
Overbrook Management Corporation

Client Brochure November 29, 2011

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This Brochure provides information about the qualifications and business practices of Overbrook Management Corporation ("**Overbrook**"). If you have any questions about the contents of this Brochure, please contact us at 212-661-8710 or by email at: **investments@overbrook.com**.

Overbrook is registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the "**Advisers Act**"). Overbrook is subject to the Advisers Act rules and regulations adopted by the U.S. Securities and Exchange Commission ("**SEC**"). Registration as an investment adviser does not imply any particular level of skill or training.

Additional information about Overbrook is also available on the SEC's website at www.adviserinfo.sec.gov.

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The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Item 2: Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“**SEC**”) published “Amendments to Form ADV” which requires us to provide clients a brochure and brochure supplement written in plain English. Overbrook prepared this brochure, dated November 29, 2011, according to the SEC’s new requirements and rules. As a result, we are providing you with a brochure that not only looks different, but also contains certain new information not required in our previous brochure.

Previously, we provided you with information about our qualifications and business practices on at least an annual basis. Going forward we will ensure that you receive a summary of any material changes to this and following brochures within 120 days of the close of our business’ fiscal year. Material changes and certain disclosure information may be provided more often. Any summaries of changes will include the date of our last annual brochure.

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Item 4: Advisory Business

A. Description of the Firm

Overbrook Management Corporation ("**Overbrook**" or "**we**") is a privately owned corporation, headquartered in New York, New York. The firm was founded in 1946 by the late Frank Altschul, managing partner of Lazard Frères and founder of General American Investors, to manage the wealth of the Altschul family. The firm is currently solely owned by the Estate of Arthur G. Altschul. In 2002, Overbrook became a wealth management firm and family office to outside investors.

We provide a wide range of investment management services to meet the needs of clients with diverse investment objectives. While the objectives may vary, particularly as they pertain to risk tolerance and equity/reserve ratios, the primary investment objective sought on behalf of clients is wealth preservation with an eye towards maximizing long-term capital appreciation.

B. Types of Advisory Services

We currently provide the following types of investment management services:

Portfolio Management Services

We provide discretionary and non-discretionary portfolio management services tailored to meet the needs and investment objectives of our clients. We meet with clients to determine their investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We use the suitability information we gather to develop a strategy that enables our firm to give our clients continuous and focused investment advice. As part of our portfolio management services, we customize an investment portfolio for our clients in accordance with their risk tolerance and investing objectives. We then monitor each portfolio's performance on an ongoing basis and rebalance the portfolio as required by changes in market conditions and/or client financial circumstances.

We provide ongoing discretionary investment management services to institutional and individual clients with respect to assets held in the client's custodial account (collectively, "**Separate Accounts**") based on customized investment objectives or guidelines, time horizons, risk tolerances, policies and limitations of such clients. Clients engaging us to provide discretionary portfolio management services are required to grant our firm discretionary authority to manage their accounts. Discretionary authorization allows our firm to determine the specific securities, and the amount of securities, to be purchased or sold for each account without client approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement that documents our relationship.

If clients enter into non-discretionary arrangements with our firm (**“Non-Discretionary Accounts”**), we must obtain approval prior to executing any transactions on their behalf for accounts so managed by Overbrook. In addition, we may agree to provide advice on Non-Discretionary Accounts which are not managed by our firm (e.g. 401k accounts). Such advice will only be furnished on a periodic and non-continuous basis. It is our clients’ responsibility to act on any of the recommendations we provide and to initiate a request for review of such accounts.

Private Investment Vehicles

We act as the investment manager providing discretionary investment management services to privately offered investment vehicles (**“Private Funds”**) for which we are the managing member. We created these Private Funds to offer clients the opportunity to participate in alternative investments such as hedge funds or private equity funds managed by outside advisory firms which would otherwise require a more substantial capital commitment to participate.

Such funds are not registered under the U.S. Investment Company Act of 1940, as amended (the **“Investment Company Act”**), and their shares or interests, as applicable, are not registered under the U.S. Securities Act of 1933, as amended (the **“Securities Act”**). Accordingly, the Private Funds are not publicly offered in the United States. Such Private Funds may or may not be continuously offered.

For a list of the Private Funds, please refer to Section 7.B. of Schedule D of Part 1 to Overbrook’s Form ADV which is publicly available at www.adviserinfo.sec.gov.

Family Office & Reporting Services

We provide family office services to many clients in addition to investment advisory services. We coordinate our clients’ financial, tax and estate planning with a special focus on ways to transform their art and tangible property into family and philanthropic capital. Family office services include, but are not limited to: bill-paying and expense management, cash flow/liquidity management, domestics’ payroll, tax assistance, bookkeeping, and various personal services.

We also offer reporting services to our clients separately from investment advisory services. Reporting services include preparation of quarterly reports consolidating client investment assets managed by Overbrook, if any, with those managed by other investment advisers or the client directly.

Certain clients receive family office services and/or reporting services only. We provide no investment advice to these clients. Such services are non-advisory in nature.

C. Client Tailored Services and Client Tailored Restrictions

We generally offer the same type of investment management services to all of our clients. We enter into discretionary and non-discretionary investment management agreements with our

clients. See Item 16. Clients may impose restrictions in investing in certain securities or other assets in accordance with their particular needs. However, we may decide not to accommodate investment restrictions deemed unduly burdensome or materially incompatible with Overbrook's investment approach.

