

Westfield Capital Management Company, LLC

Proxy Voting Policy

Revised February 2007

Policy Statement and Introduction

Westfield Capital Management Company, LLC (“WCM”) will offer to vote proxies for all accounts. Many of Westfield Capital’s (“WCM”) investment management clients have delegated to WCM the authority to vote proxies for shares in the client accounts we manage. WCM believes that the voting of proxies can be an important tool for investors to promote best practices in corporate governance and votes all proxies in the best interests of its clients as investors. We also recognize that the voting of proxies with respect to securities held in managed accounts is an investment responsibility having economic value. WCM will vote proxies and maintain records of voting of shares for which WCM has proxy voting authority in accordance with its fiduciary obligations and applicable law.

This memorandum sets forth WCM’s policies for voting proxies. It covers all accounts for which WCM has proxy voting authority which are primarily U.S. separately managed individual and institutional accounts. In addition, these accounts include mutual funds in which WCM serves as sub-adviser as well as limited partnerships managed by WCM.

Proxy Committee

WCM has a Proxy Committee (the “Committee”) composed of individuals from the investment committee, operations staff and compliance department. The Board of Directors will appoint the members of the Committee and consider recommendations for members from the Committee. The Committee is responsible for setting general policy as to proxies. Specifically, the Committee:

1. reviews these procedures and the Proxy Guidelines annually and approves any amendments considered to be advisable;
2. considers special proxy issues as they may arise from time to time.

As of the date of these procedures, the following members of WCM will serve on the Committee:

Karen A. DiGravio, Chief Financial Officer, Chief Compliance Officer
Caryl D. Marchi, Vice President & Director of Operations
Hamlen Thompson, Senior Security Analyst
Zureen Khairuddin, Senior Operations Associate & Proxy Manager
Brandi McMahan, Portfolio Associate
Ann Maloney, Books & Records Manager

Proxy Voting Administration

WCM’s Proxy Manager, under supervision of the Proxy Committee, have the following duties:

1. annually review the Proxy Voting Policy and distribute them to the Committee for review;
2. oversee the work of any third party vendor hired to process proxy votes;

3. review Glass Lewis recommended research against WCM's proxy policy and assess third party research if issue is not addressed in WCM policy;
4. exercise discretion to vote proxies within WCM guidelines. Additionally, if WCM is among the Top 20 shareholders holding the security, the Proxy Manager will confer with the Security Analyst and Operations Manager on any recommendations that is against management's recommendation or other contentious issues;
5. coordinate responses to investment professionals' questions on proxy issues and proxy policies, including forwarding specialized proxy research from any third party vendor;
6. monitor the ballot reconciliation conducted by outsource vendor, Glass, Lewis & Co. On a monthly basis, disseminate the reconciliation of ballots and missed/unvoted proxy reports to the Proxy Committee, utilizing the customize reporting in the Glass, Lewis Viewpoint proxy platform;
7. coordinate the Committee's review of any new or unusual proxy issues;
8. confirm and approve votes on Glass, Lewis & Co. Viewpoint Proxy Platform;
9. maintain required records of proxy votes on behalf of the appropriate WCM client accounts including maintaining documents received or created that were material to the voting decision;
10. manage proxy voting and maintenance of appropriate records using Glass, Lewis Viewpoint Proxy Platform;
11. prepare and distribute reports requested by WCM clients;
12. maintain records of all communications received from clients requesting information on proxy voting and responses thereto;
13. notify clients on how they can obtain voting records and policies and procedures;
14. when necessary, prepare a report on recurring problems reported by Glass, Lewis and escalate such issues to the Committee.;
15. sending daily holdings to Glass, Lewis ftp site as part of ballot reconciliation process;
16. communicating the registration of any new accounts with proxy voting authority, custodian changes or terminated accounts to the Glass, Lewis client service representative;
17. if there is any conflict of interest as listed on page 4, the Proxy Manager will report this to the Proxy Committee and obtain a unanimous approval from the committee, if an override is necessary; and
18. request and review the SAS 70 report annually from Glass, Lewis & Co.;

Proxy Voting Guidelines

WCM maintains written voting guidelines ("Guidelines") setting forth voting positions determined by the Committee on those issues believed most likely to arise day to day. The Guidelines may call for votes to be cast normally in favor of or opposed to a matter or may deem the matter an item to be referred to investment professionals on a case-by-case basis.

