (the "Distributor"); U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services, the Fund's administrator (the "Administrator") and transfer agent (the "Transfer Agent"); and U.S. Bank, N.A., the Fund's Custodian, each of whom are discussed in greater detail in this SAI. The Board approves all significant agreements between the Trust and its service providers, including the agreements with the Adviser, Distributor, Administrator, Custodian and Transfer Agent. The Board has appointed various individuals of certain of these service providers as officers of the Trust, with responsibility to monitor and report to the Board on the Trust's day-to-day operations. In conducting this oversight, the Board receives regular reports from these officers and service providers regarding the Trust's operations. The Board has appointed a Chief Compliance Officer ("CCO") who reports directly to the Board and who administers the Trust's compliance program and regularly reports to the Board as to compliance matters, including an annual compliance review. Some of these reports are provided as part of formal Board Meetings, which are held four times per year, in person, and such other times as the Board determines is necessary, and involve the Board's review of recent Trust operations. From time to time one or more members of the Board may also meet with Trust officers in less formal settings, between formal Board Meetings to discuss various topics. In all cases, however, the role of the Board and of any individual Trustee is one of oversight and not of management of the day-to-day affairs of the Trust and its oversight role does not make the Board a guarantor of the Trust's investments, operations or activities.

**Board Leadership Structure**

The Board has structured itself in a manner that it believes allows it to effectively perform its oversight function. The Board is comprised of four Trustees that are not considered to be “interested persons,” of the Trust, as defined by the 1940 Act (“Independent Trustees”) – Messrs. David A. Massart, Leonard M. Rush, David M. Swanson and Mr. Robert J. Kern. Accordingly, 100% of the members of the Board are Independent Trustees, who are Trustees that are not affiliated with any investment adviser to the Trust or their respective affiliates or other service providers to the Trust or any Trust series. Prior to July 6, 2020, Mr. Kern was considered an “interested person” of the Trust as defined in the 1940 Act (“Interested Trustee”). He was considered an Interested Trustee by virtue of the fact that he had served as a board member of Quasar Distributors, LLC, which acts as principal underwriter to many of the Trust’s underlying funds and had been an Executive Vice President of the Administrator. The Board has established three standing committees, an Audit Committee, a Nominating & Governance Committee and a Valuation Committee, which are discussed in greater detail under “Board Committees” below. Each of the Audit Committee and the Nominating & Governance Committee are comprised entirely of Independent Trustees. The Independent Trustees have engaged independent counsel to advise them on matters relating to their responsibilities in connection with the Trust, as well as the Fund.

The Independent Trustees have appointed Leonard M. Rush as Chairman. Prior to July 6, 2020, Mr. Kern served as Chairman of the Trust and Mr. Rush served as lead Independent Trustee with responsibilities to coordinate activities of the Independent Trustees, act as a liaison with the Trust’s service providers, officers, legal counsel, and other Trustees between meetings, help to set Board meeting agendas, and serve as chair during executive sessions of the Independent Trustees.

In accordance with the fund governance standards prescribed by the SEC under the 1940 Act, the Independent Trustees on the Nominating & Governance Committee select and nominate all candidates for Independent Trustee positions. Each Trustee was appointed to serve on the Board because of his experience, qualifications, attributes and skills as set forth in the subsection “Trustee Qualifications” below.

The Board reviews its structure regularly in light of the characteristics and circumstances of the Trust, including: the affiliated or unaffiliated nature of each investment adviser; the number of funds that comprise the Trust; the variety of asset classes that those funds reflect; the net assets of the Trust; the committee structure of the Trust; and the independent distribution arrangements of each of the Trust’s underlying funds.

The Board has determined that the appointment of a lead Independent Trustee and the function and composition of the Audit Committee and the Nominating & Governance Committee are appropriate means to address any potential conflicts of interest that may arise from the Chairman’s status as an Interested Trustee. In addition, the inclusion of all Independent Trustees as members of the Audit Committee and the Nominating & Governance Committee allows all such Trustees to participate in the full range of the Board’s oversight duties, including oversight of risk management processes discussed below. Given the composition of the Board and the function and composition of its various committees as described above, the Trust has determined that the Board’s leadership structure is appropriate.

**Board Oversight of Risk Management**

As part of its oversight function, the Board receives and reviews various risk management reports and assessments and discusses these matters with appropriate management and other personnel, including personnel of the Trust’s service providers. Because risk management is a broad concept comprised of many elements (such as, for example, investment risk, issuer and counter-party risk, compliance risk, operational risk, business continuity risk, etc.) the oversight of different types of risks is handled in different ways. For example, the CCO regularly reports to the Board during Board Meetings and meets in executive session with the Independent Trustees and their legal counsel to discuss compliance and operational risks. In addition, Mr. Rush, the Independent Trustee designated as the Audit Committee’s “audit committee financial expert” meets with the President, Treasurer and the Fund’s independent registered public accounting firm to discuss, among other things, the internal control structure of the Fund’s financial reporting function. The full Board receives reports from the investment advisers to the underlying series as to investment risks.

**Trustees and Officers**

The Trustees and officers of the Trust are listed below with their addresses, present positions with the Trust and principal occupations over at least the last five years.

Name, Address and Year of Birth	Position(s) Held with the Trust	Term of Office and Length of Time Served	Number of Portfolios in Trust Overseen by Trustee	Principal Occupation(s) During the Past Five Years	Other Directorships Held by Trustee During the Past Five Years
<i>Independent Trustees</i>					
Leonard M. Rush, CPA 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1946	Chairman, Trustee and Audit Committee Chairman	Indefinite Term; Since April 2011	37	Retired, Chief Financial Officer, Robert W. Baird & Co. Incorporated (2000-2011).	Independent Trustee, ETF Series Solutions (50 Portfolios) (2012-Present).

David A. Massart 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1967	Trustee	Indefinite Term; Since April 2011	37	Co-Founder and Chief Investment Strategist, Next Generation Wealth Management, Inc. (2005-present).	Independent Trustee, ETF Series Solutions (50 Portfolios) (2012-Present).
David M. Swanson 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1957	Trustee and Nominating & Governance Committee Chairman	Indefinite Term; Since April 2011	37	Founder and Managing Partner, SwanDog Strategic Marketing, LLC (2006-present); Executive Vice President, Calamos Investments (2004-2006).	Independent Trustee, ALPS Variable Investment Trust (10 Portfolios) (2006-Present); Independent Trustee, RiverNorth Opportunities Closed-End Fund (2015-Present).
Robert J. Kern 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1958	Trustee	Indefinite Term; Since January 2011	37	Retired; Executive Vice President, U.S. Bancorp Fund Services, LLC (1994-2018).	None
<b>Officers</b>					
Brian. R. Wiedmeyer 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1973	President and Principal Executive Officer	Indefinite Term, Since November 2018	N/A	Vice President, U.S. Bancorp Fund Services, LLC (2005 -present).	N/A
Deborah Ward 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1966	Vice President, Chief Compliance Officer and Anti-Money Laundering Officer	Indefinite Term; Since April 2013	N/A	Senior Vice President, U.S. Bancorp Fund Services, LLC (2004-present).	N/A
Benjamin Eirich 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1981	Treasurer, Principal Financial Officer and Vice President	Indefinite Term; Since August 2019 (Treasurer); Indefinite Term; Since November 2018 (Vice President)	N/A	Assistant Vice President, U.S. Bancorp Fund Services, LLC (2008-present).	N/A

Joseph Destache, 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1991	Secretary	Indefinite Term; Since March 2021	N/A	Assistant Vice President, U.S. Bancorp Fund Services, LLC (2019-present); Regulatory Administration Intern, U.S. Bancorp Fund Services, LLC (2018–2019); Law Student (2016–2019).	N/A
Douglas Schafer 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1970	Assistant Treasurer and Vice President	Indefinite Term; Since May 2016 (Assistant Treasurer); Since November 2018 (Vice President)	N/A	Assistant Vice President, U.S. Bancorp Fund Services, LLC (2002-present).	N/A
Michael J. Cyr II, CPA 615 E. Michigan St. Milwaukee, WI 53202 Year of Birth: 1992	Assistant Treasurer and Vice President	Indefinite Term; Since August 2019	N/A	Officer, U.S. Bancorp Fund Services, LLC (2013-present)	N/A

### Trustee Qualifications

The Board believes that each of the Trustees has the qualifications, experience, attributes and skills appropriate to their continued service as Trustees of the Trust in light of the Trust’s business and structure. The Trustees have substantial business and professional backgrounds that indicate they have the ability to critically review, evaluate and assess information provided to them. Certain of these business and professional experiences are set forth in detail in the table above. In addition, the Trustees have substantial board experience and, in their service to the Trust, have gained substantial insight as to the operation of the Trust. The Board annually conducts a “self-assessment” wherein the effectiveness of the Board and the individual Trustees is reviewed.

In addition to the information provided in the table above, below is certain additional information concerning each individual Trustee. The information provided below, and in the table above, is not all-inclusive. Many of the Trustees’ qualifications to serve on the Board involve intangible elements, such as intelligence, integrity, work ethic, the ability to work together, the ability to communicate effectively, the ability to exercise judgment, the ability to ask incisive questions, and commitment to shareholder interests.

Mr. Kern’s trustee attributes include substantial industry experience, including his 35 years of service with U.S. Bancorp Fund Services, LLC (the fund accountant (“Fund Accountant”), Administrator and Transfer Agent to the Trust) where he managed business development and the mutual fund transfer agent operation including investor services, account services, legal compliance, document processing and systems support. He also served as a board member of U.S. Bancorp Fund Services, LLC. The Board believes Mr. Kern’s experience, qualifications, attributes and skills on an individual basis and in combination with those of the other Trustees lead to the conclusion that he possesses the requisite skills and attributes as a Trustee to carry out oversight responsibilities with respect to the Trust.

Mr. Massart’s trustee attributes include substantial industry experience, including over two decades working with high net worth individuals, families, trusts and retirement accounts to make strategic and tactical asset allocation decisions, evaluate and select investment managers and manage client relationships. He is currently the Chief Investment Strategist and lead member of the investment management committee of the SEC registered investment advisory firm he co-founded. Previously, he served as Managing Director of Strong Private Client and as a Manager of Wells Fargo Investments, LLC. The Board believes Mr. Massart’s experience, qualifications, attributes and skills on an individual basis and in combination with those of the other Trustees lead to the conclusion that he possesses the requisite skills and attributes as a Trustee to carry out oversight responsibilities with respect to the Trust.

Mr. Rush’s trustee attributes include substantial industry experience, including serving in several different senior executive roles at various global financial services firms. He most recently served as Managing Director and Chief Financial Officer of Robert W. Baird & Co. Incorporated and several other affiliated entities and served as the Treasurer for Baird Funds. He also served as the Chief Financial Officer for Fidelity Investments’ four broker-dealers and has substantial experience with mutual fund and investment advisory organizations and related businesses, including Vice President and Head of Compliance for Fidelity Investments, a Vice President at Credit Suisse First Boston, a Manager with Goldman Sachs, & Co. and a Senior Manager with Deloitte & Touche. Mr. Rush has been determined to qualify as an Audit Committee Financial Expert for the Trust. The Board believes Mr. Rush’s experience, qualifications, attributes and skills on an individual basis and in combination with those of the other Trustees lead to the conclusion that he possesses the requisite skills and attributes as a Trustee and as the lead Independent Trustee to carry out oversight responsibilities with respect to the Trust.

Mr. Swanson’s trustee attributes include substantial industry experience, including 38 years of senior management and marketing experience with over 30 years dedicated to the financial services industry. He is currently the Founder and Managing Principal of a marketing strategy boutique serving asset and wealth management businesses. He has also served as Chief Operating Officer and Chief Marketing Officer of Van Kampen Investments, President and Chief Executive Officer of Scudder, Stevens & Clark, Canada, Ltd., Managing Director and Head of Global Investment Products at Morgan Stanley, Director of Marketing for Morgan Stanley Mutual Funds, Director of Marketing for Kemper Funds, and Executive Vice President and Head of Distribution for Calamos Investments. The Board believes Mr. Swanson’s experience, qualifications, attributes and skills on an individual basis and in combination with those of the other Trustees lead to the conclusion that he possesses the requisite skills and attributes as a Trustee to carry out oversight responsibilities with respect to the Trust.

The discussion of the Trustees’ experience and qualifications is pursuant to SEC requirements, does not constitute holding out the Board or any Trustee as having special expertise, and shall not impose any greater responsibility or liability on any such Trustee or the Board by reason thereof.

**Trustee and Management Ownership of Fund Shares**

The following table shows the dollar range of Fund shares and shares in other portfolios of the Trust beneficially owned by the Trustees as of the calendar year ended December 31, 2020.

Name	Dollar Range of Fund Shares Beneficially Owned (None, \$1-\$10,000, \$10,001-\$50,000, \$50,001-\$100,000, Over \$100,000)	
	The Fund	Aggregate Dollar Range of Shares in the Trust
Leonard M. Rush	None	\$10,001-50,000
David A. Massart	None	None
David M. Swanson	None	\$50,001-\$100,000
Robert J. Kern	None	None

As of August 31, 2021, the Trustees and Officers of the Trust as a group owned less than 1% of the outstanding shares of any Fund in the Trust.

## **Board Committees**

*Audit Committee.* The Trust has an Audit Committee, which is comprised of the Independent Trustees. The Audit Committee reviews financial statements and other audit-related matters for the Fund. The Audit Committee also holds discussions with management and with the Fund's independent registered public accounting firm concerning the scope of the audit and the auditor's independence.

*Nominating & Governance Committee.* The Trust has a Nominating & Governance Committee, which is comprised of the Independent Trustees. The Nominating & Governance Committee is responsible for seeking and reviewing candidates for consideration as nominees for the position of trustee and meets only as necessary.

The Nominating & Governance Committee will consider nominees recommended by shareholders for vacancies on the Board. Recommendations for consideration by the Nominating & Governance Committee should be sent to the President of the Trust in writing together with the appropriate biographical information concerning each such proposed nominee, and such recommendation must comply with the notice provisions set forth in the Trust's Bylaws. In general, to comply with such procedures, such nominations, together with all required information, must be delivered to and received by the President of the Trust at the principal executive office of the Trust not later than 120 days, and no more than 150 days, prior to the shareholder meeting at which any such nominee would be voted on. Shareholder recommendations for nominations to the Board will be accepted on an ongoing basis. The Nominating & Governance Committee's procedures with respect to reviewing shareholder nominations will be disclosed as required by applicable securities laws.

*Valuation Committee.* The Trust has a Valuation Committee. The Board has delegated day-to-day valuation issues to the Valuation Committee that is comprised of certain officers of the Trust. Although the Valuation Committee is not a Committee of the Board (i.e., no Trustee is a member of the Valuation Committee), the Valuation Committee's membership is appointed by the Board and its charter and applicable procedures are approved by the Board. The Valuation Committee is responsible for the following: (1) monitoring the valuation of Fund securities and other investments; and (2) as required, when the Board is not in session, determining the fair value of illiquid investments and other holdings after consideration of all relevant factors, which determinations are reported to the Board. The Valuation Committee is comprised of the Trust's President, Treasurer and Assistant Treasurers. The Valuation Committee meets as necessary when a price for a portfolio security is not readily available.

## Trustee Compensation

Prior to January 1, 2021, the Trustees received an annual retainer of \$95,000 per calendar year, the Chairman of the Audit Committee receives additional compensation of \$14,000, the Chairman of the Nominating & Governance Committee receives additional compensation of \$8,000. The Chairman and Lead Independent Trustee receives of \$12,000. The Trustees continue to receive \$5,000 for regularly scheduled meetings and \$2,500 for additional meetings. Effective January 1, 2021, the Trustees will receive an annual retainer of \$105,000. All other compensation will remain unchanged relative to the 2020 calendar year.

The following table sets forth the estimated compensation expected to be received by the Trustees for the fiscal year ended November 30, 2021.

<b>Name of Person/Position</b>	<b>Aggregate Compensation from the Fund<sup>1</sup></b>	<b>Pension or Retirement Benefits Accrued as Part of Fund Expenses</b>	<b>Estimated Annual Benefits Upon Retirement</b>	<b>Total Compensation from the Funds and the Trust<sup>2</sup></b>
Leonard M. Rush, Lead Independent Trustee and Audit Committee Chairman	\$1,148	None	None	\$37,875
David A. Massart, Independent Trustee	\$947	None	None	\$31,250
David M. Swanson, Independent Trustee and Nominating & Governance Committee Chairman	\$1,008	None	None	\$33,250
Robert J. Kern, Independent Trustee	\$947	None	None	\$31,250

1 Trustee fees and expenses are allocated among the Funds and any other series comprising the Trust.

2 The Trust includes other series in addition to the Funds.

## Control Persons and Principal Shareholders

A principal shareholder is any person who owns of record or beneficially 5% or more of the outstanding shares of the Fund. A control person is one who owns beneficially or through controlled companies more than 25% of the voting securities of the Fund or acknowledges the existence of control. A controlling person possesses the ability to control the outcome of matters submitted for shareholder vote by the Fund. As of the date of this SAI, there were no principal shareholders or control persons.

### **Investment Adviser**

Investment advisory services are provided to the Funds by TCA Advisors, a SEC registered investment adviser, pursuant to an investment advisory agreement (the "Advisory Agreement"). The Adviser specializes in investing in essential asset companies across the energy value chain, including energy infrastructure. As of August 31, 2021, the Adviser managed investments of approximately \$6.8 billion, including the assets of publicly traded closed-end funds, open-end funds and private accounts.

Pursuant to the Advisory Agreement, the Adviser provides the Fund with investment research and advice and furnishes the Fund with an investment program consistent with the Fund's investment objective and policies, subject to the supervision of the Board. The Adviser maintains books and records with respect to the securities transactions, and reports to the Board on the Fund's investments and performance. The Board will have sole responsibility for selecting, evaluating the performance of, and replacing as necessary any of the service providers to the Fund, including the Adviser.

The Adviser is indirectly controlled by Lovell Minnick Partners LLC ("Lovell Minnick"). The Adviser is an indirect wholly owned subsidiary of TortoiseEcofin Investments, LLC ("TortoiseEcofin Investments"), a company that owns essential asset and income-oriented investment advisers. A vehicle formed by Lovell Minnick and owned by certain private funds sponsored by Lovell Minnick and a group of institutional co-investors owns a controlling interest in TortoiseEcofin Investments. Certain employees of the Adviser own an indirect minority interest in the Adviser. TIS Advisors, an affiliate of the Adviser, serves as investment adviser to three other series of the Trust.

After an initial two-year period, the Advisory Agreement will continue in effect from year to year, only if such continuance is specifically approved at least annually by: (i) the Board or the vote of a majority of the outstanding voting securities of the Fund; and (ii) the vote of a majority of the Independent Trustees, cast in person at a meeting called for the purpose of voting on such approval. The Advisory Agreement is terminable without penalty by the Trust, on behalf of the Fund, upon 60 days' written notice to the Adviser, when authorized by either: (i) a majority vote of the Fund's shareholders; or (ii) by a vote of a majority of the Board. The Advisory Agreement is also terminable without penalty by the Adviser upon 60 days' written notice to the Trust. The Advisory Agreement will automatically terminate in the event of its "assignment," as defined under the 1940 Act. The Advisory Agreement provides that the Adviser under such agreement shall not be liable for any error of judgment or mistake of law or for any loss arising out of any investment or for any act or omission in the execution of portfolio transactions for the Fund, except for willful misfeasance, bad faith or negligence in the performance of its duties, or by reason of reckless disregard of its obligations and duties thereunder.

In consideration of the investment advisory services provided by the Adviser pursuant to the Advisory Agreement, the Adviser is entitled to receive from the Fund a management fee, as specified in the Prospectus. However, the Adviser may voluntarily agree to reduce the management fees payable to it on a month-to-month basis, including additional fees above and beyond any contractual agreement the Adviser may have to reduce management fees and/or reimburse Fund expenses.

*Fund Expenses.* The Fund is responsible for its own operating expenses. Pursuant to an Operating Expenses Limitation Agreement between the Adviser and the Trust, on behalf of the Fund, the Adviser has agreed to reimburse the Fund for its operating expenses, as specified in the Prospectus. Expenses reimbursed by the Adviser may be recouped by the Adviser for a period of 36 months following the month during which such expense reimbursement was made, if such recoupment can be achieved without exceeding the expense limit in effect at the time the reimbursement occurred and at the time of the recoupment. The Operating Expenses Limitation Agreement will be in effect and cannot be terminated through October 15, 2022.

The Fund has not yet commenced operations as of the date of this SAI; therefore, the Fund has not paid any management fees to the Adviser.

**Investment Sub-Adviser**

The Adviser has engaged Ecofin Advisors Limited to serve as the Fund's Sub-Adviser. Prior to July 8, 2020, the Sub-Adviser was named Tortoise Advisors UK Limited. Pursuant to a sub-advisory agreement (the Sub-Advisory Agreement"), the Sub-Adviser and their portfolio managers identified below are responsible for the day-to-day management of the Ecofin Global Energy Transition Fund's portfolio, including the purchase, retention, and sale of securities, subject to the supervision of the Adviser.

The Sub-Adviser is located at 15 Buckingham Street Burdett House, London, WC2N 6DU United Kingdom. The Sub-Adviser is an SEC-registered investment adviser with assets over \$988 million under management as of August 31, 2021.

The Adviser compensates the Sub-Adviser on a quarterly basis out of the advisory fee that the Adviser receives from the Fund. A discussion regarding the basis for the Board's approval of the Advisory Agreement and Sub-Advisory Agreement will be available in the Fund's annual report to shareholders for the period ended November 30, 2021.

*License Agreement.* Pursuant to the Advisory Agreement, the Adviser has consented to the Fund's use on a non-exclusive, royalty-free basis, of the name "Ecofin" in its name. The Fund will have the right to use the "Ecofin" name and the related logo so long as the Adviser or one of its approved affiliates remains the Fund's investment adviser. Other than with respect to this limited right, the Fund will have no legal right to the "Ecofin" name. This right will remain in effect for so long as the Advisory Agreement with the Adviser is in effect and will automatically terminate if the Advisory Agreement were to terminate for any reason, including upon its assignment.

**Portfolio Managers**

Primary responsibility for the day-to-day management of the Fund's portfolio is the joint responsibility of a team of portfolio managers consisting of Matthew Breidert and Max Slee.

The following table provides information regarding other accounts, excluding the Funds, managed by the portfolio managers, including information regarding the number of managed accounts that pay a performance fee, as of August 31, 2021:

Name of Manager	Account Category	# of Accounts	Total Assets of Accounts	# of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
Matthew Breidert	Registered investment companies	1	\$114,169,807	0	0
	Other pooled investment vehicles	3	\$247,438,896	2	\$177,983,523
	Other Accounts	1	\$1,883,291	0	0
Max Slee	Registered investment companies	1	\$114,169,807	0	0
	Other pooled investment vehicles	2	\$177,983,523	2	\$177,983,523
	Other Accounts	0	0	0	0

Conflicts of interest may arise because the portfolio managers generally will be carrying on substantial investment activities for other clients in which the Fund will have no interest. The portfolio managers must allocate time and investment ideas across multiple accounts. Trades may be executed for some accounts that may adversely impact the value of securities held by other accounts. Conflicts of interest arise from the fact that a related person of the Adviser has an interest in other accounts, similar to a general partner interest in a partnership, for which the Adviser also serves as manager. Conflicts of interest also arise from the fact that another related person of the Adviser serves as general partner of other accounts the Adviser manages, and the affiliated general partner, as well as certain employees of the Adviser, including certain of the portfolio managers, own an interest in the other accounts. The affiliated general partner receives a carried interest in distributions by the other accounts. The portfolio managers may have financial incentives to favor certain of such accounts over the Fund. Certain of the funds and accounts managed by the portfolio managers may invest in the equity securities of a particular company, while other funds and accounts managed by the portfolio managers may invest in the debt securities of the same company. Proprietary accounts and other customer accounts managed by the portfolio managers may compete with the Fund for specific trades. The portfolio managers may buy or sell securities for the Fund that differs from securities bought or sold for other accounts and customers, although their investment objectives and policies may be similar to the Fund's.

From time to time, the Adviser may seed proprietary accounts for the purpose of evaluating a new investment strategy that eventually may be available to clients through one or more product structures. Such accounts also may serve the purpose of establishing a performance record for the strategy. The Adviser's management of accounts with proprietary interests and nonproprietary client accounts may create an incentive to favor the proprietary accounts in the allocation of investment opportunities, and the timing and aggregation of investments. The Adviser's proprietary seed accounts may include long-short strategies, and certain client strategies may permit short sales. A conflict of interest arises if a security is sold short at the same time as a long position, and continuously short selling in a security may adversely affect the stock price of the same security held long in client accounts. The Adviser has adopted various policies to mitigate these conflicts, including policies that require the Adviser to avoid favoring any account, and that prohibit client and proprietary accounts from engaging in short sales with respect to individual stocks held long in client accounts. The Adviser's policies also require transactions in proprietary accounts to be placed after client transactions.

Situations may occur in which the Fund could be disadvantaged because of the investment activities conducted by the Adviser for other accounts. Such situations may be based on, among other things, legal or internal restrictions on the combined size of positions that may be taken for the Fund and the other accounts, thereby limiting the size of the Fund's position, or the difficulty of liquidating an investment for the Fund and the other accounts where the market cannot absorb the sale of the combined position. The Adviser and/or investment personnel may also have an incentive to make investments in one fund, having the effect of increasing the value of a security in the same issuer held by another fund, which in turn may result in an incentive fee being paid to the Adviser by that other fund.

The Fund's investment opportunities may be limited by affiliations of the Adviser or its affiliates with Energy Transition Companies. In addition, to the extent the Adviser sources, contemplates, structures, or makes private investments in Energy Transition Companies, certain employees of the Adviser may become aware of actions planned by such companies, such as acquisitions, that may not be announced to the public. It is possible that the Fund could be precluded from investing in an energy company about which the Adviser has material nonpublic information.

The Fund's investment opportunities may be limited by investment opportunities in companies that the Adviser is evaluating for other clients. To the extent a potential investment is appropriate for the Fund and one or more other clients, the Adviser will need to fairly allocate that investment to the Fund or the other client, or both, depending on its allocation procedures and applicable law related to combined or joint transactions. There may arise an attractive limited investment opportunity suitable for the Fund in which it cannot invest under the particular allocation method being used for that investment.

Under the 1940 Act, the Fund and their affiliated companies are generally precluded from co-investing in negotiated private placements of securities. Except as permitted by law, the Adviser will not co-invest its other clients' assets in negotiated private transactions in which the Fund invests. To the extent the Fund is not precluded from co-investing, the Adviser will allocate private investment opportunities among its clients, including but not limited to the Fund and the Fund's affiliated companies, based on allocation policies that take into account several suitability factors, including the size of the investment opportunity, the amount each client has available for investment and the client's investment objectives. These allocation policies may result in the allocation of investment opportunities to an affiliated company rather than to the Fund.

The Adviser and its principals, officers, employees, and affiliates may buy and sell securities or other investments for their own accounts and may have actual or potential conflicts of interest with respect to investments made on the Fund's behalf. As a result of differing trading and investment strategies or constraints, positions may be taken by principals, officers, employees, and affiliates of the Adviser that are the same as, different from, or made at a different time than positions taken for the Fund. Further, the Adviser may at some time in the future, manage other investment funds with the same investment objectives as the Fund's.

Portfolio managers do not receive any direct compensation from the Fund or any other of the managed accounts reflected in the table above. Each of Messrs. Slee and Breidert has an employment-related agreement with the Adviser and receives base compensation from the Sub-Adviser for the services he provides. They are also eligible for an annual cash bonus based on the Adviser's earnings and the satisfaction of certain other conditions. Each portfolio manager owns an equity interest in TortoiseEcofin Investments, LLC, which indirectly wholly owns the Adviser, and each thus benefits from increases in the net income of the Adviser. The Adviser's earnings are based in part on the value of assets held in the Fund's portfolio, as the Adviser's fee to the Fund is a percentage of the daily net assets of the Fund.

The following indicates the dollar range of Predecessor Fund shares beneficially owned by the portfolio managers as of August 31, 2021:

	<b>Dollar Range of Fund Shares Beneficially Owned</b> <b>(None, \$1-\$10,000, \$10,001-\$50,000, \$50,001-\$100,000, \$100,001 - \$500,000, \$500,001-\$1,000,000, Over \$1,000,000)</b>
<b>Name of Portfolio Manager</b>	
Matthew Breidert	Over \$1,000,000
Max Slee	None

**Service Providers**

Pursuant to an administration agreement (the “Administration Agreement”) between the Trust and U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (“Fund Services”), 615 East Michigan Street, Milwaukee, Wisconsin, 53202, Fund Services acts as the Administrator to the Fund. Fund Services provides certain administrative services to the Fund, including, among other responsibilities, coordinating the negotiation of contracts and fees with, and the monitoring of performance and billing of, the Fund’s independent contractors and agents; preparation for signature by an officer of the Trust of all documents required to be filed for compliance by the Trust and the Fund with applicable laws and regulations; arranging for the computation of performance data, including NAV per share and yield; responding to shareholder inquiries; and arranging for the maintenance of books and records of the Fund, and providing, at its own expense, office facilities, equipment and personnel necessary to carry out its duties. In this capacity, Fund Services does not have any responsibility or authority for the investment management of the Fund, the determination of investment policy, or for any matter pertaining to the distribution of Fund shares. Pursuant to the Administration Agreement, for its services, Fund Services receives from each Fund a fee computed daily and payable monthly based on the Fund’s average net assets, all subject to an annual minimum fee. Fund Services also acts as Fund Accountant, Transfer Agent and dividend disbursing agent under separate agreements with the Trust.

Because the Fund has not yet commenced operations, the Fund has not paid any fund administration or fund accounting fees to the Fund Services.

Pursuant to a custody agreement between the Trust and the Fund, U.S. Bank, N.A., an affiliate of Fund Services, serves as the Custodian of the Fund's assets (the “Custodian”). For its services, the Custodian receives a monthly fee based on a percentage of the Fund’s assets, in addition to certain transaction based fees, and is reimbursed for out-of-pocket expenses. The Custodian’s address is 1555 North RiverCenter Drive, Suite 302, Milwaukee, Wisconsin, 53212. The Custodian does not participate in decisions relating to the purchase and sale of securities by the Fund. U.S. Bank, N.A. and its affiliates may participate in revenue sharing arrangements with service providers of mutual funds in which the Fund may invest.

**Legal Counsel**

Stradley Ronon Stevens & Young, LLP, 2005 Market Street, Suite 2600, Philadelphia, Pennsylvania 19103, serves as counsel to the Trust and as independent legal counsel to the Board.

**Independent Registered Public Accounting Firm**

Ernst & Young LLP, 220 South Sixth Street, Suite 1400, Minneapolis, Minnesota 55402, serves as the independent registered public accounting firm for the Fund. Its services include auditing the Fund's financial statements and the performance of related compliance tax services.

Ernst & Young Chartered Accountants, independent registered public accounting firm, has audited the Predecessor Fund's financial statements included in our Statement of Additional Information for the period from May 1, 2019 (the date of the Predecessor Fund's commencement of operations) to December 31, 2019 and the year ended December 31, 2020, as set forth in their report, which is incorporated by reference in this Prospectus and elsewhere in the registration statement. The Predecessor Fund's financial statements are incorporated by reference in reliance on Ernst & Young Chartered Accountants' report, given on their authority as experts in accounting and auditing.

## **Distribution of Fund Shares**

The Trust has entered into a distribution agreement (the “Distribution Agreement”) with Quasar Distributors, LLC (the “Distributor”), 111 E. Kilbourn Avenue, Suite 2200, Milwaukee, Wisconsin 53202, pursuant to which the Distributor acts as the Fund's principal underwriter, provides certain administration services and promotes and arranges for the sale of the Fund's shares on a best efforts basis. The offering of the Fund's shares is continuous. The Distributor, Administrator, Fund Accountant and Custodian are affiliated companies. The Distributor is a registered broker-dealer and member of the Financial Industry Regulatory Authority, Inc. (“FINRA”).

The Distribution Agreement has an initial term of up to two years and will continue in effect only if such continuance is specifically approved at least annually by the Board or by vote of a majority of the Fund's outstanding voting securities and, in either case, by a majority of the Independent Trustees. The Distribution Agreement is terminable without penalty by the Trust, on behalf of the Fund, on 60 days' written notice when authorized either by a majority vote of the Fund's shareholders or by vote of a majority of the Board, including a majority of the Trustees who are not “interested persons” (as defined under the 1940 Act) of the Trust, or by the Distributor on 60 days' written notice, and will automatically terminate in the event of its “assignment,” as defined in the 1940 Act.

The Fund has not yet commenced operations as of the date of this SAI; therefore, the Fund has not paid any amounts to the Distributor.

### **Distribution (Rule 12b-1) Plan**

The Fund has adopted a distribution plan for A Class shares pursuant to Rule 12b-1 under the 1940 Act (the “12b-1 Plan”). Under the 12b-1 Plan, the Fund pays a fee to the Distributor for distribution and/or shareholder services (the “Distribution and Servicing Fee”) at an annual rate of 0.25% of the average daily NAV of the A Class shares. The 12b-1 Plan provides that the Distributor may use all or any portion of such Distribution and Servicing Fee to finance any activity that is principally intended to result in the sale of Fund shares, subject to the terms of the 12b-1 Plan, or to provide certain shareholder services. The 12b-1 Plan is intended to benefit the Fund by increasing their assets and thereby reducing the Fund's expense ratio.

The Distribution and Servicing Fee is payable to the Distributor regardless of the distribution-related expenses actually incurred. Because the Distribution and Servicing Fee is not directly tied to expenses, the amount of distribution fees paid by A Class shares during any year may be more or less than actual expenses incurred pursuant to the 12b-1 Plan. For this reason, this type of distribution fee arrangement is characterized by the staff of the SEC as a “compensation” plan.