We enter into discretionary investment management agreements with the Private Funds. Services are performed in accordance with the terms of each such agreement. Each Private Fund may impose investment restrictions as it deems appropriate. Such investment restrictions are typically set forth in the offering memorandum ("**Offering Memorandum**") for each Private Fund.

D. Wrap Programs

Overbrook does not participate in wrap programs.

E. Assets Under Management

<u>Discretionary Amounts:</u>	<u>Non-Discretionary Amounts:</u>	<u>Date Calculated:</u>
\$470,632,063.	\$69,118,265.	September 30, 2011

Item 5: Fees and Compensation

A. Fee Schedule

I. SEPARATE ACCOUNTS

Overbrook's standard fees are set forth below. See also Item 7 for minimum account size requirements.

Management fees for Separate Accounts are based on a percentage of the market value of the assets held in the Separate Account and range from .25 to 2% of assets under management depending upon the services provided.

Fees are usually not negotiable. However, Overbrook's Separate Account fees may vary from time to time depending on a variety of factors including, but not limited to, services provided, account size, investment objectives and the type and number of other accounts with Overbrook. There may also be differences in fees paid by certain clients based on account inception dates. Unless otherwise agreed with the client, fees are typically adjusted to reflect material contributions to and withdrawals from accounts.

II. PRIVATE FUNDS

Pursuant to Overbrook's investment management agreement with each Private Fund, Overbrook will receive a management fee.

Investors should refer to the Offering Memorandum for each Private Fund for further information with respect to fees.

III. NON-DISCRETIONARY ACCOUNT SERVICES

Non-Discretionary Account fees vary but in general are consistent with the fee schedule described above for Separate Accounts.

IV. FAMILY OFFICE & REPORTING SERVICES

Family office and reporting services are generally non-advisory in nature. Accordingly, they are typically billed at a lower rate than the average rate charged to advisory clients. Fees are usually charged on an annual fixed fee or project basis. Such fee arrangements are entered into based upon the services provided.

B. Payment Method

Calculation and Payment of Fees:

Separate Accounts — Management fees are generally charged and collected quarterly in arrears.

For certain accounts, management fees are computed annually during each fiscal year based on the value of an account's portfolio on June 30th of the previous fiscal year. Such fees are collected quarterly in advance of each quarter.

If we begin managing an account or the account is terminated during a quarter or other fee calculation period, the fee charged for such period will be pro-rated based on the portion of the period that Overbrook actually managed the account.

Private Funds—Investors should refer to the applicable Offering Memorandum with respect to calculation and payment of fees.

Non-Discretionary Accounts—Payment of Non-Discretionary Account fees vary but in general are consistent with the basic fee information and terms described above for Separate Accounts.

Family Office and Reporting Services—Fees are generally determined annually and are paid in advance.

Valuation for Fee Calculation Purposes:

Separate Accounts and Non-Discretionary Accounts—In general, management fees for Separate Accounts and Non-Discretionary Accounts are based on a valuation of assets by the client's custodian.

Private Funds—Investors should refer to the applicable Offering Memorandum for more information with respect to the valuation of fund assets.

C. Other Fees and Expenses

In addition to the investment management fee paid to Overbrook, clients pay other fees associated with their accounts and investments. Such fees include the following:

Custodial Fees—Typically, Separate Account and Non-Discretionary Account clients elect to have account assets held in the custody of a bank, trust company, broker-dealer or other qualified custodian selected by the client. The client will bear any custodial fees associated with such account.

Brokerage Fees—Client accounts generally must bear all brokerage commissions, concessions and mark-ups for securities transactions effected for the account. See Item 12.

Additional Fees Related to Investments in Private Funds— Subject to the investment guidelines of a Separate Account, Overbrook may invest assets in Separate Accounts in non-affiliated investment companies and other pooled investment vehicles (collectively, “**Non-Affiliated Funds**”). On occasion and subject to the investment guidelines of the Separate Account and applicable law, Overbrook may invest Separate Accounts in the Private Funds for which Overbrook acts as investment manager.

Client assets that are invested in Non-Affiliated Funds will be subject to two levels of advisory fees (our advisory fee and the advisory fee paid to the manager of the Non-Affiliated Fund).

Client assets that are invested in Non-Affiliated Funds may also incur other fees and expenses associated with their investments in such funds. These expenses will generally include brokerage and other transaction-related costs and the fees and expenses of other service providers to these funds such as custodians, transfer agents, administrators, valuation agents, directors, auditors and counsel.

In addition, the Private Funds and Non-Affiliated Funds may themselves invest in other funds as described in each fund’s offering memorandum, prospectus or other offering documents. To the extent a Private Fund or Non-Affiliated Fund invests in another underlying fund, it will bear the costs and expenses associated with an investment in that underlying fund.

Client assets that are invested in the Private Funds will not be subject to two levels of Overbrook advisory fees. Our advisory fee associated with the underlying client account will be waived. In addition, Overbrook will be responsible for the payment of all Private Fund related fees and expenses with the exception of those of the underlying funds as described above.

D. Prepayment of Fees and Refunds

Separate Accounts—As described in Item 5.B., Separate Account management fees are generally paid in arrears but may be payable quarterly in advance. Separate Account clients who pay fees in advance are entitled to pro-rata reimbursement of that portion of the quarterly investment management fee paid for any portion of the quarter remaining as of the date the investment advisory relationship terminates.

Private Funds. Investors should refer to the applicable Offering Memorandum for information regarding payment and refund of fees. Investors may be limited in their ability to terminate their participation in the Private Fund.

Family Office & Reporting Services. Any prepaid fees will be refunded according to the type of account and agreement in the event Overbrook’s services are terminated.

