A guide to investing in closed-end funds

What you should know before you buy

Wells Fargo Advisors wants to ensure that you are investing in the closed-end funds that best suit your investment objectives, risk tolerance, time horizon, and diversification needs. This guide will help you better understand the features and costs associated with closed-end funds, as well as how your Financial Advisor and Wells Fargo Advisors are compensated when you invest in them. As always, if you have any questions about your closed-end fund investments, please contact your Financial Advisor.

What are closed-end funds?

Closed-end funds are investment companies that are registered with the U.S. Securities and Exchange Commission. Generally created by large asset management firms, closed-end funds are managed pools of investments that trade on a stock exchange. Unlike an open-end fund which continually issues new shares to investors who buy shares in the fund (and continually redeems shares from investors), a closed-end fund generally offers only a fixed number of shares.

Shares in a closed-end fund are offered through an initial public offering (IPO). The fund uses the capital from the offering to purchase the underlying securities; unlike regular stocks, shares of a closed-end fund represent an interest in the fund's underlying securities. The fund is “closed,” because investors can buy or sell shares only in a secondary market after the IPO.

The secondary market for shares in closed-end funds is typically an exchange. Investors buy and sell shares from other investors rather than the fund company's sponsor. Investors pay transaction costs that are similar to what they would pay for stock transactions. Most closed-end funds are perpetual (they do not have a termination date), and the funds do not have to buy back their shares upon the investor's request.

The net asset value (NAV) of a closed-end fund is the market value of the underlying investments (i.e., stocks and bonds) in the fund's portfolio, minus liabilities, divided by the total number of fund shares outstanding. This definition is the same for closed-end and open-end funds. However, the closed-end fund also has a market price; the value at which it trades on an exchange. This price can be more or less than its NAV. Therefore, the NAV of a closed-end fund may not be the price you pay for a share of the fund.

When a closed-end fund's price is above its NAV, the fund is said to be trading at a premium; in contrast, if the closed-end fund is trading below its NAV, then it is trading at a discount. For example, if the price is at $12 and the NAV is $10, the closed-end fund is trading at a 20% premium. If the closed-end fund is trading at $9.50 and its NAV is $10, then the closed-end fund is trading at a 5% discount.

Closed-end funds invest in many types of instruments: domestic and foreign securities, emerging markets, equity and fixed income securities, government, mortgage and corporate securities, bonds and loans, taxable and municipal bonds, among others. In addition, closed-end funds can invest in complex investments such as alternative investments, commodities, and derivatives. Because of the complexity associated with these underlying investments, they have unique risks and are not suitable for all investors.

Investment and Insurance Products: ► NOT FDIC Insured  ► NO Bank Guarantee  ► MAY Lose Value
Many closed-end funds can leverage their assets (through derivatives or borrowing money to buy additional assets) to enhance their yields. Leverage also increases risk. For example, leveraging the assets of a closed-end fund will magnify the volatility of its NAV and, consequently, the price volatility of the fund. More information on these risks is outlined below.

**Fund of Fund Structure**

A “fund of funds” (FOF) is an investment product that invests in other investment company products rather than directly in stocks, bonds, cash, or other securities. An FOF may also invest with multiple managers. The FOF structure allows investors to achieve a broad diversification with investments in a variety of fund categories that are all combined into one fund. These strategies can include investments in other closed end funds, exchanged traded funds, business development companies, and to a lesser extent, other types of registered investment companies. However, the FOF structure introduces two additional issues that warrant consideration; fees on fees and potential leverage on leverage.

The management fee for an FOF typically consists of two components: The management fees charged by the underlying funds and the management fee charge at the FOF level. The weighted average of the underlying fees is disclosed in the expense section of the offering prospectus and is referred to as Acquired Fund Fees and Expenses (AFFE).

Many closed-end funds, including FOFs, employ leverage in pursuit of the fund’s objectives. In the case of an FOF, the underlying funds may also use leverage which may increase the investor’s risk. Leverage can magnify losses and make quick movements in and out of the markets much more difficult.