The Distributor may use the Distribution and Servicing Fee to pay for services covered by the 12b-1 Plan including, but not limited to, advertising; compensating underwriters, dealers and selling personnel engaged in the distribution of Fund shares; reimbursing for up-front sales commissions; the printing and mailing of prospectuses, statements of additional information and reports; the printing and mailing of sales literature pertaining to the Fund; and obtaining whatever information, analyses and reports with respect to marketing and promotional activities that the Fund may, from time to time, deem advisable.

The 12b-1 Plan provides that it will continue from year to year upon approval by the majority vote of the Board, including a majority of the Independent Trustees cast in person at a meeting called for that purpose, provided that such trustees have made a determination that there is a reasonable likelihood that the 12b-1 Plan will benefit the Fund and its shareholders. It is also required that the Independent Trustees, select and nominate all other trustees who are not “interested persons” of the Fund. The 12b-1 Plan and any related agreements may not be amended to materially increase the amounts to be spent for distribution expenses without approval of shareholders holding a majority of the Fund shares outstanding. All material amendments to the 12b-1 Plan or any related agreements must be approved by a vote of a majority of the Board and the Independent Trustees, cast in person at a meeting called for the purpose of voting on any such amendment.

The 12b-1 Plan requires that the Distributor provide to the Board, at least quarterly, a written report on the amounts and purpose of any payment made under the 12b-1 Plan. The Distributor is also required to furnish the Board with such other information as may reasonably be requested in order to enable the Board to make an informed determination of whether the 12b-1 Plan should be continued.

As noted above, the 12b-1 Plan provides for the ability to use Fund assets to pay financial intermediaries (including those that sponsor mutual fund supermarkets and affiliates of the Adviser), plan administrators, and other service providers to finance any activity that is principally intended to result in the sale of Fund shares (distribution services) and for the provision of personal services to shareholders. The payments made by the Fund to financial intermediaries are based primarily on the dollar amount of assets invested in the Fund through the financial intermediaries. These financial intermediaries may pay a portion of the payments that they receive from the Fund to their investment professionals. In addition to the ongoing asset-based fees paid to these financial intermediaries under the 12b-1 Plan, the Fund may, from time to time, make payments under the 12b-1 Plan that help defray the expenses incurred by these intermediaries for conducting training and educational meetings about various aspects of the Fund for their employees. In addition, the Fund may make payments under the 12b-1 Plan for exhibition space and otherwise help defray the expenses these financial intermediaries incur in hosting client seminars where the Fund is discussed.

In addition, the Fund may participate in various “fund supermarkets” in which a mutual fund supermarket sponsor (usually a broker-dealer) offers many mutual funds to the sponsor’s customers without charging the customers a sales charge. In connection with its participation in such platforms and with an agreement in place with the Distributor or its affiliates, the Distributor may use all or a portion of the Distribution and Servicing Fee to pay one or more supermarket sponsors a negotiated fee for distributing the Fund’s shares. In addition, in its discretion, the Adviser may pay additional fees to such intermediaries from its own assets (see “Marketing Support Payments”).

**Marketing Support Payments**

The Adviser, out of its own profits and resources and without additional cost to the Fund or their shareholders, may provide additional cash payments or other compensation (“Support Payments”) to certain financial intermediaries who sell and/or promote the sale of shares of the Fund, including an affiliated broker-dealer. Subject to and in accordance with the terms of the Fund’s prospectus and the Distribution and/or Service Plan (as applicable) adopted by resolution of the Trust's Board, and specifically the "Payments to Financial Intermediaries" section of the Fund's prospectus, the Adviser may make Support Payments to such financial intermediaries related to marketing/distribution support, shareholder servicing, sales meetings, inclusion on sales lists (including a preferred or select sales list) and participation in sales programs.

The Adviser has agreements with several firms it advises to pay such Support Payments, which are calculated in four ways: (1) as a percentage of net sales; (2) as a percentage of net assets; (3) as a flat fee; and, (4) in the case of payments to an affiliated broker-dealer, an amount equal to production-based compensation due to the broker-dealer’s representatives, and may also include reimbursement of out of pocket expenses incurred by the broker-dealer or its representatives.

The possibility of receiving, or the receipt of, such Support Payments as described above may provide such intermediaries and/or their salespersons with an incentive to favor sales of shares of the Fund, and other mutual funds whose affiliates make similar compensation available, over sales of shares of mutual funds (or non-mutual fund investments) that do not make such payments. Investors may wish to take such payment arrangements into account when considering and evaluating any recommendations relating to mutual funds.

## **Portfolio Transactions and Brokerage**

TCA Advisors and Ecofin are referred collectively herein this section as the “Adviser.”

The Adviser is responsible for decisions to buy and sell securities for the Fund, broker-dealer selection, and negotiation of brokerage commission rates. The Adviser’s primary consideration in effecting a security transaction will be to obtain the best execution. In selecting a broker-dealer to execute each particular transaction, the Adviser will initially consider their ability to execute transactions at the most favorable prices and lowest overall execution costs, while also taking into consideration other relevant factors, such as, the reliability, integrity and financial condition of the broker-dealer, the size of and difficulty in executing the order, and the quality of execution and custodial services. The determinative factor is not necessarily the lowest possible transaction cost, but whether the transaction represents the best qualitative execution for the client account. Because the Adviser considers all of the factors described above and not just commission cost, commission rates on some transactions may be higher than the lowest available commission rate charged by another broker-dealer for executing the same transaction. The Adviser does not utilize any third party “soft dollar” arrangements. The Adviser receives unsolicited research from some of the brokers with whom it places trades on behalf of clients, however, the Adviser has no arrangements or understandings with such brokers regarding receipt of research in return for commissions. While the Adviser may review certain of the research received, the Adviser does not consider this research when selecting brokers to execute client transactions. The Adviser does not put a specific value on unsolicited research, nor does the Adviser attempt to estimate and allocate the relative costs or benefits among its clients. Research services may include reports on Energy Transition Companies, the market, the economy and other general widely distributed research, and may be used by the Adviser in servicing all funds and accounts managed by the Adviser, including the Fund. The price to the Fund in any transaction may be less favorable than that available from another broker-dealer if the difference is reasonably justified by other aspects of the execution services offered.

The Fund may, from time to time, enter into arrangements with placement agents in connection with direct placement transactions. In evaluating placement agent proposals, the Adviser will consider each broker’s access to issuers of Energy Transition Company securities and experience in the energy transition market, particularly the direct placement market. In addition to these factors, the Adviser will consider whether the proposed services are customary, whether the proposed fee schedules are within the range of customary rates, whether any proposal would obligate us to enter into transactions involving a minimum fee, dollar amount or volume of securities, or into any transaction whatsoever, and other terms such as indemnification provisions.

The Adviser shall not be deemed to have acted unlawfully or to have breached any duty solely by reason of its having caused the Fund to pay a broker or dealer that provides brokerage and research services to the Adviser an amount of commission for effecting an investment transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction, if the Adviser determines in good faith that such amount of commission was reasonable in relation to the value of the brokerage and research services provided by such broker or dealer, viewed in terms of either that particular transaction or the Adviser’s overall responsibilities with respect to the Fund and to other clients

of the Adviser as to which the Adviser exercises investment discretion. The Adviser is further authorized to allocate the orders placed by it on behalf of the Fund to such brokers and dealers who also provide research or statistical material or other services to us, the Adviser or to any sub-adviser. Such allocation shall be in such amounts and proportions as the Adviser shall determine and the Adviser will report on said allocations regularly to the Board indicating the brokers to whom such allocations have been made and the basis therefor.

Portfolio transactions may be placed with broker-dealers who sell shares of the Fund subject to rules adopted by FINRA and the SEC. Portfolio transactions may also be placed with broker-dealers in which the Adviser has invested on behalf of the Fund and/or client accounts.

The Fund has not commenced operations as of the date of this SAI; therefore, the Fund has not paid any brokerage commissions.

**Portfolio Turnover**

Although the Fund generally will not invest for short-term trading purposes, portfolio securities may be sold without regard to the length of time they have been held when, in the opinion of the Adviser, investment considerations or redemption requests warrant such action. Portfolio turnover rate is calculated by dividing (1) the lesser of purchases or sales of portfolio securities for the fiscal year by (2) the monthly average of the value of portfolio securities owned during the fiscal year. A 100% turnover rate would occur if all the securities in the Fund’s portfolio, with the exception of securities whose maturities at the time of acquisition were one year or less, were sold and either repurchased or replaced within one year. A high rate of portfolio turnover (100% or more) generally leads to above-average transaction costs and could generate capital gains that must be distributed to shareholders as short-term capital gains taxed at ordinary income rates (currently as high as 37%). To the extent that the Fund experiences an increase in brokerage commissions due to a higher portfolio turnover rate, the performance of the Fund could be negatively impacted by the increased expenses incurred and may result in a greater number of taxable transactions.

**Code of Ethics**

The Trust, the Adviser and the Distributor have each adopted Codes of Ethics under Rule 17j-1 of the 1940 Act. These codes permit, subject to certain conditions, personnel of the Trust, Adviser and Distributor to invest in securities that may be purchased or held by the Fund.

## Proxy Voting Procedures

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

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

### *The Adviser’s Proxy Voting Policies and Procedures*

The Adviser will vote proxies on behalf of the Fund in a manner that it believes is consistent with the best interests of the Fund and its shareholders. Absent special circumstances, all proxies will be voted consistent with guidelines established and described in the Adviser’s Proxy Voting Policies and Procedures. A summary of the Adviser’s Proxy Voting Policies and Procedures is as follows:

1. The Investment Committee (or an employee of the Adviser designated by the Investment Committee) will be responsible for all decisions regarding proxy voting, including monitoring corporate actions, making voting decisions in the best interest of the Fund, and ensuring that proxies are submitted in a timely manner.
2. The Investment Committee will generally vote proxies according to the Adviser’s then-current Proxy Voting Policies and Procedures, which it believes are reasonably designed to ensure that proxies are voted in the best interests of its clients. In pursuing this policy, proxies should be voted in a manner that is intended to maximize value to the client.
3. Although the Adviser’s Proxy Voting Policies and Procedures are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, the Adviser shall devote an appropriate amount of time and resources to monitor these changes.
4. In situations where there may be a conflict of interest in the voting of proxies between the interests of the Fund and its shareholders and those of the Adviser due to business or personal relationships that the Adviser maintains with persons having an interest in the outcome of certain votes, the Adviser may (i) disclose the potential conflict to the Fund and obtain consent; or (ii) establish an ethical wall or other informational barriers between the person(s) that are involved in the conflict and the persons at the Adviser making the voting decisions.
5. All proxies will be voted in accordance with any applicable investment restrictions of the Fund and, to the extent applicable, any resolutions or other instructions approved by the Board.

**Anti-Money Laundering Compliance Program**

The Trust has established an Anti-Money Laundering Compliance Program (the “Program”) as required by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA PATRIOT Act”). To ensure compliance with this law, the Trust’s Program provides for the development of internal practices, procedures and controls, designation of anti-money laundering compliance officers, an ongoing training program and an independent audit function to determine the effectiveness of the Program. Ms. Deborah Ward has been designated as the Trust’s Anti-Money Laundering Compliance Officer.

Procedures to implement the Program include, but are not limited to: determining that the Distributor and the Transfer Agent have established proper anti-money laundering procedures; reporting suspicious and/or fraudulent activity; checking shareholder names against designated government lists, including Office of Foreign Asset Control (“OFAC”), and a complete and thorough review of all new opening account applications. The Fund will not transact business with any person or legal entity whose identity and beneficial owners, if applicable, cannot be adequately verified under the provisions of the USA PATRIOT Act.

As a result of the Program, the Fund may be required to “freeze” the account of a shareholder if the shareholder appears to be involved in suspicious activity or if certain account information matches information on government lists of known terrorists or other suspicious persons, or the Fund may be required to transfer the account or proceeds of the account to a governmental agency.

**Portfolio Holdings Information**

The Trust, on behalf of the Fund, has adopted portfolio holdings disclosure policies (“Portfolio Holdings Policies”) that govern the timing and circumstances of disclosure of portfolio holdings of the Fund. The Portfolio Holdings Policies are applicable to service providers of the Fund, including the Adviser. Information about the Fund’s portfolio holdings will not be distributed to any third party except in accordance with these Portfolio Holdings Policies. The Board considered the circumstances under which the Fund’s portfolio holdings may be disclosed under the Portfolio Holdings Policies. The Board also considered actual and potential material conflicts that could arise in such circumstances between the interests of the Fund’s shareholders and the interests of the Adviser, Distributor or any other affiliated person of the Fund. After due consideration, the Board determined that the Fund has a legitimate business purpose for disclosing portfolio holdings to persons described in the Portfolio Holdings Policies. The Board also authorized its CCO to consider and authorize dissemination of portfolio holdings information to additional parties, after considering the best interests of the Fund’s shareholders and potential conflicts of interest in making such disclosures.

The Board exercises continuing oversight of the disclosure of the Fund's portfolio holdings by (1) overseeing the implementation and enforcement of the Portfolio Holdings Policies, codes of ethics and other relevant policies of the Fund and their service providers by the CCO, (2) by considering reports and recommendations by the CCO concerning any material compliance matters (as defined in Rule 38a-1 under the 1940 Act), and (3) by considering whether to approve any amendment to these Portfolio Holdings Policies. The Board reserves the right to amend the Portfolio Holdings Policies at any time without prior notice in its sole discretion.

Disclosure of the Fund's complete holdings is required to be made quarterly within 60 days of the end of each fiscal quarter, in the annual and semi-annual reports to Fund shareholders, and in the quarterly holdings report on Form N-Q (or any successor form). These reports will be made available, free of charge, on the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund posts sector pie charts for its full portfolio on the website monthly and via its fact sheet quarterly generally within 10 calendar days after the month-end or calendar quarter end, as applicable. The Fund posts top 10 holdings monthly on their website and via their fact sheets quarterly, generally within 10 calendar days after month-end or calendar quarter end, as applicable. The Fund also posts full portfolio holdings on its website as soon as practicable after the end of each calendar quarter.

In the event of a conflict between the interests of the Fund and its shareholders and the interests of the Adviser or an affiliated person of the Adviser under the Portfolio Holdings Policy, the CCO of the Adviser, in consultation with the Trust's CCO, shall make a determination in the best interests of the Fund and its shareholders, and shall report such determination to the Board at the end of the quarter in which such determination was made. Any employee of the Adviser who suspects a breach of this obligation must report the matter immediately to the Adviser's CCO or to his or her supervisor.

In addition, material non-public holdings information may be provided without lag as part of the normal investment activities of the Fund to each of the following entities which, by explicit agreement or by virtue of their respective duties to the Fund, are required to maintain the confidentiality of the information disclosed: the Administrator; the Adviser; the Fund's Accountant; the Custodian; the Transfer Agent; the Fund's independent registered public accounting firm; counsel to the Fund or the Board (current parties are identified in this SAI); broker-dealers (in connection with the purchase or sale of securities or requests for price quotations or bids on one or more securities); lending agents; and regulatory authorities. Portfolio holdings information not publicly available with the SEC may only be provided to additional third parties in accordance with the Portfolio Holdings Policies, when the Fund has a legitimate business purpose, and the third party recipient is subject to a confidentiality agreement. Portfolio holdings information may be separately provided to any person, including rating and ranking organizations such as Lipper and Morningstar, at the same time that it is filed with the SEC or one day after it is first published on the Fund's website. Such portfolio holdings disclosure must be approved under the Portfolio Holdings Policies by the Trust's CCO.

In no event shall the Adviser, its affiliates or employees, or the Fund receive any direct or indirect compensation in connection with the disclosure of information about the Fund's portfolio holdings.

There can be no assurance that the Portfolio Holdings Policies and these procedures will protect the Fund from potential misuse of that information by individuals or entities to which it is disclosed.

**Determination of Net Asset Value**

The NAV of the Fund’s shares will fluctuate and is determined by the Fund Accountant as of the close of the regular trading session on the New York Stock Exchange (the “NYSE”) (generally 4:00 p.m., Eastern time) each business day. The NYSE annually announces the days on which it will not be open for trading. The most recent announcement indicates that it will not be open on the following days: New Year’s Day, Martin Luther King, Jr. Day, Presidents’ Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. However, the NYSE may close on days not included in that announcement.

The NAV of each class of shares is computed by determining the “Net Assets” of each class and dividing by the total number of shares outstanding of each class at such time. The Net Assets of each class are calculated by (1) taking the value of all assets, less liabilities, held by the Fund and allocating such value to each share class based on the number of shares outstanding in each share class; (2) subtracting “Class Expenses” from each respective share class as defined and approved by the Board and a majority of the Independent Trustees under the Trust’s Rule 18f-3 Multiple-Class Plan; and (3) subtracting from each share class non-class specific “Other Expenses” that are allocated to each class based on the net asset value of each class relative to the net asset value of the Fund or the Trust, as the case may be.

$$\frac{\text{Net Assets Per Share Class}}{\text{Shares Outstanding Per Share Class}} = \text{Net Asset Value Per Share Class}$$

The Fund’s assets are generally valued at their market price on the valuation date and are based on valuations provided by independent pricing services consistent with the Trust’s valuation procedures. When market prices are not readily available, a security or other asset is valued at its fair value as determined under fair value pricing procedures approved by the Board.

Each security owned by the Fund that is listed on a securities exchange is valued at its last sale price on that exchange on the date as of which assets are valued. Where the security is listed on more than one exchange, the Fund will use the price of the exchange that the Fund generally considers to be the principal exchange on which the stock is traded. If no sale is reported, the security is valued at the mean between the last available bid and ask prices.

Portfolio securities primarily traded on the NASDAQ Stock Market (“NASDAQ”) shall be valued using the NASDAQ Official Closing Price (“NOCP”), which may not necessarily represent the last sale price. If the NOCP is not available, such securities shall be valued at the last sale price on the day of valuation, or if there has been no sale on such day, at the mean between the bid and ask prices. OTC securities that are not traded on NASDAQ shall be valued at the most recent trade price.

Fixed income securities are valued at the mean of the bid and ask prices as determined by an independent pricing service, taking into consideration recent transactions, yield, liquidity, risk, credit quality, coupon, maturity, type of issue and any other factors or market data the pricing service deems relevant. Participation Notes are valued at the mean between bid and ask prices. Investments in other investment companies, including money market funds, are valued at their NAV per share. Fixed income securities with remaining maturities of 60 days or less are valued at amortized cost, which approximates fair value.

Foreign securities are generally valued in the same manner as the securities described above. Foreign securities are priced in the local currencies as of the close of their primary exchange or market or as of the close of trading on the NYSE, whichever is earlier. Foreign currencies are translated into U.S. dollars at the exchange rate as provided by a pricing service as of the close of trading on the NYSE.

Exchange traded options are generally valued at the composite price, using the National Best Bid and Offer quotes (“NBBO”). NBBO consists of the highest bid price and lowest ask price across any of the exchanges on which an option is quoted, thus providing a view across the entire U.S. options marketplace. Specifically, composite pricing looks at the last trades on the exchanges where the options are traded. If there are no trades for the option on a given business day composite option pricing calculates the mean of the highest bid price and lowest ask price across the exchanges where the option is traded.

All other assets of the Fund are valued in such manner as the Board in good faith deems appropriate to reflect their fair value.

## **Purchase and Redemption of Fund Shares**

### **Purchase of Shares**

Shares of the Fund are sold in a continuous offering and may be purchased on any business day from the Fund. The Fund may also authorize one or more financial intermediaries to accept purchase orders (an “Authorized Intermediary”). Authorized Intermediaries are authorized to designate other Authorized Intermediaries to accept orders on the Fund’s behalf. An order is deemed to be received when the Fund or an Authorized Intermediary accepts the order.

Orders received by the Fund or an Authorized Intermediary by the close of trading on the NYSE (generally 4:00 p.m., Eastern time) on a business day will be processed at the applicable price determined as of the close of trading on the NYSE on that day. Otherwise, the orders will be processed at the next determined NAV.

Orders received by financial intermediaries that are not Authorized Intermediaries, will be processed at the applicable price next calculated after the Transfer Agent receives the order from the financial intermediary.

**Purchase Requests Must be Received in Good Order**

“Good order” means that your purchase request includes:

- 1. The name of the Fund you are investing in;
- 2. The dollar amount of shares to be purchased;
- 3. The class of shares to be purchased;
- 4. Your Account Application or investment stub; and
- 5. A check payable to the name of the Fund or a wire transfer received by the Fund.

Shares of the Fund have not been registered for sale outside of the United States. The Fund generally does not sell shares to investors residing outside the United States, even if they are United States citizens or lawful permanent residents, except to investors with United States military APO or FPO addresses or in certain other circumstances where the Chief Compliance Officer and Anti-Money Laundering Officer for the Trust both conclude that such sale is appropriate and is not in contravention of United States law.

**Redemption of Shares**

In general, orders to sell or “redeem” shares may be placed directly with the Fund or through a financial intermediary. You may redeem all or part of your investment in the Fund’s shares on any business day that the Fund calculates its NAV. It is the financial intermediary’s responsibility to transmit orders timely to the Fund.

**Redemption Requests Must be Received in Good Order**

Your share price will be based on the next NAV per share calculated after the Transfer Agent or an Authorized Intermediary receives your redemption request in good order. A redemption request will be deemed in “good order” if it includes:

- 6. The shareholder’s name;
- 7. The name of the Fund;
- 8. The account number;
- 9. The share or dollar amount to be redeemed;
- 10. The class of shares to be redeemed; and
- 11. Signatures by all shareholders on the account (with signature(s) guaranteed, if applicable).

Unless you instruct the Transfer Agent otherwise, redemption proceeds will be sent to the address of record. The Fund will not be responsible for interest lost on redemption amounts due to lost or misdirected mail.

A signature guarantee of each owner is required in the following situations:

- 12. If ownership is changed on your account;
- 13. When redemption proceeds are payable or sent to any person, address or bank account not on record;
- 14. When a redemption is received by the Transfer Agent and the account address has changed within the last 15 calendar days; or
- 15. For all redemptions in excess of \$100,000 from any shareholder account.

Non-financial transactions, including establishing or modifying certain services on an account, may require a signature guarantee, signature verification from a Signature Validation Program member, or other acceptable form of authentication from a financial institution source. Signature guarantees, from either a Medallion program member or a non-Medallion program member, can be obtained from banks and securities dealers, but not from a notary public.

The Fund may elect in the future to limit eligible signature guarantors to institutions that are members of a signature guarantee program. The Fund and the Transfer Agent reserve the right to amend these standards at any time without notice.

**Redemption-In-Kind**

Under normal circumstances, the Fund does not intend to redeem shares in any form except cash. The Trust, however, has filed a notice of election under Rule 18f-1 of the 1940 Act that allows the Fund to redeem in-kind redemption requests during any 90-day period in excess of the lesser of \$250,000 or 1% of the net assets of the Fund, valued at the beginning of such period. If the Fund pays your redemption proceeds by a distribution of securities, you could incur brokerage or other charges in converting the securities to cash, and will bear any market risks associated with such securities until they are converted into cash.

**Cancellations and Modifications**

The Fund will not accept a request to cancel or modify a written transaction once processing has begun.

## Tax Matters

The following discussion is a summary of certain U.S. federal income tax considerations affecting the Fund and its shareholders. The discussion reflects applicable U.S. federal income tax laws of the U.S. as of the date of this SAI, which tax laws may be changed or subject to new interpretations by the courts or the IRS, possibly with retroactive effect. No attempt is made to present a detailed explanation of all U.S. federal income, estate or gift, or state, local or foreign tax concerns affecting the Fund and its shareholders (including shareholders owning large positions in the Fund). The discussion set forth herein does not constitute tax advice. Investors are urged to consult their own tax advisers to determine the tax consequences to them of investing in the Fund.

In addition, no attempt is made to address tax concerns applicable to an investor with a special tax status, such as a financial institution, “real estate investment trust,” insurance company, RIC, individual retirement account, other tax-exempt entity, dealer in securities or foreign investor. Furthermore, this discussion does not reflect possible application of the alternative minimum tax. Unless otherwise noted, this discussion assumes the Fund's stock and debt securities are held by U.S. persons and that such shares and securities are held as capital assets.

A U.S. holder is a beneficial owner that is for U.S. federal income tax purposes:

- A citizen or individual resident of the United States (including certain former citizens and former long-term residents);
- A corporation or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- An estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- A trust with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more U.S. shareholders have the authority to control all of its substantial decisions or the trust has made a valid election in effect under applicable Treasury regulations to be treated as a U.S. person.

A “Foreign holder” is a beneficial owner of shares of the Fund that is an individual, corporation, trust, or estate and is not a U.S. holder. If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) holds shares of the Fund, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership.

Each series of the Trust is treated as a separate entity for federal income tax purposes. The Fund, series of the Trust, intends to qualify and elect to be treated as a RIC under Subchapter M of the Code, provided it complies with all applicable requirements regarding the source of its income, diversification of its assets and timing of distributions. If for any taxable year the Fund fails to qualify for the special federal income tax treatment afforded to RICs, all of its taxable income will be subject to federal income tax at regular corporate rates (without any deduction for distributions to the Fund's shareholders) and its performance and income available for distribution will be reduced.

As long as the Fund meets certain requirements that govern the Fund's source of income, diversification of assets and distribution of earnings to shareholders, the Fund will not be subject to U.S. federal income tax on income distributed (or treated as distributed, as described below) to its shareholders. With respect to the source of income requirement, the Fund must derive in each taxable year at least 90% of its gross income (including tax-exempt interest) 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 but not limited to gains from options, futures and forward contracts) derived with respect to its business of investing in such shares, securities or currencies and (ii) net income derived from interests in qualified publicly traded partnerships. A qualified publicly traded partnership is generally defined as a publicly traded partnership under Section 7704 of the Code, but does not include a publicly traded partnership if 90% or more of its income is described in (i) above.

With respect to the diversification of assets requirement, the Fund must diversify its holdings so that, at the end of each quarter of each taxable year, (i) at least 50% of the value of the Fund's total assets is represented by cash and cash items, U.S. government securities, the securities of other RICs and other securities, with such other securities limited for purposes of such calculation, in respect of any one issuer, to an amount not greater than 5% of the value of the 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 the Fund's total assets is invested in the securities of any one issuer (other than U.S. government securities or the securities of other RICs), the securities (other than the securities of other RICs) of any two or more issuers that the Fund controls and that are determined to be engaged in the same, similar or related trades or businesses, or the securities of one or more qualified publicly traded partnerships.

The Fund's policy is to distribute to its shareholders substantially all of its net investment company taxable income and any net realized long-term capital gains for each fiscal year in a manner that complies with the distribution requirements of the Code, so that the Fund will not be subject to any federal income or excise taxes based on net income. However, the Fund can give no assurances that its anticipated distributions will be sufficient to eliminate all taxes. If the Fund does not qualify as a regulated investment company, it would be taxed as a corporation and, in such case, it would be more beneficial for a shareholder to directly own the Fund's underlying investments rather than indirectly owning the underlying investments through the Fund. If the Fund fails to distribute (or be deemed to have distributed) by December 31 of each calendar year (i) at least 98% of its ordinary income for such year, (ii) at least 98.2% of the excess of its realized capital gains over its realized capital losses for the 12-month period ending on October 31 during such year and (iii) any amounts from the prior calendar year that were not distributed and on which the Fund paid no federal income tax, the Fund will be subject to a 4% excise tax.

Net investment income generally consists of interest, dividends, and short-term capital gains, less expenses. Net realized capital gains for a fiscal period are computed by taking into account any capital loss carry forward of the Fund.

Distributions of net investment income are generally taxable to shareholders as ordinary income. For individual shareholders, a portion of the distributions paid by the Fund may consist of qualified dividends eligible for taxation at the rate applicable to long-term capital gains to the extent the Fund designates the amount distributed as a qualified dividend and the shareholder meets certain holding period requirements with respect to his or her Fund shares. In the case of corporate shareholders, a portion of the distributions may qualify for the intercorporate dividends-received deduction to the extent the Fund designates the amount distributed as eligible for deduction and the shareholder meets certain holding period requirements with respect to its Fund shares. The aggregate amount so designated to either individuals or corporate shareholders cannot, however, exceed the aggregate amount of such dividends received by the Fund for its taxable year. In view of the Fund's investment policies, it is expected that part (but not all) of the distributions by the Fund may be eligible for the qualified dividend income treatment for individual shareholders and the dividends-received deduction for corporate shareholders. Any distributions to you in excess of the Fund's investment company taxable income and net capital gains will be treated by you, first, as a tax-deferred return of capital, which is applied against and will reduce the adjusted tax basis of your shares and, after such adjusted tax basis is reduced to zero, will generally constitute capital gains.

Any long-term capital gain distributions are taxable to shareholders as long-term capital gains regardless of the length of time shares have been held. Net capital gains distributions are not eligible for the qualified dividend income treatment or the dividends-received deduction referred to in the previous paragraph.

Any distributions to you in excess of the Fund's investment company taxable income and net capital gains will be treated by you, first, as a tax-deferred return of capital, which is applied against and will reduce the adjusted tax basis of your shares and, after such adjusted tax basis is reduced to zero, will generally constitute capital gains to you.

Under the Tax Cuts and Jobs Act ("TCJA"), "qualified REIT dividends" (i.e., ordinary REIT dividends other than capital gain dividends and portions of REIT dividends designated as qualified dividend income) are treated as eligible for a 20% deduction by noncorporate taxpayers. This deduction, if allowed in full, equates to a maximum effective tax rate of 29.6% (37% top rate applied to income after 20% deduction). Proposed regulations issued by the IRS, which may be relied upon currently, enable the Fund to pass through the special character of "qualified REIT dividends" to a shareholder, provided both the Fund and the shareholder meet certain holding period requirements with respect to their shares. Neither the TCJA nor the proposed regulations permit conduit treatment of income from qualified publicly traded partnerships for purposes of the 20% deduction by noncorporate taxpayers. The IRS continues to study whether such treatment for RICs is appropriate in the context of publicly traded partnerships

Distributions of any net investment income and net realized capital gains will be taxable as described above, whether received in shares or in cash. Shareholders who choose to receive distributions in the form of additional shares will have a cost basis for federal income tax purposes in each share so received equal to the NAV of a share on the reinvestment date. Distributions are generally taxable when received. However, distributions declared in October, November or December to shareholders of record on a date in such a month and paid the following January are taxable as if received on December 31. Distributions are includable in alternative minimum taxable income in computing a noncorporate shareholder's liability for the alternative minimum tax.

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

A redemption of Fund shares may result in recognition of a taxable gain or loss and, if held as a capital asset, capital gain or loss. Any loss realized upon a redemption of shares within six months from the date of their purchase will be treated as a long-term capital loss to the extent of any amounts treated as distributions of long-term capital gains received on those shares. Any loss realized upon a redemption may be disallowed under certain wash sale rules to the extent shares of the Fund are purchased (through reinvestment of distributions or otherwise) within 30 days before or after the redemption.

The Fund is required to report to you and the IRS annually on Form 1099-B the cost basis of shares purchased or acquired. However, cost basis reporting is not required for certain shareholders, including shareholders investing the Fund through a tax-advantaged retirement account, such as a 401(k) plan or an individual retirement account. The Fund will calculate cost basis using the Fund's default method, unless you instruct the Fund to use a different calculation method. For additional information regarding the Fund's available cost basis reporting methods, including its default method, please contact the Fund. If you hold your Fund shares through a broker (or other nominee), please contact that broker (nominee) with respect to reporting of cost basis and available elections for your account.

Except in the case of certain exempt shareholders, if a shareholder does not furnish the Fund with its correct Taxpayer Identification Number and certain certifications or the Fund receives notification from the IRS requiring back-up withholding, the Fund is required by federal law to withhold federal income tax from the shareholder's distributions and redemption proceeds currently at a rate of 24% for U.S. residents.

Foreign taxpayers (including nonresident aliens) are generally subject to a flat withholding rate, currently 30% on U.S. source income. This withholding rate may be lower under the terms of a tax treaty.

This discussion and the related discussion in the Prospectus have been prepared by Fund management, and counsel to the Fund has expressed no opinion in respect thereof.

This section is not intended to be a full discussion of federal tax laws and the effect of such laws on you. There may be other federal, state, foreign or local tax considerations to a particular investor. You are urged to consult your own tax adviser.

**Distributions**

The Fund will receive income in the form of dividends and interest earned on its investments in securities. This income, less the expenses incurred in its operations, is the Fund's net investment income, substantially all of which will be distributed to the Fund's shareholders.

The amount of the Fund's distributions is dependent upon the amount of net investment income received by the Fund from its portfolio holdings, is not guaranteed, and is subject to the discretion of the Board. The Fund does not pay "interest" or guarantee any fixed rate of return on an investment in its shares.

The Fund may also derive capital gains or losses in connection with sales or other dispositions of its portfolio securities. Any net gain the Fund may realize from transactions involving investments held less than the period required for long-term capital gain or loss recognition or otherwise producing short-term capital gains and losses (to the extent not offset by any capital loss carryovers), although a distribution from capital gains, will be distributed to shareholders with and as a part of the distributions of net investment income giving rise to ordinary income. If during any year the Fund realizes a net gain on transactions involving investments held for the period required for long-term capital gain or loss recognition or otherwise producing long-term capital gains and losses, the Fund will have a net long-term capital gain. After deduction of the amount of any net short-term capital loss, the balance (to the extent not offset by any capital losses carried over from the eight previous taxable years) will be distributed and treated as long-term capital gains in the hands of the shareholders regardless of the length of time the Fund's shares may have been held by the shareholders. For more information concerning applicable capital gains tax rates, see your tax adviser.