Non-Discretionary Accounts—Payment of Non-Discretionary Account fees vary but are generally consistent with the basic fee information and terms described above for Separate Accounts.

E. Sales Compensation

Overbrook does not receive sales commissions in connection with sales of any investment interests, including the Private Funds.

Item 6: Performance-Based Fees and Side-By-Side Management

“Performance-Based Fees” are fees that are based on a share of the capital gains or capital appreciation of the assets of an account. Overbrook does not charge performance fees in connection with its services.

Item 7: Types of Clients

Overbrook provides investment advisory services to high net worth individuals and institutional clients, including pension plans, trusts, charitable organizations, foundations, corporations, other business entities, and unregistered investment vehicles.

Set forth below are the minimum account requirements for Overbrook's accounts:

Separate Accounts--There is a minimum account size of \$1 million for all Separate Accounts. Overbrook may accept smaller accounts at its discretion.

Private Funds--Investors in the Private Funds must attest that they are "accredited investors" under Regulation D under the Securities Act, and that they qualify as "qualified purchasers" under Section 2(a) (51) (A) of the Investment Company Act.

The minimum investment required by an investor varies depending on the Private Fund and in each case is subject to waiver by Overbrook as the Private Fund's managing member. Investors should review the Offering Memorandum for each relevant Private Fund for further information with respect to minimum requirements for investment.

Non-Discretionary Accounts--The minimum account size for Non-Discretionary Accounts generally is consistent with the information described above for Separate Accounts.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analyses

The investment advice we provide is primarily driven by each client's personal investment profile. This profile is based upon numerous factors including the client's investment objectives and goals, personal risk assessment, asset class preferences, investment horizon, liquidity needs, generational requirements, charitable desires, estate planning and tax considerations. We consider these client factors in light of the then current market landscape, including available asset classes, asset class returns (historical and projected) and correlations, various asset class risk metrics, and general global and domestic economic conditions.

We may use one or more of the following methods of analysis:

- **Fundamental Analysis** – involves analyzing individual companies and their industry groups, including but not limited to: a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure our valuation of the company's stock compared to the current market value.
- **Technical Analysis** – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.
- **Charting Analysis** – involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

Sources of Information

In conducting security analysis, Overbrook utilizes a broad spectrum of information, including:

- quarterly earnings releases, annual reports, prospectuses, and filings with the SEC
- company press releases, presentations and interviews (in person or by telephone)
- third party research, including but not limited to, contact with outside analysts and consultants
- financial publications
- newspapers, magazines, websites, trade journals
- research materials prepared by others
- inspections of corporate activities

- charts, statistical material and analysis
- contact with outside analysts and consultants
- such other material as is appropriate under the particular circumstances

In addition, we are in contact with management of issuers whose securities are of interest to Overbrook, either through meetings, attendance at seminars or analyst meetings, or telephone.

With respect to the Private Funds, Overbrook evaluates investments based on a variety of factors as described in the Offering Memorandum for each Private Fund.

B. Investment Strategies

Under our investment management agreements with Separate Account clients, we are authorized to employ any investment strategy and enter into any type of investment transaction that we deem appropriate for the client in accordance with each client's investment objective and subject to any investment guidelines and restrictions imposed by a client in the investment management agreement for the account.

We may use one or more of the following investment strategies:

- **Long Term Purchases** – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- **Short Term Purchases** – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.
- **Option Writing** – a securities transaction that involves selling an option. An option is the right, but not the obligation, to buy or sell a particular security at a specified price prior to the option's expiration. When an investor sells a stock option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. The buyer pays the seller a premium (the market price of the option at a particular time) in exchange for the option.
- **Short Term Trading**—we may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing client accounts. Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given a client's stated investment objectives and tolerance for risk.
- **Short Sales** –transactions in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price.

We may use investment strategies that involve buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses during a volatile market. However, frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

When appropriate, we will recommend to clients investments in numerous asset classes and investment strategies, including, but not limited to, the following:

- **Cash:** short-term, money market instruments, FDIC-insured certificates and US Treasury Bills, as well as other cash-equivalent holdings;
- **Fixed Income:** government, sovereign, corporate, municipal, agency, mortgages, collateralized, domestic, international and other types of fixed income assets or multi-strategies, both investment-grade and non-investment-grade;
- **Equities:** common stock, preferred stock, master limited partnerships, and real estate investment trusts of domestic and international companies, of varying sectors and market capitalization;
- **Hedge Funds:** private investment pools with sophisticated strategies that buy and sell equity and debt instruments, commodities and other financial instruments deemed appropriate, and which display characteristics intended to limit the portfolio's downside risk profile;
- **Private Equity:** equity and debt of illiquid, privately-held companies; royalty streams; and secondary interests in private equity partnerships;
- **Real Estate:** equity and debt in both public and private real estate across multiple property types.

The principal investment strategy for each Private Fund is more particularly described in such Private Fund's Offering Memorandum. Prospective investors should carefully read each Private Fund's Offering Memorandum and consult with their own counsel and advisers as to all matters concerning an investment in a Private Fund.

As financial markets and products evolve, Overbrook may invest in other securities or instruments, whether currently existing or developed in the future, when consistent with client guidelines, objectives, Overbrook policies and applicable law.

Subject to firmwide policies on suitability and conflicts of interest and compliance with securities laws and regulations, the purchase and sale of securities and other financial instruments for client accounts is based upon the judgment of the portfolio managers.

C. Material Risks

Investments in securities and other financial instruments involve risk of loss that investors must be prepared to bear.