On a daily basis, the Proxy Manager reviews the proxy agenda against WCM's guidelines and the recommendation from Glass Lewis. The Proxy Manager will exercise discretion to vote the proxies within

WCM proxy policy guidelines as recommended in the Glass, Lewis Viewpoint Proxy Platform against the Glass, Lewis recommendation. Any contentious issues, ie. conflicting recommendations, special meeting agenda, contested meeting, etc will be referred to the Security Analyst and Operations Manager. If WCM is among the Top 20 shareholders, the Proxy Manager will confirm the recommended votes with the Security Analyst and the Operations Manager in the approval process. The Operations Manager provides oversight to the Proxy Manager on ballot recommendations.

The Proxy Assistant will assist the Proxy Manager in the daily proxy administration and in her absence, act as her backup. The Proxy Manager has overall responsibility of the proxy voting process, including those tasks performed by the Proxy Assistant.

A copy of the Guidelines is attached to this memorandum as Exhibit A. WCM will vote all proxies in accordance with the Guidelines subject to exceptions as follows:

1. If the investment analyst covering the stock of a company with a proxy vote believes that following the Guidelines in any specific case would not be in the clients' best interests, they may request the Proxy Manager not to follow the Guidelines in such case. The request must be in writing and include an explanation of the rationale for doing so. The Proxy Manager will review any such request with the Committee and will maintain records of each item.
2. For clients with plan assets subject to ERISA, under rules of the U. S. Department of Labor ("DOL") WCM may accept instructions to vote proxies in accordance with AFL-CIO proxy voting guidelines, in lieu of WCM's regular Guidelines. WCM may accept instructions to vote proxies under client specific guidelines subject to review and acceptance by the Proxy Committee.
3. The Proxy Manager will exercise discretion to vote proxies within the guidelines established by the Committee. The Proxy Manager will consult with the Analyst and Committee in determining how to vote proxies for issues not specifically covered by the proxy voting guidelines adopted by the Committee or in situations where the Proxy Manager or members of the Committee determine that consultation is prudent.
4. Information on WCM's proxy voting decision may only be distributed to the company. No such information may be divulged to other parties, including solicitors working with the company, unless written notification from the company instructs such release of information.
5. The Proxy Manager will ensure that all ballots will be voted provided that they are received at least 3 days prior to the vote deadline date. All unvoted ballots will be noted in the ballot records, indicating the reason why they were not voted and documenting our best efforts to obtain such ballots.

Proxy Voting Referrals

Under the Guidelines, certain proxy matters will be referred to the WCM analysts. Normally specific referral items will be referred to the portfolio manager or analyst. The Proxy Manager will e-mail the appropriate analyst with the referral request.

The analyst who has been requested to provide a recommendation on a proxy referral item will respond electronically with a decision and rationale. If the decision is against WCM's policy, the Proxy Manager will confer with the Proxy Committee on the analyst's recommendation.]The Operations Manager will review the decision and concur with the decision. Upon receiving both decisions, the Proxy Manager will cast the vote for the proxy referral. Proxy Manager will then communicate such referral to the Proxy Committee.

Conflicts of Interest

A potential conflict of interest may arise when voting proxies of an issuer which has a significant business relationship with WCM. For example, WCM could manage a defined benefit or defined contribution pension plan for the issuer. WCM's policy is to vote proxies based solely on the investment merits of the proposal. In order to guard against conflicts the following procedures have been adopted:

1. A portion of the Committee is composed of professionals from the Investment Committee. Furthermore, proxy administration is in the Operations Department. The Investment Committee and Operations Department do not report to WCM's Marketing Department.
2. Investment professionals responding to referral requests must disclose any contacts with third parties other than normal contact with proxy solicitation firms.
3. The Proxy Manager will review the name of the issuer of each proxy that contains a referral item against a list of WCM business relationships provided by the Finance Department for potential material business relationship (*i.e.* conflicts of interest). If the issuer of the proxy is on the list of WCM business relationships, the WCM Proxy Manager will confer with the Committee prior to voting. In addition, for referrals involving WCM sub-advised mutual funds, the Proxy Manager will fill out attached Proxy Voting Disclosure Form (attached as Exhibit B).
4. WCM's Proxy Voting Guidelines may only be overridden with the written recommendation of the Proxy Committee.