Any distribution paid by the Fund reduces the Fund's NAV per share on the date paid by the amount of the distribution per share. Accordingly, a distribution paid shortly after a purchase of shares by a shareholder would represent, in substance, a partial return of principal (to the extent it is paid on the shares so purchased), even though it would be subject to income taxes.

Distributions will be automatically reinvested in additional common shares, unless the shareholder specifically has indicated otherwise. Investors have the right to change their elections with respect to the reinvestment of distributions by notifying the Transfer Agent in writing or by telephone. However, any such change will be effective only as to distributions for which the record date is five or more calendar days after the Transfer Agent has received the written request.

**Financial Statements**

The Fund has not yet commenced operations and, therefore, has not produced financial statements. Once available, you can obtain a copy of the financial statements contained in the Fund's Annual or Semi-Annual Report.

The Predecessor Fund's audited financial statements for the year ended December 31, 2020, and unaudited financial statements for the period ended June 30, 2021, are attached as Appendix A. The audited financial statements for the year ended December 31, 2020 of the Predecessor Fund have been audited by Ernst & Young, the independent auditors for the Predecessor Fund for the year ended December 31, 2020.

**LONG ONLY SUB-FUND,  
A SUB FUND OF ECOFIN VISTA FUND LIMITED AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2020**

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**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**AUDITED FINANCIAL STATEMENTS  
For the year ended 31 December 2020**

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**CONTENTS**

COMPANY INFORMATION

REPORT OF INDEPENDENT AUDITORS

STATEMENT OF ASSETS AND LIABILITIES

STATEMENT OF OPERATIONS

STATEMENT OF CHANGES IN NET ASSETS

STATEMENT OF CASH FLOWS

NOTES TO THE FINANCIAL STATEMENTS

FINANCIAL STATEMENTS OF THE LONG ONLY SUB-FUND, (A SUB-FUND OF TORTOISE VISTA MASTER FUND LIMITED)

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED) COMPANY INFORMATION**

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**Registered Office: P.O. Box 309, Grand Cayman KY1-1104, Cayman Islands.**

**DIRECTORS**

Martin Nègre (Chairman) \*<sup>o</sup>  
Jean-Conrad Hottinger \*<sup>o</sup>

\* **Non-Executive Director**

<sup>o</sup> **Independent Director**

**INVESTMENT MANAGER & AIFM**

Ecofin Advisors Limited \*  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
England

**INDEPENDENT AUDITOR**

Ernst & Young  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**PRIME BROKER AND CUSTODIAN  
TO THE MASTER FUND**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
England

**DEPOSITARY SERVICES PROVIDER**

Citi Depositary Services Ireland Limited  
1 North Wall Quay  
Dublin 1  
Ireland

**ADMINISTRATOR & SECRETARY**

SS&C Fund Services Ireland Limited  
La Touch House  
Custom House Dock  
IFSC  
Dublin D01 R5P3  
Ireland

**LEGAL ADVISERS TO THE COMPANY**

**As to English Law and United States Law:**

Schulte Roth & Zabel LLP  
One Eagle Place  
London SW1Y 6AF  
England

**As to Cayman Islands law:**

Maples and Calder  
P.O. Box 309  
Grand Cayman KY1-1104  
Cayman Islands

**As to United States Law:**

Seward & Kissel LLP  
One Battery Park Plaza  
New York  
New York 10004  
United States

\* Ecofin Limited was renamed Tortoise Advisors UK Limited in 2019 and renamed to Ecofin Limited subsequently in 2020.



## **Report of Independent Auditors**

### **The Board of Directors**

In respect of Long Only Sub-fund, a sub fund of Ecofin Vista Fund Limited (formerly known as Tortoise Vista Fund Limited)

We have audited the accompanying financial statements of Long Only Sub-fund, a sub fund of Ecofin Vista Fund Limited (formerly known as Tortoise Vista Fund Limited) (the “Fund”), which comprise the statement of assets and liabilities as at December 31, 2020, and the related statements of operations, changes in net assets and cash flows for the year then ended, and the related notes to the financial statements.

### **Management’s Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s



preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Fund at December 31, 2020 and the results of its operations, changes in net assets and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

A handwritten signature in cursive script that reads 'Ernst &amp; Young'.

Ernst & Young  
Dublin, Ireland October 15, 2021

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF ASSETS AND LIABILITIES  
As at 31 December 2020**

---

**Assets**

Investment in Long Only Sub-Fund, a sub fund of Ecofin Vista  
Master Fund Limited (Cost: 8,104,739)

**Total assets**

**Liabilities**

Bank Overdraft  
Performance fee payable  
Management fee payable

**Total liabilities**

**Net assets**

**Net asset value per share**

Class B3 Long Only  
Number of shares outstanding

Ecofin B Long Only  
Number of shares outstanding

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF OPERATIONS**  
**For the year ended 31 December 2020**

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**Investment income and expenses allocated from the Master Sub-Fund**

Gross dividend income

Less: withholding tax

Interest income

Other income

**Total investment income**

**Operating expenses**

Interest expense

**Total operating expenses**

**Non-operating expenses**

Administration fees

Audit fees

Directors' fees

Legal fees

Research fees

Other expenses

**Total non-operating expenses**

**Total expenses**

**Total Net investment income allocated from the Master Sub-Fund**

**Fund operating expenses**

Management fees

Performance fees

Other expenses

**Total Operating expenses**

**Net Investment loss**

**Net realized and unrealized gains on investments, derivatives and foreign currency related transactions allocated from the Master Sub-Fund**

Net realised gain on investments, derivative contracts and foreign exchange allocated from the Master Sub-Fund

Net unrealised gain on investments, derivative contracts and foreign exchange allocated from the Master Sub-Fund

**Increase in net assets from operations**

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF CHANGES IN NET ASSETS**  
**For the year ended 31 December 2020**

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	<b>2020</b>
	<b>US\$</b>
<b>Net assets beginning of year</b>	9,180,882
<b>Increase in net assets from operations</b>	
Net investment loss	(412,210)
Net realized gains from investments, derivatives and foreign currency related transactions allocated from the Master Sub-Fund	1,631,487
Net change in unrealized gains on investments, derivatives and foreign currency related transactions allocated from the Master Sub-Fund	3,371,529
<b>Net increase in assets resulting from operations</b>	<u><b>13,771,688</b></u>
<b>Capital transactions</b>	
Issue of shares	75,000
<b>Net increase in net assets resulting from capital transactions</b>	<u><b>75,000</b></u>
<b>Net assets at end of year</b>	<u><b>13,846,688</b></u>

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF CASH FLOWS**  
**For the year ended 31 December 2020**

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**Cash flows from operating activities**

Increase in net assets from operations

*Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:*

Net investment income allocated from the Master Fund

Net realised gain on investments, derivative contracts and foreign exchange allocated from the Master Fund

Net unrealised gain on investments, derivative contracts and foreign exchange allocated from the Master Fund

Purchase of investment in the Master Fund

Proceeds from sale of investment in the Master Fund

Increase in performance fee payable

Increase in management fee payable

Increase in bank overdraft

**Net cash used in operating activities**

**Cash flow from financing activities**

Proceeds from issuance of shares

Net cash provided by financing activities

Net increase in cash and cash equivalents

Cash overdrawn at beginning of the year

**Cash overdrawn at end of the year**

**Cash and cash equivalents consists of:**

Cash at bank

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**1. ORGANISATION**

Ecofin Vista Fund Limited (the "Offshore Feeder") was incorporated with limited liability in the Cayman Islands on 1 October 2012 as Ecofin Vista Long/Short Fund Limited an exempted company under the provisions of the Companies Law (2012 Revision) of the Cayman Islands and was registered as a regulated mutual fund under Cayman Law on 20 November 2012. The Offshore Feeder commenced operations on 7 December 2012. The Fund was renamed Tortoise Vista Fund Limited on 20 May 2019 and subsequently renamed Ecofin Vista Fund Limited on 03 September 2020.

The Offshore Feeder is a single legal entity and the assets of one class of Shares may be exposed to the liabilities of other classes of Shares. The assets of any Sub-Fund may therefore be exposed to the liabilities of, or claims against, other Sub-Funds.

This separate set of financial statements of the Long Only Sub-Fund ("the Sub-Fund") of Ecofin Vista Fund Limited have been prepared for the purpose of the Ecofin Global Energy Transition Fund's Statement of Additional Information in the Registration Statement (Form N-1A No. 333- 172080). As further described in Note 9 Significant Events After Year End, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund's assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund's capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

The Long Only Sub-Fund will either continue to trade in the existing legal entity Ecofin Vista Fund Limited if SEC approval is not received, or cease its trading activities as a result of the transfer to Ecofin Global Energy Transition Fund if approval is granted. The legal entity Tortoise Vista Master Fund Limited will continue to operate whether SEC approval is received or not.

The Fund has the power to organise the Fund's assets and liabilities into Sub-Funds and to allocate profits and losses attributable to the Sub-Funds to different Classes. As of 1 May 2019, the Fund has established three such Sub-Funds – the "Long/Short Sub-Fund", in respect of Class A shares, Management A shares, and Tortoise A shares; the "Long Only Sub-Fund" in respect of Class B1 shares, Class B2 shares, Class B3 shares, Management B shares, and Tortoise B shares; and the "Low Net Sub-Fund" in respect of Class C shares, Management C shares, and Tortoise C shares. Additional classes of Shares may be issued in respect of a Sub-Fund and additional Sub-Funds may be established in the future.

The Long Only Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Sub-Fund may also write covered options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

---

**1. ORGANISATION (Continued)**

The Long/Short Sub-Fund invests primarily in equity and equity-related securities of companies of the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long/Short Sub-Fund may take both long and short positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long/Short Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

Both the Long Only Sub-fund and the Long/Short Sub-Fund may invest in the securities of companies worldwide.

As of 31 December 2020, the Offshore Feeder Sub-Fund owned 15.00% of the redeemable participating shares of the Master Long Only Sub-Fund.

*Investment Manager Registration*

Effective 21 July 2014, Ecofin Advisors Limited (formerly Tortoise Advisors UK Limited) was authorised by the Financial Conduct Authority as an Alternative Investment Fund Manager under the Alternative Investment Fund Manager Directive (AIFMD). The Offshore Feeder is an Alternative Investment Fund for the purposes of the AIFM Directive.

The Sub-Fund is managed by Ecofin Advisors Limited (the U.K. Investment Manager is registered with the U.S. Securities and Exchange Commission as an investment advisor under the Investment Advisors Act of 1940).

**2. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Statement of compliance*

These financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). The Sub-Fund is considered an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services —Investment Companies.

*(b) Basis of preparation*

The financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through Statement of Operations that have been measured at fair value. The preparation of financial statements in conformity with US GAAP requires the Directors to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Directors believe that the estimates utilised in preparing the financial statements are reasonable and prudent. Actual results could differ from these estimates.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

(b) *Basis of preparation(Continued)*

*Recent accounting pronouncements*

In August, 2018, The FASB issued Accounting Standard Update 2018-13, Fair Value measurement

(Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement, which changes the fair value measurement disclosure requirements of ASC 820. For non-public entities such as the Fund, the amendments involve the elimination of certain disclosure requirements of ASC 820. For non-public entities such as the Fund, the amendments involve the elimination of certain disclosure requirements of ASC 820. These include transfers between Level 1 and Level 2 of the fair value hierarchy, the Fund's policy for the timing of transfers between levels, the valuation processes for Level 3 fair value measurements, and the changes in unrealised gains and losses for the period included in the earnings for recurring Level 3 fair value measurements held at the end of the reporting period and the roll-forward of Level 3 fair value measurements. For public business entities that are SEC filers that are not smaller reporting companies ("SRC's"), the amendments in this update are effective for fiscal year beginning after 15 December 2019, including interim periods within those fiscal years. For all other public business entities, the amendments in this update are effective for fiscal years beginning after 15 December 2022, including interim periods within those fiscal years. Early adoption is permitted. This standard update has been early adopted. The adoption of this accounting standard update has had no material effect on the financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which revises guidance for the accounting for credit losses on financial instruments within its scope. The new standard introduces an approach, based on expected losses, to estimate credit losses on certain types of financial instruments and modifies the impairment model for available-for-sale debt securities. The guidance will be effective for private companies for annual and interim periods beginning after 15 December 2021, with early adoption permitted only from 15 December 2019, including interim periods within the fiscal year. Entities are required to apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Fund is currently assessing the impact that this pronouncement will have on the financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

- (c) *Cash and cash equivalents*  
Cash and cash equivalents include cash on hand, deposits held with bank and other short term liquid investments with original maturities of three months or less.
- (d) *Valuation of investment*  
The Long Only Sub-Fund's investment in the Master Fund is valued at the net asset value of the shares in the Master Long Only Sub-Fund, as determined by SS&C Fund Services Ireland Limited (the "Administrator"), which represents the price at which the Long Only Sub-Fund could redeem these shares. The financial statements of the Master Long Only Sub-Fund, which are attached, form an integral part of these financial statements.
- Valuation of investments held by the Master Fund, including but not limited to, the valuation techniques used and categorisation within the fair value hierarchy of investments are discussed in the notes to the Master Fund's financial statements.
- (e) *Foreign currency translation*
- (i) *Functional and presentation currency*  
Items included in the Offshore Feeder's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the US dollar.
- (ii) *Foreign currency transactions*  
Monetary assets and liabilities denominated in currencies other than the US dollar are translated into US dollars at the closing rates of exchange at each period end. Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Foreign currency translation gains and losses are included in realised and unrealised gain and loss on investments.
- (f) *Investment Income*  
Investment income is accrued as earned and is recognised on an accrual basis as incurred.
- (g) *Expenses*  
All expenses are recognised in the Statement of Operations on an accruals basis.
- (h) *Income taxes*  
The offshore feeder does not record a provision for U.S. federal, state, or local income taxes because the holders of redeemable participating shares report their share of the offshore feeder's income or loss on their income tax returns. The offshore feeder files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. state and foreign jurisdictions. The offshore feeder is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authorities. Based on its analysis, the offshore feeder has determined that it has not incurred any liability for unrecognized tax benefits as of 31 December 2020. The offshore feeder does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months. However, the offshore feeder's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, compliance with U.S. federal, U.S. state and foreign tax laws, and changes in the administrative practices and precedents of the relevant taxing authorities.
- (i) *Bank overdraft*  
Bank overdraft represents amounts withdrawn from the bank in excess of the available balance.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**3. FINANCIAL INSTRUMENTS AT FAIR VALUE**

The Long Only Sub-Fund invests all of its available assets in the Master Long Only Sub-Fund. Further information on the instruments held by the Master Long Only Sub-Fund is provided in Notes 3 and 4 of the financial statements of the Master Long Only Sub-Fund.

**4. INVESTMENT MANAGEMENT AND PERFORMANCE FEES**

**Investment management fees**

Tortoise Advisors UK Limited (the “Investment Manager”) receives from the Offshore Feeder an Investment Management Fee equal to 1/12 of the relevant Investment Management Fee Percentage per month of the net asset value of the relevant Class of Ordinary shares (before deduction of that month’s Investment Management Fee and before deduction for any accrued Performance Fees) as at each Valuation Day, payable quarterly in arrears. The Investment Management Fee is deemed to accrue on a daily basis as at each Valuation Day.

The Investment Management Fee Percentage is equal to:

<b>Class of Shares</b>	<b>Investment Management Fee Percentage</b>
Class B3 Shares	0.75 percent

The Investment Management Fee attributable to the Sub Fund for the year amounted to US\$75,221. The outstanding payable at the year-end was US\$8,823.

**Performance fees**

The Investment Manager is also entitled to receive a Performance Fee from the Offshore Feeder calculated on an Ordinary share-by-Ordinary share basis so that each Ordinary share is charged a Performance Fee which equates precisely with that Ordinary share’s performance. This method of calculation ensures that (i) any Performance Fee paid to the Investment Manager is charged only to those Ordinary shares which have appreciated in value, (ii) all holders of Ordinary shares have the same amount of capital per Ordinary share at risk in the Offshore Feeder, and (iii) all Ordinary shares have the same net asset value per Ordinary share.

The Performance Fee in respect of each Ordinary share is calculated in respect of each period of twelve months ending on 31 December in each year (a “Calculation Period”). The Performance Fee is deemed to accrue on a monthly basis as at each Valuation Day.

**Class B3 Shares**

For each Calculation Period, the Performance Fee in respect of each Class B3 Share will be equal to 10 per cent of the excess (if any) of (i) the Net Asset Value per Share of each Class B3 Share at the end of the Calculation Period over (ii) such Class B3 Share’s B3 Benchmark Net Asset Value, i.e. its Base Net Asset Value as adjusted by the B3 Benchmark. The benchmark is the MSCI ACWI Index(ticker M1WD Index)

**Base Net Asset Value**

The Base Net Asset Value per Share is the Net Asset Value per Share of the relevant Class achieved as at the end of any previous Calculation Period (if any) during which such Share was in issue and in respect of which a Performance Fee was paid or, if no Performance Fee has been paid, the price at which such Share was first issued. The Base Net Asset Value will be reduced by any Investor Related Taxes paid or accrued subsequent to either such date.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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The Performance Fee in respect of each Calculation Period will be calculated by reference to the Net Asset Value per Share before reduction for any accrued Performance Fee.

The Performance Fee is normally payable to the Investment Manager in arrears within 14 calendar days of the end of each Calculation Period. However, in the case of shares redeemed during a Calculation Period, the accrued Performance Fee in respect of those shares is payable within 14 calendar days after the date of redemption.

**4. INVESTMENT MANAGEMENT AND PERFORMANCE FEES (continued)**

**Performance fees (continued)**

There is no Performance Fee payable on the Ecofin shares.

The Performance Fee attributable to the Sub-Fund for the year amounted to US\$343,404. The outstanding payable at the year-end was US\$343,404.

*Depository services fee*

Citi Depository Services Ireland Limited (the “Depository Services Provider”) provides certain depository services to the Fund pursuant to the Article 36 Services Agreement. The depository services fee is payable at the Master Fund level.

**5. SHARE CAPITAL**

*Authorised*

The Offshore Feeder was incorporated with an authorised share capital of US\$500,000 into 10 Founder shares of US\$1.00 par value each and 49,999,000 ordinary shares of a par value of US\$0.01 each which may be issued as Ordinary shares, Tortoise shares or Management shares.

Redeemable participating shares

*- Ordinary and Management shares*

The net assets attributable to holders of redeemable participating shares are at all times equal to the net asset value of the Offshore Feeder. The shares of the Offshore Feeder can be redeemed at the option of the shareholder.

The movement in the number of redeemable participating shares attributable to the Sub-Fund was as follows:

	<b>Class B3 Long Only</b>	<b>Ecofin B Long Only</b>
Balance at 1 January 2020	81,532.31	—
Issued	—	750.00
Redeemed	—	—
<b>Balance at 31 December 2020</b>	<b>81,532.31</b>	<b>750.00</b>

Redeemable participating shares may be redeemed on each dealing date or such other date or dates as the Directors shall from time to time determine at the net asset value per share as at the valuation day immediately preceding the relevant redemption day. The shareholder must request such redemption at least 30 days prior to the dealing date or such other day as the Directors may determine.

Redeemable participating shares carry the right to receive notice of, attend or vote at any general meeting of the Offshore Feeder. The holders are entitled to receive all dividends declared and paid by the Offshore Feeder. Upon winding up, the holders are entitled to a return of capital based on the net asset value per share of the Offshore Feeder.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

**6. FINANCIAL HIGHLIGHTS**

Per share operating performance, ratios to average net assets and other information for the year ended 31 December 2020:

	Class B3 Long Only	Ecofin B Long Only
<b>Per share operating performance<sup>1</sup></b>		
Net asset value, beginning of year	112.60	100.00
Net investment loss	(5.06)	(0.02)
Realized and change in unrealized gain	61.28	10.42
Total from Operational Activities	56.22	10.40
Net asset value, end of year	168.82	110.40
<b>Total return<sup>2</sup>:</b>		
Total return before performance fee	54.29 %	10.40 %
Performance fee	(4.21)%	—
Total return after performance fee	50.08 %	10.40 %
<b>Ratio to average net assets<sup>3</sup>:</b>		
Net investment loss	(4.16)%	(0.01)%
Expenses before performance fee	(2.07)%	(0.05)%
Performance fee	(3.46)%	—
Expenses after performance fee	(5.53)%	(0.05)%

<sup>1</sup> Per share amounts are calculated based on the weighted average number of shares outstanding during the year.

<sup>2</sup> Total returns are calculated for each class based on the change in net asset value per share during the year. An individual investor's return may vary from these returns based on the timing of capital transactions.

<sup>3</sup> Average net assets are measured by using the class' monthly average net assets adjusted for capital subscriptions and redemptions.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**7. RELATED PARTIES**

The Fund considers the Investment Manager, its principal owners, members of management, and the Board of Directors, as well as entities under common control, to be related parties to the Fund. Amounts due from and due to related parties are generally settled in the normal course of business without formal payment terms.

The Fund pays the Investment Manager a management fee and a performance fee, as outlined in Note 4. In the year 2019 the total management fee was US\$75,221, with US\$8,823 payable at year-end and the total performance fee was US\$343,404, with US\$343,404 payable at year-end.

**8. SIGNIFICANT EVENTS DURING THE YEAR**

Tortoise Advisors UK Limited has been renamed Ecofin Advisors Limited on 9 July 2020.

The Fund was renamed from the Tortoise Vista Fund Limited to the Ecofin Vista Fund Limited on 03 September 2020.

The current worldwide Coronavirus outbreak, declared by the World Health Organization as a global health emergency on 30 January 2020, has caused disruption to businesses and economic activity which has been reflected in recent fluctuations in global stock markets. The situation is being continuously monitored. In the opinion of the Directors, the fair value of the Fund's investments takes into account the impact of the Coronavirus pandemic and therefore no further adjustment for the pandemic is required in these financial statements.

**9. SIGNIFICANT EVENTS AFTER YEAR END**

During the period 1 January 2021 to 15 October 2021 which is the date the financial statements were available to be issued, total subscriptions and redemptions in the Offshore Feeder amounted to US\$3,200,000 and US\$3,809,589 respectively.

Subsequent to year-end, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund's assets to Ecofin Global Energy Transition Fund, a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund's capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

**10. INDEMNIFICATIONS**

Under the offshore feeder organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the offshore feeder. In addition, in the normal course of business, the offshore feeder may enter into contracts that provide general indemnification to other parties. The offshore feeder's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the offshore feeder that have not yet occurred, and may not occur. However, the offshore feeder has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**11. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were authorised for release by the Board of Directors on 15 October 2021.

**LONG ONLY SUB-FUND,  
A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED (FORMERLY KNOWN AS LONG ONLY SUB-FUND, A  
SUB FUND OF TORTOISE VISTA MASTER FUND LIMITED)**

**AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2020**

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**AUDITED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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**CONTENTS**

COMPANY INFORMATION

REPORT OF INDEPENDENT AUDITORS

STATEMENT OF ASSETS AND LIABILITIES

SCHEDULE OF INVESTMENTS

STATEMENT OF OPERATIONS

STATEMENT OF CHANGES IN NET ASSETS

STATEMENT OF CASH FLOWS

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes form an integral part of these financial statements.

COMPANY INFORMATION

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Registered Office: P.O. Box 309, Grand Cayman KY1-1104, Cayman Islands.

**DIRECTORS**

Martin Nègre (Chairman) \*°  
Jean-Conrad Hottinger \*°

\* **Non-Executive Director**

° **Independent Director**

**INVESTMENT MANAGER & AIFM**

Ecofin Advisors Limited \*  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
England

**INDEPENDENT AUDITOR**

Ernst & Young  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**PRIME BROKER AND CUSTODIAN**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
England

**DEPOSITARY SERVICES PROVIDER**

Citi Depositary Services Ireland Limited  
1 North Wall Quay  
Dublin 1  
Ireland

**ADMINISTRATOR & SECRETARY**

SS&C Fund Services Ireland Limited  
La Touch House  
Custom House Dock  
IFSC  
Dublin D01 R5P3  
Ireland

**LEGAL ADVISERS TO THE COMPANY**

**As to English law:**

Schulte Roth & Zabel International LLP  
One Eagle Place  
London SW1Y 6AF  
England

**As to Cayman Islands law:**

Maples and Calder  
P.O. Box 309  
Grand Cayman KY1-1104  
Cayman Islands

**As to United States Law:**

Seward & Kissel LLP  
One Battery Park Plaza  
New York  
New York 10004  
United States

\* Tortoise Advisors UK Limited was renamed to Ecofin Advisors Limited in 2020.



## **Report of Independent Auditors**

The Board of Directors

In respect of Long Only Sub-fund, a sub fund of Ecofin Vista Master Fund Limited (formerly known as Tortoise Vista Master Fund)

We have audited the accompanying financial statements of Long Only Sub-fund, a sub fund of Ecofin Vista Master Fund Limited (formerly known as Tortoise Vista Master Fund) (the "Fund"), which comprise the statement of assets and liabilities as at December 31, 2020, including the schedule of investments, and the related statements of operations, changes in net assets and cash flows for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

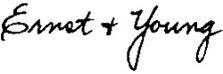
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the

circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Fund at December 31, 2020 and the results of its operations, changes in net assets and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.



Ernst & Young  
Dublin, Ireland October 15, 2021

LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED

STATEMENT OF ASSETS AND LIABILITIES  
As at 31 December 2020

	<b>2020</b>
	<b>US\$</b>
<b>Assets</b>	
Cash and cash equivalents	5,372,017
Securities owned, at fair value (cost: \$ 23,415,450)	36,120,651
Derivative contracts, at fair value	201,985
Interest receivable	322
Dividends receivable	11,418
Other assets and prepaid expenses	16,274
<b>Total assets</b>	<b>41,722,667</b>
<b>Liabilities</b>	
Derivative contracts, at fair value	38,754
Interest payable	2,803
Administration fees payable	21,296
Audit fees payable	22,246
Directors' fees payable	34,358
Other payables and accrued expenses	43,245
<b>Total liabilities</b>	<b>162,702</b>
<b>Net assets</b>	<b>41,559,965</b>
<b>Net asset value per share</b>	
Class B3 Long Only	175.81
Number of shares outstanding	80,297.38
Class B Ecofin Interests	175.94
Number of shares outstanding	11,716.61
Series B3 Interests Long Only Unrestricted	175.94
Number of shares outstanding	143,790.33
Ecofin B Long Only	110.40
Number of shares outstanding	750.00

The accompanying notes form an integral part of these financial statements.

LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED

SCHEDULE OF INVESTMENTS  
As at 31 December 2020

Securities Owned	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed Equities</b>				
<b>Belgium</b>				
<b>Basic Materials</b>				
Umicore	848,807	25,139	1,208,514	2.91 %
<b>Total Belgium (Cost: \$848,807)</b>			<b>1,208,514</b>	<b>2.91 %</b>
<b>Canada</b>				
<b>Industrial</b>				
Waste Connections Inc	674,300	7,632	782,814	1.88 %
<b>Total Canada (Cost: \$674,300)</b>			<b>782,814</b>	<b>1.88 %</b>
<b>Cayman Islands</b>				
<b>Communications</b>				
Gds Holdings Ltd-CI A*	1,173,339	104,973	1,223,174	2.94 %
<b>Total Cayman Islands (Cost:\$1,173,339)</b>			<b>1,223,174</b>	<b>2.94 %</b>
<b>China</b>				
<b>Energy</b>				
China Longyuan Power Group-H	1,495,134	2,483,706	2,488,880	5.99 %
China Suntien Green Energy-H*	715,843	2,492,123	764,943	1.84 %
<b>Total China (Cost: \$2,210,977)</b>			<b>3,253,823</b>	<b>7.83 %</b>
<b>Denmark</b>				
<b>Energy</b>				
Vestas Wind Systems A/S*	640,380	3,809	901,299	2.17 %
<b>Utilities</b>				
Orsted A/S	974,331	10,300	2,105,376	5.06 %
<b>Total Denmark (Cost: \$1,614,711)</b>			<b>3,006,675</b>	<b>7.23 %</b>
<b>Germany</b>				
<b>Information Technology</b>				
Infineon Technologies Ag	870,683	47,136	1,810,364	4.36 %
<b>Total Germany (Cost: \$870,683)</b>			<b>1,810,364</b>	<b>4.36 %</b>

\*These are non-income producing securities.

The accompanying notes form an integral part of these financial statements.

**SCHEDULE OF INVESTMENTS (Continued)**  
**As at 31 December 2020**

Securities Owned (continued)	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed equities (continued)</b>				
<b>Ireland</b>				
<b>Industrial</b>				
Trane Technologies Plc	676,581	6,683	970,104	2.33 %
<b>Total Ireland (Cost: \$676,581)</b>			<b>970,104</b>	<b>2.33 %</b>
<b>Italy</b>				
<b>Industrial</b>				
Prysmian Spa	791,975	42,504	1,512,328	3.64 %
<b>Total Italy (Cost: \$791,975)</b>			<b>1,512,328</b>	<b>3.64 %</b>
<b>Japan</b>				
<b>Industrial</b>				
Daikin Industries Ltd	366,193	2,843	631,135	1.52 %
Keyence Corp	601,233	1,951	1,096,014	2.64 %
Nidec Corp	920,177	14,263	1,793,150	4.31 %
<b>Information Technology</b>				
Rohm Co Ltd	1,184,451	18,034	1,744,972	4.20 %
<b>Total Japan (Cost: \$3,072,054)</b>			<b>5,265,271</b>	<b>12.67 %</b>
<b>Norway</b>				
<b>Basic Materials</b>				
Norsk Hydro Asa	959,927	287,551	1,338,688	3.22 %
<b>Total Norway (Cost: \$959,927)</b>			<b>1,338,688</b>	<b>3.22 %</b>
<b>Portugal</b>				
<b>Utilities</b>				
Edp-Energias De Portugal Sa	1,128,189	258,829	1,632,855	3.93 %
<b>Total Portugal (Cost: \$1,128,189)</b>			<b>1,632,855</b>	<b>3.93 %</b>
<b>Spain</b>				
<b>Utilities</b>				
Iberdrola Sa*	907,089	88,957	1,273,467	3.06 %
<b>Total Spain (Cost: \$907,089)</b>			<b>1,273,467</b>	<b>3.06 %</b>

\*These are non-income producing securities.

The accompanying notes form an integral part of these financial statements.

**SCHEDULE OF INVESTMENTS (Continued)**  
**As at 31 December 2020**

Securities Owned (continued)	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed equities (continued)</b>				
<b>Switzerland</b>				
<b>Industrial</b>				
Schindler Holding-Part Cert	826,237	3,473	937,449	2.26 %
Te Connectivity Ltd	1,191,867	14,023	1,697,765	4.08 %
<b>Total Switzerland (Cost: \$2,018,104)</b>			<b>2,635,214</b>	<b>6.34 %</b>
<b>Taiwan</b>				
<b>Industrial</b>				
Delta Electronics Inc	717,231	153,711	1,438,750	3.46 %
<b>Total Taiwan (Cost: \$717,231)</b>			<b>1,438,750</b>	<b>3.46 %</b>
<b>United States</b>				
<b>Communications</b>				
Lyft Inc-A*	945,593	30,581	1,502,445	3.62 %
<b>Diversified</b>				
Quantumscape Corp*	83,055	5,815	491,077	1.18 %
<b>Energy</b>				
Sunrun Inc*	337,145	20,830	1,445,185	3.48 %
<b>Industrial</b>				
Covanta Holding Corp	607,867	56,533	742,278	1.79 %
<b>Technology</b>				
Autodesk Inc*	782,245	3,619	1,105,025	2.66 %
<b>Utilities</b>				
Edison International	1,048,201	17,795	1,117,882	2.69 %
Exelon Corp	1,071,321	26,551	1,120,983	2.70 %
Nextera Energy Inc	876,056	16,121	1,243,735	2.99 %
<b>Total United States (Cost: \$5,751,483)</b>			<b>8,768,610</b>	<b>21.11 %</b>
<b>Total Listed Equities (Cost: \$23,415,450)</b>			<b>36,120,651</b>	<b>86.91 %</b>

\*These are non-income producing securities.

The accompanying notes form an integral part of these financial statements.

**SCHEDULE OF INVESTMENTS (Continued)**  
**As at 31 December 2020**

<b>Contracts for Difference - Assets</b>	<b>Notionals</b>	<b>Fair Value US\$</b>	<b>% of Net Asset Value</b>
<b>Contracts for Difference</b>			
<b>Europe</b>			
<b>Industrial</b>			
Schneider Electric Se Jpme	7,449	15,038	0.04 %
		<b>15,038</b>	<b>0.04 %</b>
<b>United States</b>			
<b>Industrial</b>			
Contemporary Amperex Techn-A Ms	37,719	186,947	0.45 %
		<b>186,947</b>	<b>0.45 %</b>
<b>Total Contracts for Difference - Assets</b>		<b>201,985</b>	<b>0.49 %</b>
<b>Contracts for Difference - Liabilities</b>	<b>Notionals</b>	<b>Fair Value US\$</b>	<b>% of Net Asset Value</b>
<b>France</b>			
<b>Industrial</b>			
Safran Sa Ptmsdw	10,055	(38,754)	(0.09) %
		<b>(38,754)</b>	<b>(0.09) %</b>
<b>Total Contracts for Difference – Liabilities</b>		<b>(38,754)</b>	<b>(0.09) %</b>

The accompanying notes form an integral part of these financial statements.