This is a summary only and not every strategy may invest in each type of security or other asset discussed below nor will all accounts be subject to all the risks below. Separate Account and Non-Discretionary Account clients should review the investment guidelines associated with their account and should contact their portfolio manager for more information about the strategies and risks present in their account. Private Fund investors should review the Offering Memorandum and other offering documents for further information relating to the strategies and risks associated with the particular fund.

Risks of methods of analysis:

- **Fundamental Analysis** - The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- **Technical/Charting Analysis** - The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may not reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Risks of specific investment strategies:

- **Equity Securities.** By investing in stocks, Overbrook may expose a client account to a sudden decline in the share price or to an overall decline in the stock market. The value of investments held in a client account will fluctuate daily and cyclically based on changes in the issuer's financial condition and prospects and on overall market and economic conditions.
- **Small-Cap Companies.** Investments in small-cap companies may involve greater risks than investments in larger, more established companies, such as limited product lines, distribution channels and financial and managerial resources. The securities of small-cap companies may have greater price volatility and less liquidity than the securities of larger capitalized companies, and may be more difficult to value.
- **Foreign Securities.** Foreign investments tend to be more volatile than U.S. securities, and are subject to risks that are not typically associated with U.S. securities. For example, such investments may be adversely affected by changes

in currency rates and exchange control regulations, unfavorable political, social and economic developments and the possibility of seizure or nationalization of companies or imposition of withholding taxes on income. Moreover, less information may be publicly available concerning certain foreign issuers than is available concerning U.S. companies. Foreign markets tend to be more volatile than the U.S. market due to economic and political instability, social unrest and regulatory conditions in some countries.

- **Fixed Income Securities.** The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions of an issuer's creditworthiness. Generally, fixed income securities decrease in value if interest rates rise and increase in value if interest rates fall, with lower rated securities more volatile than higher rated securities. The duration of these securities affects risk as well, with longer term securities generally more volatile than shorter term securities.
- **High Yield Bonds.** Fixed income securities that are below investment grade or unrated involve greater risks of default and are more volatile than investment grade securities. High yield bonds involve a greater risk of price declines than investment grade securities due to actual or perceived changes in an issuer's creditworthiness. In addition, issuers of high yield bonds may be more susceptible than other issuers to economic downturns, which may result in a weakened capacity of the issuer to make principal or interest payments. High yield bonds are subject to a greater risk that the issuer may not be able to pay interest and ultimately to repay principal upon maturity.
- **Short Selling.** Short sales that are not part of a hedging strategy are speculative and involve special risk considerations. Since a short seller in effect profits from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale, returns will tend to increase more when the securities sold short decrease in value, and to decrease more when the securities sold short increase in value, than would otherwise be the case if the short seller had not engaged in such short sales. Short sales theoretically involve unlimited loss potential as the market price of securities sold short may continuously increase.

General investment risks:

- **Concentration.** Client accounts may hold a relatively small number of securities. Losses incurred in such securities could have a disproportionate effect on the account's overall financial condition.
- **Portfolio Management.** The performance of a client account depends on the skill of Overbrook and its portfolio managers' ability to make appropriate investment decisions.

- **Portfolio Turnover.** Buying and selling securities generally involves some expense to a client account, such as commissions and other transaction costs. Generally, the higher an account's portfolio turnover, the greater its brokerage costs and the greater the likelihood that it will realize taxable capital gains. Increased brokerage costs may adversely affect an account's performance.
- **Market Risk.** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Interest Rate Risk.** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive.
- **Investment Risk.** When securities are sold, they could be worth less than the purchase price paid. As with any investment, clients may lose some or all of their invested capital.
- **Liquidity Risk.** Liquidity is the ability to readily convert an investment into cash. Generally, readily available products such as Treasury Bills are highly liquid, while private funds and real estate properties are not.
- **Inflation Risk.** Investment income and principal will have less purchasing power than anticipated if the inflation rate is higher than expected.
- **Reinvestment Risk.** This is the risk that future proceeds from investments may have to be reinvested at potentially lower rates of return based on then current market conditions. This primarily relates to fixed income securities.
- **Business Risk.** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity regardless of the economic environment.
- **Financial Risk.** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in financial distress, bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Christine Munn, a Managing Director at Overbrook, is currently disputing a customer civil claim relating to an advisory firm where she was previously employed, the details of which can be found on FINRA's BrokerCheck system. The BrokerCheck link is www.finra.org/brokercheck and Ms. Munn's disclosure can be accessed by starting a search, checking the box for "broker" and then typing in Ms. Munn's name.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Registered Representative

Not applicable.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor or Associated Person

Not applicable.

C. Material Relationships

Overbrook has the following relationships or arrangements with related persons that are material to its advisory business or its clients.

1. Broker-dealer, municipal securities dealer, or government securities dealer or broker

None

2. Investment Company or other pooled investment vehicle

Overbrook acts as adviser and managing member of the Private Funds. Subject to the investment guidelines and applicable law, Overbrook may invest Separate Accounts and Non-Discretionary Accounts in the Private Funds. See Item 5.C regarding additional fees and expenses associated with investments in the Private Funds.

We have a conflict of interest to the extent that we recommend or invest client accounts in the Private Funds (rather than in unaffiliated mutual funds or private funds) because Overbrook may benefit from increased subscriptions to the Private Funds.

Although we advise clients as to the appropriateness of investing in the Private Funds, we do not receive any compensation for doing so (except to the extent that we receive advisory and other fees from these Private Funds) or for selling interests in the Private Funds. We may, from time to time, suggest to prospective advisory clients the purchase of interests in the Private Funds.