Recordkeeping

The Proxy Manager, in conjunction with the Operations Manager, will retain copies of the following books and records. Original Policies and Procedures will be kept with the Proxy Manager and maintained in the WCM Compliance Manual. In addition to utilizing the Glass, Lewis Viewpoint Proxy Platform, the Proxy Manager will retain the following records:

1. a copy of Proxy Procedures and Guidelines as they may be in effect from time to time;
2. a copy of each proxy statement received with respect to securities in client accounts;
3. records of each vote cast for each client;
4. a reconciliation of Westfield holdings vs. ballots received;
5. monthly ballot reconciliation report obtained from Glass, Lewis Viewpoint Proxy Platform;
6. monthly missed/unvoted ballot report obtained from the Glass, Lewis Viewpoint proxy voting platform;
7. internal documents generated in connection with a proxy referral to the Investment Committee such as emails, memoranda etc, saved electronically.
8. written reports to clients on proxy voting and of all client requests for information and WCM's response, saved electronically.

In accordance with Rule 204-2 of the Investment Advisers Act of 1940, all proxy voting records will be maintained for five years. In the event a third party vendor is retained for proxy voting services, Westfield

will (1) require such vendor to provide copies of all voting records promptly upon request; and (2) require such vendor to maintain the records noted in (2) and (3) above.

Exhibit A

Westfield Capital Management Company, LLC Proxy Voting Guidelines

For

SEPARATELY MANAGED ACCOUNTS & SUB-ADVISORY MUTUAL FUND ASSETS INCLUDING LIMITED PARTNERSHIPS

The Proxy Voting Guidelines below summarize WCM's positions on various issues of concern to investors and indicate how client portfolio securities will be voted on proposals dealing with a particular issue. These Guidelines have been established for the specific purpose of promoting the economic interests of our clients. In addition to our Proxy Voting Guidelines, WCM will also the research and recommendation from our vendor, Glass, Lewis & Co for guidance; particularly for issues not covered in our Proxy Policy, specific Taft-Hartley and Social Responsible issues.

The following Guidelines are grouped according to the types of proposals generally presented to shareholders. Part I deals with proposals which have been approved and recommended by a company's board of directors. Part II deals with proposals submitted by shareholders for inclusion in proxy statements. Part III addresses unique considerations pertaining to non-US issuers.

I. Board-Approved Proposals

Proxies will be voted **for** board-approved proposals, except as follows:

A. Matters Relating to the Board of Directors

The board of directors has the important role of overseeing management and its performance on behalf of shareholders. Proxies will be voted **for** the election of the company's nominees for directors and **for** board-approved proposals on other matters relating to the board of directors (provided that such nominees and other matters have been approved by an independent nominating committee), except as follows:

- WCM will **withhold votes** for any nominee for director if
 - The board does not have a two-third majority of independent directors. In the event that more than one third of the members are affiliated or inside directors, we will withhold votes from some of the inside and/or affiliated directors in order to satisfy the two-thirds threshold that is deemed appropriate. However, the two third majority *does not apply* when a single individual or entity owns more than 50% of the voting shares ("Controlled Companies") as the interests of the majority of shareholders are the interests of that entity or individual; or
 - The board does not have nominating, audit and compensation committees composed *solely* of independent directors; or
- WCM will **withhold votes** for any nominee for the:
 - audit committee who sits on more than three public company audit committees; or
 - compensation committee if performance goals were changed when employees failed or were unlikely to meet original goals or performance-based compensation was paid despite goals not being attained; or

- compensation committee who is currently up for election and served at the time of poor pay-for-performance.
- WCM will **withhold votes** for the audit committee chair if the chairperson failed to put audit ratification on the ballot for shareholder approval for the upcoming year.