*Investing in an FOF will subject the investor to the same risks as individual ownership of the underlying securities would entail. Because these funds are also indirectly subject to the underlying fund expenses as well as the expenses of the portfolio, the cost of this type of investment may be higher than a closed-end fund that does not invest in other investment companies. Investors should be aware of, and understand, all risks associated with a portfolio’s underlying holdings before investing.*

**Features and characteristics**

Closed-end funds offer the following features to investors:

**Portfolio diversification** — Closed-end fund portfolios can be diversified across many different investments, offering a set of portfolios for most asset classes. This diversification may help reduce an investor’s risk by potentially offsetting losses from some investments with gains in others. Of course, individual investments in the closed-end portfolios and the NAV of the portfolios will fluctuate in price. Also, keep in mind that asset allocation and/or diversification cannot eliminate the risk of fluctuating prices and uncertain returns.

**Income** — Closed-end funds also may offer a frequent and regular stream of income. The regular distribution from a closed-end fund is scheduled in advance and is usually quarterly or monthly.

**Asset classes** — By investing in closed-end funds, individual investors can access asset classes and/or strategies previously available only to institutional investors, such as certain types of preferred securities, asset-backed securities, emerging markets, corporate and mortgage loans, and covered calls.
Lower expense ratios — The shares of closed-end funds are usually offered only once, at their IPO, rather than on a continuous basis. Consequently, they have a minimal need for marketing expenses, for example, and generally have lower operating expenses than comparable open-end mutual funds.

Purchases and sales — Unlike traditional mutual funds, which are only priced at the end of each day, closed-end funds are priced — and can be purchased and sold — throughout the trading day. Furthermore, you can typically buy or sell closed-end shares on a stock exchange much like the purchase or sale of any other listed stock.

No minimum investment — Because closed-end funds are traded like stocks, there is generally no minimum investment needed to invest in closed-end funds.

Risks

Securities in a portfolio of a closed-end fund may decline in value, and the closed-end fund may not achieve its intended objective. In addition, each closed-end fund is subject to specific risks that vary depending on its investment objectives and portfolio composition. The risks associated with a closed-end fund are outlined in the prospectus. You should carefully consider the risk factors listed below, which are more fully described in each closed-end fund’s prospectus under the heading “Risk Factors.”

Investment and market risk — The value of the securities within a closed-end fund, like other market investments, may increase or decrease in value, sometimes rapidly and unpredictably. The shares at any point in time may be worth more or less than the original investment, even after taking into account any reinvestment of dividends and distributions.

Leverage risk — One of the most important features that distinguish closed-end funds from other types of pooled investments is the ability of closed-end funds to leverage their assets. While closed-end funds use several different methods of leverage; the impact on the fund is generally similar. The use of leverage in an investment portfolio can magnify any price movements resulting in high volatility and a potentially significant loss of principal. Fluctuations in short term interest rates may also affect the distribution of a leveraged fund because the cost of borrowing may fluctuate accordingly.

Management risk — The selection of securities and other investment decisions made by the closed-end fund manager might produce losses or cause the closed-end fund to underperform compared to other funds with similar investment goals. If one or more key individuals leave the management team, the manager may not be able to hire qualified replacements, which could prevent the closed-end fund from achieving its investment objectives.

Market price of shares — The closed-end fund’s share price will fluctuate should premiums or discounts widen or narrow. At the time of sale, shares may be worth more or less than the original investment or the closed-end fund’s NAV at the time of sale. Historically, during periods of market volatility, closed-end funds have experienced market price weakness. During such periods, discounts tend to widen. Accordingly, a fund’s price could underperform its NAV.