**STATEMENT OF OPERATIONS**  
**For the year ended 31 December 2020**

	<b>2020</b> <b>US\$</b>
<b>Investment income and expenses allocated from the Master Sub-Fund</b>	
Gross dividend income	478,098
Less: withholding tax	(104,853)
Interest income	20,603
Other income	1,676
<b>Total investment income</b>	<b>395,524</b>
<b>Operating expenses</b>	
Interest expense	39,524
<b>Total operating expenses</b>	<b>39,524</b>
<b>Non-operating expenses</b>	
Administration fees	72,774
Other expenses	110,902
Research fees	56,607
Audit fees	37,645
Directors' fees	34,350
Legal fees	26,076
<b>Total non-operating expenses</b>	<b>338,354</b>
<b>Total expenses</b>	<b>377,878</b>
<b>Net investment income</b>	<b>17,646</b>
<b>Net realized gain on investments, derivatives, contracts and foreign exchange</b>	
Net realised gains from sale of securities	3,064,919
Net realised gains from sale of derivatives	1,708,138
Net realised gains from foreign currency related transactions	16,610
	<b>4,789,667</b>
<b>Net unrealised gain/(loss) on investments, derivative contracts and foreign exchange</b>	
Net change in unrealised gains from securities	9,793,839
Net change in unrealised gain from derivatives	99,600
Net change in unrealised loss from foreign currency related transactions	(85)
	<b>9,893,354</b>
<b>Increase in net assets from operations</b>	<b>14,683,021</b>
	<b>14,700,667</b>

The accompanying notes form an integral part of these financial statements.

**STATEMENT OF CHANGES IN NET ASSETS**  
**For the year ended 31 December 2020**

	<b>2020</b> <b>US\$</b>
<b>Net assets beginning of year</b>	<b>27,074,970</b>
Increase in net assets attributable to holders of redeemable participating shares from operations	
Net investment income	17,646
Net realised gain on investments, derivative contracts and foreign exchange	4,789,667
Net unrealised gain on investments, derivative contracts and foreign exchange	9,893,354
<b>Net increase in net assets resulting from operations</b>	<b>14,700,667</b>
<b>Capital transactions</b>	
Issue of shares	22,803,500
<b>Redemption of shares</b>	<b>(23,019,172)</b>
<b>Net increase in net assets resulting from capital transactions</b>	<b>(215,672)</b>
<b>Net assets at end of the year</b>	<b>41,559,965</b>

The accompanying notes form an integral part of these financial statements.

**STATEMENT OF CASH FLOWS**  
**For the year ended 31 December 2020**

	<b>2020</b> <b>US\$</b>
<b>Cash flows from operating activities</b>	
Increase in net assets from operations	14,700,665
<i>Adjustments to reconcile net increase in net assets from operating activities:</i>	
Net realized gains from sale of securities	(3,064,919)
Net change in unrealised gains from securities	(9,793,839)
Net change in unrealised gain from derivatives	(99,600)
Purchase of securities owned	(18,717,041)
Proceeds on sale of securities owned	19,049,604
Decrease in dividends receivable	(4,745)
Increase in interest receivable	3,786
Decrease other assets and prepaid expenses	(2,865)
<b>Increase in interest payable</b>	<b>451</b>
<b>Increase in administration fees payable</b>	<b>4,864</b>
<b>Increase in audit fees payable</b>	<b>8,357</b>
<b>Increase in directors' fees payable</b>	<b>20,528</b>
Increase in other payables and accrued expenses	19,930
<b>Net cash provided by operating activities</b>	<b>2,125,176</b>
<b>Cash flows from financing activities</b>	
Proceeds from issuance of shares	75,000
Redemption of shares	(290,672)
<b>Net cash used in financing activities</b>	<b>(215,672)</b>
Net increase in cash and cash equivalents	1,909,504
Cash and cash equivalents at beginning of the year	3,462,513
<b>Cash and cash equivalents at end of the year</b>	<b>5,372,017</b>
<b>Cash and cash equivalents consist of:</b>	
Cash on hand	5,372,017
<b>Supplemental disclosure of cash flow information:</b>	<b>5,372,017</b>
Interest received	24,389
Interest paid	(39,073)
Dividends received	368,500
Non-cash subscriptions resulting from transfer of shares	22,728,500
Non-cash redemptions resulting from transfer of shares	(22,728,500)

The accompanying notes form an integral part of these financial statements.

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**1. ORGANISATION**

Ecofin Vista Master Fund Limited (“the Master Fund”) was incorporated with limited liability in the Cayman Islands on 1 October 2012 as Ecofin Vista Long/Short Master Fund Limited, an exempted company under the provisions of the Companies Law (2012 Revision) of the Cayman Islands, and was registered as a regulated mutual fund under Cayman Law on 1 October 2012. The Master Fund commenced operations on 7 December 2012. The Master Fund was renamed Tortoise Vista Master Fund Limited on 20 May 2019 and subsequently renamed Ecofin Vista Master Fund Limited on 03 September 2020. The Master Fund has established three sub funds, the Long Short Sub-Fund, the Long Only Sub-Fund, and the Long Net Sub-Fund. As at the period end the Long Net Sub-Fund had not continued operations.

The Master Fund is a single legal entity and the assets of one class of Shares may be exposed to the liabilities of other classes of Shares. The assets of any Sub-Fund may therefore be exposed to the liabilities of, or claims against, other Sub-Funds.

This separate set of financial statements of the Long Only Sub-Fund (“the Master Sub-Fund”) of Ecofin Vista Master Fund Limited have been prepared for the purpose of the Ecofin Global Energy Transition Fund’s Statement of Additional Information in the Registration Statement (Form N-1A No. 333-172080). As further described in Note 12 Significant Events After Year End, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund’s assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund’s capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

The Long Only Sub-Fund will either continue to trade in the existing legal entity Ecofin Vista Master Fund Limited if SEC approval is not received, or cease its trading activities as a result of the transfer to Ecofin Global Energy Transition Fund if approval is granted. The legal entity Ecofin Vista Master Fund Limited will continue to operate whether SEC approval is received or not.

The Master Fund is part of a “master-feeder” structure with two other entities, Ecofin Vista Fund Limited (the “Offshore Feeder”) and Ecofin Vista Fund, L.P. (the “Partnership”), which act as feeder funds. Both feeder funds invest substantially all of their assets in the Master Fund. Additional feeder funds may be created in the future, but otherwise it is not anticipated that there will be any other investors in the Master Fund. The Master Fund has the power to organize the Master Fund’s assets and liabilities into sub-funds and to allocate profits and losses attributable to the sub-funds to different classes. Effective 01 May 2019, the Master Fund has created two sub-funds, the “Long/Short Sub-Fund” and the “Long Only Sub-Fund” with a provision for a third “Low Net Sub-Fund”. The Offshore Feeder and the Partnership invest in both the Master Long/Short Sub-Fund and the Master Long Only Sub-Fund. Additional sub-funds may be established in the future. .

The Long Only Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Sub-Fund may also write covered options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

The Long/Short Sub-Fund invests primarily in equity and equity-related securities of companies of the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long/Short Sub-Fund may take both long and short positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long/Short Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

**1. ORGANISATION(Continued)**

Both the Long Only Sub-fund and the Long/Short Sub-Fund may invest in the securities of companies worldwide.

*Investment Manager Registration*

Effective 21 July 2014, Ecofin Advisors Limited (formerly Tortoise Advisors UK Limited) was authorised by the Financial Conduct Authority as an Alternative Investment Fund Manager under the Alternative Investment Fund Manager Directive (AIFMD). Tortoise Advisors UK Limited has been renamed to Ecofin Advisors Limited during the year. The Master Sub-Fund is an Alternative Investment Fund for the purposes of the AIFM Directive. The Sub-Fund is managed by Ecofin Advisors Limited (the U.K. Investment Manager is registered with the U.S. Securities and Exchange Commission as an investment advisor under the Investment Advisors Act of 1940).

**2. SIGNIFICANT ACCOUNTING POLICIES**

(a) *Statement of compliance*

The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The Master Sub-Fund is an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board’s (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services—Investment Companies.

(b) *Basis of preparation*

The financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through statement of operations that have been measured at fair value. The preparation of financial statements in conformity with US GAAP requires the Directors to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Directors believe that the estimates utilised in preparing the financial statements are reasonable and prudent. Actual results could differ from these estimates.

*Investment valuation*

The fair value of the Master Sub-Fund’s assets and liabilities that qualify as financial instruments under ASC 825, Financial Instruments (“ASC 825”) approximate to the carrying amounts presented in the financial statements. Investment in securities and derivative contracts are carried at fair value.

The value of securities including shares which are quoted, traded or dealt in on any stock exchange will be based on the last available price or, if appropriate, on the average price on the stock exchange which is normally the principal market of such securities, and each security traded on any other regulated market will be valued in a manner as similar as possible to that provided for quoted securities. OTC financial derivatives shall be priced based on third party counterparty marks which are based on industry standard models and inputs.

(c) *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the Statement of Assets and Liabilities when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and to settle the liability simultaneously.

(d) *Foreign currency translation*

(i) *Functional and presentation currency*

The performance of the Master Sub-Fund is measured and reported to the investors in US\$. The Board of Directors considers the US\$ as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The financial statements are presented in US\$, which is the Long Only Sub-Fund’s functional and presentation currency.

2. **SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(d) *Foreign currency translation(Continued)*

(ii) *Foreign currency transactions*

Monetary assets and liabilities denominated in currencies other than the US dollar are translated into US dollars at the closing rates of exchange at each period end. Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Foreign currency translation gains and losses and derivative contracts and foreign exchange are included in realised and unrealised gain and loss on investments

(e) *Receivables and payables*

Receivables and payables recognised in the financial statements on an accruals basis.

(f) *Dividend and Other Income*

Dividend and other income are accrued as earned and are recognised on an accrual basis.

(g) *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid instruments with original maturities of three months or less, and are net of margin debt balances.

Restricted cash is subject to a legal or contractual restriction by third parties as well as a restriction as to withdrawal or use, including restrictions that require the funds to be used for a specified purpose and restriction that limit the purpose for which the funds can be used. The Master Sub-Fund held US\$4,379,618 of cash collateral posted with counterparties for derivative contracts which may be restricted cash as at 31 December 2020.

(h) *Amounts due from and due to brokers*

Amounts due from and due to brokers represent amounts receivable for securities sold and payable for securities purchased that have been contracted for but not yet settled or delivered on the Statement of Assets and Liabilities date.

These amounts are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment, if any. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial instrument to the carrying amount of the financial instrument upon initial recognition. A provision for impairment of amounts due from brokers is established when there is objective evidence that the Sub-Fund will not be able to collect all amounts due from the relevant broker.

(i) *Interest income and expense*

Interest income and expense are recognised in the Statement of Operations on an accrual basis. Interest is accrued on a daily basis.

(j) *Expenses*

All expenses are recognised in the Statement of Operations on an accruals basis.

(k) *Dividend income*

Dividends are posted to the Statement of Operations on the dates on which the relevant securities are listed as “ex-dividend”. Income is shown gross of any non-recoverable withholding taxes, which are disclosed separately in the Statement of Operations, and net of any tax credits.

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)****(l) *Income taxes***

The Master Sub-Fund does not record a provision for U.S. federal, state, or local income taxes because the holders of redeemable participating shares report their share of the Master Sub-Fund's income or loss on their income tax returns. The Master Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. state and foreign jurisdictions. The Master Fund is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authorities. Based on its analysis, the Master Fund has determined that it has not incurred any liability for unrecognized tax benefits as of 31 December 2020. The Master Fund does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months. However, the Master Fund's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, compliance with U.S. federal, U.S. state and foreign tax laws, and changes in the administrative practices and precedents of the relevant taxing authorities.

**(m) *Recent accounting pronouncements***

In August, 2018, The FASB issued Accounting Standard Update 2018-13, Fair Value measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement, which changes the fair value measurement disclosure requirements of ASC 820. For non-public entities such as the Fund, the amendments involve the elimination of certain disclosure requirements of ASC 820. These include transfers between Level 1 and Level 2 of the fair value hierarchy, the Fund's policy for the timing of transfers between levels, the valuation processes for Level 3 fair value measurements, and the changes in unrealised gains and losses for the period included in the earnings for recurring Level 3 fair value measurements held at the end of the reporting period and the roll-forward of Level 3 fair value measurements. For public business entities that are SEC filers that are not smaller reporting companies ("SRC's"), the amendments in this update are effective for fiscal year beginning after 15 December 2019, including interim periods within those fiscal years. For all other public business entities, the amendments in this update are effective for fiscal years beginning after 15 December 2022, including interim periods within those fiscal years. Early adoption is permitted. This standard update has been early adopted. The adoption of this accounting standard update has had no material effect on the financial statements.

**(n) *New accounting pronouncements***

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which revises guidance for the accounting for credit losses on financial instruments within its scope. The new standard introduces an approach, based on expected losses, to estimate credit losses on certain types of financial instruments and modifies the impairment model for available-for-sale debt securities. The guidance will be effective for private companies for annual and interim periods beginning after 15 December 2021, with early adoption permitted only from 15 December 2019, including interim periods within the fiscal year. Entities are required to apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Fund is currently assessing the impact that this pronouncement will have on the financial statements.

**(o) *Transaction cost***

Transaction costs include fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs, internal administrative or holding costs. Transaction costs is included in Trade fees and commission feed and are disclosed in the Statement of Comprehensive Income.

**LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

**3. FINANCIAL INSTRUMENTS AT FAIR VALUE**

**Financial assets at fair value**

	<b>2020</b>
	<b>US\$</b>
Listed equity securities	36,120,651
Contracts for difference (Note 4)	201,985
	<b>36,322,636</b>
<b>Total financial assets</b>	<b>36,322,636</b>

**Financial Liabilities at fair value**

	<b>2020</b>
	<b>US\$</b>
Contracts for difference (Note 4)	(38,754)
	<b>(38,754)</b>
<b>Total financial liabilities</b>	<b>(38,754)</b>

ASC 820 requires disclosures relating to fair value using a three – level fair value hierarchy.

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Master Sub-Fund has the ability to access at the measurement date.

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices), including inputs in markets that are not considered active.

Level 3 Valuation requires inputs that are significant to the fair value measurement and unobservable.

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety.

At 31 December 2020, there were no unlisted instruments held by the Master Sub-Fund.

The following tables summarise the valuation of the Master Sub-Fund’s investments by the fair value hierarchy levels as of 31 December 2020.

**LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

**3. FINANCIAL INSTRUMENTS AT FAIR VALUE (continued)**

<b>31 December 2020</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial assets at fair value</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
<i>Investments, at fair value</i>				
Equity securities	36,120,651	36,120,651	—	—
Contracts for difference	201,985	—	201,985	—
<b>Total</b>	<b>36,322,636</b>	<b>36,120,651</b>	<b>201,985</b>	<b>—</b>
<b>31 December 2020</b>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial liabilities at fair value</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
<i>Investments, at fair value</i>				
Contracts for difference	(38,754)	0	(38,754)	0
<b>Total</b>	<b>(38,754)</b>	<b>0</b>	<b>(38,754)</b>	<b>0</b>

In determining an instrument's placement within the hierarchy, the Directors separate the Master Sub-Fund's investment portfolio into two categories: investments and derivative instruments. Each of these categories can further be divided between financial assets or financial liabilities.

*Investments*

Investments whose values are based on quoted market prices in active markets are classified within Level 1. This includes active listed equity securities. The Directors do not adjust the quoted price for such instruments, even in situations where the Master Sub-Fund holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2. These include less liquid equities securities and debt securities. As Level 2 investments include equity and debt securities that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The Master Sub-Fund did not have any Level 2 and Level 3 investments as at 31 December 2020.

*Derivative instruments*

Derivative instruments can be exchange-traded or privately negotiated over-the-counter ("OTC"). Exchange-traded derivatives, such as futures contracts and exchange traded option contracts, are typically classified within Level 1 or Level 2 of the fair value hierarchy depending on whether or not they are deemed to be actively traded.

**3. FINANCIAL INSTRUMENTS AT FAIR VALUE (continued)***Derivative instruments(continued)*

OTC derivatives, including forwards, options and contracts for difference are valued by the Directors using observable inputs, such as quotations received from the counterparty, dealers or brokers, whenever available and considered reliable. In instances where models are used, the value of an OTC derivative depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability and reliability of observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. Certain OTC derivatives, such as options, swaps and contracts for difference, have inputs which can generally be corroborated by market data and are therefore classified within Level 2.

**4. DERIVATIVE CONTRACTS**

Typically, derivative contracts serve as components of the Master Sub-Fund's investment strategy and are utilised primarily to structure and hedge investments, to enhance performance and to reduce risk to the Master Sub-Fund. The derivative contracts that the Master Sub-Fund holds or issues are contracts for difference.

The Master Sub-Fund records its derivative activities on a mark-to-market basis. Fair values are determined by using quoted market prices, or prices sourced from a reputable broker/counterparty in the case of non-exchange traded instruments.

As of 31 December 2020, the derivative contracts held by the Master Sub-Fund's Statement of Assets and Liabilities at fair value are detailed below:

Fair Value	2020	2020
	Assets	Liabilities
	US\$	US\$
Contracts for difference	201,985	(38,754)
<b>Total</b>	<b>201,985</b>	<b>(38,754)</b>

The notional value of derivative contracts at 31 December 2020 was as follows:

Notional value	Total
	US\$
Contracts for difference	4,529,786
<b>Total</b>	<b>4,529,786</b>

*Contracts for difference*

Contracts for difference ("CFDs") represent agreements that obligate two parties to exchange cash flows at specified intervals based upon or calculated by reference to changes in specified prices or rates for a specified amount of an underlying asset or otherwise deemed notional amount. The payment flows are usually netted against each other, with the difference being paid by one party to the other. Therefore amounts required for the future satisfaction of the CFD may be greater or less than the amount recorded. The ultimate gain or loss depends upon the price at which the underlying financial instrument of the CFD is valued at the CFD's settlement date and is included in the Statement of Operation.

**LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

**5. SHARE CAPITAL**

*Authorised*

The Master Fund was incorporated with an authorised share capital of US\$500,000 divided into 50,000,000 ordinary shares of a par value of US\$0.01 each.

*Redeemable participating shares*

The net assets attributable to holders of redeemable participating shares of each sub fund are at all times equal to the net asset value of the Master Sub-Fund.

The movement in the number of redeemable participating shares for the Long Only Sub-Fund was as follows:

	<b>Class B3 Long Only shares</b>	<b>Class B Ecofin Interests shares</b>	<b>Series B3 Interests Long Only Restricted Shares</b>	<b>Series B3 Interests Long Only Unrestricted shares</b>	<b>Ecofin B Long Only Shares</b>
Balance at 1 January 2020	81,176	11,717	144,199	1,185	—
Issued	—	—	—	142,618	750
Redeemed	-879	—	-144,199	-13	—
<b>Balance at 31 December 2020</b>	<b>80,297</b>	<b>11,717</b>	<b>—</b>	<b>143,790</b>	<b>750</b>

	<b>Class B3 Long Only shares</b>	<b>Class B Ecofin Interests shares</b>	<b>Series B3 Interests Long Only Restricted Shares</b>	<b>Series B3 Interests Long Only Unrestricted shares</b>	<b>Ecofin B Long Only Shares</b>
Balance at 1 January 2020	9,218,091	1,331,769	16,390,398	134,712	—
Issued	—	—	—	22,728,500*	75,000
Redeemed	(103,283)	—	(22,914,361)*	(1,528)	—
Allocated change resulting from operations	5,002,136	729,677	6,523,963	2,437,091	7,800
<b>Balance at 31 December 2020</b>	<b>14,116,944</b>	<b>2,061,446</b>	<b>—</b>	<b>25,298,775</b>	<b>82,800</b>

\*Includes USD 22,728,500 of transfers from Series B3 Interests Long Only Restricted to Series B3 Interests Long Only Unrestricted.

**5. SHARE CAPITAL (continued)**

Redeemable participating shares may be redeemed on each dealing date or such other date or dates as the Directors shall from time to time determine at the net asset value per share as at the valuation day immediately proceeding the relevant redemption day. The shareholder must request such redemption at least 30 days prior to the dealing date or such other day as the Directors may determine.

Redeemable participating shares carry the right to receive notice of, attend or vote at any general meeting of the Master Fund. Shares represent interests in a particular pool of net assets relating to an individual sub-fund.

**6. ADMINISTRATION FEES**

The Administrator also receives fees in respect of the provision of corporate secretarial services and audit assistance to the Master Sub-Fund, the Offshore Feeder and the Partnership. The administration fee in respect of the Sub-Fund for the year amounted to US\$72,774 out of which US\$21,296 was payable at year end.

*Depository services fee*

Citi Depository Services Ireland Limited (the “Depository Services Provider”) provides certain depository services to the Master Fund pursuant to the Article 36 Services Agreement. The depository services fee is payable at the Master Fund level. Total depository services fee attributable to the Master Sub-Fund amounted to US\$12,802, out of which US\$ 3,148 was payable at year end.

**7. OFF BALANCE SHEET RISK**

Contracts for difference result in an under-statement of financial position risk because the full notional value of the contracts is not recognised in the Statement of Assets and Liabilities (see also Note 4).

As noted above in Note 1, these financial statements represent solely the results of operations and state of affairs of the Long-Only Sub fund. The liabilities of the Sub-Funds are not segregated.

**8. FINANCIAL RISK MANAGEMENT**

The risks associated with an investment in the Sub-Fund are set out in the Prospectus and any Supplements to the Prospectus, which describe the investment objectives, investment policies and operations of the Sub-Fund and set out the basis on which investors may subscribe for, or redeem, shares in the Sub-Fund. In addition to those risks, the Sub-Fund is exposed to the risk that a company in which it has invested may be subject to unforeseen litigation or be the victim of fraud or a similar prejudicial act which could have a detrimental effect on the Sub-Fund and, as a consequence, on the value ascribed to it by the market.

As an investment company pursuing Long Only equity strategies in the global energy sector, the Sub-Fund buys, sells and holds financial assets, borrows money and securities and makes use of financial derivative instruments in order to take advantage of anticipated changes in the valuation of companies and in financial markets. This exposes the Sub-Fund to a variety of operational and financial risks. The principal financial risks to which the Sub-Fund is exposed are market risk, liquidity risk and credit risk.

**8. FINANCIAL RISK MANAGEMENT (continued)**

The Board of Directors of the Sub-Fund is ultimately responsible for the operations of the Sub-Fund but has delegated the management of the Sub-Fund's assets and liabilities to Ecofin Advisors UK Limited (the "Investment Manager"). The Directors set guidelines for the Sub-Fund's strategies and its tolerance for risk and meet regularly to address issues affecting the Sub-Fund, to review its performance and to monitor the Principal Investment Manager and the Investment Manager's management of risk.

The Sub-Fund's assets and liabilities consist of financial instruments, cash, and the short-term debtors and creditors that arise from the Sub-Fund's investment activities. The financial instruments in which the Sub-Fund invests consist primarily of equity and equity-related securities and financial derivative instruments. The financial derivative instruments consist primarily of contracts for difference, equity options and forward foreign exchange contracts. The Sub-Fund uses financial derivative instruments to make investments and to take positions in an efficient manner, to manage and to hedge risks associated with its investment activities and to hedge its currency exposures.

The Principal Investment Manager and the Investment Manager use a variety of systems and analytical techniques to monitor and manage the Sub-Fund's risk exposures. These systems include a proprietary system which uses multi-factor regression analysis to estimate the effect on the Sub-Fund's investment portfolio of movements in variables which the Investment Manager believes have a significant influence on companies in the global utilities sector, such as commodity prices and interest rates; calculates beta-adjusted exposures; and evaluates the impact of proposed investments on the overall risk of the Sub-Fund's investment portfolio.

**Market risk**

Market risk is the risk that the value of the Sub-Fund's investment portfolio will fluctuate in response to developments in the markets for financial instruments (price risk) and foreign currencies (currency risk). As the Sub-Fund pursues a Long Only equity strategies and invests primarily in equity and equity-related securities and financial derivative instruments, the Sub-Fund's principal market risk is price risk.

*Price risk*

The Investment Adviser monitors the price risk of the Sub-Fund's investment portfolio by using the Capital Asset Pricing Model to compute the beta-adjusted exposure of the portfolio to equity markets, by measuring the volatility of individual investments and by using a value-at-risk analysis.

8. FINANCIAL RISK MANAGEMENT (continued)

Currency risk

Currency risk is the risk that the value of the Sub-Fund's investments, and its other assets and liabilities, will fluctuate as a result of changes in foreign exchange rates. The Sub-Fund invests globally and, as a result, its investment portfolio is comprised of securities and other financial instruments denominated in a variety of currencies. As a result, the Sub-Fund is subject to currency risk as the value of the Sub-Fund's assets and liabilities may be affected favourably or unfavourably by fluctuations in foreign exchange rates.

It is the Sub-Fund's policy to hedge, wherever practicable, the foreign currency risk associated with its investment activities back into its functional and reporting currency, the US dollar. The Investment Manager uses "spot FX" and forward foreign exchange contracts to hedge its foreign currency denominated financial assets, liabilities and firm commitments. It is not always possible for the Investment Manager to completely hedge the Sub-Fund's currency risk, either because of the pattern of the Sub-Fund's trading activity or because the cost to do so with respect to some foreign currencies would, in the view of the Investment Manager, be excessive. As a result, the Sub-Fund will typically have a net exposure to some foreign currencies.

Interest rate risk

Interest rate risk is the risk that the value of the Sub-Fund's investments could fluctuate due to changes in interest rates; that is, in policy interest rates set by monetary authorities and in the price of government debt. The Sub-Fund invests principally in equity and equity-related financial instruments and not in bonds or other debt instruments and, as a result, the Sub-Fund may not be materially affected to significant interest rate risk.

The interest rates the Sub-Fund earns on its cash balances and pays on its borrowings are, however, based on short-term interest rates, and movements in these rates will affect the Sub-Fund's return on its cash balances and its borrowing costs.

Financial assets and liabilities with a floating interest rate that resets as market rates change are exposed to cash flow interest rate risk. Financial assets, such as equity investments, and liabilities which neither pay interest nor have a maturity date are not exposed to interest rate risk. As the Sub-Fund may not be materially exposed to significant interest rate risk, interest rate sensitivity is not material.

**8. FINANCIAL RISK MANAGEMENT (continued)**

**Liquidity risk**

Liquidity risk is the risk that a company may not be able to settle or meet its obligations on time or at a reasonable price. In the case of the Sub-Fund, liquidity risk arises principally through its exposure to monthly redemptions of participating shares by investors or through lenders of money or securities to the Sub-Fund seeking immediate or accelerated repayment under their terms of business with the Sub-Fund. Either, or both, of these events could theoretically force the Sub-Fund to liquidate its investments in financial instruments for considerations less than their fair values.

In comparison, holders of redeemable participating shares in the Sub-Fund are required, under the terms of their subscription, to provide the Sub-Fund with 3 business days' notice of their intention to redeem any of their shares and such redemptions are processed only on the regular weekly dealing days on which the Sub-Fund issues and redeems shares.

**Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Sub-Fund is not directly exposed to significant credit risk through its investment activities because it invests primarily in equity and equity-related financial instruments, as opposed to debt instruments, and because it deals with reputable brokers and all purchases or sales of financial instruments are only settled against delivery or payment.

The Sub-Fund's exposure to credit risk arises principally through its exposure to prime brokers, which may provide custodial, margin financing, clearing, settlement, stock borrowing and foreign exchange facilities to the Sub-Fund, as well as acting as counterparties to the Sub-Fund's investments in financial derivative instruments. During 2020, the Sub-Fund had a prime brokerage agreement with Morgan Stanley.

Under the terms of its prime brokerage agreement, the prime broker holds the Sub-Fund's assets in separate accounts as a custodian, but has the right to move assets equivalent to approximately 140% of the Sub-Fund's obligations to: - principally securities and monies borrowed - from those custodian accounts into normal brokerage accounts, as collateral for the Sub-Fund's borrowings. It then has the right to lend, pledge or re-hypothecate 100% those assets as security for its own borrowings. The Sub-Fund's cash balances are held in brokerage accounts, not in custodial accounts, but are subject to client money protection to the extent possible. To the extent that cash is treated as client money, it should be unavailable to a prime broker or its creditors in the event of the prime broker's insolvency.

The Sub-Fund's gross credit exposure to its prime broker is, theoretically, the value of any assets that have been moved into brokerage accounts, plus any cash balances held by the prime broker in brokerage accounts that are not subject to client money protection, plus the net unrealised profit on any over-the-counter derivative transactions entered into with the prime broker, less the value of any short positions held with the prime broker. At 31 December 2020, out of total cash balances of US\$5,372,017, approximately US\$Nil was subject to client money protection.

At 31 December 2020, the actual credit exposure of the Sub-Fund to its prime broker was US\$175,221. The Sub-Fund was a general creditor of its prime broker with respect to these amounts. This consisted of exposure of approximately US\$175,221 to Morgan Stanley.

The Sub-Fund is covered by the master netting arrangements of the master fund with its prime broker which have the effect of limiting the Sub-Fund's risk exposure to it. Although master netting arrangements do not permit an offset of Statement of Financial Position assets and liabilities unless certain conditions for offsetting apply, the credit risk associated with favourable contracts is reduced as all contracts with the counterparty are terminated and settled on a net basis if an event of default occurs.

LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2020

8. FINANCIAL RISK MANAGEMENT (continued)

Credit risk (continued)

The Sub-Fund has the right to change the prime brokerage and custodian arrangements described above or to appoint additional or alternative prime brokers and custodians without giving prior notice to shareholders, although shareholders will be notified of any changes in these arrangements.

The Sub-Fund is required to disclose the impact of offsetting assets and liabilities represented in the Statement of Financial Position to enable users of the financial statements to evaluate the effect or potential effect of netting arrangements on its financial position for recognized assets and liabilities. These recognized assets and liabilities are derivative instruments that are either subject to an enforceable master netting arrangement or similar agreement or meet the following right of set-off criteria: the amounts owed by the Sub-Fund to another party are determinable, the Sub-Fund has the right to set-off the amounts owed with the amounts owed by the other party, the Sub-Fund intends to set-off on a net basis, and the Sub-Fund right of set-off is enforceable at law.

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangements or similar agreement, irrespective of whether they are offset in the Statement of Assets and Liabilities and net of the related collateral received/pledged by the Sub-Fund as of 31 December 2020.

Description	Gross amounts not offset in the Statement of Asset and liabilities					
	Gross amounts of recognised assets	Gross amounts offset in the Statement of Asset and liabilities	Net amounts of assets presented in the Statement of Asset and liabilities	Financial Instruments	Cash collateral received	Net amount
	US\$	US\$	US\$	US\$	US\$	US\$
Financial assets at fair value through profit or loss						
Morgan Stanley & Co International plc						
Derivative	201,985	—	201,985	(38,754)	—	163,231
<b>Total</b>	<b>201,985</b>	<b>—</b>	<b>201,985</b>	<b>(38,754)</b>	<b>—</b>	<b>163,231</b>

Description	Gross amounts not offset in the Statement of Asset and liabilities					
	Gross amounts of recognised assets	Gross amounts offset in the Statement of Asset and liabilities	Net amounts of assets presented in the Statement of Asset and liabilities	Financial Instruments	Cash collateral received	Net amount
	US\$	US\$	US\$	US\$	US\$	US\$
Financial assets at fair value through profit or loss						
Morgan Stanley & Co International plc						
Derivative	(38,754)	—	(38,754)	38,754	—	—
<b>Total</b>	<b>(38,754)</b>	<b>—</b>	<b>(38,754)</b>	<b>38,754</b>	<b>—</b>	<b>—</b>

**LONG ONLY SUB-FUND, A SUB FUND OF ECOFIN VISTA MASTER FUND LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2020**

**9. RELATED PARTIES**

The Master Sub-Fund considers the Investment Manager, its principal owners, members of management, and the Board of Directors, as well as entities under common control, to be related parties to the Master Sub-Fund. Amounts due from and due to related parties are generally settled in the normal course of business without formal payment terms.

The Feeder Sub-Funds pays the Investment Manager a management fee and a performance fee, the details of the calculation and payment of these fees are outlined in the Feeder Sub-Fund financial statements.

**Directors' remuneration**

The members of the Board of Directors are listed on page 2 of these financial statements. In the year 2020 the total remuneration of the Directors attributable to the Master Sub-Fund was US\$34,350, with US\$34,358 payable at year-end.

**10. FINANCIAL HIGHLIGHTS**

The following represents the per share operating performance, ratios to average net assets and other information for the year ended 31 December 2020:

	Class B3 Long Only shares	Class B Ecofin Interests shares	Series B3 Interests Long Only Unrestricted shares	Ecofin B Long Only shares
<b>Per share operating performance<sup>1</sup></b>				
Net asset value, beginning of year	113.56	113.67	113.67	100.00
Net investment income	0.09	0.07	(0.03)	(0.02)
Realized and change in unrealized gain	62.16	62.20	62.30	10.42
Total from Operational Activities	62.25	62.27	62.27	10.40
Net asset value, end of year	175.81	175.94	175.94	110.40
<b>Total return<sup>2</sup></b>				
Total Return Gross	54.82 %	54.78 %	54.78 %	10.40 %
Performance Fees	— %	— %	— %	— %
Total Return Net	54.82 %	54.78 %	54.78 %	10.40 %
<b>Ratios to average net assets<sup>3</sup></b>				
Expenses	(1.29)%	(1.29)%	(0.66)%	(0.05)%
Total Expense Before Performance Fees	(1.29)%	(1.29)%	(0.66)%	(0.05)%
Performance Fees	— %	— %	— %	— %
Total Expense After Performance Fees	(1.29)%	(1.29)%	(0.66)%	(0.05)%
Net investment income/(loss)	0.07 %	0.05 %	(0.16)%	(0.01)%

<sup>1</sup> Per share amounts are calculated based on the weighted average number of shares outstanding during the year.