For these purposes, an “independent director” is a director who meets all requirements to serve as an independent director of a company under the NYSE (Article 4 Section 2 of the NYSE Commission) and NASDAQ rule No. 4200 and 4300 (*i.e.*, no material business relationships with the company, no present or recent employment relationship with the company (including employment of immediate family members) and, in the case of audit committee members, no compensation for non-board services). If a board does not meet these independence standards, WCM may refer board proposed items which would normally be supported for **case-by-case** review.

- WCM will vote on a **case-by-case basis** in contested elections of directors.
- WCM will **withhold votes** for any nominee for director who is considered an independent director by the company and who has received compensation from the company other than for service as a director (*e.g.*, investment banking, consulting, legal or financial advisory fees).
- WCM will **withhold votes** for any nominee for director who attends less than 75% of board and committee meetings without valid reasons for the absences (*i.e.*, illness, personal emergency, etc.).

WCM is concerned about over-committed directors. In some cases, directors may serve on too many boards to make a meaningful contribution.

- WCM will **withhold votes** for an executive officer of any public company while serving more than four public company boards and any other director who serves on more than a total of six public company boards.
- WCM will **withhold votes** for any nominee for director of a public company (Company A) who is employed as a senior executive of another public company (Company B) if a director of Company B serves as a senior executive of Company A (commonly referred to as an “interlocking directorate”).

Board independence depends not only on its members’ individual relationships, but also the board’s overall attitude toward management. Independent boards are committed to good corporate governance practices and, by providing objective independent judgment, enhance shareholder value.

- WCM may withhold votes on a **case-by-case basis** from some or all directors that, through their lack of independence, have failed to observe good corporate governance practices or, through specific corporate action, have demonstrated a disregard for the interest of shareholders.
- WCM will **withhold votes** from directors who failed to observe good corporate governance practices with regards to option backdating as it allows options to be granted at a lower price before the release of positive news *i.e.* spring loading or following the release of negative news *i.e.* bullet-dodging. This raises a concern similar to that of insider trading, or trading on material non-public information.
- WCM may withhold votes on a **case-by-case basis** for some or all directors that through their directorship causes an identifiable conflict of interest
- WCM will **withhold votes** for the chair of the nominating or governance committee when the board is less than two-thirds independent, the chairman is not independent and an independent lead or presiding director has not been appointed unless company performance has been in the top quartile of the company’s peers

- WCM will vote **against** proposals to classify a board, absent special circumstances indicating that shareholder interests would be better served by this structure.

WCM believes that separating the roles of corporate officer and the chairman of the board is typically a better governance structure than a combined executive/chairman position. The role of executives is to manage the business on the basis of the course charted by the board.

- WCM will vote **for** the separation between the roles of chairman of the board and CEO, with the exception of smaller companies with limited group of leaders. It may be appropriate for these positions to be combined for some period of time.

B. Compensation Plans

WCM will vote on a **case-by-case basis** on board-approved proposals relating to compensation, except as follows:

- **Stock Incentive/Option Plans**
 - WCM will vote **for** performance based options requirements; and
 - WCM will vote **for** equity based compensation plans if our research indicates that the proposed plan is not excessive from the average plan for the peer group on a range of criteria, including dilution to shareholders and the projected annual cost relative to the company's financial performance; and
 - WCM will vote **against** if plan permits replacing or repricing of underwater options (and against any proposal to authorize such replacement or repricing of underwater options); and
 - WCM will vote **against** if dilution represented by this proposal is more than 10% outstanding common stock unless our research indicates that a slightly higher dilution rate may be in the best interests of shareholders; and
 - WCM will vote **against** if the stock incentive/option plans permits issuance of options with an exercise price below the stock's current market price; and
 - WCM will vote **for** stock options if the stock options are fully expensed; and
 - WCM will vote **for** option grants or other stock incentive/option awards that will help align the interests of outside directors provided that financial cost to the company does not threaten to compromise the objectivity
- Except where WCM is otherwise withholding votes for the entire board of directors, WCM will vote on a **case-by-case basis** on the employee stock purchase plans that have the following features:
 - the shares purchased under the plan are acquired for no less than 85% of their market value; and
 - the offering period under the plan is 27 months or less; and
 - dilution is 10% or less.

