



A New Vision for Retirement Plan Services

iCapital, LLC
Firm Brochure
Form ADV
Part 2A

This brochure provides information about the qualifications and business practices of iCapital, LLC. If you have any questions regarding the contents of this brochure, please do not hesitate to contact our Compliance Officer, by telephone at (617)542-8700 or by email at info@icapllc.us. 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.

Additional information about iCapital is available on the SEC's website at www.adviserinfo.sec.gov. iCapital's SEC number is 122816.

Registration with the SEC does not imply a certain level of skill or training.

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iCapital, LLC

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 617-542-8700 or by email at: info@icapllc.us.

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Advisory Business

Firm Description

iCapital, LLC, (“iCapital”) was founded in 1999 and became federally registered with the Securities and Exchange Commission in August of 2002. iCapital’s corporate home office is located in Boston, MA with a satellite office in Portsmouth, NH. iCapital is also a CEFEX Registered Firm (2010, CEFEX File No.: CFX10121 <http://www.cefex.org/registrationDetails>) for participant directed retirement plans - ERISA 3(38) and 3(21) *Elite Choice™* Services.

iCapital provides personalized confidential investment management to qualified retirement plans, pension and profit sharing plans, individuals, trusts, charitable organizations, corporations and small businesses.

Elite Choice™ Qualified retirement plan Investment Advisory Services

iCapital primarily markets investment management services on both a discretionary and non-discretionary basis to qualified retirement plans (QRP’s) on strictly a fee based arrangement. These services provide QRP clients with:

- Retirement Plan Investment Screening and Asset Allocation Services; and
- Retirement Plan Participant Investment Advice and Education Services.

iCapital charges a percentage of assets under management or a flat annual fee for these services and does not receive any form of compensation from commissions, finder’s fees, sub-transfer agent revenue or marketing reimbursements.

The client will generally be required to enter into a written agreement with iCapital setting forth the terms and conditions of the engagement that will include:

- Description of the services that will be provided;
- A statement that these services will be provided as an ERISA fiduciary or as a registered investment adviser;
- All compensation that will be received by iCapital, its affiliates, or subcontractors;
- Disclosure of any direct or indirect compensation received directly from the plan;
- The ability to terminate the agreement with written notice and no termination fee or penalty; and
- Disclosure of any conflict of interest for services provided.

These services are tailored to each client engagement and details are maintained in a written Investment Policy Statement to govern the management of assets. iCapital typically provides the following reports to these clients:

- Investment Policy Statement;
- Fiduciary Monitoring Report;
- Plan Asset Allocation Report;
- Time Weighted Rate of Return Performance Evaluation.

Elite Choice™ Qualified retirement plan Consulting Services

In addition to investment management services, iCapital may provide its clients with a broad range of comprehensive Consulting Services. These services generally include consulting in one or more of the following areas:

- Retirement Plan Fiduciary Services;
- Fiduciary Assessments;
- Retirement Plan Participant Investment Advice and Education Services;
- Plan Design and Vendor Search Management;
- Retirement Plan Fiduciary Compliance; and
- Retirement Plan Benchmarking Services.

iCapital will typically charge a fixed fee for these consulting services. iCapital's consulting fees are negotiable and generally range from \$3,750 to \$47,500 per service depending upon the combination, complexity level, and scope of the consulting services provided. Fees in the areas of Retirement Plan Fiduciary Services, and Retirement Plan Participant Services are typically annual retainer fees and fees in the Retirement Plan Compliance Review, Benchmarking Services, Plan Design, Vendor Search Management and Assessments area are typically single engagements with one-time fees.

Depending upon the combination of consulting services provided in the above areas, iCapital will typically provide its clients with one or more of the following reports:

- Investment Policy Statement;
- Fiduciary Monitoring Report;
- Investment Performance Report; and
- Findings Report pursuant to a Fiduciary Assessment.