<sup>2</sup> Total return is calculated based on the change in net asset value per share during the year. An individual investor's return may vary from these returns based on the timing of capital transactions.

<sup>3</sup> Average net assets are measured by using the monthly average net assets adjusted for capital subscriptions and redemptions. An individual investor's ratio to average net assets may vary from those stated above due to the timing of capital transactions.

**11 SIGNIFICANT EVENTS DURING THE YEAR**

Tortoise Advisors UK Limited was renamed Ecofin Advisors Limited on 9 July 2020.

The Master Fund was renamed from Tortoise Vista Master Fund Limited to Ecofin Vista Master Fund Limited on 03 September 2020.

The current worldwide Coronavirus outbreak, declared by the World Health Organization as a global health emergency on 30 January 2020, has caused disruption to businesses and economic activity which has been reflected in recent fluctuations in global stock markets. The situation is being continuously monitored. In the opinion of the Directors, the fair value of the Fund's investments takes into account the impact of the Coronavirus pandemic and therefore no further adjustment for the pandemic is required in these financial statements

**12 SIGNIFICANT EVENTS AFTER YEAR END**

During the period 1 January 2021 to 15 October 2021 which is the date the financial statements were available to be issued, total subscription and redemptions in the Master Sub-Fund amounted to US\$11,700,000 and US\$5,039,512 respectively.

Subsequent to year-end, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund's assets to Ecofin Global Energy Transition Fund, a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund's capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

**13 INDEMNIFICATIONS**

Under the Master Fund's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Master Fund. In addition, in the normal course of business, the Master Fund may enter into contracts that provide general indemnification to other parties. The Master Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Master Fund that have not yet occurred, and may not occur. However, the Master Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**14 APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were authorised for release by the Board of Directors on 15 October 2021.

**LONG ONLY SUB-FUND,  
A SUB FUND OF ECOFIN VISTA FUND L.P.  
(A DELAWARE LIMITED PARTNERSHIP)**

**AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2020**

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**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**AUDITED FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**

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<b>CONTENTS</b>	<b>PAGE</b>
PERTNERSHIP INFORMATION	2
REPORT OF INDEPENDENT AUDITORS	3-4
STATEMENT OF ASSETS AND LIABILITIES	5
STATEMENT OF OPERATIONS	6
STATEMENT OF CHANGES IN PERTNERS' CAPITAL	7
STATEMENT OF CASH FLOWS	8
NOTES TO THE FINANCIAL STATEMENTS	9-14
FINANCIAL STATEMENTS OF THE LONG ONLY SUB-FUND, (A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)	

PARTNERSHIP INFORMATION

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**GENERAL PARTNER**

Ecofin North American General Partner Limited  
P.O. Box 309  
Ugland House  
George Town  
Grand Cayman KY1-1104  
Cayman Islands

**INDEPENDENT AUDITOR**

Ernst & Young  
Ernst & Young Building  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**ADMINISTRATOR & SECRETARY**

SS&C Financial Services(Ireland) Limited  
La Touche House  
Custom House Dock  
IFSC  
Dublin D01 R5P3  
Ireland

**INVESTMENT MANAGER & AIFM\*\***

Ecofin Advisors Limited  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
England

**REGISTERED OFFICE OF THE  
PARTNERSHIP**

Ecofin Vista Fund, L.P.  
c/o Corporation Service Company  
2711 Centerville Road  
Suite 400  
Wilmington, Delaware 19808  
United States of America

**UNITED STATES COUNSEL**

Seward & Kissel LLP  
One Battery Park Plaza  
New York  
New York 10004  
United States of America

**PRIME BROKER AND CUSTODIAN TO  
THE MASTER FUND**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
England

**DEPOSITARY SERVICES PROVIDER**

Citi Depositary Services Ireland Limited  
1 North Wall Quay  
Dublin 1  
Ireland

\*\*Ecofin Limited was renamed Tortoise Advisors UK Limited in 2019 and renamed to Ecofin Limited subsequently in 2020.



## **Report of Independent Auditors**

### **The General Partner**

In respect of Long Only Sub-fund, a sub fund of Ecofin Vista Fund L.P. (formerly known as Tortoise Vista Fund L.P.)

We have audited the accompanying financial statements of Long Only Sub-fund, a sub fund of Ecofin Vista Fund L.P. (formerly known as Tortoise Vista Fund L.P.) (the “Partnership”), which comprise the statement of assets and liabilities as at December 31, 2020, and the related statements of operations , changes in partners’ capital and cash flows for the year then ended, and the related notes to the financial statements.

### **Management’s Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

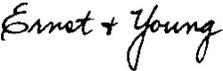
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor ’s judgment, including the assessment of the risks of material misstatement of t he financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the

circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Partnership at December 31, 2020 and the results of its operations, changes in partners' capital and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.



Ernst & Young  
Dublin, Ireland October 15, 2021

LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND L.P.)

STATEMENT OF ASSETS AND LIABILITIES  
As at 31 December 2020

31 Dec  
2020  
US\$

**Assets**

Cash and cash equivalents	6,695
Investment in Long Only Sub-Fund, a sub fund of Ecofin Vista Master Fund Limited (Cost: 24,017,378)	27,360,219
<b>Total assets</b>	<b>27,366,914</b>

**Liabilities**

Withdrawal payable	614,991
Management fees payable	15,816
<b>Total liabilities</b>	<b>630,807</b>

**Net assets attributable to Partners' capital** **26,736,107**

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**STATEMENT OF OPERATIONS**  
**For the year ended 31 December 2020**

	<b>2020</b> <b>US\$</b>
<hr/>	
<b>Investment income and expenses allocated from the Master Sub-Fund</b>	
Gross dividend income	315,326
Less: withholding tax	(69,153)
Interest income	13,588
Other income	184
<b>Total investment income</b>	<b>259,945</b>
<hr/>	
<b>Operating expenses</b>	
Interest expense	(26,067)
<b>Total operating expenses</b>	<b>(26,067)</b>
<hr/>	
<b>Non-operating expenses</b>	
Administration fees	(47,993)
Audit fees	(24,828)
Directors' fees	(22,653)
Legal fees	(17,198)
Research fees	(37,350)
Other expenses	(73,131)
<b>Total non-operating expenses</b>	<b>(223,153)</b>
<hr/>	
<b>Total expenses</b>	<b>(249,220)</b>
<hr/>	
<b>Total Net investment income allocated from the Master Sub-Fund</b>	<b>10,725</b>
<hr/>	
<b>Partnership operating expenses</b>	
Management fees	(134,862)
Bank fee	(181)
<b>Total Operating expenses</b>	<b>(135,043)</b>
<hr/>	
<b>Net Investment loss</b>	<b>(124,318)</b>
<hr/>	
<b>Net realized and unrealized gains on investments, derivatives and foreign currency related transactions allocated from the Master Sub-Fund</b>	
Net realised gain on investments, derivative contracts and foreign exchange allocated from the Master Sub-Fund	3,158,182
Net unrealised gain on investments, derivative contracts and foreign exchange allocated from the Master Sub-Fund	6,521,823
	<b>9,680,005</b>
<b>Increase /(decrease) in net assets attributable to Partners' capital</b>	<b>9,555,687</b>
<hr/>	

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**STATEMENT OF CHANGES IN PARTNERS' CAPITAL**  
**For the year ended 31 December 2020**

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	<b>General Partner US\$</b>	<b>Limited Partners US\$</b>	<b>Total US\$</b>
<b>Partners' capital at beginning of the year ended 31 December 2020</b>	-	17,795,411	17,795,411
Capital withdrawals	(614,991)	-	(614,991)
Performance allocations	614,991	(614,991)	-
Allocation of net increase in Partners' capital from operations	-	9,555,687	9,555,687
<b>Partners' capital at end of the year ended 31 December 2020</b>	<b>-</b>	<b>26,736,107</b>	<b>26,736,107</b>

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The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

LONG ONLY SUB-FUND, (A SUB FUND OF ECOFIN VISTA FUND L.P.)

STATEMENT OF CASH FLOWS  
For the year ended 31 December 2020

	2020 US\$
<b>Cash flows from operating activities</b>	
(Decrease)/increase in net assets attributable to Partners' capital	9,555,687
<i>Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:</i>	
Net investment income allocated from the Master Fund	(10,725)
Net realised gain on investments, derivative contracts and foreign exchange allocated from the Master Fund	(3,158,182)
Net unrealised gain on investments, derivative contracts and foreign exchange allocated from the Master Fund	(6,521,823)
Proceeds from sale of investment in the Master Fund	187,391
Increase in management fee payable	5,484
<b>Net cash provided by operating activities</b>	<b>57,832</b>
<b>Cash flow from financing activities</b>	
Payments for capital withdrawals	(58,011)
<b>Net cash used in financing activities</b>	<b>(58,011)</b>
Net decrease in cash and cash equivalents	(179)
Cash and cash equivalents at beginning of the year	6,874
<b>Cash and cash equivalents at end of the year</b>	<b>6,695</b>
<b>Cash and cash equivalents consists of:</b>	
Cash at bank	6,695

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

## 1. ORGANISATION

Ecofin Vista Fund, LP (the "Partnership") is a Delaware limited partnership organised on 26 November 2012. The general partner of the Partnership is Ecofin North American General Partner Limited (the "General Partner").

Ecofin Vista Fund, LP is part of a "master-feeder" structure with two other entities, Ecofin Vista Fund Limited (the "Offshore Feeder") and Ecofin Vista Master Fund Limited (the "Master Fund"). Ecofin Vista Fund LP and Ecofin Vista Fund Limited act as feeder funds.

The Partnership is a single legal entity and the assets of one class of Shares may be exposed to the liabilities of other classes of Shares. The assets of any Sub-Fund may therefore be exposed to the liabilities of, or claims against, other Sub-Funds.

This separate set of financial statements of the Long Only Sub-Fund ("the Sub-Fund") of Ecofin Vista Fund L.P. have been prepared for the purpose of the Ecofin Global Energy Transition Fund's Statement of Additional Information in the Registration Statement (Form N-1A No. 333-172080). As further described in Note 9 Post Balance Sheet Events, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund's assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund's capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

The Long Only Sub-Fund will either continue to trade in the existing legal entity Ecofin Vista Fund L.P. if SEC approval is not received, or cease its trading activities as a result of the transfer to Ecofin Global Energy Transition Fund if approval is granted. The legal entity Ecofin Vista Master Fund Limited will continue to operate whether SEC approval is received or not.

The Partnership has the power to organise the Partnership's assets and liabilities into Sub-Funds and to allocate profits and losses attributable to the Sub-Funds to different Classes. As of 1 May 2019, the Partnership has established three such Sub-Funds – the "Long/Short Sub-Fund", in respect of Class A shares, Management A shares, and Ecofin A shares; the "Long Only Sub-Fund" in respect of Class B1 shares, Class B2 shares, Class B 3 shares, Management B shares, and Ecofin B shares; and the "Low Net Sub-Fund" in respect of Class C shares, Management C shares, and Ecofin C shares. Additional classes of Shares may be issued in respect of a Sub-Fund and additional Sub-Funds may be established in the future.

The Long Only Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Sub-Fund may also write covered options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

The Long/Short Sub-Fund invests primarily in equity and equity-related securities of companies of the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long/Short Sub-Fund may take both long and short positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long/Short Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

As of 31 December 2019, the Partnership Sub-Fund owned 28.89% of the redeemable participating shares of the Master Fund. (Tortoise Advisors UK Limited was renamed Ecofin Advisors Limited.)

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**1. ORGANISATION (Continued)**

*Investment Manager Registration*

Effective 21 July 2014, Ecofin Advisors Limited (formerly Tortoise Advisors UK Limited) was authorised by the Financial Conduct Authority as an Alternative Investment Fund Manager under the Alternative Investment Fund Manager Directive (AIFMD).

The Partnership Sub-Fund is managed by Ecofin Advisors Limited (the U.K. Investment Manager is registered with the U.S. Securities and Exchange Commission as an investment advisor under the Investment Advisors Act of 1940).

**2. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Statement of compliance*

These financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). The Sub-Fund is considered an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services — Investment Companies.

*(b) Basis of preparation*

The financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through Statement of Operations that have been measured at fair value. The preparation of financial statements in conformity with US GAAP requires the Partnership to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Partnership believe that the estimates utilised in preparing the financial statements are reasonable and prudent. Actual results could differ from these estimates.

*Recent accounting pronouncements*

In August, 2018, The FASB issued Accounting Standard Update 2018-13, Fair Value measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement, which changes the fair value measurement disclosure requirements of ASC 820. For non-public entities such as the Fund, the amendments involve the elimination of certain disclosure requirements of ASC 820.

For non-public entities such as the Fund, the amendments involve the elimination of certain disclosure requirements of ASC 820. These include transfers between Level 1 and Level 2 of the fair value hierarchy, the Fund's policy for the timing of transfers between levels, the valuation processes for Level 3 fair value measurements, and the changes in unrealised gains and losses for the period included in the earnings for recurring Level 3 fair value measurements held at the end of the reporting period and the roll-forward of Level 3 fair value measurements. For public business entities that are SEC filers that are not smaller reporting companies ("SRC's"), the amendments in this update are effective for fiscal year beginning after 15 December 2019, including interim periods within those fiscal years. For all other public business entities, the amendments in this update are effective for fiscal years beginning after 15 December 2022, including interim periods within those fiscal years. Early adoption is permitted. This standard update has been early adopted. The adoption of this accounting standard update has had no material effect on the financial statements.

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)***(b) Basis of preparation (continued)**Recent accounting pronouncements (continued)*

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which revises guidance for the accounting for credit losses on financial instruments within its scope. The new standard introduces an approach, based on expected losses, to estimate credit losses on certain types of financial instruments and modifies the impairment model for available-for-sale debt securities. The guidance will be effective for private companies for annual and interim periods beginning after 15 December 2021, with early adoption permitted only from 15 December 2019, including interim periods within the fiscal year. Entities are required to apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Partnership is currently assessing the impact that this pronouncement will have on the financial statements

*(c) Cash and cash equivalents*

Cash and cash equivalents include cash on hand, deposits held with bank and other short term liquid investments with original maturities of three months or less.

*(d) Valuation of investment*

The Partnership's investment in the Master Fund is valued at the net asset value of the shares in the Master Fund, as determined by SS&C Fund Services Ireland Limited (the "Administrator"), which represents the price at which the Partnership could redeem these shares. The financial statements of the Master Fund, which are attached, form an integral part of these financial statements.

Valuation of investments held by the Master Fund, including but not limited to, the valuation techniques used and categorisation within the fair value hierarchy of investments are discussed in the notes to the Master Fund's financial statements.

*(e) Foreign currency translation**(i) Functional and presentation currency*

Items included in the Partnership's financial statements are measured using the currency of the primary economic environment in which it operates (the "functional currency"). This is the US dollar.

*(ii) Foreign currency transactions*

Monetary assets and liabilities denominated in currencies other than the US dollar are translated into US dollars at the closing rates of exchange at each period end. Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Foreign currency translation gains and losses are included in realised and unrealised gain and loss on investments.

*(f) Investment Income*

Investment income is accrued as earned and is recognised on an accrual basis as incurred.

*(g) Expenses*

All expenses are recognised in the Statement of Operations on an accruals basis.

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)***(h) Income taxes*

The Partnership does not record a provision for U.S. federal, state, or local income taxes because the holders of redeemable participating shares report their share of the Partnership's income or loss on their income tax returns. The Partnership files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. state and foreign jurisdictions. The Partnership is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authorities. Based on its analysis, the Partnership has determined that it has not incurred any liability for unrecognized tax benefits as of 31 December 2020. The Partnership does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months. However, the Partnership's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, compliance with U.S. federal, U.S. state and foreign tax laws, and changes in the administrative practices and precedents of the relevant taxing authorities.

**3. FINANCIAL INSTRUMENTS AT FAIR VALUE**

The Partnership Sub-Fund invests all of its available assets in the Master Sub-Fund. Further information on the financial assets and liabilities held by Master Sub-Fund is provided in Note 3 and 4 of the financial statements of the Master Sub-Fund.

**4. PARTNERS' CAPITAL**

Except with respect to "new issues", the net profit or loss of the Partnership Sub-Fund as of the end of each fiscal year is allocated to each partner in the proportion which such partner's capital account as of the beginning of that fiscal year bore to the aggregate of all capital accounts as of the beginning of that fiscal year. Series B interests relate to the Long Only Sub-Fund. Certain investors who made significant investments may be designated as 'Initial Investors' and receive certain preferential rights as described in the Prospectus.

**5. FEES AND EXPENSES Expenses**

The General Partner is authorised to incur and pay in the name and on behalf of the Partnership Sub- Fund all expenses which it deems necessary or advisable.

**Management fees**

The Partnership pays to the General Partner a management fee equal to 1/12 of the relevant management fee percentage (the "Management Fee Percentage") per month of the value of each Limited Partner's capital account established for each Series (before deduction of that month's Management Fee and before deduction for any accrued Performance Allocation) quarterly in arrears (the "Management Fee"). The Management Fee will be prorated for any period that is less than a full quarter and will be adjusted for contributions and withdrawals made during the quarter.

The Management Fee Percentage will be equal to:

<b>Series of Interests</b>	<b>Management Fee Percentage</b>
Series B3 Interests	0.75%

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**5. FEES AND EXPENSES (Continued)****Management fees**

There will be no Management Fee payable on any Ecofin Interests and a reduced Management Fee of 0.50% payable on any Management Interests.

The management fee for the year amounted to US\$134,862. The outstanding payable at the year-end was US\$15,816

**Incentive allocation**

At the end of each Calculation Period, the Investment Manager will be allocated from each capital account established for Series B2 Interests an amount equal to 10 per cent of the excess of (i) the balance of the applicable capital account established for such Series B2 Interests at the end of such Calculation Period (prior to giving effect to withdrawals and the allocation of any Performance Allocation) (the "Ending Value") over (ii) such capital account's B2 Benchmark Amount; provided that a Performance Allocation will only be allocated to the extent the excess of the Ending Value over the Starting Value.

At the end of each Calculation Period, the Investment Manager will be allocated from each capital account established for Series B3 Interests an amount equal to 10 per cent of the excess of (i) the balance of the applicable capital account established for such Series B3 Interests as at the end of such Calculation Period (prior to giving effect to withdrawals and the allocation of any Performance Allocation or Catch-Up Performance Allocation, if any) over (ii) such capital account's B3 Benchmark Amount.

The Class B Ecofin and Series B3 Interests Benchmarks apply the MSCI ACWI Index (ticker M1WD Index) with a net dividend return.

The Performance Allocation will be calculated separately for each capital contribution. The performance allocation is subject to a "high water mark" meaning that no performance allocation is made on the recoupment of any prior net losses. The performance allocation attributable to the Partnership Sub-Fund for the year amounted to US\$614,991.

**6. FINANCIAL HIGHLIGHTS**

The following table represents the ratios to average limited partners' capital and total return for the year ended December 31, 2020. This information includes amounts allocated from the Master Fund. The ratios and returns are calculated based on limited partners' capital taken as a whole. The computation of such ratios is based on the amount of net investment loss, total expenses and incentive allocation. An individual limited partner's capital balance may vary from these ratios and returns based on the timing of their capital transactions.

	Class B Ecofin Interests	Series B3 Interests Long Only Unrestricted
<b>Total return</b>		
Total return before performance allocation	54.77%	53.61%
Performance allocation	-	(3.74)%
<b>Total return after performance allocation</b>	0.5477	49.88%
<b>Ratios to average Limited Partner's Capital</b>		
Total expenses before performance allocation	(1.28)%	(1.44)%
Performance allocation	-	(6.95)%
<b>Total expenses after performance allocation</b>	(1.28)%	(8.39)%
<b>Net Investment loss</b>	(0.05)%	(7.89)%

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**7. RELATED PARTY TRANSACTIONS**

The General Partner receives management fee and performance allocation from the Partnership. No other Director had an interest in any contracts for provision of services subsisting during the year ended 31 December 2020.

**8. SIGNIFICANT EVENTS DURING THE YEAR**

Tortoise Advisors UK Limited has been renamed Ecofin Advisors Limited on 09 July 2020.

The Partnership was renamed from the Tortoise Vista Fund, LP to the Ecofin Vista Fund, LP on 03 September 2020.

The current worldwide Coronavirus outbreak, declared by the World Health Organization as a global health emergency on 30 January 2020, has caused disruption to businesses and economic activity which has been reflected in recent fluctuations in global stock markets. The situation is being continuously monitored. In the opinion of the General Partner, the fair value of the Fund's investments takes into account the impact of the Coronavirus pandemic and therefore no further adjustment for the pandemic is required in these financial statements.

**9. POST BALANCE SHEET EVENTS**

During the period 1 January 2021 to 15 October 2021, which is the date the financial statements were available to be issued, the total subscription the Partnership received were US\$8,500,000.

Subsequent to year-end, Ecofin Advisors Limited has proposed to reorganise the Long Only strategy by transferring substantially all of the Master Sub-Fund's assets to Ecofin Global Energy Transition Fund, a 1940 Act Fund, in exchange for Institutional Class shares of the latter, subject to SEC approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership in redemption of their Long Only Sub-Fund portion of the Master Fund's capital. The Offshore Feeder and the Partnership would then similarly distribute the shares of Ecofin Global Energy Transition Fund to their interest holders who own the Long Only Sub-Fund share classes in redemption of their equity interest in the feeder funds. The Directors have been consulted and approved the proposal.

**10. INDEMNIFICATIONS**

Under the offshore feeder organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the offshore feeder. In addition, in the normal course of business, the offshore feeder may enter into contracts that provide general indemnification to other parties. The offshore feeder's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the offshore feeder that have not yet occurred, and may not occur. However, the offshore feeder has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**11. APPROVAL OF THE FINANCIAL STATEMENTS**

The financial statements were approved by the General Partner on 15 October 2021.

The accompanying notes and the financial statements of the Long Only Sub-Fund, A Sub Fund of the Ecofin Vista Master Fund Limited should be read in conjunction with these financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**UNAUDITED INTERIM FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM 1 JANUARY 2021 TO 30 JUNE 2021**

See accompanying notes to the unaudited interim financial statements.

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**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**CONTENTS**

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PAGE

COMPANY INFORMATION 2

STATEMENT OF ASSETS AND LIABILITIES 3

SCHEDULE OF INVESTMENTS 4-7

STATEMENT OF OPERATIONS 8

STATEMENT OF CHANGES IN NET ASSETS 9

STATEMENT OF CASH FLOWS 10

NOTES TO THE FINANCIAL STATEMENTS 11-13

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**COMPANY INFORMATION**

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**Registered Office: P.O. Box 309, Grand Cayman KY1-1104, Cayman Islands**

**DIRECTORS**

Martin Nègre (Chairman)  
Jean-Conrad Hottinger

(All Directors are Non-Executive and Independent Directors)

**INVESTMENT MANAGER AND ALTERNATIVE  
INVESTMENT FUND MANAGER (AIFM)**

Ecofin Advisors Limited  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
United Kingdom

**INDEPENDENT AUDITOR**

Ernst & Young  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**PRIME BROKER AND CUSTODIAN**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
United Kingdom

**DEPOSITARY**

Citi Depositary Services Ireland  
Designated Activity Company  
1 North Wall Quay  
Dublin 1  
Ireland

**ADMINISTRATOR AND SECRETARY**

SS&C Financial Services (Ireland) Limited  
1<sup>st</sup> Floor, La Touche House  
Custom House Dock

IFSC

Dublin 1

Ireland

**LEGAL ADVISERS**

**As to English law:**

Schulte Roth & Zabel International LLP  
One Eagle Place  
London SW1Y 6AF  
United Kingdom

**As to Cayman Islands law:**

Maples and Calder  
P.O. Box 309  
Grand Cayman KY1-1104  
Cayman Islands

**As to United States of America Law:**

Seward & Kissel LLP  
One Battery Park Plaza  
New York 10004  
United States of America

**LONG ONLY SUB-FUND**  
**(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**STATEMENT OF ASSETS AND LIABILITIES (UNAUDITED)**  
**As at 30 June 2021**

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	<b>US\$</b>
<b>Assets</b>	
Cash and cash equivalents	8,726,873
Securities owned, at fair value (cost: \$36,637,607)	45,692,516
Derivative contracts, at fair value	293,334
Interest receivable	361
Dividends receivable	31,721
Other assets and prepaid expenses	7,567
<b>Total assets</b>	<b>54,752,372</b>
<b>Liabilities</b>	
Derivative contracts, at fair value	31,655
Interest payable	11,313
Administration fees payable	15,111
Audit fees payable	34,983
Directors' fees payable	44,065
Other payables and accrued expenses	128,842
<b>Total liabilities</b>	<b>265,969</b>
<b>Net assets</b>	<b>54,486,403</b>
<b>Net asset value per share</b>	
Class B3 Long Only	\$184.77
Number of shares outstanding	95,891.64
Class B Ecofin Interests	\$184.91
Number of shares outstanding	11,716.61
Series B3 Interests Long Only Unrestricted	\$184.91
Number of shares outstanding	187,126.60

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND**  
**(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**SCHEDULE OF INVESTMENTS (UNAUDITED)**  
**As at 30 June 2021**

Securities Owned	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed equities</b>				
<b>Cayman Islands</b>				
<b>Communications</b>				
GDS Holdings Ltd-C1 A*	2,332,003	211,339	2,092,748	3.84%
<b>Total Cayman Islands (Cost:\$2,332,003)</b>			<b>2,092,748</b>	<b>3.84%</b>
<b>China</b>				
<b>Energy</b>				
China Longyuan Power Group-H	1,626,339	1,457,853	2,511,776	4.61%
<b>Total China (Cost: \$1,626,339)</b>			<b>2,511,776</b>	<b>4.61%</b>
<b>Denmark</b>				
<b>Utilities</b>				
Orsted A/S	1,788,638	14,831	2,081,361	3.82%
<b>Total Denmark (Cost: \$1,788,638)</b>			<b>2,081,361</b>	<b>3.82%</b>
<b>Germany</b>				
<b>Information Technology</b>				
Infineon Technologies AG	1,106,065	42,205	1,692,722	3.11%
<b>Industrial</b>				
Volkswagen AG-Pref	2,199,767	9,232	2,312,266	4.24%
<b>Total Germany (Cost: \$3,305, 832)</b>			<b>4,004,988</b>	<b>7.35%</b>
<b>Ireland</b>				
<b>Industrial</b>				
Trane Technologies Plc	769,247	6,262	1,153,085	2.12%
<b>Total Ireland (Cost: \$769,247)</b>			<b>1,153,085</b>	<b>2.12%</b>
<b>Italy</b>				
<b>Industrial</b>				
Prysmian Spa	1,331,800	58,569	2,099,684	3.85%
<b>Total Italy (Cost: \$1,331,800)</b>			<b>2,099,684</b>	<b>3.85%</b>
<b>Japan</b>				
<b>Industrial</b>				
Keyence Corp	1,249,082	3,214	1,623,651	2.98%
Nidec Corp	1,494,000	17,705	2,053,806	3.77%
<b>Information Technology</b>				
Rohm Co Ltd	2,121,504	27,332	2,529,053	4.64%
<b>Total Japan (Cost \$4,864,586)</b>			<b>6,206,510</b>	<b>11.39%</b>

\*These are non-income producing securities.

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND**  
**(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**SCHEDULE OF INVESTMENTS (UNAUDITED) (continued)**  
**As at 30 June 2021**

Securities Owned(continued)	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed equities (continued)</b>				
<b>Norway</b>				
<b>Basic Materials</b>				
Norsk Hydro Asa	1,145,397	303,116	1,935,248	3.55%
<b>Energy</b>				
Scatec Asa	1,005,964	32,892	871,494	1.60%
<b>Total Norway (Cost \$2,151,361)</b>			<b>2,806,742</b>	<b>5.15%</b>
<b>Portugal</b>				
<b>Utilities</b>				
EDP-Energias De Portugal SA	2,408,680	470,733	2,495,343	4.58%
<b>Total Portugal (Cost: \$2,408,680)</b>			<b>2,495,343</b>	<b>4.58%</b>
<b>Switzerland</b>				
<b>Basic Materials</b>				
Sika AG-Reg	818,642	2,483	812,579	1.49%
<b>Industrial</b>				
TE Connectivity Ltd	1,676,485	17,391	2,351,437	4.32%
<b>Total Switzerland (Cost \$2,495,127)</b>			<b>3,164,016</b>	<b>5.81%</b>
<b>Taiwan</b>				
<b>Industrial</b>				
Delta Electronics Inc	1,079,654	164,851	1,792,727	3.29%
<b>Total Taiwan (Cost: \$1,079,654)</b>			<b>1,792,727</b>	<b>3.29%</b>
<b>United States</b>				
<b>Technology</b>				
Autodesk Inc*	2,372,583	9,177	2,678,766	4.92%
<b>Industrial</b>				
Covanta Holding Corp	1,599,747	123,627	2,177,071	4.00%
<b>Utilities</b>				
Edison International	698,467	12,260	708,873	1.30%
Exelon Corp	2,122,070	50,305	2,229,015	4.09%
Nextera Energy Inc	2,107,193	32,316	2,368,116	4.35%
<b>Communications</b>				
Lyft Inc-A	1,198,675	33,711	2,038,841	3.74%

\*These are non-income producing securities.

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**SCHEDULE OF INVESTMENTS (UNAUDITED) (continued)  
As at 30 June 2021**

Securities Owned(continued)	Cost US\$	Quantity	Fair Value US\$	% of Net Asset Value
<b>Listed equities (continued)</b>				
<b>United States (continued)</b>				
<b>Energy</b>				
Stem Inc*	861,311	33,290	1,198,773	2.20%
Sunrun Inc*	1,524,294	33,777	1,884,081	3.45%
<b>Total United States (Cost \$12,484,340)</b>			<b>15,283,536</b>	<b>28.05%</b>
<b>Total Listed equities (Cost \$36,637,607)</b>			<b>45,692,516</b>	<b>83.86%</b>
<b>Total Financial assets at fair value through profit or loss (Cost \$36,637,607)</b>			<b>45,692,516</b>	<b>83.86%</b>

\*These are non-income producing securities.

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**SCHEDULE OF INVESTMENTS (UNAUDITED) (continued)  
As at 30 June 2021**

**Securities Owned (continued)**

**Contracts for difference**

Description of the reference asset for payments to be received from another party	Description of the reference financing rate to be paid by another party	Payment frequency	Counterparty	Maturity Date	Upfront Payments	Notional shares	Unrealized appreciation/ (depreciation)	Fair Value (Asset) US\$	Fair Value (Liability) US\$	% of Net Asset Value
Contemporary Amperex Technology Co Ltd	FEDEF-1D	Monthly	Morgan Stanley	24-May-22	Nil	25,999	273,876	273,876	-	0.50%
Qingdao TGOOD Electric Co., Ltd.	FEDEF-1D	Monthly	Morgan Stanley	24-May-22	Nil	299,966	19,458	19,458	-	0.04%
Schneider Electric SE	EONIA-1D	Monthly	Morgan Stanley	4-May-22	Nil	14,996	(31,655)	-	(31,655)	(0.06)%
<b>Total Contracts for difference</b>							<b>261,679</b>	<b>293,334</b>	<b>(31,655)</b>	<b>0.48%</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**STATEMENT OF OPERATIONS (UNAUDITED)  
For the period from 1 January 2021 to 30 June 2021**

	US\$
<b>Investment income</b>	
Gross dividend income	427,247
Less: withholding tax	(107,572)
Interest income	4,498
<b>Total investment income</b>	<b>324,173</b>
<b>Operating expenses</b>	
Interest expense	(65,998)
<b>Total operating expenses</b>	<b>(65,998)</b>
<b>Non-operating expenses</b>	
Administration fees	(36,295)
Research fees	(65,200)
Audit fees	(29,247)
Directors' fees	(16,300)
Legal fees	(4,062)
Other expenses	(39,654)
<b>Total non-operating expenses</b>	<b>(190,758)</b>
<b>Total expenses</b>	<b>(256,756)</b>
<b>Net investment income</b>	<b>67,417</b>
<b>Net realized gain on investments, derivatives and foreign currency</b>	
Net realized gain from sale of securities	5,049,042
Net realized gain from sale of derivatives	813,501
Net realized gain from foreign currency	67,471
	<b>5,930,014</b>
<b>Net unrealized Gain/(loss) on investments, derivatives and foreign currency</b>	
Net change in unrealized loss from securities	(3,650,289)
Net change in unrealized gain from derivatives	98,448
Net change in unrealized loss from foreign currency	(1,956)
	<b>(3,553,797)</b>
<b>Increase in net assets from operations</b>	<b>2,443,634</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND**  
**(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**STATEMENT OF CHANGES IN NET ASSETS (UNAUDITED)**  
**For the period from 1 January 2021 to 30 June 2021**

---

	US\$
<b>Net assets at beginning of the period</b>	<b>41,559,965</b>
Increase in net assets attributable to holders of redeemable participating shares from operations	
Net investment income	67,417
Net realized gain on investments, derivatives and foreign currency	5,930,014
Net unrealized loss on investments, derivatives and foreign currency	(3,553,797)
<b>Net increase in net assets resulting from operations</b>	<b>2,443,634</b>
<b>Capital transactions</b>	
Issue of shares	11,700,000
Redemption of shares	(1,217,196)
<b>Net increase in net assets resulting from capital transactions</b>	<b>10,482,804</b>
<b>Net assets at end of the period</b>	<b>54,486,403</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**STATEMENT OF CASH FLOWS (UNAUDITED)  
For the period from 1 January 2021 to 30 June 2021**

	US\$
<b>Cash flows from operating activities</b>	
Increase in net assets from operations	2,443,634
<i>Adjustments to reconcile net increase in net assets from operating activities:</i>	
Net realized gain from sale of securities	(5,049,042)
Net change in unrealized loss from securities	3,650,289
Net change in unrealized gain from derivatives	(98,448)
Purchase of securities owned	(28,714,605)
Proceeds on sale of securities owned	20,541,494
Increase in dividends receivable	(20,303)
Increase in interest receivable	(39)
Decrease in other assets and prepaid expenses	8,706
Increase in interest payable	8,510
Decrease in administration fees payable	(6,185)
Increase in audit fees payable	12,737
Increase in directors' fees payable	9,707
Increase in other payables and accrued expenses	85,597
<b>Net cash used in operating activities</b>	<b>(7,127,948)</b>
<b>Cash flows from financing activities</b>	
Proceeds from issuance of shares	11,700,000
Redemption of shares	(1,217,196)
<b>Net cash provided by financing activities</b>	<b>10,482,804</b>
Net increase in cash and cash equivalents	3,354,856
Cash and cash equivalents at beginning of the period	5,372,017
<b>Cash and cash equivalents at end of the period</b>	<b>8,726,873</b>
<b>Cash and cash equivalents consist of:</b>	
Cash on hand	8,726,873
	<b>8,726,873</b>
<b>Supplemental disclosure of cash flow information:</b>	
Interest received	4,537
Interest paid	(74,508)
Dividends received	339,978

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED)  
For the period from 1 January 2021 to 30 June 2021**

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**1. ORGANIZATION**

Ecofin Vista Master Fund Limited (the “Master Fund”) was incorporated with limited liability in the Cayman Islands on 1 October 2012 as Ecofin Vista Long/Short Master Fund Limited, an exempted company under the provisions of the Companies Law (2012 Revision) of the Cayman Islands, and was registered as a regulated mutual fund under Cayman Law on 1 October 2012. The Master Fund commenced operations on 7 December 2012. The Master Fund was renamed Tortoise Vista Master Fund Limited on 20 May 2019 and subsequently renamed Ecofin Vista Master Fund Limited on 3 September 2020.