Post-IPO price — In addition to general market risk and fluctuations, the share price of closed-end funds may trade at a “discount” to the fund’s NAV after the IPO (as mentioned above). As a result, it may not be economically beneficial to sell shares of a closed-end fund shortly after the IPO period. The price relative to the fund’s NAV is determined by a number of factors including the fund’s investment strategy and the underlying asset...
class in which it invests, its current distribution rate and total return potential, and
supply/demand for the shares, to name a few. As a result, closed-end funds are intended
to be long-term investments and should not be used as short-term trading vehicles.

**Complex and specialized closed-end funds** — Some closed-end funds have become
increasingly complex and specialized. These funds have the flexibility to invest widely
across asset classes and use complicated investment strategies, such as leverage and
short selling, to manage their portfolios. In addition, some funds may purchase alternative
investments, such as commodities, foreign currencies, and derivatives in their portfolios.

The level and type of risk associated with closed-end funds may vary significantly from
one fund to another. It is important to have a complete understanding of the investment
strategies and underlying products from which a closed-end fund derives its value to
evaluate the risks associated with it. These risks are outlined in full in the closed-end
fund’s prospectus. Complex funds are subject to increased volatility and greater
potential for loss, among other factors, and are not suitable for all investors.

**Interest rate risk** — The primary investment objective of many closed-end funds is
to generate income by investing in assets that produce income through dividend
payments or through writing covered call options, for example. It is important to
remember that any income received from a closed-end fund may fluctuate significantly
based on interest rates and the fund’s underlying investments. Also, bear in mind, that a
closed-end fund’s use of derivatives may reduce the fund’s returns or increase volatility. In
addition, a decrease in dividend payments may occur in a period declining interest rates.

**Municipal Closed End Funds** — Investments in municipal securities are subject to the
creditworthiness of their issuers. Municipal bond CEFs are subject to the same risks as
their underlying municipal securities. Economic issues may impact the performance of
the municipal bond issuer. As a result, principal is at risk and subject to fluctuation. For
instance, if the underlying municipality defaults or the security is downgraded, a
decrease in the value of these securities may impact your portfolio. Some single-state
municipal bond CEFs may offer certain tax benefits, but may lack the diversification of
a national municipal fund. State specific municipal closed end funds may hold
securities from outside that state, including U.S. Territories.

**Floating Rate Closed End Funds** — Floating rate products invest primarily in below
investment grade securities (also known as junk bonds). The securities held within
floating rate CEFs are often rated below investment grade by one or more of the
nationally recognized rating agencies or may not be rated by a rating agency. These
securities may offer higher than average yields but are considered speculative and
carry increased risks of price volatility, underlying issuer creditworthiness, illiquidity,
and the possibility of default in the timely payment of interest and principal, which may
impact the value of your portfolio. These CEFs should not be considered as an
alternative to money market funds. You should carefully consider the risks of these
products and not base your investment decision solely on the yield offered by the CEF.

**Alternative Closed-End Funds** — Alternative closed-end funds (alt CEFs) seek to
accomplish the fund’s objectives through non-traditional investments and trading
strategies. Alt CEFs might invest in assets such as global real estate, commodities,
leveraged loans, start-up companies, and unlisted securities that offer exposure
beyond traditional stocks, bonds, and cash.
Underwriting Compensation

Wells Fargo Advisors ("WFA") does not act as underwriter for distributions of shares of closed-end funds. WFA does, however, offer and sell interests in closed-end funds underwritten by its affiliate, Wells Fargo Securities, LLC ("WFS"), to those WFA customers for whom the securities are suitable. WFS may act as either a lead underwriter or syndicate member in these offerings. WFA provides assistance to WFS in connection with these underwritings.

WFA will receive a selling concession, as described in the prospectus, with respect to all securities it sells to WFA customers. A portion of the selling concession will be shared by WFA with the FAs responsible for selling the securities.