Neither Overbrook nor its related persons are obligated to allocate any specific amount of time or investment opportunities to a particular Private Fund. Overbrook and its related persons intend to devote as much time as they deem necessary for the management of each account, and

will allocate investment opportunities between Private Funds and other accounts managed in a similar strategy in accordance with Overbrook's trade allocation policy described in Item 12.B.

3. Other investment adviser or financial planner

None.

4. Futures commission merchant, commodity pool operator, or commodity trading advisor

None.

5. Banking or thrift institution

None.

6. Accountant or accounting firm

None.

7. Lawyer or law firm

None.

8. Insurance company or agency

None.

9. Pension consultant

None.

10. Real estate broker or dealer

None.

11. Sponsor or syndicator of limited partnerships

Overbrook is the managing member of each Private Fund that Overbrook manages. See response (2) above.

Arthur G. Altschul, Jr, one of the individuals controlling Overbrook's sole shareholder, manages hedge funds and acts as managing member or general partner for several investment funds. We do not solicit any clients to invest in any of these funds. However, certain clients have chosen to invest in the hedge funds and investment funds managed by Mr. Altschul. Such individuals are family members of Mr. Altschul, and their decision to invest was made independently of Overbrook.

D. Selection of Other Investment Advisers

Overbrook may engage other advisers to act as sub-advisers for its Separate Accounts. In connection with the selection of potential sub-advisers, Overbrook makes recommendations and/or selections of underlying investment managers for these accounts. The factors that we use to determine to engage an external investment manager include, but are not necessarily limited to: reputation, management strength, performance record, philosophy, the continuity of management, service to clients, minimum dollar investment requirements and fees. Third party money managers have full investment discretion and trading authority and have sole responsibility for the implementation of their portion of the investment program with respect to any account for which investment discretion has been delegated by the client and accepted by the third party manager.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

As an investment adviser, we stand in a position of trust and confidence with respect to our clients and have a fiduciary duty to place the interests of our clients before the interests of Overbrook and its directors, officers and employees (collectively, "**Employees**"). In order to assist in meeting our obligations as a fiduciary, we have in place a Code of Ethics (the "**Code**") that requires:

- The interests of the clients take precedence over the interests of Overbrook and its Employees at all times.
- All personal securities transactions are conducted in a manner consistent with the Code and avoid any actual or potential conflicts of interest or any abuse of an employee's position of trust and responsibility.
- Employees do not take inappropriate advantage of their positions at any time.
- Information concerning the identity of securities and financial circumstances of the clients is kept confidential.

The Code contains detailed policies discussing Overbrook's compliance with applicable federal securities laws, its personal and insider trading policies, referral fee arrangements, and its gifts and entertainment policy.

A copy of the Code of Ethics is available upon request.

B. Participation or Interest in Client Transactions

Overbrook may participate or have an interest in client transactions as described below. Overbrook makes all investment management decisions in its clients' best interests.

1. *Principal and Agency Transactions*

Overbrook and its related persons do not engage in principal transactions with Overbrook's clients, nor do they engage in agency cross transactions.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from, or sells any security to, an advisory client. A principal transaction would occur if Overbrook bought securities for its own inventory from an Overbrook advisory client or sold securities from its inventory to an Overbrook advisory client. If an adviser, its affiliates or their respective principals own a substantial equity interest in an account

managed by the adviser, transactions involving that account and another client could be characterized as a principal transaction. For example, if Overbrook, its affiliates or principals have a substantial equity interest in a Private Fund, the transfer of securities from such Private Fund's account to an Overbrook Separate Account could be a principal transaction.

An "agency cross transaction" is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

2. *Cross Transactions*

It is Overbrook's policy not to engage in buying or selling of securities from one client account to another (typically referred to as a "cross trade"). The trades made for client accounts will be executed through the open market.

3. *Financial Interests in Securities or Investment Products*

From time to time, employees of Overbrook may recommend to Overbrook's clients that they buy or sell securities in which Overbrook or a related person has a financial interest or may recommend to make an investment in a Private Fund.

Overbrook has a conflict of interest to the extent that it recommends or invests client accounts in the Private Funds (rather than in unaffiliated mutual funds or private funds) because Overbrook may benefit from increased subscriptions to the Private Funds.

Overbrook's policies and procedures together with its investment process seek to ensure that all accounts are managed consistent with their investment objectives and guidelines and consistent with Overbrook's fiduciary obligations.

4. *Employee Investment in Overbrook Products*

Employees of Overbrook may be investors in the Private Funds. Any such investments are made in conformity with the Code of Ethics which includes procedures regarding personal investing.

5. *Buying and Selling Securities That Are Recommended to Clients*

We may recommend to our clients investments in which Employees are also invested.

Overbrook personnel are permitted to invest directly in the Private Funds and to trade in securities also held by our clients. Overbrook's Code of Ethics includes personal trading policies and procedures to address any potential conflicts which may arise. See Item 11.C.

C. Personal Trading

Employees, from time to time, may invest for their own accounts directly or through a Private Fund in equity, fixed income, or other investments in which Overbrook may also invest on behalf

of client accounts. Moreover, Employees may buy, sell or hold securities while entering into different investment decisions for one or more client accounts. Such investments are made in accordance with our Code of Ethics to avoid any conflicts of interest.