The Master Fund is part of a “master-feeder” structure with two other entities, Ecofin Vista Fund Limited (the “Offshore Feeder”) and Ecofin Vista Fund, L.P. (the “Partnership”), which act as feeder funds (the “Feeder Funds”) to the Master Fund. The Offshore Feeder is an exempted company incorporated with limited liability in the Cayman Islands and the Partnership is a Delaware limited partnership.

Both the Feeder Funds invest substantially all of their assets into the Master Fund. Additional feeder funds may be created in the future, but otherwise, it is not anticipated that there will be any other investors into the Master Fund. The Master Fund may organize its assets and liabilities into sub-funds and to allocate profits and losses attributable to the sub-funds to different share classes.

As at 30 June 2021, the Master Fund has two active sub-funds: the Long\Short Sub-Fund and the Long Only Sub-Fund. The Offshore Feeder and the Partnership invest in both the Long\Short Sub-Fund and the Long Only Sub-Fund of the Master Fund. Additional classes of shares may be issued in respect of a sub-fund and additional sub-funds may be established in the future.

The Master Fund is a single legal entity and the assets of one class of shares may be exposed to the liabilities of the other classes of shares. The assets of any sub-fund may therefore be exposed to the liabilities of, or claims against, the other sub-funds.

These separate set of interim financial statements of the Long Only Sub-Fund of the Master Fund (the “Long Only Master Sub-Fund”) have been prepared for the purpose of the Ecofin Global Energy Transition Fund’s Statement of Additional Information in the Registration Statement (Form N-1A No. 333-172080). During the period, Ecofin Advisors Limited, the Investment Manager and Alternative Investment Fund Manager (the “Investment Manager and AIFM”) of the Master and the Feeder Funds had proposed to reorganize the Long Only Strategy by transferring substantially all of the Long Only Master Sub-Fund’s assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act fund, in exchange for institutional share class of the latter, subject to the United States of America’s Securities and Exchange Commission’s (the “US SEC”) approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership, through redemption of their interests in the Long Only Master Sub-Fund. The Feeder Funds would then similarly distribute the shares of Ecofin Global Energy Transition Fund to the holders of their Long Only Sub-Fund share/interest classes, via redemption of the holders’ Long Only Sub-Fund interests in the Feeder Funds. The Directors have been consulted and approved the proposal.

The Long Only Master Sub-Fund will either continue to trade in the existing legal entity, which is the Master Fund, if the SEC approval is not received, or cease its trading activities as

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

a result of the transfer to Ecofin Global Energy Transition Fund, if approval is granted. The Master Fund will continue to operate whether or not approval is received from the US SEC.

The Long Only Master Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Master Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Master Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED) (continued)  
For the financial period from 1 January 2021 to 30 June 2021**

**1. ORGANIZATION(continued)**

*Investment Manager Registration*

On 21 July 2014, the Investment Manager was authorised by the Financial Conduct Authority as an AIFM under the Alternative Investment Fund Manager Directive (AIFMD). The Master Fund is an Alternative Investment Fund for the purposes of the AIFMD. The Investment Manager is registered with the US SEC as an investment advisor under the Investment Advisors Act of 1940.

**2. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Statement of compliance*

These interim financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The Master Fund is an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services—Investment Companies.

*(b) Basis of preparation*

The accounting policies applied in these interim financial statements are the same as those applied in the Long Only Master Sub-Fund's financial statements as at and for the year ended 31 December 2020. These interim financial statements should be read in conjunction with the year end financial statements.

**3. FINANCIAL INSTRUMENTS AT FAIR VALUE**

The following tables summarise the valuation of the Master Sub-Fund's investments by the fair value hierarchy levels as of 30 June 2021

<b>30 June 2021</b>	<b>Total US\$</b>	<b>Level 1 US\$</b>	<b>Level 2 US\$</b>	<b>Level 3 US\$</b>
<b>Financial assets at fair value</b>				
<i>Investments, at fair value</i>				
Equity securities	45,692,516	45,692,516	–	–
Contracts for difference	293,334	–	293,334	–
<b>Total</b>	<b>45,985,850</b>	<b>45,692,516</b>	<b>293,334</b>	<b>–</b>
<b>30 June 2021</b>	<b>Total US\$</b>	<b>Level 1 US\$</b>	<b>Level 2 US\$</b>	<b>Level 3 US\$</b>
<b>Financial liabilities at fair value</b>				
<i>Investments, at fair value</i>				
Contracts for difference	(31,655)	–	(31,655)	–
<b>Total</b>	<b>(31,655)</b>	<b>–</b>	<b>(31,655)</b>	<b>–</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**4. DERIVATIVE CONTRACTS**

As of 30 June 2021, the derivative contracts held by the Master Sub-Fund's Statement of Assets and Liabilities at fair value are detailed below:

<b>Fair Value</b>	<b>2020 Assets US\$</b>	<b>2020 Assets US\$</b>
Contracts for difference	293,334	(31,655)
<b>Total</b>	<b>293,334</b>	<b>(31,655)</b>
		<b>Total</b>
<b>Notional value</b>		<b>US\$</b>
Contracts for difference		\$5,909,240
<b>Total</b>		<b>\$5,909,240</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)**

**5. FINANCIAL RISK MANAGEMENT**

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangements or similar agreement, irrespective of whether they are offset in the Statement of Assets and Liabilities and net of the related collateral received/pledged by the Sub-Fund as of 30 June 2021.

Description	Gross amounts of recognised assets	Gross amounts offset in the Statement of Assets and Liabilities	Net amounts of assets presented in the Statement of Assets and Liabilities	Gross amounts not offset in the Statement of Assets and Liabilities	Cash collateral received	Net amount
	US\$	US\$	US\$	Financial Instruments	US\$	US\$
Financial assets at fair value through profit or loss						
Morgan Stanley & Co International plc						
Derivative	293,334	–	293,334	(31,655)	–	(31,655)
<b>Total</b>	<b>293,334</b>	<b>–</b>	<b>293,334</b>	<b>(31,655)</b>	<b>–</b>	<b>(31,655)</b>

Description	Gross amounts of recognised liabilities	Gross amounts offset in the Statement of Assets and Liabilities	Net amounts of assets presented in the Statement of Assets and Liabilities	Gross amounts not offset in the Statement of Assets and Liabilities	Cash collateral received	Net amount
	US\$	US\$	US\$	Financial Instruments	US\$	US\$
Financial liabilities at fair value through profit or loss						
Morgan Stanley & Co International plc						
Derivative	(31,655)	–	(31,655)	31,655	–	–
<b>Total</b>	<b>(31,655)</b>	<b>–</b>	<b>(31,655)</b>	<b>31,655</b>	<b>–</b>	<b>–</b>

See accompanying notes to the unaudited interim financial statements.

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND L.P.)  
(A DELAWARE LIMITED PARTNERSHIP)**

**UNAUDITED INTERIM FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM 1 JANUARY 2021 TO 30 JUNE 2021**

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

## CONTENTS

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PAGE

PARTNERSHIP INFORMATION 2

STATEMENT OF ASSETS AND LIABILITIES 3

STATEMENT OF OPERATIONS 4

STATEMENT OF CHANGES IN PARTNERS' CAPITAL 5

STATEMENT OF CASH FLOWS 6

NOTES TO THE FINANCIAL STATEMENTS 7-8

UNAUDITED INTERIM FINANCIAL STATEMENTS OF THE LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**PARTNERSHIP INFORMATION**

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**GENERAL PARTNER**

Ecofin North American General Partner Limited  
P.O. Box 309  
Ugland House  
George Town  
Grand Cayman KY1-1104  
Cayman Islands

**INDEPENDENT AUDITOR**

Ernst & Young  
Ernst & Young Building  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**ADMINISTRATOR AND SECRETARY**

SS&C Financial Services(Ireland) Limited  
1<sup>st</sup> Floor, La Touche House  
Custom House Dock  
IFSC  
Dublin 1  
Ireland

**INVESTMENT MANAGER AND ALTERNATIVE  
INVESTMENT FUND MANAGER (AIFM)**

Ecofin Advisors Limited  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
United Kingdom

**REGISTERED OFFICE OF THE PARTNERSHIP**

Ecofin Vista Fund, L.P.  
c/o Corporation Service Company  
2711 Centerville Road  
Suite 400  
Wilmington, Delaware 19808  
United States of America

**UNITED STATES COUNSEL**

Seward & Kissel LLP  
One Battery Park Plaza  
New York  
New York 10004  
United States of America

**PRIME BROKER AND CUSTODIAN  
TO THE MASTER FUND**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
United Kingdom

**DEPOSITARY**

Citi Depositary Services Ireland  
Designated Activity Company  
1 North Wall Quay  
Dublin 1  
Ireland

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**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**STATEMENT OF ASSETS AND LIABILITIES (UNAUDITED)  
As at 30 June 2021**

US\$

**Assets**

Cash and cash equivalents	105,674
Investment in Long Only Sub-Fund (A Sub-Fund of Ecofin Vista Master Fund Limited) (the “Long Only Master Sub-Fund”) (Cost: 32,103,479)	36,768,417
<b>Total assets</b>	<b>36,874,091</b>

**Liabilities**

Management fees payable	120,723
<b>Total liabilities</b>	<b>120,723</b>

<b>Net assets attributable to Partners’ Capital</b>	<b>36,753,368</b>
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**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**STATEMENT OF OPERATIONS (UNAUDITED)**  
**For the period from 1 January 2021 to 30 June 2021**

---

	US\$
<b>Investment income and expenses allocated from the Long Only Master Sub-Fund</b>	
Gross dividend income	287,990
Less: Withholding tax	(72,528)
Interest income	3,047
<b>Total investment income</b>	<u><b>218,509</b></u>
<b>Operating expenses</b>	
Interest expense	(44,490)
<b>Total operating expenses</b>	<u><b>(44,490)</b></u>
<b>Non-operating expenses</b>	
Administration fees	(24,388)
Audit fees	(19,690)
Directors' fees	(10,951)
Legal fees	(2,729)
Research fees	(43,805)
Other expenses	(26,665)
<b>Total non-operating expenses</b>	<u><b>(128,228)</b></u>
<b>Total expenses</b>	<u><b>(172,718)</b></u>
<b>Total Net investment income allocated from the Long Only Master Sub-Fund</b>	<u><b>45,791</b></u>
<b>Partnership operating expenses</b>	
Management fees	(120,723)
Bank fees	(112)
<b>Total Operating expenses</b>	<u><b>(120,835)</b></u>
<b>Net Investment loss</b>	<u><b>(75,044)</b></u>
<b>Net realized and unrealized gain/(loss) on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund</b>	
Net realized gain on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	3,983,120
Net unrealized loss on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	(2,390,815)
	<u><b>1,592,305</b></u>
<b>Increase in net assets attributable to Partners' Capital</b>	<u><b>1,517,261</b></u>

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**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**STATEMENT OF CHANGES IN PARTNERS' CAPITAL (UNAUDITED)**

**For the period from 1 January 2021 to 30 June 2021**

	<b>General Partner US\$</b>	<b>Limited Partners US\$</b>	<b>Total US\$</b>
<b>Partners' Capital at beginning of the period</b>	-	26,736,107	26,736,107
Increase in net assets from operations			
Net investment loss	-	(75,044)	(75,044)
Net realized gain from investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	-	3,983,120	3,983,120
Net change in unrealized loss on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	-	(2,390,815)	(2,390,815)
Allocation of net increase in Partners' Capital from operations	-	<b>1,517,261</b>	<b>1,517,261</b>
Capital contribution	-	8,500,000	8,500,000
<b>Partners' Capital at end of the period</b>	-	<b>36,753,368</b>	<b>36,753,368</b>

**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**STATEMENT OF CASH FLOWS (UNAUDITED)**  
**For the period from 1 January 2021 to 30 June 2021**

---

US\$

**Cash flows from operating activities**

Increase in net assets attributable to Partners' Capital 1,517,261

*Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:*

Net investment income allocated from the Long Only Master Sub-Fund (45,791)

Net realized gain on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund (3,983,120)

Net unrealized gain on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund 2,390,815

Purchase of investment in the Long Only Sub Master Fund (8,500,000)

Proceeds from sale of investment in the Long Only Sub-Master Fund 729,898

Decrease in performance fees payable (614,991)

Increase in management fees payable 104,907

**Net cash provided by operating activities** **(8,401,021)**

**Cash flow from financing activity**

Proceeds from capital contribution 8,500,000

**Net cash used in financing activity** **8,500,000**

Net decrease in cash and cash equivalents 98,979

Cash and cash equivalents at beginning of the period 6,695

**Cash and cash equivalents at end of the period** **105,674**

**Cash and cash equivalents consists of:**

Cash at bank **105,674**

**Supplemental disclosure of cash flow information:**

Interest received 3,047

Interest paid (44,490)

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**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED)**

**For the period from 1 January 2021 to 30 June 2021**

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**1. ORGANIZATION**

Ecofin Vista Fund L.P. (the “Partnership”) is a Delaware limited partnership organised on 26 November 2012. The general partner of the Partnership is Ecofin North American General Partner Limited (the “General Partner”).

The Partnership is part of a “master-feeder” structure with two other entities, Ecofin Vista Master Fund Limited (the “Master Fund”) and Ecofin Vista Fund Limited (the “Offshore Feeder”). The Offshore Feeder and the Partnership act as feeders (the “Feeder Funds”) to the Master Fund. The Master Fund and the Offshore Feeder are exempted companies incorporated with limited liability in the Cayman Islands.

Both the Feeder Funds invest substantially all of their assets into the Master Fund. Additional feeder funds may be created in the future, but otherwise it is not anticipated that there will be any other investors into the Master Fund. The Partnership may organize its assets and liabilities into sub-funds and to allocate profits and losses attributable to the sub-funds to different classes of interests.

The Partnership is a single legal entity and the assets of one class of interests may be exposed to the liabilities of other class of interests. The assets of any sub-fund may therefore be exposed to the liabilities of, or claims against, other sub-funds.

As at 30 June 2021, the Partnership has two active sub-funds: the Long\Short Sub-Fund and the Long Only Sub-Fund. Additional partnership interests may be issued in respect of a sub-fund and additional sub-funds may be established in the future.

The Long Only Sub-Fund of the Partnership (the “Long Only Partnership Sub-Fund”) invests all of its investable assets directly into the Long Only Sub-Fund of the Master Fund (the “Long Only Master Sub-Fund”).

These separate set of interim financial statements of the Long Only Partnership Sub-Fund have been prepared for the purpose of the Ecofin Global Energy Transition Fund’s Statement of Additional Information in the Registration Statement (Form N-1A No. 333-172080). During the period, Ecofin Advisors Limited, the Investment Manager and Alternative Investment Fund Manager (the “Investment Manager and AIFM”) of the Master and the Feeder Funds had proposed to reorganise the Long Only Strategy by transferring substantially all of the Long Only Partnership Sub-Fund’s assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act fund, in exchange for institutional share class of the latter, subject to the United States of America’s Securities and Exchange Commission’s (the “US SEC”) approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership, through redemption of their interests in the Long Only Master Sub-Fund. The Feeder Funds would then similarly distribute the shares of Ecofin Global Energy Transition Fund to the holders of their Long Only Sub-Fund share/interest classes, via redemption of the holders’ Long Only Sub-Fund interests in the Feeder Funds. The Directors have been consulted and approved the proposal.

The Long Only Partnership Sub-Fund will either continue to trade in the existing legal entity, which is the Partnership, if the SEC approval is not received, or cease its trading activities as a result of the transfer to Ecofin Global Energy Transition Fund, if approval is granted. The Partnership will continue to operate whether or not approval is received from the US SEC.

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**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND L.P.)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED) (continued)**  
**For the period from 1 January 2021 to 30 June 2021**

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**1. ORGANIZATION (continued)**

The Long Only Master Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Master Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Master Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

As of 30 June 2021, the Long Only Partnership Sub-Fund owned 67.48% of the redeemable participating shares of the Long Only Master Sub-Fund.

*Investment Manager Registration*

On 21 July 2014, The Investment Manager was authorised by the Financial Conduct Authority as an AIFM under the Alternative Investment Fund Manager Directive (“AIFMD”). The Partnership is an Alternative Investment Fund for the purposes of the AIFMD. The Investment Manager is registered with the US SEC as an investment advisor under the Investment Advisors Act of 1940.

**2. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Statement of compliance*

These interim financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The Partnership is an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board’s (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services—Investment Companies.

*(b) Basis of preparation*

The accounting policies applied in these interim financial statements are the same as those applied in the Long Only Partnership Sub-Fund’s financial statements as at and for the year ended 31 December 2020. These interim financial statements should be read in conjunction with the year end financial statements.

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**LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA FUND LIMITED)**

**UNAUDITED INTERIM FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM 1 JANUARY 2021 TO 30 JUNE 2021**

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**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**CONTENTS**

---

PAGE

COMPANY INFORMATION 2

STATEMENT OF ASSETS AND LIABILITIES 3

STATEMENT OF OPERATIONS 4

STATEMENT OF CHANGES IN NET ASSETS 5

STATEMENT OF CASH FLOWS 6

NOTES TO THE FINANCIAL STATEMENTS 7-8

UNAUDITED INTERIM FINANCIAL STATEMENTS OF THE LONG ONLY SUB-FUND  
(A SUB-FUND OF ECOFIN VISTA MASTER FUND LIMITED)

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**COMPANY INFORMATION**

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**Registered Office: P.O. Box 309, Grand Cayman KY1-1104, Cayman Islands**

**DIRECTORS**

Martin Nègre (Chairman)  
Jean-Conrad Hottinger

(All Directors are Non-Executive and Independent Directors)

**ADMINISTRATOR AND SECRETARY**

SS&C Financial Services (Ireland) Limited  
1<sup>st</sup> Floor, La Touche House  
Custom House Dock

IFSC  
Dublin 1  
Ireland

**INVESTMENT MANAGER AND ALTERNATIVE  
INVESTMENT FUND MANAGER (AIFM)**

Ecofin Advisors Limited  
Burdett House  
15 Buckingham Street  
London WC2N 6DU  
United Kingdom

**LEGAL ADVISERS TO THE MASTER FUND**

**As to English law:**

Schulte Roth & Zabel International LLP  
One Eagle Place  
London SW1Y 6AF  
United Kingdom

**As to Cayman Islands law:**

Maples and Calder  
P.O. Box 309  
Grand Cayman KY1-1104  
Cayman Islands

**As to United States of America Law:**

Seward & Kissel LLP  
One Battery Park Plaza  
New York 10004  
United States of America

**INDEPENDENT AUDITOR**

Ernst & Young  
Harcourt Centre  
Harcourt Street  
Dublin 2  
Ireland

**PRIME BROKER AND CUSTODIAN  
TO THE MASTER FUND**

Morgan Stanley & Co International plc  
20 Bank Street  
London E14 4AD  
United Kingdom

**DEPOSITARY**

Citi Depositary Services Ireland  
Designated Activity Company  
1 North Wall Quay  
Dublin 1  
Ireland

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF ASSETS AND LIABILITIES (UNAUDITED)  
As at 30 June 2021**

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	US\$
<b>Assets</b>	
Cash and cash equivalents	50,677
Investment in Long Only Sub-Fund (A Sub-Fund of Ecofin Vista Master Fund Limited) (the “Long Only Master Sub-Fund”) (Cost: US\$11,000,500)	17,717,987
<b>Total assets</b>	<b>17,768,664</b>
<b>Liabilities</b>	
Management fees payable	62,523
<b>Total liabilities</b>	<b>62,523</b>
<b>Net assets</b>	<b>17,706,141</b>
<b>Net asset value per share</b>	
Class B3 Long Only	176.76
Number of shares outstanding	101,171.60

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF OPERATIONS (UNAUDITED)**  
**For the period from 1 January 2021 to 30 June 2021**

	US\$
<b>Investment income and expenses allocated from the Long Only Master Sub- Fund</b>	
Gross dividend income	139,257
Less: Withholding tax	(35,044)
Interest income	1,490
<b>Total investment income</b>	<b>105,703</b>
<b>Operating expense</b>	
Interest expense	(21,547)
<b>Total operating expense</b>	<b>(21,547)</b>
<b>Non-operating expenses</b>	
Administration fees	(11,907)
Audit fees	(9,557)
Directors' fees	(5,349)
Legal fees	(1,333)
Research fees	(21,395)
Other expenses	(12,989)
<b>Total non-operating expenses</b>	<b>(62,530)</b>
<b>Total expenses</b>	<b>(84,077)</b>
<b>Total Net investment income allocated from the Long Only Master Sub-Fund</b>	<b>21,626</b>
<b>Fund operating expenses</b>	
Management fees	(62,523)
Bank fees	(162)
<b>Total Operating expenses</b>	<b>(62,685)</b>
<b>Net Investment loss</b>	<b>(41,059)</b>
<b>Net realized and unrealized gain/(loss) on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund</b>	
Net realized gain on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	1,946,894
Net unrealized loss on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	(1,162,983)
<b>Increase in net assets from operations</b>	<b>742,852</b>

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF CHANGES IN NET ASSETS (UNAUDITED)  
For the period from 1 January 2021 to 30 June 2021**

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	US\$
<b>Net assets at beginning of the period</b>	13,846,688
<b>Increase in net assets from operations</b>	
Net investment loss	(41,059)
Net realized gain from investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	1,946,894
Net change in unrealized loss on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	(1,162,983)
<b>Net increase in assets resulting from operations</b>	<u>742,852</u>
<b>Capital transactions</b>	
Issuance of shares	3,200,000
Redemption of shares	(83,399)
<b>Net increase in net assets resulting from capital transactions</b>	<u>3,116,601</u>
<b>Net assets at end of the period</b>	<u>17,706,141</u>

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND**  
**(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**STATEMENT OF CASH FLOWS (UNAUDITED)**  
**For the period from 1 January 2021 to 30 June 2021**

US\$

**Cash flows from operating activities**

Increase in net assets from operations	742,852
<i>Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:</i>	
Net investment income allocated from the Long Only Master Sub-Fund	(21,626)
Net realized gain on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	(1,946,894)
Net unrealized loss on investments, derivatives and foreign currency allocated from the Long Only Master Sub-Fund	1,162,983
Purchase of investment in the Long Only Master Sub-Fund	(3,200,000)
Proceeds from sale of investment in the Long Only Master Sub-Fund	487,294
Decrease in performance fees payable	(343,404)
Increase in management fees payable	53,700
<b>Net cash used in operating activities</b>	<b>(3,065,095)</b>

**Cash flow from financing activities**

Proceeds from issuance of shares	3,200,000
Payment on redemption of shares	(83,399)
<b>Net cash provided by financing activities</b>	<b>3,116,601</b>

Net increase in cash and cash equivalents	51,506
Bank overdraft at beginning of the period	(829)
<b>Cash and cash equivalents at end of the period</b>	<b>50,677</b>

**Cash and cash equivalents consists of:**

Cash at bank	<b>50,677</b>
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**Supplemental disclosure of cash flow information:**

Interest received	1,490
Interest paid	(21,547)

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED)  
For the period from 1 January 2021 to 30 June 2021**

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**1. ORGANIZATION**

Ecofin Vista Fund Limited (the “Offshore Feeder”) was incorporated with limited liability in the Cayman Islands on 1 October 2012 as Ecofin Vista Long/Short Fund Limited, an exempted company under the provisions of the Companies Law (2012 Revision) of the Cayman Islands and was registered as a regulated mutual fund under Cayman Law on 20 November 2012. The Offshore Feeder commenced operations on 7 December 2012. The Offshore Feeder was renamed Tortoise Vista Fund Limited on 20 May 2019 and subsequently renamed Ecofin Vista Fund Limited on 3 September 2020.

The Offshore Feeder is part of a “master-feeder” structure with two other entities, Ecofin Vista Master Fund Limited (the “Master Fund”) and Ecofin Vista Fund, L.P. (the “Partnership”). The Offshore Feeder and the Partnership act as feeders (the “Feeder Funds”) to the Master Fund. The Master Fund is an exempted company incorporated with limited liability in the Cayman Islands and the Partnership is a Delaware limited partnership.

Both the Feeder Funds invest substantially all of their assets into the Master Fund. Additional feeder funds may be created in the future, but otherwise, it is not anticipated that there will be any other investors into the Master Fund. The Offshore Feeder may organize its assets and liabilities into sub-funds and to allocate profits and losses attributable to the sub-funds to different share classes.

The Offshore Feeder is a single legal entity and the assets of one class of shares may be exposed to the liabilities of other classes of shares. The assets of any sub-fund may therefore be exposed to the liabilities of, or claims against, other sub-funds.

As at 30 June 2021, the Offshore Feeder has two active sub-funds: the Long\Short Sub-Fund and the Long Only Sub-Fund. Additional classes of shares may be issued in respect of a sub-fund and additional sub-funds may be established in the future.

The Long Only Sub-Fund of the Offshore Feeder (the “Long Only Feeder Sub-Fund”) invests all of its investable assets directly into the Long Only Sub-Fund of the Master Fund (the “Long Only Master Sub-Fund”).

These separate set of interim financial statements of the Long Only Feeder Sub-Fund have been prepared for the purpose of the Ecofin Global Energy Transition Fund’s Statement of Additional Information in the Registration Statement (Form N-1A No. 333-172080). During the period, Ecofin Advisors Limited, the Investment Manager and Alternative Investment Fund Manager (the “Investment Manager and AIFM”) of the Master and the Feeder Funds had proposed to reorganise the Long Only Strategy by transferring substantially all of the Long Only Feeder Sub-Fund’s assets to Ecofin Global Energy Transition Fund (ticker: EETIX (Inst) and EETAX (A Shares)), a 1940 Act fund, in exchange for institutional share class of the latter, subject to the United States of America’s Securities and Exchange Commission’s (the “US SEC”) approval. The Master Fund would then distribute the shares to the Offshore Feeder and the Partnership, through redemption of their interests in the Long Only Master Sub-Fund. The Feeder Funds would then similarly distribute the shares of Ecofin Global Energy Transition Fund to the holders of their Long Only Sub-Fund share/interest classes, via redemption of the holders’ Long Only Sub-Fund interests in the Feeder Funds. The Directors have been consulted and approved the proposal.

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

**LONG ONLY SUB-FUND  
(A SUB FUND OF ECOFIN VISTA FUND LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED) (continued)  
For the period from 1 January 2021 to 30 June 2021**

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**1. ORGANIZATION (continued)**

The Long Only Feeder Sub-Fund will either continue to trade in the existing legal entity, which is the Offshore Feeder, if the SEC approval is not received, or cease its trading activities as a result of the transfer to Ecofin Global Energy Transition Fund, if approval is granted. The Offshore Feeder will continue to operate whether or not approval is received from the US SEC.

The Long Only Master Sub-Fund invests primarily in equity and equity-related securities of companies in the Energy Transition Universe which are listed or traded on recognised stock exchanges. The Long Only Master Sub-Fund may only take long positions in a broad range of securities, derivatives and other financial instruments including, but not limited to, listed equity and equity-related securities, equity swaps, contracts for difference, index futures and options, equity futures and options, warrants and other derivative instruments whether traded on stock exchanges or over-the-counter. The Long Only Master Sub-Fund may also write options, both covered and uncovered, and may retain cash or cash equivalents for use as collateral or pending reinvestment.

As of 30 June 2021, the Long Only Feeder Sub-Fund owned 32.52% of the redeemable participating shares of the Long Only Master Sub-Fund.

*Investment Manager Registration*

On 21 July 2014, the Investment Manager was authorised by the Financial Conduct Authority as an AIFM under the Alternative Investment Fund Manager Directive (“AIFMD”). The Offshore Feeder is an Alternative Investment Fund for the purposes of the AIFMD. The Investment Manager is registered with the US SEC as an investment advisor under the Investment Advisors Act of 1940.

**2. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Statement of compliance*

These interim financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). The Offshore Feeder is an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board’s (FASB) Accounting Standards Codification (ASC) Topic 946, Financial Services—Investment Companies.

*(b) Basis of preparation*

The accounting policies applied in these interim financial statements are the same as those applied in the Long Only Feeder Sub-Fund’s financial statements as at and for the year ended 31 December 2020. These interim financial statements should be read in conjunction with the year end financial statements.