- WCM will vote **for** all deferred compensation plans
- WCM will vote **for** all bonus plans recommended by the company's management

WCM may vote against compensation plan proposals on a **case-by-case basis** where compensation is excessive by reasonable corporate standards, or where a company fails to provide transparent disclosure of the compensation plan proposals. In voting on proposals relating to compensation plan proposals, WCM will consider whether the proposal has been approved by an independent compensation committee of the board.

C. Capitalization

WCM will vote on a **case-by-case basis** on board-approved proposals involving changes to a company's capitalization.

- WCM will vote **for** proposals relating to the authorization of additional common stock if the justification for the increase and the amount of the increase is reasonable.
- WCM will vote **for** proposals to effect stock splits (excluding reverse stock splits.)
- WCM will vote **for** proposals authorizing share repurchase programs.

D. Acquisitions, Mergers, Reincorporations, Reorganizations and Other Transactions

WCM will vote on a **case-by-case basis** on business transactions such as acquisitions, mergers, and reorganizations involving business combinations, liquidations and sale of all or substantially all of a company's assets, except as follows:

- WCM will vote **for** mergers and reorganizations involving business combinations designed solely to reincorporate a company in Delaware.

E. Anti-Takeover Measures

WCM will vote **against** board-approved proposals to adopt anti-takeover measures such as a shareholder rights plan, supermajority voting provisions, issuance of blank check preferred stock and the creation of a separate class of stock with disparate voting rights, except as follows:

- WCM will vote on a **case-by-case basis** on proposals to ratify or approve shareholder rights plans (commonly referred to as "poison pills"); and
- WCM will vote **for** proposals to adopt fair price provisions.

F. Auditors

WCM will vote **for** board approval proposal regarding the selection or ratification of an auditor except as follows:

- WCM will vote on a **case-by-case basis** when the company has aggressive accounting policies; or

- WCM will vote **against** when there have been restatements or late filings where the auditors bear some responsibility for the restatements; or
- WCM will vote on a **case-by-case basis** on any issues that may compromise the independence and integrity of the auditors.

G. Other Business Matters

WCM will vote **for** board-approved proposals approving routine business matters such as changing the company's name, and procedural matters relating to the shareholder meeting, except as follows:

- WCM will vote on a **case-by-case basis** on proposals to amend a company's charter or bylaws (except for charter amendments necessary or to effect stock splits to change a company's name or to authorize additional shares of common stock).
- WCM will vote **against** authorization to transact other unidentified, substantive business at the meeting.
- WCM will vote **against** proposals to adjourn a meeting to obtain more votes unless the adjournment is intended to secure more votes in a proposal that is in accordance to WCM's vote.

II. Shareholder Proposals

WCM will vote on a **case-by-case** basis on all shareholder proposals, except as follows:

- WCM will vote **for** shareholder proposals to declassify a board, absent special circumstances which would indicate that shareholder interests are better served by a classified board structure.
- WCM will vote **for** shareholder proposals to require shareholder approval of shareholder rights plans.
- WCM will vote **for** shareholder proposals to restore cumulative voting if a board is controlled mainly by insiders or affiliates where the company's ownership structure includes one or more very large shareholders that typically control a majority-voting block of the company's stock.
- WCM will vote **for** shareholder proposals for the election of directors by a majority vote, unless it would clearly disadvantage the company.
- WCM will vote **for** shareholder proposals that are consistent with WCM's proxy voting guidelines for board-approved proposals.

III. Voting Shares of Non U.S. Issuers

WCM recognizes that the laws governing non-U.S. issuers will vary significantly from US law and from jurisdiction to jurisdiction. Accordingly it may not be possible or even advisable to apply these guidelines mechanically to non-US issuers. However, WCM believes that shareholders of all companies are protected by the existence of a sound corporate governance and disclosure framework. Accordingly, WCM will vote proxies of non US issuers **in accordance with the foregoing Guidelines where applicable**, except as follows:

- WCM will vote **for** shareholder proposals calling for a majority of the directors to be independent of management.