It is Overbrook's policy to monitor and in some cases prohibit personal securities transactions for Overbrook and its Employees. Key aspects of the employee trading policies and procedures include:

- (a) prohibitions against employee participation in certain IPOs and trading on the basis of material non-public information;
- (b) prohibitions against front running;
- (c) pre-approval requirements for certain security transactions such as private placement offerings; and
- (d) annually affirming that (i) all transactions occurring during the year were reported to the firm; (ii) all reportable positions were disclosed; (iii) all newly opened securities accounts and/or private placements were disclosed; and (iv) that the employee has read, understood and complied with the Code of Ethics.

D. Other Conflicts of Interest

1. *Non-Public Material Inside Information/Insider Trading*

Our Code of Ethics includes policies and procedures that are reasonably designed to prevent the misuse by Overbrook and Employees of material information regarding issuers of securities that has not been publicly disseminated ("**material non-public information**" or "**MNPI**"). The MNPI Procedures are designed to be in accordance with the requirements of the Advisers Act and other federal securities laws. In general, under the MNPI Procedures and applicable law, when Overbrook is in possession of material non-public information related to a publicly-traded security or the issuer of such security, whether acquired unintentionally or otherwise, neither Overbrook nor its Employees are permitted to render investment advice as to, or otherwise trade or recommend a trade in, the securities of such issuer until such time as the information is no longer deemed to be material non-public information.

2. *Gifts/Gratuities/Entertainment*

Due to the potential for conflicts of interest, Overbrook has established procedures relating to the provision and receipt of business gifts and entertainment. Employees are prohibited from providing or receiving business gifts or entertainment that are excessive or inappropriate or intended to inappropriately influence recipients.

3. *Outside Business Activities*

Certain types of outside affiliations or other activities may pose a conflict of interest or regulatory concern to Overbrook. Therefore, Overbrook's Employee Handbook prohibits certain activities, and requires Employees to disclose outside activities so that responsible personnel may assess the compatibility of the outside affiliation or activity with their role at Overbrook.

4. *Side by Side Management of Different Types of Accounts*

Overbrook and its Employees may have differing investment or pecuniary interests in different accounts managed by Overbrook, and its personnel may have differing compensatory interests with respect to different accounts.

Overbrook faces a potential conflict of interest when (i) the actions taken on behalf of one account may impact other similar or different accounts (e.g., where accounts have the same or similar investment strategies or otherwise compete for investment opportunities, have potentially conflicting investment strategies or investments, or have differing ability to engage in short sales and economically similar transactions) and/or (ii) Overbrook and its personnel have differing interests in such accounts (e.g., where Overbrook or its related persons are exposed to different potential for gain or loss through differential ownership interests or compensation structures) because Overbrook may have an incentive to favor certain accounts over others that may be less profitable. Such conflicts may present particular concern when, for example, Overbrook places, or allocates, securities transactions that Overbrook believes could more likely result in favorable performance, or executes potentially conflicting or competing investments.

To mitigate these conflicts, Overbrook's policies and procedures seek to ensure that investment decisions are made in accordance with the fiduciary duties owed to such accounts and without consideration of Overbrook's (or such personnel's) pecuniary, investment or other financial interests. Overbrook has policies and procedures designed to allocate investment opportunities fairly among client accounts. See Item 12.B regarding trade allocation and aggregation policies.

Item 12: Brokerage Practices

A. Criteria for Selection of Broker-Dealers

In General—Brokerage Selection

Generally, where Overbrook has discretionary authority for an account, Overbrook has discretion to purchase and sell securities and to select the broker-dealer. In choosing brokers to effect securities transactions, we consider a variety of factors, including the broker's involvement and expertise with respect to a particular industry, security, transaction, the broker's execution and settlement capabilities, the quality of research services provided and the broker's level of service with respect to transactions for our clients generally. In that connection, we will consider any research ideas or research reports prepared by the broker, research reports prepared by third-party consultants or other market or research information whether written or oral provided by a broker which enhances our investment research and portfolio management capability generally.

The rate per share paid to brokers is determined based upon the research and other services provided by the broker. We pay a rate deemed reasonable and fair given the broker's level of service provided, the size of the accounts, and the amount of activity.

We may select brokers who charge a commission in excess of that charged by other brokers, if we determine in good faith that the commission to be charged is reasonable in relation to the brokerage and research services provided.

Client assets may be managed externally by third party managers in separately managed accounts. Client assets may also be invested in unaffiliated pooled investment vehicles such as private equity funds or hedge funds. For these investments, which are made with the approval of the client, Overbrook does not have authority to determine securities bought or sold, the amount of securities to be bought or sold, the broker or dealer used or the commission rates paid.

Research and Other Soft Dollar Benefits

We may consider the value of various research services or products, beyond execution, that a broker-dealer provides to our clients and us. Selecting a broker-dealer in recognition of such other services or products is known as paying for those services or products with "soft dollars." Because many of those services could benefit us, we may have a conflict of interest in allocating client brokerage business. In other words, we could have an incentive to execute client transactions through a broker or dealer that provides valuable services or products and pay transaction commissions charged by that broker or dealer which may be higher than we might otherwise be able to negotiate. We could also have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate soft dollars with which to acquire research products and services.

We will make decisions involving “soft dollars” in a manner that satisfies the requirements of the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended. That is, we will generally determine, considering all appropriate factors (including those described here), that commissions paid are reasonable in relation to the value of all the brokerage and research products and services provided by the broker-dealer. In making that determination, we will consider the transaction itself, the value of brokerage and research services and products to the particular client, and the value of those services in the performance of our overall responsibilities to all of our clients. In some cases, the commissions charged by a particular broker for a particular transaction or set of transactions may be greater than the amounts another broker who did not provide research services or products might charge. Additionally, in some cases, a client’s transaction may be executed by a broker in recognition of services or products that are not used in managing that client’s account. Broker-dealers are not excluded from a client’s business simply because they have not provided research services or products, although we may not be willing to pay the same commission to such broker as we might have been willing to pay had the broker provided research products and services.