*The accompanying unaudited interim financial statements of the Long Only Sub-Fund  
(A Sub Fund of the Ecofin Vista Master Fund Limited) should be read in conjunction with these  
unaudited interim financial statements.*

8

**MANAGED PORTFOLIO SERIES (the “Trust”)  
PART C**

OTHER INFORMATION

**Item 28. Exhibits**

- (a) (1) [Certificate of Trust – incorporated herein by reference to Registrant’s Registration Statement on Form N-1A filed on February 4, 2011](#)
- (2) [Amended and Restated Agreement and Declaration of Trust – incorporated herein by reference from Post-Effective Amendment No. 314 to Registrant’s Registration Statement on Form N-1A filed on October 24, 2017](#)
- (b) [Amended and Restated Bylaws – incorporated herein by reference to Registrant’s Registration Statement on Form N-1A filed on May 5, 2011](#)
- (c) [Instruments Defining Rights of Security Holders – incorporated by reference to the Amended and Restated Agreement and Declaration of Trust and Amended and Restated Bylaws filed on May 5, 2011](#)
- (d) (1) (i) [Investment Advisory Agreement between the Trust, on behalf of the Tortoise MLP & Pipeline Fund and Tortoise Capital Advisors, L.L.C. – incorporated herein by reference from Post-Effective Amendment No. 351 to Registrant’s Registration Statement on Form N-1A filed on March 28, 2018 and Tortoise Capital Advisors, L.L.C. – incorporated herein by reference from Post-Effective Amendment No. 351 to Registrant’s Registration Statement on Form N-1A filed on March 28, 2018](#)
- (ii) [Amended Investment Advisory Agreement between the Trust, on behalf of the Tortoise MLP & Energy Income Fund and Tortoise MLP & Energy Infrastructure Fund and Tortoise Capital Advisors, L.L.C. – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant’s Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (iii) [Form of Amended Investment Advisory Agreement between the Trust, on behalf of the Ecofin Global Renewables Infrastructure Fund and Tortoise Capital Advisors, L.L.C. – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant’s Registration Statement on Form N-1A filed on August 5, 2020.](#)
- (iv) [Amended Investment Advisory Agreement between the Trust, on behalf of the Ecofin Global Energy Transition Fund and Tortoise Capital Advisors, L.L.C. - filed herewith.](#)
- (2) (i) [Form of Investment Sub-Advisory Agreement among Tortoise Capital Advisors, L.L.C., Ecofin Advisors Limited and the Trust, on behalf of the Ecofin Global Renewables Infrastructure Fund - incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant’s Registration Statement on Form N-1A filed on August 5, 2020](#)
- (ii) [Amended Investment Sub-Advisory Agreement among Tortoise Capital Advisors, L.L.C., Ecofin Advisors Limited and the Trust on behalf of the Ecofin Global Energy Transition Fund - filed herewith.](#)
- (e) (1) (i) [Distribution Agreement between the Trust, on behalf of the Tortoise MLP & Pipeline Fund and Tortoise Select Opportunity Fund and Quasar Distributors, LLC – incorporated herein by reference from Post-Effective Amendment No. 351 to Registrant’s Registration Statement on Form N-1A filed on March 28, 2018](#)
- (ii) [Amended Distribution Agreement between the Trust, on behalf of the Tortoise MLP & Energy Income Fund and Tortoise MLP & Energy Infrastructure Fund and Quasar Distributors, LLC – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant’s Registration Statement on Form N-1A filed on September 12, 2019.](#)

- (iii) [Novation Agreement dated March 31, 2020 - incorporated herein by reference from Post-Effective Amendment No. 495 to the Registrant's Registration Statement on Form N-1A filed on March 25, 2021.](#)
- (iv) [Amended Distribution Agreement between the Trust, on behalf of the Ecofin Global Renewables Infrastructure Fund and Quasar Distributors, LLC - incorporated herein by reference from Post-Effective Amendment No. 495 to the Registrant's Registration Statement on Form N-1A filed on March 25, 2021.](#)
- (v) [Amended Distribution Agreement between the Trust, on behalf of the Ecofin Global Energy Transition Fund and Quasar Distributors, LLC - filed herewith.](#)

(f) Bonus or Profit Sharing Contracts – not applicable

- (g) (1) (i) [Custody Agreement between the Trust and U.S. Bank National Association – incorporated herein by reference to Registrant's Registration Statement on Form N-1A filed on May 5, 2011](#)
- (ii) [Amendment to the Custody Agreement between the Trust and U.S. Bank National Association – incorporated herein by reference from Post-Effective Amendment No. 90 to Registrant's Registration Statement on Form N-1A filed on September 27, 2013](#)
- (iii) [Amendment to the Custody Agreement between the Trust and U.S. Bank National Association – incorporated herein by reference from Post-Effective Amendment No. 134 to Registrant's Registration Statement on Form N-1A filed on April 23, 2014](#)
- (iv) [Amendment to the Custody Agreement between the Trust and U.S. Bank National Association – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant's Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (v) [Amendment to the Custody Agreement between the Trust and U.S. Bank National Association – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant's Registration Statement on Form N-1A filed on August 5, 2020.](#)
- (vi) [Amendment to the Custody Agreement between the Trust and U.S. Bank National Association - filed herewith.](#)

- (h) (1) [Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference to Registrant's Registration Statement on Form N-1A filed on May 5, 2011](#)
- (i) [Amendment to the Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 90 to Registrant's Registration Statement on Form N-1A filed on September 27, 2013](#)
- (ii) [Amendment to the Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 134 to Registrant's Registration Statement on Form N-1A filed on April 23, 2014](#)
- (iii) [Amendment to the Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant's Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (iv) [Amendment to the Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant's Registration Statement on Form N-1A filed on August 5, 2020.](#)
- (v) [Amendment to the Fund Administration Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC - filed herewith.](#)
- (2) [Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference to Registrant's Registration Statement on Form N-1A filed on May 5, 2011](#)

- (i) [Amendment to the Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 90 to Registrant’s Registration Statement on Form N-1A filed on September 27, 2013](#)
- (ii) [Amendment to the Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 134 to Registrant’s Registration Statement on Form N-1A filed on April 23, 2014](#)
- (iii) [Amendment to the Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant’s Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (iv) [Amendment to the Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant’s Registration Statement on Form N-1A filed on August 5, 2020](#)
- (v) [Amendment to the Fund Accounting Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC - filed herewith.](#)
- (3) [Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference to Registrant’s Registration Statement on Form N-1A filed on May 5, 2011](#)
- (i) [Amendment to the Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 90 to Registrant’s Registration Statement on Form N-1A filed on September 27, 2013](#)
- (ii) [Amendment to the Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 134 to Registrant’s Registration Statement on Form N-1A filed on April 23, 2014](#)
- (iii) [Amendment to the Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant’s Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (iv) [Amendment to the Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant’s Registration Statement on Form N-1A filed on August 5, 2020.](#)
- (v) [Amendment to the Transfer Agent Servicing Agreement between the Trust and U.S. Bancorp Fund Services, LLC - filed herewith.](#)
- (4) (i) [Operating Expenses Limitation Agreement between the Trust, on behalf of the Ecofin Global Renewables Infrastructure Fund, Tortoise MLP & Pipeline Fund, Tortoise MLP & Energy Income Fund, and Tortoise MLP & Energy Infrastructure Fund, and Tortoise Capital Advisors, L.L.C.- incorporated herein by reference from Post-Effective Amendment No. 495 to the Registrant's Registration Statement on Form N-1A filed on March 25, 2021.](#)
- (ii) [Amendment to the Operating Expenses Limitation Agreement between the Trust, on behalf of the Ecofin Global Energy Transition Fund, and Tortoise Capital Advisors, L.L.C. - filed herewith.](#)
- (i) (1) [Opinion and Consent of Counsel by Richards, Layton & Finger, P.A. for the Nuance Concentrated Value Fund and the Tortoise MLP & Pipeline Fund – incorporated herein by reference to Registrant’s Registration Statement on Form N-1A filed on May 5, 2011](#)

- (2) [Opinion and Consent of Counsel by Stradley Ronon Stevens & Young, LLP for the Tortoise MLP & Energy Income Fund and Tortoise MLP & Energy Infrastructure Fund – incorporated herein by reference from Post-Effective Amendment No. 434 to Registrant’s Registration Statement on Form N-1A filed on September 12, 2019.](#)
- (3) [Opinion and Consent of Counsel by Stradley Ronon Stevens & Young, LLP for the Ecofin Global Renewables Infrastructure Fund – incorporated herein by reference from Post-Effective Amendment No. 480 to Registrant’s Registration Statement on Form N-1A filed on August 5, 2020.](#)
- (4) [Opinion and Consent of Counsel for the Ecofin Global Energy Transition Fund - filed herewith.](#)
- (j) (1) [Consent of Independent Registered Public Accounting Firm by Ernst & Young LLP for the Ecofin Global Energy Transition Fund - filed herewith.](#)
- (2) [Power of Attorneys for Robert J. Kern, David A. Massart, Leonard M. Rush and David M. Swanson dated August 8, 2018 – incorporated herein by reference from Post-Effective Amendment No. 379 to Registrant’s Registration Statement on Form N-1A filed on August 24, 2018](#)
- (k) Omitted Financial Statements – not applicable
- (l) [Seed Capital Agreements – incorporated herein by reference to Registrant’s Registration Statement on Form N-1A filed on May 5, 2011](#)
- (m) [Rule 12b-1 Plan - filed herewith.](#)
- (n) [Amended and Restated Rule 18f-3 Plan - incorporated herein by reference from Post-Effective Amendment No. 466 to Registrant's Registration Statement on Form N-1A filed on March 26, 2020.](#)
- (o) Reserved
- (p) (1) [Code of Ethics for the Trust – incorporated herein by reference from Post-Effective Amendment No. 416 to Registrant’s Registration Statement on Form N-1A filed on April 29, 2019](#)
- (2) [Code of Ethics for Tortoise Capital Advisors, L.L.C. – incorporated herein by reference from Post-Effective Amendment No. 495 to the Registrant’s Registration Statement on Form N-1A filed on March 25, 2021.](#)

**Item 29. Persons Controlled by or Under Common Control with Registrant**

No person is directly or indirectly controlled by or under common control with the Registrant.

**Item 30. Indemnification**

Reference is made to Article VII of the Registrant’s Amended and Restated Agreement and Declaration of Trust. With respect to the Registrant, the general effect of these provisions is to indemnify any person (Trustee, officer, employee or agent, among others) who was or is a party to any proceeding by reason of their actions performed in their official or duly authorized capacity on behalf of the Trust.

Pursuant to Rule 484 under the Securities Act of 1933, as amended, (the “1933 Act”) the Registrant furnishes the following undertaking: “Insofar as indemnification for liability arising under the 1933 Act may be permitted to trustees, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the U.S. Securities and Exchange Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a trustee, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted

by such trustee, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.”

**Item 31. Business and Other Connections of Investment Advisers**

With respect to the Advisers, the response to this Item will be incorporated by reference to the Advisers’ Uniform Applications for Investment Adviser Registration (“Form ADV”) on file with the SEC at <https://reports.adviserinfo.sec.gov/reports/ADV/123711/PDF/123711.pdf>. Each Adviser’s Form ADV may be obtained, free of charge, at the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 32. Principal Underwriter.**

- (a) Quasar Distributors, LLC (the “Distributor”) serves as principal underwriter for the following investment companies registered under the Investment Company Act of 1940, as amended:
  - 1. Aasgard Small & Mid Cap Fund, Series of Advisors Series Trust
  - 2. American Trust Allegiance Fund, Series of Advisors Series Trust
  - 3. Capital Advisors Growth Fund, Series of Advisors Series Trust
  - 4. Chase Growth Fund, Series of Advisors Series Trust
  - 5. Davidson Multi Cap Equity Fund, Series of Advisors Series Trust
  - 6. Edgar Lomax Value Fund, Series of Advisors Series Trust
  - 7. First Sentier American Listed Infrastructure Fund, Series of Advisors Series Trust
  - 8. First Sentier Global Listed Infrastructure Fund, Series of Advisors Series Trust
  - 9. Fort Pitt Capital Total Return Fund, Series of Advisors Series Trust
  - 10. Huber Large Cap Value Fund, Series of Advisors Series Trust
  - 11. Huber Select Large Cap Value Fund, Series of Advisors Series Trust
  - 12. Huber Mid Cap Value Fund, Series of Advisors Series Trust
  - 13. Huber Small Cap Value Fund, Series of Advisors Series Trust
  - 14. Logan Capital International Fund, Series of Advisors Series Trust
  - 15. Logan Capital Large Cap Core Fund, Series of Advisors Series Trust
  - 16. Logan Capital Large Cap Growth Fund , Series of Advisors Series Trust
  - 17. Logan Capital Small Cap Growth Fund, Series of Advisors Series Trust
  - 18. O’Shaughnessy Market Leaders Value Fund, Series of Advisors Series Trust
  - 19. PIA BBB Bond Fund, Series of Advisors Series Trust
  - 20. PIA High Yield Fund, Series of Advisors Series Trust
  - 21. PIA High Yield Managed Account Completion Shares (MACS) Fund, Series of Advisors Series Trust
  - 22. PIA MBS Bond Fund, Series of Advisors Series Trust
  - 23. PIA Short-Term Securities Fund, Series of Advisors Series Trust
  - 24. Poplar Forest Cornerstone Fund, Series of Advisors Series Trust
  - 25. Poplar Forest Partners Fund, Series of Advisors Series Trust
  - 26. Pzena Emerging Markets Value Fund, Series of Advisors Series Trust
  - 27. Pzena International Small Cap Value Fund, Series of Advisors Series Trust
  - 28. Pzena Mid Cap Value Fund, Series of Advisors Series Trust
  - 29. Pzena Small Cap Value Fund, Series of Advisors Series Trust
  - 30. Scharf Alpha Opportunity Fund, Series of Advisors Series Trust
  - 31. Scharf Fund, Series of Advisors Series Trust

32. Scharf Global Opportunity Fund, Series of Advisors Series Trust
33. Scharf Multi-Asset Opportunity Fund, Series of Advisors Series Trust
34. Semper MBS Total Return Fund, Series of Advisors Series Trust
35. Semper Short Duration Fund, Series of Advisors Series Trust
36. Shenkman Capital Floating Rate High Income Fund, Series of Advisors Series Trust
37. Shenkman Capital Short Duration High Income Fund, Series of Advisors Series Trust
38. The Aegis Funds
39. Allied Asset Advisors Funds
40. Alpha Architect ETF Trust
41. Angel Oak Funds Trust
42. Barrett Opportunity Fund, Inc.
43. Bridges Investment Fund, Inc.
44. Brookfield Investment Funds
45. Buffalo Funds
46. Cushing<sup>â</sup> Mutual Funds Trust
47. DoubleLine Funds Trust
48. Ecofin Tax-Advantaged Social Impact Fund, Inc. (*f/k/a Tortoise Tax-Advantaged Social Infrastructure Fund, Inc.*)
49. AAM Low Duration Preferred and Income Securities ETF, Series of ETF Series Solutions
50. AAM S&P 500 Emerging Markets High Dividend Value ETF, Series of ETF Series Solutions
51. AAM S&P 500 High Dividend Value ETF, Series of ETF Series Solutions
52. AAM S&P Developed Markets High Dividend Value ETF, Series of ETF Series Solutions
53. The Acquirers Fund, Series of ETF Series Solutions
54. AI Powered International Equity ETF, Series of ETF Series Solutions
55. AlphaClone Alternative Alpha ETF, Series of ETF Series Solutions
56. AlphaMark Actively Managed Small Cap ETF, Series of ETF Series Solutions
57. Aptus Collared Income Opportunity ETF, Series of ETF Series Solutions
58. Aptus Defined Risk ETF, Series of ETF Series Solutions
59. Aptus Drawdown Managed Equity ETF, Series of ETF Series Solutions
60. Blue Horizon BNE ETF, Series of ETF Series Solutions
61. CBOE Vest S&P 500 Dividend Aristocrats Target Income ETF, Series of ETF Series Solutions
62. Change Finance Diversified Impact US Large Cap Fossil Fuel Free ETF, Series of ETF Series Solutions
63. ClearShares OCIO ETF, Series of ETF Series Solutions
64. ClearShares Piton Intermediate Fixed Income Fund, Series of ETF Series Solutions
65. ClearShares Ultra-Short Maturity ETF, Series of ETF Series Solutions
66. Deep Value ETF, Series of ETF Series Solutions
67. Distillate International Fundamental Stability & Value ETF, Series of ETF Series Solutions
68. Distillate US Fundamental Stability & Value ETF, Series of ETF Series Solutions
69. Hoya Capital Housing ETF, Series of ETF Series Solutions
70. LHA Market State Alpha Seeker ETF, Series of ETF Series Solutions
71. LHA Market State Tactical Beta ETF, Series of ETF Series Solutions
72. LHA Market State US Tactical ETF, Series of ETF Series Solutions
73. Loncar Cancer Immunotherapy ETF, Series of ETF Series Solutions
74. Loncar China BioPharma ETF, Series of ETF Series Solutions

75. Nationwide Maximum Diversification Emerging Markets Core Equity ETF, Series of ETF Series Solutions
76. Nationwide Maximum Diversification US Core Equity ETF, Series of ETF Series Solutions
77. Nationwide Risk-Based International Equity ETF, Series of ETF Series Solutions
78. Nationwide Risk-Based US Equity ETF, Series of ETF Series Solutions
79. Nationwide Risk-Managed Income ETF, Series of ETF Series Solutions
80. NETLease Corporate Real Estate ETF, Series of ETF Series Solutions
81. Opus Small Cap Value ETF, Series of ETF Series Solutions
82. Premise Capital Diversified Tactical ETF, Series of ETF Series Solutions
83. US Global GO GOLD and Precious Metal Miners ETF, Series of ETF Series Solutions
84. US Global JETS ETF, Series of ETF Series Solutions
85. US Vegan Climate ETF, Series of ETF Series Solutions
86. Volshares Large Cap ETF, Series of ETF Series Solutions
87. First American Funds, Inc.
88. FundX Investment Trust
89. The Glenmede Fund, Inc.
90. The Glenmede Portfolios
91. The GoodHaven Funds Trust
92. Greenspring Fund, Incorporated
93. Harding, Loevner Funds, Inc.
94. Hennessy Funds Trust
95. Horizon Funds
96. Hotchkis & Wiley Funds
97. Intrepid Capital Management Funds Trust
98. Jacob Funds Inc.
99. The Jensen Quality Growth Fund Inc.
100. Kirr, Marbach Partners Funds, Inc.
101. AAF First Priority CLO Bond ETF, Series of Listed Funds Trust
102. Core Alternative ETF, Series of Listed Funds Trust
103. Wahed FTSE USA Shariah ETF, Series of Listed Funds Trust
104. LKCM Funds
105. LoCorr Investment Trust
106. Lord Asset Management Trust
107. MainGate Trust
108. ATAC Rotation Fund, Series of Managed Portfolio Series
109. Cove Street Capital Small Cap Value Fund, Series of Managed Portfolio Series
110. Ecofin Digital Payments Infrastructure Fund, Series of Managed Portfolio Series
111. Ecofin Global Renewables Infrastructure Fund, Series of Managed Portfolio Series
112. Ecofin Global Water ESG Fund, Series of Managed Portfolio Series
113. Great Lakes Bond Fund, Series of Managed Portfolio Series
114. Great Lakes Disciplined Equity Fund, Series of Managed Portfolio Series
115. Great Lakes Large Cap Value Fund, Series of Managed Portfolio Series
116. Great Lakes Small Cap Opportunity Fund, Series of Managed Portfolio Series
117. Jackson Square Global Growth Fund, Series of Managed Portfolio Series
118. Jackson Square International Growth Fund, Series of Managed Portfolio Series
119. Jackson Square Large-Cap Growth Fund, Series of Managed Portfolio Series
120. Jackson Square Select 20 Growth Fund, Series of Managed Portfolio Series
121. Jackson Square SMID-Cap Growth Fund, Series of Managed Portfolio Series
122. LK Balanced Fund, Series of Managed Portfolio Series
123. Muhlenkamp Fund, Series of Managed Portfolio Series

124. Nuance Concentrated Value Fund, Series of Managed Portfolio Series
125. Nuance Concentrated Value Long Short Fund, Series of Managed Portfolio Series
126. Nuance Mid Cap Value Fund, Series of Managed Portfolio Series
127. Port Street Quality Growth Fund, Series of Managed Portfolio Series
128. Principal Street High Income Municipal Fund, Series of Managed Portfolio Series
129. Reinhart Genesis PMV Fund, Series of Managed Portfolio Series
130. Reinhart Mid Cap PMV Fund, Series of Managed Portfolio Series
131. TorrayResolute Small/Mid Cap Growth Fund, Series of Managed Portfolio Series
132. Tortoise Energy Evolution Fund, Series of Managed Portfolio Series
133. Tortoise MLP & Energy Income Fund, Series of Managed Portfolio Series
134. Tortoise MLP & Energy Infrastructure Fund, Series of Managed Portfolio Series
135. Tortoise MLP & Pipeline Fund, Series of Managed Portfolio Series
136. Tortoise North American Pipeline Fund, Series of Managed Portfolio Series
137. Argent Small Cap Fund, Series of Manager Directed Portfolios
138. Hardman Johnston International Growth Fund, Series of Manager Directed Portfolios
139. Hood River Small-Cap Growth Fund, Series of Manager Directed Portfolios
140. iM DBi Hedge Strategy ETF, Series of Manager Directed Portfolios
141. iM DBi Managed Futures Strategy ETF, Series of Manager Directed Portfolios
142. iM Dolan McEniry Corporate Bond Fund, Series of Manager Directed Portfolios
143. Pemberwick Fund, Series of Manager Directed Portfolios
144. Vert Global Sustainable Real Estate Fund, Series of Manager Directed Portfolios
145. Matrix Advisors Funds Trust
146. Matrix Advisors Value Fund, Inc.
147. Monetta Trust
148. Nicholas Equity Income Fund, Inc.
149. Nicholas Fund, Inc.
150. Nicholas II, Inc.
151. Nicholas Limited Edition, Inc.
152. Permanent Portfolio Family of Funds
153. Perritt Funds, Inc.
154. Procure ETF Trust II
155. Professionally Managed Portfolios
156. Prospector Funds, Inc.
157. Provident Mutual Funds, Inc.
158. RBC Funds Trust
159. Abbey Capital Futures Strategy Fund, Series of RBB Fund, Inc.
160. Abbey Capital Multi-Asset Fund, Series of RBB Fund, Inc.
161. Adara Smaller Companies Fund, Series of RBB Fund, Inc.
162. Aquarius International Fund, Series of RBB Fund, Inc.
163. Bogle Small Cap Growth Fund, Series of RBB Fund, Inc.
164. Boston Partners All Cap Value Fund, Series of RBB Fund, Inc.
165. Boston Partners Emerging Markets Fund, Series of RBB Fund, Inc.
166. Boston Partners Emerging Markets Long/Short Fund, Series of RBB Fund, Inc.
167. Boston Partners Global Equity Advantage Fund, Series of RBB Fund, Inc.
168. Boston Partners Global Equity Fund, Series of RBB Fund, Inc.
169. Boston Partners Global Long/Short Fund, Series of RBB Fund, Inc.
170. Boston Partners Long/Short Equity Fund, Series of RBB Fund, Inc.
171. Boston Partners Long/Short Research Fund, Series of RBB Fund, Inc.
172. Boston Partners Small Cap Value II Fund, Series of RBB Fund, Inc.
173. Campbell Advantage Fund, Series of RBB Fund, Inc.
174. Campbell Systematic Macro Fund, Series of RBB Fund, Inc.

175. MFAM Small-Cap Growth ETF, Series of RBB Fund, Inc.
176. Motley Fool 100 Index ETF, Series of RBB Fund, Inc.
177. Orinda Income Opportunities Fund, Series of RBB Fund, Inc.
178. SGI Conservative Fund, Series of RBB Fund, Inc.
179. SGI Global Equity Fund, Series of RBB Fund, Inc.
180. SGI Peak Growth Fund, Series of RBB Fund, Inc.
181. SGI Prudent Growth Fund, Series of RBB Fund, Inc.
182. SGI U.S. Large Cap Equity Fund, Series of RBB Fund, Inc.
183. SGI U.S. Large Cap Equity VI Portfolio, Series of RBB Fund, Inc.
184. SGI U.S. Small Cap Equity Fund, Series of RBB Fund, Inc.
185. WPG Partners Small/Micro Cap Value Fund, Series of RBB Fund, Inc.
186. Series Portfolios Trust
187. Thompson IM Funds, Inc.
188. TrimTabs ETF Trust
189. Trust for Advised Portfolios
190. Barrett Growth Fund, Series of Trust for Professional Managers
191. Bright Rock Mid Cap Growth Fund, Series of Trust for Professional Managers
192. Bright Rock Quality Large Cap Fund, Series of Trust for Professional Managers
193. Convergence Long/Short Equity Fund, Series of Trust for Professional Managers
194. Convergence Market Neutral Fund, Series of Trust for Professional Managers
195. CrossingBridge Low Duration High Yield Fund, Series of Trust for Professional Managers
196. Dearborn Partners Rising Dividend Fund, Series of Trust for Professional Managers
197. Jensen Global Quality Growth Fund, Series of Trust for Professional Managers
198. Jensen Quality Value Fund, Series of Trust for Professional Managers
199. Marketfield Fund, Series of Trust for Professional Managers
200. Rockefeller Core Taxable Bond Fund, Series of Trust for Professional Managers
201. Rockefeller Equity Allocation Fund, Series of Trust for Professional Managers
202. Rockefeller Intermediate Tax Exempt National Bond Fund, Series of Trust for Professional Managers
203. Rockefeller Intermediate Tax Exempt New York Bond Fund, Series of Trust for Professional Managers
204. Snow Capital Long/Short Opportunity Fund, Series of Trust for Professional Managers
205. Snow Capital Small Cap Value Fund, Series of Trust for Professional Managers
206. Terra Firma US Concentrated Realty Fund, Series of Trust for Professional Managers
207. USQ Core Real Estate Fund
208. Wall Street EWM Funds Trust
209. Wisconsin Capital Funds, Inc.

(b) The following are the Officers and Manager of the Distributor, the Registrant's underwriter. The Distributor's main business address is 111 E. Kilbourn Ave., Suite 2200, Milwaukee, WI 53202.

<u>Name</u>	<u>Address</u>	<u>Position with Underwriter</u>	<u>Position with Registrant</u>
Richard J. Berthy	Three Canal Plaza, Suite 100, Portland, ME 04101	President, Treasurer and Manager	None
Mark A. Fairbanks	Three Canal Plaza, Suite 100, Portland, ME 04101	Vice President	None

Teresa Cowan	111 E. Kilbourn Ave, Suite 2200, Milwaukee, WI 53202	Vice President	None
Jennifer K. DiValerio	899 Cassatt Road, 400 Berwyn Park, Suite 110, Berwyn, PA 19312	Vice President	None
Susan L. LaFond	111 E. Kilbourn Ave, Suite 2200, Milwaukee, WI 53202	Vice President and Co-Chief Compliance Officer	None
Jennifer A. Brunner	111 E. Kilbourn Ave, Suite 2200, Milwaukee, WI 53202	Vice President and Co-Chief Compliance Officer	None
Jennifer E. Hoopes	Three Canal Plaza, Suite 100, Portland, ME 04101	Secretary	None

(c) Not applicable.

**Item 33. Location of Accounts and Records**

The books and records required to be maintained by Section 31(a) of the Investment Company Act of 1940 are maintained at the following locations:

<b>Records Maintained By:</b>	<b>Are located at:</b>
Registrant’s Fund Administrator, Fund Accountant and Transfer Agent	U.S. Bancorp Fund Services, LLC 615 East Michigan Street, 3 <sup>rd</sup> Floor Milwaukee, Wisconsin 53202
Registrant’s Custodian	U.S. Bank National Association 1555 N. Rivercenter Drive, Suite 302 Milwaukee, Wisconsin 53212
Registrant’s Distributor	Quasar Distributors, LLC 111 East Kilbourn Avenue, Suite 2200 Milwaukee, Wisconsin 53202
Registrant’s Investment Advisers	Tortoise Capital Advisors, L.L.C. 11550 Ash Street, Suite 300 Leawood, Kansas 66211

**Item 34. Management Services**

Not applicable.

**Item 35. Undertakings**

Not applicable.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this Post-Effective Amendment No. 514 to its Registration Statement on Form N-1A to be signed below on its behalf by the undersigned, duly authorized, in the City of Milwaukee and State of Wisconsin, on the 15th day of October, 2021.

Managed Portfolio Series

By: /s/ Brian R. Wiedmeyer  
Brian R. Wiedmeyer  
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the 15th day of October, 2021.

<u>Signature</u>	<u>Title</u>
<u>Robert J. Kern*</u> Robert J. Kern	Trustee
<u>David A. Massart*</u> David A. Massart	Trustee
<u>Leonard M. Rush*</u> Leonard M. Rush	Trustee
<u>David M. Swanson*</u> David M. Swanson	Trustee
<u>/s/ Brian R. Wiedmeyer</u> Brian R. Wiedmeyer	President and Principal Executive Officer
<u>/s/ Benjamin Eirich</u> Benjamin Eirich	Treasurer, Principal Financial Officer and Principal Accounting Officer

\*By: /s/ Brian R. Wiedmeyer  
Brian R. Wiedmeyer, Attorney-In-Fact pursuant to Power of Attorney

**THIRD AMENDMENT TO THE INVESTMENT ADVISORY  
AGREEMENT**

**THIS THIRD AMENDMENT** dated as of the 25th day of August, 2021, to the Investment Advisory Agreement, dated as of January 31, 2018, as amended (the “Agreement”), is entered into by and between Managed Portfolio Series, a Delaware statutory trust (“Trust”) and Tortoise Capital Advisors, L.L.C., a Delaware limited liability company (the “Adviser”).

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to incorporate a newly created series of the Trust; and

**WHEREAS**, Section 10 of the Agreement allows for its amendment by a written instrument executed by all of the parties.

**NOW, THEREFORE**, the parties agree to amend and restate Schedule A as attached hereto, to add the Ecofin Global Energy Transition Fund as a new series of the Trust.

Except to the extent amended hereby, the Agreement shall remain in full force and effect

**IN WITNESS WHEREOF**, the parties hereto have caused this Second Amendment to be executed by a duly authorized officer, as applicable, on one or more counterparts as of the date set forth above.

**MANAGED PORTFOLIO SERIES**

By: /s/ Brian R. Wiedmeyer

Brian R. Wiedmeyer

President and Principal Executive Officer

**TORTOISE CAPITAL ADVISORS, L.L.C.**

By: /s/ P. Bradley Adams

P. Bradley Adams Managing Director

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## SCHEDULE A FUNDS AND FEES

<u>Series of Managed Portfolio Series</u>	Annual Fee Rate as % of <u>Current Net Assets</u>
Tortoise MLP & Pipeline Fund	0.85%
Tortoise MLP & Energy Income Fund	1.00%
Ecofin Global Renewables Infrastructure Fund	0.75%
Ecofin Global Energy Transition Fund	0.80%

**FIRST AMENDMENT TO THE INVESTMENT SUB-  
ADVISORY AGREEMENT**

**THIS FIRST AMENDMENT** dated as of the 25th day of August, 2021, to the Investment Sub-Advisory Agreement, dated as of August 7, 2020 (the “Agreement”), is entered into by and between Tortoise Capital Advisors, L.L.C., a Delaware limited liability company (the “Adviser”), and Ecofin Advisors Limited, a company incorporated in England and Wales (the “Sub-Adviser”), and Managed Portfolio Series, a Delaware statutory trust (the “Trust”) on behalf of the Ecofin Global Energy Transition Fund.

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to incorporate a newly created series of the Trust; and

**WHEREAS**, Section 10 of the Agreement allows for its amendment by a written instrument executed by all of the parties.

**NOW, THEREFORE**, the parties agree to amend and restate Schedule A as attached hereto, to add the Ecofin Global Energy Transition Fund as a new series of the Trust.

Except to the extent amended hereby, the Agreement shall remain in full force and effect

**IN WITNESS WHEREOF**, the parties hereto have caused this Second Amendment to be executed by a duly authorized officer, as applicable, on one or more counterparts as of the date set forth above.

**MANAGED PORTFOLIO SERIES:**

By: /s/ Brian R. Wiedmeyer  
Brian R. Wiedmeyer  
President and Principal Executive Officer

**TORTOISE CAPITAL ADVISORS, L.L.C.**

By: /s/ P. Bradley Adams  
P. Bradley Adams  
Managing Director

**ECOFIN ADVISORS LIMITED**

By: /s/ Jean-Hugues de Lamaze  
Jean-Hugues de Lamaze  
Managing Director

## SCHEDULE A FUNDS AND FEES

<u>Series of Managed Portfolio Series</u>	Annual Fee Rate as % of <u>Current Net Assets</u>
Ecofin Global Renewables Infrastructure Fund	0.575%
Ecofin Global Energy Transition Fund	0.605%

**AMENDMENT TO THE  
MANAGED PORTFOLIO SERIES DISTRIBUTION AGREEMENT**

**THIS AMENDMENT** dated as of September 17, 2021, to the Distribution Agreement, dated as of January 31, 2018, (the “Agreement”), is entered into by and between **MANAGED PORTFOLIO SERIES**, a Delaware statutory trust (the “Trust”) on behalf of the series, **QUASAR DISTRIBUTORS, LLC**, a Delaware limited liability company (the “Distributor”) and **TORTOISE CAPITAL ADVISORS, L.L.C.**, a Delaware limited liability company, (the “Adviser”).

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to add funds; and

**WHEREAS**, Section 11 of the Agreement allows for its amendment by a written instrument executed by both parties.

**NOW, THEREFORE**, the parties agree as follows:

Exhibit A of the Agreement is hereby superseded and replaced with Exhibit A attached hereto.

Except to the extent amended hereby, the Agreement shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed by a duly authorized officer on one or more counterparts as of the date and year first written above.

**MANAGED PORTFOLIO SERIES**

**QUASAR DISTRIBUTORS, LLC**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name/title

Mark Fairbanks, Vice President

**TORTOISE CAPITAL ADVISORS, L.L.C.**

By: \_\_\_\_\_

Name/title

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Exhibit A to the Distribution Agreement – Tortoise Capital Advisors

Separate Series of Managed Portfolio Series

Name of Series

Tortoise MLP & Pipeline Fund

Ecofin Global Renewables Infrastructure Fund

Tortoise MLP & Energy Income Fund

Ecofin Global Energy Transition Fund

**AMENDMENT TO THE MANAGED PORTFOLIO  
SERIES CUSTODY AGREEMENT**

**THIS AMENDMENT**, effective as of the last date executed below, to the Custody Agreement, dated as of April 6, 2011, as amended (the "Agreement"), is entered by and between **Managed Portfolio Series**, a Delaware statutory trust (the "Trust") and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association (the "Custodian").

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to update the fee schedule and the funds list in Exhibit F of the Agreement; and

**WHEREAS**, Article XV, Section 15.02 of the Agreement allows for its amendment by a written instrument executed by both parties.

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

1. Effective June 23, 2021 Amended Exhibit F of the Agreement is hereby superseded and replaced with Amended Exhibit F attached hereto. Except to the extent amended hereby, the Agreement shall remain in full force and effect.
2. The fee schedule on Amended Exhibit F shall be effective for a period of three years from September 1, 2021 thru September 1, 2024 and thereafter shall continue in effect in accordance with the terms of the Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed by a duly authorized officer on one or more counterparts as of the date written above.

**MANAGED PORTFOLIO SERIES**

**U.S. BANCORP FUND SERVICES, LLC**

By: /s/ Brian Wiedmeyer  
Name: Brian Wiedmeyer  
Title: President  
Date: August 5, 2021

By: /s/ Anita Zagrodnik  
Name: Anita Zagrodnik  
Title: Senior Vice President  
Date: 9/10/2021

## Amended Exhibit F to the Custody Agreement - Managed Portfolio Series

### **Name of Series**

Ecofin Global Energy Transition Fund

Ecofin Global Renewables Infrastructure Fund Tortoise MLP & Energy

Income Fund

Tortoise MLP & Pipeline Fund

**AMENDMENT TO THE MANAGED PORTFOLIO  
SERIES  
FUND ADMINISTRATION SERVICING AGREEMENT**

**THIS AMENDMENT**, effective as of the last date executed below, to the Fund Administration Servicing Agreement, dated as of April 6, 2011, as amended (the "Agreement"), is entered by and between **Managed Portfolio Series**, a Delaware statutory trust (the "Trust") and **U.S. Bancorp Fund Services, LLC (doing business as U.S. Bank Global Fund Services)**, a Wisconsin limited liability company ("USBFS").

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to update the fee schedule and the funds list in Exhibit C of the Agreement; and

**WHEREAS**, Section 10 of the Agreement allows for its amendment by a written instrument executed by both parties.

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

1. Effective June 23, 2021 Amended Exhibit C of the Agreement is hereby superseded and replaced with Amended Exhibit C attached hereto. Except to the extent amended hereby, the Agreement shall remain in full force and effect.
2. The fee schedule on Amended Exhibit C shall be effective for a period of three years from September 1, 2021 thru September 1, 2024 and thereafter shall continue in effect in accordance with the terms of the Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed by a duly authorized officer on one or more counterparts as of the date written above.