WFA will separately, and in addition to the selling concession, receive a payment from WFS as compensation for WFA’s assistance. In the case of closed-end funds, WFS will share up to one half of its fee for managing the underwriting syndicate and one half of the structuring fee it receives from investment advisers of closed-end funds it underwrites. The amount of the management fee is not disclosed in the prospectus for the securities offered but, together with the selling concession and the underwriting fee, constitutes part of the “sales load.” The structuring fee typically is disclosed in the Underwriting Section of the prospectus. This assistance payment will be made by WFS to WFA after completion of the offering. WFA will not share any portion of the assistance payment with WFA FAs. The combination of the selling concession and the assistance payment may incent WFA to encourage FAs to recommend these securities over other securities.

The strategies alt CEFs employ may be complex. Examples include hedging and leveraging through derivatives, short selling, and “opportunistic” strategies that change with market conditions as various opportunities present themselves. Some alt CEFs employ a single strategy (single-strategy funds), while other funds may utilize multiple strategies within the same fund.

Alt CEFs are managed to a wide range of investment objectives. In some cases, the fund’s primary objective may be to generate above-market returns. In other cases, a fund’s main goal may be to help investors better manage risk with strategies designed to smooth out volatility or offer greater diversification. Alt funds are not suitable for all investors, and it’s important to understand the strategy of the fund you are purchasing. In addition to the aforementioned characteristics, alt funds may have relatively higher expense ratios when compared to traditional funds. Please see the fund’s prospectus for details as well as other characteristics and potential risks.

Global investing risk — Closed-end funds may invest in foreign securities and currencies of developed, emerging market, and frontier market countries. These investments (equity and fixed income) may be subject to increased risks and could lose value as a result of political, financial and economic events in foreign countries. It is also important to keep in mind that foreign investments typically have less publicly-available information than U.S. investments, are subject to less stringent foreign securities regulations than domestic securities and are influenced by different factors than in the U.S.

Derivatives risk — A derivative is a financial instrument whose value is derived from some other asset, index, event, value, or condition (known as the underlying asset). Many derivatives transactions involve leverage and may expose the closed-end fund to additional risks. Even a small investment in derivatives can have a significant impact on a fund’s volatility. Certain derivatives may be less liquid, or difficult to sell, and more difficult to value. Derivatives, such as futures contracts and options, are subject to a number of risks described in the prospectus. These risks may include stock market risk, counterparty risk, interest rate risk, credit risk, leverage risk, and management risk.

Tax treatment

Generally, closed-end fund shareholders are subject to taxes on the interest, dividends, and/or capital gains distributed to them from the portfolio. However, in tax-advantaged accounts such as IRAs, taxes are generally deferred until distributions are taken from the account. Also, when an investor sells their closed-end fund position in a taxable account they will generally realize a taxable gain or loss that should be reported on their income tax returns. Individuals who do not qualify as “U.S. persons” under the Internal Revenue Code may be subject to special tax withholding and reporting requirements as a result of a closed-end fund sale. Certain municipal bond closed-end funds may be subject to the federal alternative minimum tax (AMT). Shareholders should review the prospectus for further details.

Neither WFA (or its affiliates) nor your Financial Advisor can offer tax, legal or accounting advice. As a result of potentially complex tax-reporting requirements, investors should consult with their tax advisor or attorney before investing in closed-end funds.
Costs of investing in closed-end funds

There are two general costs associated with making transactions in and holding closed-end funds; internal expenses of the fund, and commissions (selling concessions). First, all closed-end funds have internal expenses which are used to pay for the investment manager, trading commissions, legal and administrative costs and other expenses of the fund. These internal expenses are deducted directly out of fund itself through a reduction in the NAV. A closed-end fund’s prospectus includes a fee table listing the internal charges that you indirectly pay by holding the fund. Second, you will pay a commission (or sales concession) each time you buy or sell shares in a closed-end fund. Although closed-end funds purchased during the IPO period are not subject to sales loads (fees charged by the fund when you make a purchase), a sales concession is built into the purchase price, and a portion is paid to your Financial Advisor for those transactions. When you buy or sell a closed-end fund in the secondary market (on an exchange), you incur a commission as a cost of processing each transaction, a portion of which is also paid to your Financial Advisor.