Brokerage for Client Referrals

Overbrook does not enter into agreements with, or make commitments to, any broker-dealer that would bind Overbrook to compensate that broker-dealer, directly or indirectly, for client referrals (or sale of fund interests) through the placement of brokerage transactions.

Directed Brokerage

Clients may instruct Overbrook to execute transactions through a broker designated by the client (“Directed Broker”). Transactions executed by such broker may result in less favorable execution of some portfolio transactions, higher net prices or both, than might have been obtained if Overbrook had selected the broker-dealer. Clients using a Directed Broker may be unable to participate in the allocation of new issues or other investment opportunities purchased from broker-dealers other than the Directed Broker. In addition, the client may not receive the benefit of reduced commissions or more favorable prices available in transactions bunched with other clients, and if Directed Broker is not one regularly used by Overbrook, there may be additional credit and/or settlement risk.

Trade Errors

Overbrook has adopted policies and procedures for correcting trade errors. The policies and procedures require that all errors affecting a client’s account be resolved promptly and fairly. The intent of the policy is to restore a client account to the appropriate financial position considering all relevant circumstances surrounding the error.

B. Aggregation of Orders/Allocation of Trades

Aggregation:

Where we select brokers, we may, at our discretion, aggregate security sale and purchase orders for clients if such aggregation is likely to result in better purchase or sale prices, lower commission expense or beneficial timing of transactions, or a combination of these factors. However, orders may be entered at different times on the same day, or on other days, based on the portfolio manager's discretion. Due to this fact, client accounts that are not part of an aggregated transaction may pay or receive a different per share amount, which could be better or worse than that paid/received through the aggregated transaction. In addition, aggregated transactions for a particular security may be made through more than one broker. Due to differences in the timing of entering such orders, the value received or paid may differ among the aggregated orders.

Allocation of Investment Opportunities:

There are no specific limitations on the securities to be bought or sold or the amount of such securities to be bought or sold for a particular account, unless a client's guidelines state otherwise. When determining allocations, and ultimately the amount of securities to be bought or sold, considerations are given to client suitability and guidelines, cash availability, strategy and/or product considerations, issuer and/or sector exposure, and de minimis allocation.

Overbrook may face conflicts of interest when allocating investment opportunities among its various clients. For example: (i) Overbrook receives different advisory fees from different clients; (ii) Employees have invested substantial amounts of their own capital in the Private Funds.

Many of Overbrook's clients pursue similar investment strategies. Overbrook expects that, over long periods of time, most clients pursuing similar investment strategies should experience comparable, but not identical, investment performance. Many factors affect performance, including but not limited to: (i) the timing of cash deposits to, and withdrawals from, an account; (ii) the fact that Overbrook may not purchase or sell a given security on behalf of all clients pursuing similar strategies; (iii) price and timing differences when buying or selling securities; and (iv) the clients' differing investment restrictions. Overbrook's trading policies are designed to minimize possible conflicts of interest in trading for its clients.

Overbrook considers many factors when allocating securities among clients, including, but not limited to, the client's investment objectives, applicable restrictions, the type of investment, the number of shares purchased or sold, the size of the account, and the amount of available cash or the size of an existing position in an account. Clients are not assured of participating equally or at all in particular investment allocations. The nature of a client's investment style may exclude it from participating in many investment opportunities, even if the client is not strictly precluded from participation based on written investment restrictions.

Item 13: Review of Accounts

A. Periodic Reviews

Overbrook's portfolio managers review accounts on a daily basis. In reviewing accounts, portfolio managers take into consideration both client objectives and goals, and the manager's investment plan for the total portfolio, as well as for particular securities and other assets.

Portfolio managers are responsible for ensuring that the portfolio is in compliance with internal guidelines, as well as guidelines established by the client.

Accounts are reviewed daily by the portfolio managers and reconciled with custodian records on a monthly basis by the accounting staff.

B. Non-Periodic Reviews

Other than the daily review of accounts described above, a review of individual accounts will be performed in anticipation of periodic client meetings and when Overbrook learns of a change in the client's investment objective and/or financial circumstances.

C. Client Reports

Separate Accounts and Non-Discretionary Accounts. Overbrook provides quarterly reports to our clients. Clients are also sent monthly statements from their respective qualified custodians. We prepare monthly appraisals for the portfolio managers which are reviewed by the accounting staff. In addition to the reports described above, we speak periodically with clients to review clients' objectives and the status of their accounts. Quarterly reports provided to clients may include: asset allocation, equity sector allocation, analysis of equity concentration and diversification, fixed income sector allocations, bond maturity schedules, credit quality report on bonds held and, for selected clients, a performance review of the account.

Private Funds. Investors in Private Funds receive such reports as described in the Private Fund's Offering Memorandum in addition to annual K-1s prepared by the accountants for the Private Funds.

Item 14: Client Referrals and Other Compensation

A. Compensation by Non-Clients

Not Applicable.