**MANAGED PORTFOLIO SERIES**

By: /s/ Brian Wiedmeyer

Name: Brian Wiedmeyer

Title: President

Date: August 5, 2021

**U.S. BANCORP FUND SERVICES, LLC**

By: /s/ Anita Zagrodnik

Name: Anita Zagrodnik

Title: Senior Vice President

Date: 9/10/2021

**Amended Exhibit C to the Fund Administration Servicing Agreement - Managed Portfolio Series**

**Name of Series**

Ecofin Global Energy Transition Fund

Ecofin Global Renewables Infrastructure Fund Tortoise MLP & Energy

Income Fund

Tortoise MLP & Pipeline Fund

## Amended Exhibit C (continued) to the Fund Administration Servicing Agreement – Managed Portfolio Series

### Fund Administration, Fund Accounting & Portfolio Compliance Services Fee Schedule effective 9/1/2021 through 9/1/2024

*Annual Fee Based Upon Average Net Assets per Fund\**

Basis points

[...] on the first \$ [...]

[...] on the next \$ [...]

[...] on the balance

\$ [...] - per fund, Minimum Annual Fee

The annual minimum will be discounted by [...]% from inception date of each Fund for the first six (6) months. Should any Fund terminate prior to 12 (twelve) months from inception date, the full annual minimum will apply.

- \$ [...] - Additional fee for each intraday NAV calculations in excess of one strike per day
- \$ [...] - Additional fee for each additional class, Controlled Foreign Corporation (CFC), and/or sub- advisor

#### **Services Included in Annual Fee Per Fund**

- Advisor Information Source - On-line access to portfolio management and compliance information.
- Daily Performance Reporting - Daily pre and post-tax fund and/or sub-advisor performance reporting.
- U.S. Bank Regulatory Administration (e.g., annual registration statement update)
- Core Tax Services - See Additional Services Fee Schedule

All schedules subject to change depending upon use of unique security types requiring special pricing or accounting arrangements.

## Data Services

#### **Pricing Services**

- \$ [...] - Listed Instruments and rates which may include but are not limited to: Domestic Equities, Options, ADRs, Foreign Equities, Futures, Forwards, Currency Rates, Total Return Swaps
- \$ [...] - Lower Tier Cost Fixed Income Instruments which may include but are not limited to: Domestic Corporate, Governments and Agency Bonds, Mortgage Backed Securities, and Municipal Bonds
- \$ [...] - Higher Tier Cost Fixed Income Instruments which may include but are not limited to: CMO and Asset Backed Securities, Money Market Instruments, Foreign Corporates, Government and Agency Bonds, Asset Backed, and High Yield Bonds
- \$ [...] - Bank Loans
- \$ [...] - Intraday money market funds pricing, up to 3 times per day
- \$ [...] per Month Manual Security Pricing (>25per day)
- Derivative Instruments are generally charged at the following rates:
  - \$ [...] - Interest Rate Swaps, Foreign Currency Swaps
  - \$ [...] - Swaptions
  - \$ [...] - Credit Default Swaps

Note: Prices above are based on using U.S. Bank primary pricing service which may vary by security type and are subject to change. Prices do not include set-up fees which may be charged on certain derivative instruments such as swaps. Use of alternative and/or additional sources may result in additional fees. Pricing vendors may designate certain securities as hard to value or as a non-standard security types, such as CLOs CDOs, and complex derivative instruments which may result in additional swap setup fees.

## Amended Exhibit C (continued) to the Fund Administration Servicing Agreement – Managed Portfolio Series

### **Corporate Actions and Factor Services**

- \$ [...] - per Foreign Equity Security per Month
- \$ [...] - per Domestic Equity Security per Month
- \$ [...] - per CMOs, Asset Backed, Mortgage Backed Security per Month

### **Third Party Administrative Data Charges (descriptive data for each security)**

- \$ [...] - per security per month for fund administrative data

### **SEC Modernization Requirements**

- \$ [...] - per year, per Fund, Form N-PORT
- \$ [...] - per year, per Fund, Form N-CEN

### **Miscellaneous Expenses**

All other miscellaneous fees and expenses, including but not limited to the following, will be separately billed as incurred: Fair Value Services, SWIFT processing, customized reporting, third-party data provider costs (including Bloomberg, S&P, Moody's, Morningstar GICS, MSCI, Lipper, etc.), postage, stationery, programming, special reports, proxies, insurance, EDGAR/XBRL filing, retention of records, federal and state regulatory filing fees, liquidity classification fees, third party auditing and legal expenses, wash sales reporting (GainsKeeper), tax e-filing, PFIC monitoring, conversion expenses (if necessary) and travel related costs.

### **Additional Services**

Additional services not included above shall be mutually agreed upon at the time of the service being added. Additional regulatory administration (e.g., subsequent new fund launch), daily compliance testing, Section 18 compliance testing, Section 15(c) reporting, equity & fixed income attribution reporting, and additional services mutually agreed upon.

In addition to the fees described above, additional fees may be charged to the extent that changes to applicable laws, rules or regulations require additional work or expenses related to services provided (e.g., compliance with new liquidity risk management and reporting requirements).

\* Subject to annual CPI increase - All Urban Consumers - U.S. City Average index, provided that the CPI adjustment will not decrease the base fees (even if the cumulative CPI rate at any point in time is negative). (Waived)

Fees are calculated pro rata and billed monthly.

## Regulatory Administration Service Proposal - In support of external legal counsel

\$ [...] per project - one fund

\$ [...] - two funds, per project

\$ [...] - three funds, per project

Negotiated Fee - four funds and above

(Includes MST external counsel fee, subject to services provided; if applicable)

- \$ [...] - Additional fee per sub - adviser
- \$ [...] - Additional fee per drafting multi-manager exemptive application (does not include outside legal costs)
- MST may require up to \$ [...] in escrow

## Additional Regulatory Administration Services

- \$ [...] - per fund or as negotiated for Subsequent new fund launch
- \$ [...] - per project for Subsequent new share class launch
- Multi - managed funds - as negotiated based upon specific requirements
- Proxy - as negotiated based upon specific requirements

## Amended Exhibit C (continued) to the Fund Administration Servicing Agreement – Managed Portfolio Series

All other miscellaneous fees and expenses, including but not limited to the following, will be separately billed as incurred: Postage, Federal and state filing fees, expenses from Board of Trustee meetings, third party auditing and legal expenses, EDGAR/iXBRL filing.

The Fund start-up and registration services project fee is paid for by the adviser and not the Fund(s). This non-refundable is not able to be recouped by the adviser under an expense waiver limitation or similar agreement. Fund startup and registration service fees are billed [...] % following the selection of U.S. Bank and [...] % 75 days after the preliminary registration statement is filed with the SEC.

### ***Extraordinary services - negotiated based upon specific requirements***

Multi - managed funds, proxy, expedited filings, asset conversion, fulcrum fee, other exemptive applications.

## Fund Chief Compliance Officer (CCO) Services Annual Fee Schedule

- \$ [...] for the first fund (subject to Board approval)
- \$ [...] for each additional fund [...] (subject to change based on Board review and approval)
- \$ [...] for each fund over [...] funds
- \$ [...] per sub-adviser per fund (capped at \$ [...] per sub-adviser over the fund complex)
- \$ [...] per external distributor
- For more than one fund, fees will be aggregated and allocated equally.
  
- \$ [...] - onboarding fee
  - Per adviser relationship, and subject to change based upon board review and approval.

Additional services not included above shall be mutually agreed upon at the time of the service being added. In addition to the fees described above, additional fees may be charged to the extent that changes to applicable laws, rules or regulations require additional work or expenses related to services provided (e.g., compliance with new liquidity risk management and reporting requirements).

\* Subject to annual CPI increase - All Urban Consumers - U.S. City Average" index, provided that the CPI adjustment will not decrease the base fees (even if the cumulative CPI rate at any point in time is negative). (Waived)  
Fees are calculated pro rata and billed monthly.

## Additional Available Services

*(These services will not be billed for, unless selected)*

### Fund Administration, Fund Accounting & Portfolio Compliance Services Fee Schedule

#### Fund Administration & Portfolio Compliance (Additional Services Fee Schedule)

##### Transfer In-Kind

- \$ [...] - per sub-account per year for Tax Free Transfer In-Kind Cost Basis Tracking\*

##### Daily Compliance Services (if required)

- \$ [...] - per fund per year, Base fee
- \$ [...] - per fund group setup

##### Section 18 Compliance Testing

- \$ [...] - per fund complex set up fee
- \$ [...] - per fund per month

##### Section 15(c) Reporting

- Additional 15(c) reporting is subject to additional charges
- Standard data source - Morningstar; additional charges will apply for other data services
- \$ [...] - per fund per standard reporting package\*

\*Standard reporting packages for annual 15(c) meeting

Expense reporting package: 2 peer comparison reports (adviser fee) and (net expense ratio w classes on one report) OR Full 15(c) report

Performance reporting package: Peer Comparison Report

##### Equity & Fixed Income Attribution Reporting

- Fees are dependent upon portfolio makeup, services required, and benchmark requirements.

##### Fees for Special Situations:

- Fee will be assessed.

##### Rule 2a-5 Reporting (valuation reporting and support):

- \$ [...] per fund

##### Customized delivery of data:

- TBD

##### Core Tax Services

M-1 book-to-tax adjustments at fiscal and excise year-end, prepare tax footnotes in conjunction with fiscal year-end audit, Prepare Form 1120-RIC federal income tax return and relevant schedules, Prepare Form 8613 and relevant schedules, Prepare Form 1099-MISC Forms, Prepare Annual TDF FBAR (Foreign Bank Account Reporting) filing, Prepare state returns (Limited to two) and Capital Gain Dividend Estimates (Limited to two).

## Optional Tax Services

- \$ [...] - per year, to prepare book-to-tax adjustments & Form 5471 for Controlled Foreign Corporations (CFCs)
- \$ [...] - per additional estimate for Additional Capital Gain Dividend Estimates (First two included in core services)
- \$ [...] - per additional return, State tax returns (First two included in core services)

## Tax Reporting - MLP C-Corporations

### *Federal Tax Returns*

- \$ [...] - To Prepare corporate Book to tax calculation, average cost analysis and cost basis role forwards, and federal income tax returns for investment fund (Federal returns & 1099 Breakout Analysis)
- Prepare Federal and State extensions (If Applicable) - Included in the return fees
- \$ [...] - per estimate, To Prepare provision estimates

### *State Tax Returns*

- \$ [...] - per fund, State tax notice consultative support and resolution
- \$ [...] - per state return, To Prepare state income tax returns for funds and blocker entities
  - \$ [...] - per state return, Sign state income tax returns
  - Assist in filing state income tax returns - Included with preparation of returns

**Advisor's Signature below acknowledges approval of the fee schedules on this Amended Exhibit C.**

**Tortoise Capital Advisors, L.L.C**

**By:** /s/ Courtney Gengler

**Printed Name:** Courtney Gengler

**Title:** Managing Director, Financial Operations

**Date:** September 10, 2021

**AMENDMENT TO THE  
MANAGED PORTFOLIO SERIES  
FUND ACCOUNTING SERVICING AGREEMENT**

**THIS AMENDMENT**, effective as of the last date executed below, to the Fund Accounting Servicing Agreement, dated as of April 6, 2011, as amended (the "Agreement"), is entered by and between **Managed Portfolio Series**, a Delaware statutory trust (the "Trust") and **U.S. Bancorp Fund Services, LLC (doing business as U.S. Bank Global Fund Services)**, a Wisconsin limited liability company ("USBFS").

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to update the fee schedule and the funds list in Exhibit C of the Agreement; and

**WHEREAS**, Section 13 of the Agreement allows for its amendment by a written instrument executed by both parties.

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

1. Effective June 23, 2021 Amended Exhibit C of the Agreement is hereby superseded and replaced with Amended Exhibit C attached hereto. Except to the extent amended hereby, the Agreement shall remain in full force and effect.
2. The fee schedule on Amended Exhibit C shall be effective for a period of three years from September 1, 2021 thru September 1, 2024 and thereafter shall continue in effect in accordance with the terms of the Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed by a duly authorized officer on one or more counterparts as of the date written above.

**MANAGED PORTFOLIO SERIES**

By: /s/ Brian Wiedmeyer

Name: Brian Wiedmeyer

Title: President

Date: August 5, 2021

**U.S. BANCORP FUND SERVICES, LLC**

By: /s/ Anita Zagrodnik

Name: Anita Zagrodnik

Title: Senior Vice President

Date: 9/10/2021

**Amended Exhibit C to the Fund Administration Servicing Agreement - Managed Portfolio Series**

**Name of Series**

Ecofin Global Energy Transition Fund

Ecofin Global Renewables Infrastructure Fund Tortoise MLP & Energy

Income Fund

Tortoise MLP & Pipeline Fund

**AMENDMENT TO THE MANAGED PORTFOLIO  
SERIES  
TRANSFER AGENT SERVICING AGREEMENT**

**THIS AMENDMENT**, effective as of the last date executed below, to the Transfer Agent Servicing Agreement, dated as of April 6, 2011, as amended (the "Agreement"), is entered by and between **Managed Portfolio Series**, a Delaware statutory trust (the "Trust") and **U.S. Bancorp Fund Services, LLC (doing business as U.S. Bank Global Fund Services)**, a Wisconsin limited liability company ("USBFS").

**RECITALS**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to update the fee schedule and the funds list in Exhibit D of the Agreement; and

**WHEREAS**, Section 12 of the Agreement allows for its amendment by a written instrument executed by both parties.

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

1. Effective June 23, 2021 Amended Exhibit D of the Agreement is hereby superseded and replaced with Amended Exhibit D attached hereto. Except to the extent amended hereby, the Agreement shall remain in full force and effect.
2. The fee schedule on Amended Exhibit C shall be effective for a period of three years from September 1, 2021 thru September 1, 2024 and thereafter shall continue in effect in accordance with the terms of the Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be executed by a duly authorized officer on one or more counterparts as of the date written above.

**MANAGED PORTFOLIO SERIES**

**U.S. BANCORP FUND SERVICES, LLC**

By: /s/ Brian Wiedmeyer

By: /s/ Anita Zagrodnik

Name: Brian Wiedmeyer

Name: Anita Zagrodnik

Title: President

Title: Senior Vice President

Date: August 5, 2021

Date: 9/10/2021

---

**Name of Series**

Ecofin Global Energy Transition Fund

Ecofin Global Renewables Infrastructure Fund Tortoise MLP & Energy

Income Fund

Tortoise MLP & Pipeline Fund

**MANAGED PORTFOLIO SERIES**

**FIRST AMENDMENT TO THE OPERATING EXPENSES LIMITATION AGREEMENT**

**THIS FIRST AMENDMENT TO THE OPERATING EXPENSES LIMITATION AGREEMENT** (the “Agreement”) is made as of the 25th day of August, 2021, by and between Managed Portfolio Series, a Delaware statutory trust (the “Trust”), on behalf of the series of the Trust listed on Appendix A, which may be amended from time to time (each a “Fund” and together the “Funds”), and Tortoise Capital Advisors, L.L.C., a Delaware Limited Liability Company (the “Adviser”).

**WITNESSETH:**

**WHEREAS**, the parties have entered into the Agreement; and

**WHEREAS**, the parties desire to amend the Agreement to incorporate a newly created series of the Trust; and

**NOW, THEREFORE**, the parties agree to amend and restate Schedule A as attached hereto, to add the Ecofin Global Energy Transition Fund as a new series of the Trust.

**MANAGED PORTFOLIO SERIES**  
on behalf of the series listed on Appendix A

**TORTOISE CAPITAL ADVISORS, L.L.C.**

By: /s/ Brian R. Wiedmeyer  
Name: Brian R. Wiedmeyer  
Title: President and Principal Executive Officer

By: /s/ P. Bradley Adams  
Name: P. Bradley Adams  
Title: Managing Director

## Appendix A

<u>Series of Managed Portfolio Series</u>	<u>Operating Expense Limit as a Percentage of Average Daily Net Assets of each Share Class</u>
Ecofin Global Renewables Infrastructure Fund	1.00%
Tortoise MLP & Pipeline Fund	1.10%
Tortoise MLP & Energy Income Fund	1.25%
Ecofin Global Energy Transition Fund	0.90%

Stradley Ronon Stevens & Young, LLP  
2005 Market Street, Suite 2600  
Philadelphia, PA 19103-7098  
Telephone: (215) 564-8000  
Fax: (215) 564-8120



**Fabio Battaglia**

fbattaglia@stradley.com

215.564.8077

October 15, 2021

Board of Trustees  
Managed Portfolio Series  
615 East Michigan Street  
Milwaukee, Wisconsin 53202

Subject: Post-Effective Amendment No. 514 to Registration Statement on Form N1A  
File Nos. 811-22525; 333-172080

Gentlemen:

We have acted as counsel to Managed Portfolio Series, a Delaware statutory trust (the "Trust"), in connection with the preparation and filing with the U.S. Securities and Exchange Commission of Post-Effective Amendment No. 514 (the "Amendment") to the Trust's Registration Statement on Form N-1A under the Securities Act of 1933, as amended, and the Investment Company Act of 1940 Act, as amended. The purpose of the Amendment is to register an indefinite number of shares of beneficial interest for each of the series, Ecofin Global Energy Transition Fund (the "Fund").

We have reviewed the Trust's Agreement and Declaration of Trust, By-laws and resolutions adopted by the Trust's Board of Trustees in connection with establishing the Fund, as well as such other legal and factual matters as we have deemed appropriate.

This opinion is based exclusively on the provisions of the Delaware Statutory Trust Act governing the issuance of the shares of the Fund, and does not extend to the securities or "blue sky" laws of the State of Delaware or other States.

We have assumed the following for purposes of this opinion:

1. The shares of the Fund will be issued in accordance with the Trust's Agreement and Declaration of Trust, By-laws and resolutions of the Trust's Board of Trustees relating to the creation, authorization and issuance of shares.

2. The shares of the Fund will be issued against payment therefor as described in the Fund's Prospectus and Statement of Additional Information relating thereto, and that such payment will have been at least equal to the applicable offering price.

On the basis of the foregoing, it is our opinion that, when issued and paid for upon the terms provided in the Amendment, the shares to be issued pursuant to the Amendment will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion with the U.S. Securities and Exchange Commission as an exhibit to the Post-Effective Amendment No. 514.

Very truly yours,

STRADLEY RONON STEVENS & YOUNG, LLP

/s/ Fabio Battaglia  
Fabio Battaglia, a Partner



### **Consent of Independent Registered Public Accounting Firm**

We consent to the references to our firm under the captions “Independent Registered Public Accounting Firm” and “Financial Statements” in the Statement of Additional Information dated October 15, 2021.

We also consent to the incorporation by reference of our reports dated October 15, 2021, with respect to the financial statements of:

- Long Only Sub-Fund, a sub-fund of Ecofin Vista Master Fund Limited (formerly known as Tortoise Vista Master Fund Limited)
- Long Only Sub-Fund, a sub-fund of Ecofin Vista Fund Limited (formerly known as Tortoise Vista Fund Limited)
- Long Only Sub-Fund, a sub-fund of Ecofin Vista Fund L.P. (formerly known as Tortoise Vista Fund L.P.)

for the period from 1 May 2019 (date of commencement of operations) to 31 December 2019 and for the year ended 31 December 2020, into this Post-Effective Amendment No. 514 to the Registration Statement (Form N-1A, File No. 333-172080), filed with the Securities and Exchange Commission.

/s/ Ernst & Young

A handwritten signature in black ink that reads 'Ernst &amp; Young' in a cursive script.

Dublin, Ireland October 15, 2021

## MANAGED PORTFOLIO SERIES

### DISTRIBUTION PLAN (12b-1 Plan)

The following Distribution Plan (the “Plan”) has been adopted pursuant to Rule 12b1 under the Investment Company Act of 1940, as amended (the “Act”), by Managed Portfolio Series (the “Trust”), a Delaware statutory trust, on behalf of the series of the Trust listed on Schedule A as may be amended from time to time (each, a “Fund”). The Plan has been approved by a majority of the Trust’s Board of Trustees (the “Board”), including a majority of the Trustees who are not interested persons of the Trust and who have no direct or indirect financial interest in the operation of the Plan or in any Rule 12b-1 Agreement (as defined below) (the “Disinterested Trustees”), cast in person at a meeting called for the purpose of voting on such Plan.

In approving the Plan, the Board determined that adoption of the Plan would be prudent and in the best interests of each Fund and its shareholders. Such approval by the Board of Trustees included a determination, in the exercise of its reasonable business judgment and in light of its fiduciary duties, that there is a reasonable likelihood that the Plan will benefit the Fund and its shareholders.

The provisions of the Plan are as follows:

#### 1. PAYMENTS BY THE FUND TO PROMOTE THE SALE OF FUND SHARES

The Trust, on behalf of each identified Class of the Fund, will pay Quasar Distributors, LLC (the “Distributor”), as principal distributor of the Class’s shares, a distribution fee and shareholder servicing fee equal to a percentage of the average daily net assets of each Fund as shown on Schedule A in connection with the promotion and distribution of Fund shares and the provision of personal services to shareholders, including, but not necessarily limited to, advertising, compensation to underwriters, dealers and selling personnel, the printing and mailing of prospectuses to other than current Fund shareholders, and the printing and mailing of sales literature. The Distributor may pay all or a portion of these fees to any registered securities dealer, financial institution or any other person (the “Recipient”) who renders assistance in distributing or promoting the sale of shares, or who provides certain shareholder services, pursuant to a written agreement (the “Rule 12b-1 Agreement”), a form of which is attached hereto as Appendix A with respect to each Fund. To the extent not so paid by the Distributor, such amounts may be retained by the Distributor for the investment adviser to use for permissible distribution-related expenses. The Distributor does retain for profit. Payment of these fees shall be made monthly promptly following the close of the month.

#### 2. RULE 12B-1 AGREEMENTS

(a) No Rule 12b-1 Agreement shall be entered into with respect to the Fund and no payments shall be made pursuant to any Rule 12b-1 Agreement, unless such Rule 12b-1 Agreement is in writing and the form of which has first been delivered to and approved by a vote of a majority of the Board, and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting on such Rule 12b-1 Agreement. The form of Rule 12b-1 Agreement relating to the Fund attached hereto as Appendix A has been approved by the Board as specified above.

(b) Any Rule 12b-1 Agreement shall describe the services to be performed by the Recipient and shall specify the amount of, or the method for determining, the compensation to the Recipient.

(c) No Rule 12b-1 Agreement may be entered into unless it provides (i) that it may be terminated with respect to the Fund at any time, without the payment of any penalty, by vote of a majority

of the shareholders of the Fund, or by vote of a majority of the Disinterested Trustees, on not more than 60 days' written notice to the other party to the Rule 12b-1 Agreement, and (ii) that it shall automatically terminate in the event of its assignment.

(d) Any Rule 12b-1 Agreement shall continue in effect for a period of more than one year from the date of its execution only if such continuance is specifically approved at least annually by a vote of a majority of the Board, and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting on such Rule 12b-1 Agreement.

### 3. QUARTERLY REPORTS

The Distributor shall provide to the Board, and the Board shall review at least quarterly, a written report of all amounts expended pursuant to the Plan. This report shall include the identity of the recipient of each payment and the purpose for which the amounts were expended and such other information as the Board may reasonably request.

### 4. EFFECTIVE DATE AND DURATION OF THE PLAN

The Plan shall become effective immediately upon approval by the vote of a majority of the Board, and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting on the approval of the Plan. The Plan shall continue in effect with respect to the Fund for a period of one year from its effective date unless terminated pursuant to its terms. Thereafter, the Plan shall continue with respect to each Fund from year to year, provided that such continuance is approved at least annually by a vote of a majority of the Board of Trustees, and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting on such continuance. The Plan, or any Rule 12b-1 agreement, may be terminated with respect to each Fund at any time, without penalty, on not more than 60 days' written notice by a majority vote of shareholders of the Fund, or by vote of a majority of the Disinterested Trustees.

### 5. SELECTION OF DISINTERESTED TRUSTEES

During the period in which the Plan is effective, the selection and nomination of those Trustees who are Disinterested Trustees of the Trust shall be committed to the discretion of the Disinterested Trustees.

### 6. AMENDMENTS

All material amendments of the Plan shall be in writing and shall be approved by a vote of a majority of the Board, and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting on such amendment. In addition, the Plan may not be amended to increase materially the amount to be expended by the Fund hereunder without the approval by a majority vote of shareholders of the Fund.

### 7. RECORDKEEPING

The Trust shall preserve copies of the Plan, any Rule 12b-1 Agreement and all reports made pursuant to Section 3 for a period of not less than six years from the date of this Plan, any such Rule 12b-1 Agreement or such reports, as the case may be, the first two years in an easily accessible place.

(Originally adopted April 6, 2011; last revised January 8, 2019)

**SCHEDULE A**

**Series of Managed Portfolio Series**

**Rule 12b-1 Fee**

ATAC Rotation Fund Investor Class Shares	0.25% of average daily net assets
Great Lakes Small Cap Opportunity Fund Investor Class Shares	0.25% of average daily net assets
Green Square Tax Exempt High Income Fund Investor Class Shares	0.25% of average daily net assets

Jackson Square All-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Global Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Select 20 Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square SMID-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Large-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Nuance Concentrated Value Fund Investor Class Shares	0.25% of average daily net assets
Nuance Concentrated Value Long-Short Fund Investor Class Shares	0.25% of average daily net assets
Nuance Mid Cap Value Fund Investor Class Shares	0.25% of average daily net assets
Reinhart Mid Cap PMV Fund Investor Class Shares	0.25% of average daily net assets
Reinhart Genesis PMV Fund Investor Class Shares	0.25% of average daily net assets
Smith Group Large Cap Core Growth Fund Investor Class Shares	0.25% of average daily net assets
TorrayResolute Small/Mid Cap Growth Fund Investor Class Shares	0.25% of average daily net assets

**SCHEDULE A**

Ecofin Global Energy Transition Fund A Class Shares	0.25% of average daily net assets
Tortoise North American Pipeline Fund Tortoise North American Pipeline Fund	0.25% of average daily net assets
Tortoise Global Water ESG Fund Tortoise Global Water ESG Fund	0.25% of average daily net assets
Tortoise Cloud Infrastructure Fund Tortoise Cloud Infrastructure Fund	0.25% of average daily net assets
Tortoise Digital Payments Infrastructure Fund Tortoise Digital Payments Infrastructure Fund	0.25% of average daily net assets
Tortoise Select Opportunity Fund Investor Class Shares	0.25% of average daily net assets
Class C Shares	1.00% of average daily net assets
Tortoise VIP MLP & Pipeline Portfolio Class II Shares	0.25% of average daily net assets

## Appendix A

### Rule 12b-1 Related Agreement

Quasar Distributors, LLC  
615 East Michigan Street  
Milwaukee, WI 53202

[Adviser name and address]

Ladies and Gentlemen:

This letter will confirm our understanding and agreement with respect to payments to be made to you pursuant to a Distribution Plan (the “Plan”) adopted by Managed Portfolio Series (the “Trust”), on behalf of each series of the Trust listed on Schedule A as may be amended from time to time (each a “Fund”), pursuant to Rule 12b-1 under the Investment Company Act of 1940, as amended (the “Act”). The Plan and this related agreement (the “Rule 12b-1 Agreement”) have been approved by a majority of the Board of Trustees of the Trust (the “Board”), including a majority of the Board who are not “interested persons” of the Trust, as defined in the Act, and who have no direct or indirect financial interest in the operation of the Plan or in this or any other Rule 12b-1 Agreement (the “Disinterested Trustees”), cast in person at a meeting called for the purpose of voting thereon. Such approval included a determination by the Board that, in the exercise of its reasonable business judgment and in light of its fiduciary duties, there is a reasonable likelihood that the Plan will benefit the Fund or its shareholders.

1. To the extent you provide distribution and marketing services in the promotion of the Fund’s shares and/or services to the Fund’s shareholders, including furnishing services and assistance to your customers who invest in and own shares, including, but not limited to, answering routine inquiries regarding the Fund and assisting in changing account designations and addresses, we shall pay you a fee as described on Schedule A. With respect to such payments to you, we shall have only the obligation to make payments to you after, for as long as, and to the extent that, we receive from the Fund an amount equivalent to the amount payable to you. We reserve the right to increase, decrease or discontinue the fee at any time in our sole discretion upon written notice to you.

You agree that all activities conducted under this Rule 12b-1 Related Agreement will be conducted in accordance with the Plan, as well as all applicable state and federal laws, including the Act, the Securities Exchange Act of 1934, the Securities Act of 1933, the U.S. PATRIOT Act of 2001 and any applicable rules of the Financial Industry Regulatory Authority.

2. You shall furnish us with such information as shall reasonably be requested either by the Board or by us with respect to the services provided and the fees paid to you pursuant to this Rule 12b-1 Agreement.

3. We shall furnish to the Board, for its review, on a quarterly basis, a written report of the amounts expended under the Plan by us and the purposes for which such expenditures were made.

4. This Rule 12b-1 Agreement may be terminated: (a) on 60 days’ written notice after the vote of a majority of shareholders, or (b) at any time by the vote of a majority of the Disinterested Trustees, in each case, without payment of any penalty. In addition, this Rule 12b-1 Agreement will be

terminated by any act which terminates the Plan or the Distribution Agreement between the Trust and us and shall terminate immediately in the event of its assignment. This Rule 12b-1 Agreement may be amended by us upon written notice to you, and you shall be deemed to have consented to such amendment upon effecting any purchases of shares for your own account or on behalf of any of your customer's accounts following your receipt of such notice.

5. This Rule 12b-1 Agreement shall become effective on the date accepted by you and shall continue in full force and effect so long as the continuance of the Plan and this Rule 12b-1 Agreement are approved at least annually by a vote of the Board and of the Disinterested Trustees, cast in person at a meeting called for the purpose of voting thereon. All communications to us should be sent to the above address. Any notice to you shall be duly given if mailed or faxed to you at the address specified by you below.

**Quasar Distributors, LLC**

By: \_\_  
Mark Fairbanks, Vice President

**Accepted:**

\_\_\_\_\_  
(Dealer or Service Provider Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City)(State)(ZIP)

\_\_\_\_\_  
(Telephone No.)

\_\_\_\_\_  
(Facsimile No.)

By: \_\_  
(Name and Title)

**SCHEDULE A****Schedule A  
to the  
Rule 12b-1 Related Agreement**

<b><u>Series of Managed Portfolio Series</u></b>	<b><u>Rule 12b-1 Fee</u></b>
ATAC Rotation Fund Investor Class Shares	0.25% of average daily net assets
Great Lakes Small Cap Opportunity Fund Investor Class Shares	0.25% of average daily net assets
Green Square Tax Exempt High Income Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square All-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Global Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Select 20 Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square SMID-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Jackson Square Large-Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Nuance Concentrated Value Fund Investor Class Shares	0.25% of average daily net assets
Nuance Concentrated Value Long-Short Fund Investor Class Shares	0.25% of average daily net assets
Nuance Mid Cap Value Fund Investor Class Shares	0.25% of average daily net assets
Reinhart Mid Cap PMV Fund Investor Class Shares	0.25% of average daily net assets
Reinhart Genesis PMV Fund Investor Class Shares	0.25% of average daily net assets

**SCHEDULE A**

TorreyResolute Small/Mid Cap Growth Fund Investor Class Shares	0.25% of average daily net assets
Ecofin Global Energy Transition Fund A Class Shares	0.25% of average daily net assets
Tortoise MLP & Pipeline Fund Investor Class Shares Class C Shares	0.25% of average daily net assets 1.00% of average daily net assets
Tortoise North American Pipeline Fund Tortoise North American Pipeline Fund	0.25% of average daily net assets
Tortoise Global Water ESG Fund Tortoise Global Water ESG Fund	0.25% of average daily net assets
Tortoise Cloud Infrastructure Fund Tortoise Cloud Infrastructure Fund	0.25% of average daily net assets
Tortoise Digital Payments Infrastructure Fund Tortoise Digital Payments Infrastructure Fund	0.25% of average daily net assets
Tortoise Select Opportunity Fund Investor Class Shares Class C Shares	0.25% of average daily net assets 1.00% of average daily net assets
Tortoise VIP MLP & Pipeline Portfolio Class II Shares	0.25% of average daily net assets

For all services rendered pursuant to the Rule 12b-1 Agreement, we shall pay you the fee shown above calculated as follows:

The above fee as a percentage of the average daily net assets of the Fund (computed on an annual basis) which are owned of record by your firm as nominee for your customers or which are owned by those customers of your firm whose records, as maintained by the Trust or its agent, designate your firm as the customer’s dealer or service provider of record.

We shall make the determination of the net asset value, which determination shall be made in the manner specified in the Fund’s current prospectus, and pay to you, on the basis of such determination, the fee specified above, to the extent permitted under the Plan.

U.S. Bank Global Fund Services  
615 East Michigan Street  
Milwaukee, WI 53202

**October 15, 2021**

**VIA EDGAR TRANSMISSION**

United States Securities and Exchange Commission  
Division of Investment Management  
100 F. Street N.E.  
Washington D.C. 20549

**Re: Managed Portfolio Series (the “Trust”)  
File Nos.: 333-172080 and 811-22525**

Dear Sir or Madam:

On behalf of the Trust and pursuant to paragraph (b) of Rule 485 of the Securities Act of 1933, as amended, attached herewith for filing please find the filing for the series of the Trust referenced in the attached filing.

If you have any questions or require further information, do not hesitate to contact me at (402) 926-8068.

Sincerely,

MANAGED PORTFOLIO SERIES

/s/ Joseph M. Destache

Joseph M. Destache  
Secretary of Managed Portfolio Series

cc: Michael P. O’Hare, Esq., Stradley Ronon Stevens & Young, LLP