- WCM will vote **for** shareholder proposals seeking to increase the independence of board nominating, audit and compensation committees.
- WCM will vote **for** shareholder proposals that implement corporate governance standards similar to those established under U.S. federal law and the listing requirements of U.S. stock exchanges, and that do not otherwise violate the laws of the jurisdiction under which the company is incorporated.
- WCM will vote on **case-by-case basis** on proposals relating to (1) the issuance of common stock in excess of 20% of a company's outstanding common stock where shareholders do not have preemptive rights, or (2) the issuance of common stock in excess of 100% of a company's outstanding common stock where shareholders have preemptive rights.

Many non-U.S. jurisdictions impose material burdens on voting proxies. There are three primary types of limits as follows:

- **Share blocking.** Shares must be frozen for certain periods of time to vote via proxy.
- **Share re-registration.** Shares must be re-registered out of the name of the local custodian or nominee into the name of the client for the meeting and, in many cases, then reregistered back. Shares are normally blocked in this period.
- **Powers of Attorney.** Detailed documentation from a client must be given to the local sub-custodian. In many cases WCM is not authorized to deliver this information or sign the relevant documents.

WCM's policy is to weigh the benefits to clients from voting in these jurisdictions against the detriments of doing so. For example, in a share-blocking jurisdiction, it will normally not be in a client's interest to freeze shares simply to participate in a non-contested routine meeting. More specifically, WCM will normally not vote shares in non-U.S. jurisdictions imposing burdensome proxy voting requirements except in significant votes (such as contested elections and major corporate transactions) where directed by portfolio managers.

Exhibit B

**WESTFIELD CAPITAL MANAGEMENT COMPANY, LLC
PROXY VOTING CONFLICT
OF INTEREST DISCLOSURE FORM**

1. *Company name:* _____
2. *Date of Meeting:* _____
3. *Referral Item(s):* _____
4. *Description of WCM's Business Relationship with Issuer of Proxy which may give rise to a conflict of interest:*

5. *Describe procedures used to address any conflict of interest:*

Where a proxy proposal raises a material conflict between WCM's interests and a client's interest, WCM will:

1. Vote in Accordance with the Guidelines. To the extent that WCM has little or no discretion to deviate from the Guidelines with respect to the proposal in question, WCM shall vote in accordance with such pre-determined voting policy.
2. Obtain Consent of Clients. To the extent that WCM has discretion to deviate from the Guidelines with respect to the proposal in question, WCM will disclose the conflict to the relevant clients and obtain their consent to the proposed vote prior to voting the securities. The disclosure to the client will include sufficient detail regarding the matter to be voted on and the nature of the Adviser's conflict that the client would be able to make an informed decision regarding the vote. If a client does not respond to such a conflict disclosure request or denies the request, WCM will abstain from voting the securities held by that client's account.
3. Client Directive to Use an Independent Third Party. Alternatively, a client may, in writing, specifically direct WCM to forward all proxy matters in which WCM has a conflict of interest regarding the client's securities to an identified independent third party for review and recommendation. Where such independent third party's recommendations are received on a timely basis, WCM will vote all such proxies in accordance with such third party's recommendation. If the third party's recommendations are not timely received, WCM will abstain from voting the securities held by that client's account.

WCM will review the proxy proposal for conflicts of interest as part of the overall vote review process. All material conflicts of interest so identified by WCM will be addressed as described above in this section

6. *Describe any contacts from parties outside WCM (other than routine communications from proxy solicitors) with respect to the referral item not otherwise reported in an investment professional's recommendation:*

CERTIFICATION

The undersigned employee of WCM certifies that, to the best of her knowledge, any recommendation of an investment professional provided under circumstances where a conflict of interest exists was made solely on the investment merits and without regard to any other consideration.

Name: Zureen Khairuddin
Title: Proxy Manager