B. Compensation for Client Referrals

From time to time, in accordance with applicable law, we may retain and compensate third parties for introducing new investment advisory clients to Overbrook. The compensation to such parties generally represents a percentage of the management fees paid by the client to Overbrook. Clients do not pay a higher fee than they would otherwise pay due to the solicitor's involvement in the introduction. This practice will be disclosed in writing to the client and we will comply with the other applicable requirements under Rule 206(4)-3 under the Advisers Act. In particular, we will ensure that associated persons provide clients with a current copy of our written disclosure statement and the solicitor's written disclosure document.

Item 15: Custody

Separate Accounts and Non-Discretionary Accounts

Overbrook does not maintain physical possession of the funds or securities that a client maintains in a Separate Account or Non-Discretionary Account. The assets in a Separate Account or Non-Discretionary Account are deposited with a bank, trust company, broker-dealer or other qualified custodian ("**Qualified Custodian**") selected by the client.

However, custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

In the context of providing bill payment and bookkeeping services to family office clients, Overbrook is frequently granted access to bank accounts. In these situations, Overbrook is deemed to have custody over such client funds and securities.

For these accounts in which we are deemed to have custody (the "**Custodied Account**"), we have established procedures to ensure all client funds and securities are held at a Qualified Custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the Qualified Custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the Qualified Custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from Overbrook. When clients have questions about their account statements, they should contact Overbrook or the Qualified Custodian preparing the statement.

In addition, in order to comply with government regulations, we engage, pursuant to a written agreement, an independent public accountant to conduct a surprise examination (the "**Surprise Annual Audit**") of the assets and securities of the Custodied Accounts at least once annually and file a certificate on Form ADV-E with the SEC within 120 days of such examination (and notify the SEC within one business day if any material discrepancies are discovered during the course of such examination).

Private Funds

Overbrook also does not maintain physical possession of the funds or securities of the Private Funds. Such assets are deposited with a Qualified Custodian selected by Overbrook.

However, as managing member of the Private Funds, Overbrook has access and control over such funds and securities. Therefore, Overbrook is deemed to have custody of the Private Funds' assets.

In order to comply with government regulations, (i) account statements are delivered directly from the Qualified Custodian to the investor's independent representative and (ii) the assets of the Private Funds are included in the Surprise Annual Audit.

Item 16: Investment Discretion

Discretionary & Private Funds—Subject to any investment guideline that a client may from time to time communicate, Overbrook enters into investment management agreements with its clients that give Overbrook authority, without first obtaining specific client consent, to buy, sell, hold, exchange, convert or otherwise trade in securities and, in certain instances, other financial instruments. Overbrook's discretionary authority is derived from an express grant of authority under each Separate Account's or Private Fund's investment advisory agreement. With respect to several of such agreements, we are also given the authority to execute agreements or other documents on behalf of the client to effectuate Overbrook's duties under the investment management agreement. In addition, Overbrook's discretionary authority generally allows Overbrook to exercise any right incident to any securities or other assets (e.g., the right to vote) held in the account and to issue instructions to the client's account custodian for such purposes as we deem necessary and appropriate in the management of the account.

Purchases and sales must be suitable for the particular client and limitations may be imposed as a result of instructions from the client. Clients may limit Overbrook's authority by prohibiting or limiting the purchasing of certain securities or other assets or industry groups. In addition, clients may further limit Overbrook's authority by restricting the use of certain brokers or by requiring that a portion of client's transactions be executed through a client's designated broker. See Item 12.A.

Overbrook does not invest client assets in our Private Funds without their express written consent. All Private Fund investors are required to complete and sign subscription documents when investing in these funds.

Non-Discretionary—With respect to a small number of clients, Overbrook has ongoing responsibility to select securities or other investments that the account may purchase and sell based upon the client's needs. For such accounts, we may be required to consult with the client before effecting any such purchases or sales for the client's account if the client does not effect such trades directly.

Upon a client's request, we may agree to provide advice on accounts which are not managed by our firm (e.g. 401k accounts). Such advice will only be furnished on a periodic and non-continuous basis. It is the client's responsibility to act on any of the recommendations we provide for these accounts.

Item 17: Voting Client Securities

For each client for whom we have authority and responsibility to vote proxies, Overbrook has engaged an outside service provider, Broadridge, to assist us with the analysis, voting and record keeping of all proxy ballots. Broadridge has confirmed that its ProxyEdge service complies with all SEC regulations regarding proxy voting procedures and record-keeping requirements. Our portfolio managers have adopted the Glass Lewis' Socially Responsible Investing policy for our clients' accounts. Items not specifically addressed by Glass Lewis recommendations will be reviewed on a case-by-case basis by our portfolio managers.

We will maintain a record of our vote on each proxy and such record will be available for client inspection upon request. Clients may obtain information on how proxies were voted by contacting any member of the portfolio management team.

From time to time a security held in a client's Separate Account may become the subject of a class action lawsuit. Overbrook does not directly provide class action lawsuit services. The Qualified Custodian for a Separate Account may handle any decision to participate in a class action settlement claim pursuant to its separate agreement with the client. For other clients, Overbrook offers the opportunity to engage Liquid Claims, LLC ("LQC") for class action analysis and claims processing in return for LQC receiving a percentage of recovered funds. LQC is not compensated for its services unless funds are recovered, and Overbrook receives no compensation for this offering.

Overbrook will promptly forward any litigation documents received for client accounts that have not engaged LQC to the client's address of record.

Overbrook will not act on behalf of its clients as a lead plaintiff in a class action lawsuit.

Item 18: Financial Information

A. Prepayment of Fees (Six or more months in advance)

Not Applicable.

B. Impairment of Contractual Commitments

Overbrook has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

C. Bankruptcy Petitions

Overbrook has not been the subject of a bankruptcy proceeding.