Investor characteristics

Suitability — Closed-end funds are generally considered by investors seeking income; however they are not suitable for all investors. Selecting the closed-end fund for your investment objectives involves a number of factors: fund strategies, fund performance history, risks and investment time horizon, among others. You should review any closed-end fund’s disclosure documents as well as its prospectus to fully evaluate your options. You should also talk with your Financial Advisor, so that together you can make the choices most suitable for you.

Diversification — Wells Fargo Advisors believes that investors, as a rule, should always diversify their investments. It is recommended that investors observe an asset allocation strategy and not overweight their overall portfolio in any one class, or sector of securities, including the underlying portfolio within a closed-end fund. Although asset allocation can be an effective investment strategy, it cannot eliminate all the risks associated with fluctuating prices, yields, and uncertain returns.

How your Financial Advisor and Wells Fargo Advisors are compensated on closed-end funds

For helping you invest in the most appropriate closed-end funds, WFA and your Financial Advisor are compensated in ways that vary depending on the selected closed-end fund. If the purchase is made in an IPO or secondary offering, a Financial Advisor may be paid a sales concession. This sales concession is built into the share price — as a result, the initial NAV is typically 5% lower than the IPO price — a portion of which is passed along to the Financial Advisor.

Your Financial Advisor will receive compensation in the form of a commission or mark-up from most transactions made in the secondary market. For most purchases, this compensation is based on the dollar amount purchased or sold in the closed-end fund transaction.

In certain fee-based accounts, a Financial Advisor’s compensation may be based on a percentage of assets in the account rather than on the commission, as mentioned above. The compensation formula that determines the amount of payment to your Financial Advisor is generally the same for all closed-end funds.
In addition to receiving compensation, your Financial Advisor may receive internal credits in the syndicate allocation process for sales in closed-end funds and other products. Your Financial Advisor will also receive internal credits based on the length of time that you hold the investment (up to 90 days). Financial Advisors may receive allocations of new syndicate deals based on the number of internal credits accumulated. For example, a Financial Advisor accumulating a large number of internal credits, based on past sales and client holding periods of those transactions may receive a greater allocation of a new syndicate issue than a Financial Advisor with fewer credits.

Within the division that operates in Wells Fargo financial centers and some Wells Fargo stores, a Licensed Banker may refer you to a Financial Advisor, as they generally work as a team. In this case, the Licensed Banker will be compensated through a referral arrangement with the Financial Advisor.

Revenue-sharing agreements are in place between WFA and WFS. WFS may receive compensation for making a market and keeping an inventory on select closed-end fund offerings.

**Affiliate relationships with closed-end fund sponsors**

Wells Fargo & Company (Wells Fargo), one of the largest financial holding companies in the United States, provides a wide range of financial services to various closed-end fund companies through their subsidiaries and affiliates, including WFA. These other relationships may provide financial and other benefits to Wells Fargo as well as WFA. As part of these relationships, Wells Fargo, through its subsidiaries, provides investment management and other services to our affiliate, Wells Fargo Family of Funds.

Wells Fargo is a full-service financial services firm with many affiliates, and encourages its subsidiaries to use the products and services offered by affiliated firms, when appropriate. During the course of annual business planning, business with our affiliates is included in establishing collective WFA’s sales goals. We may recommend affiliated products and services to clients, and may hire other affiliates to provide trade execution, clearing and platform administration services with respect to program services. However, our Financial Advisors are trained to make their recommendations independent of such goals and based solely on the clients’ objectives and needs.

**Talk to your Financial Advisor**

Determining whether closed-end funds are an appropriate investment strategy for you requires an in-depth evaluation of your individual financial situation and the objectives you want to achieve. Talk to your Financial Advisor today about how closed-end funds may help you work toward your investment goals.