The client will generally be required to enter into a written agreement with iCapital setting forth the terms and conditions of the engagement and describing the nature and scope of the services to be provided and the portion of the fee that is due from the client prior to iCapital commencing its services. iCapital generally bills for its

consulting services quarterly in advance except for consulting services in the area of Retirement Plan Compliance Review, Benchmarking Services, Plan Design and Vendor Searches for which iCapital requires payment of one-half of the consulting fee upon entering into the written agreement with the remainder paid by invoice after delivery of completion of the engagement. iCapital's written agreement for its retainer-based consulting services may be terminated by the client by providing 60 days written notice prior the agreement's annual anniversary date.

In performing its consulting services, iCapital will not be required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information as received. iCapital may recommend its own services or those of other professionals for implementation purposes. Clients are advised that a conflict of interest exists if iCapital recommends its own services for implementation. The client is under no obligation to act upon any of the recommendations made by iCapital or to engage the services of any such recommended professional, including iCapital itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from iCapital. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify iCapital if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing, evaluating, or revising iCapital's previous recommendations and/or services.

Elite Investment Management Services

For clients that are not a qualified retirement plan under ERISA; advice is provided through consultation with the client and may include:

- Determination of financial objectives;
- Risk assessment;
- Structure of portfolio asset allocation;
- Investment management;
- Education funding; and
- Retirement planning.

iCapital is a fee-only investment management firm. The firm does not sell variable annuities, variable insurance, stocks, bonds, mutual funds, limited partnerships, or other securities-based commissioned products. The firm is not affiliated with entities that sell financial products or securities. iCapital accepts no commissions or finder's fees of any kind. Certain Investment Adviser Representatives maintain an insurance license to help and advise clients with overall insurance planning matters in the areas of long-term care insurance, life insurance, fixed annuities and disability insurance. Compensation from these products are fully disclosed to the client prior to recommendation and involve non-variable insurance products only. iCapital does not receive any portion of any commissions that may be generated from the sale of these insurance products.

iCapital does not act as a custodian of client assets. iCapital places investment trades for clients typically after having been granted full discretionary trading authority by the client. In certain situations, iCapital may have only non-discretionary trading authority for a particular client.

Annual reviews are offered to clients to review prior recommendations and their effectiveness. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which iCapital's services may be beneficial to the client.

Principal Owners

Katie A. Umile is a 60% stockholder. Richard C. Umile is a 20% stockholder and Rosemary Umile is a 20% stockholder.

Types of Advisory Services

iCapital provides investment supervisory services, also known as asset management services; manages investment advisory accounts not involving investment supervisory services; furnishes investment advice through consultations and issues special reports about securities and investing.

On an occasional basis, iCapital furnishes advice to clients on matters not involving securities, such as financial planning matters and taxation issues, there is no separate fee or agreement for these services.

As of January 1, 2011, iCapital manages approximately \$184,110,483 in assets for approximately 347 clients. Approximately \$158,087,941 is managed on a discretionary basis, and \$26,022,542 is managed on a non-discretionary basis.

Tailored Relationships

The goals and objectives for each client are documented in a Client Profile that is maintained in our central filing system and the firms automated portfolio management software. Investment policy statements are typically created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

Types of Agreements

The following agreements define the typical client relationships.

Investment Advisory Services Agreement

iCapital provides its clients with discretionary or non-discretionary investment management services.

The scope of work and fee for an Investment Services Advisory Agreement (Agreement) is provided to the client in writing prior to the start of the relationship.

The annual fee for *Elite Choice*[™] Qualified retirement plan Investment Advisory Services is based on either a percentage of investable assets or a flat annual fee and is negotiable. Annual fees typically range from 1% to 2.5% or \$7,500 - \$65,000 depending on the scope of services.

Most *Elite* Investment Management Service clients choose to have iCapital manage their assets in order to obtain ongoing in-depth advice and life planning. All aspects of the client's financial affairs are reviewed and in some instances, including those of their children. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. An Advisory Service Agreement includes: management (including performance reporting); education planning; retirement planning, as well as the implementation of recommendations within each area.

The annual fee for *Elite* Investment Management Services is based on a percentage of the investable assets according to the following schedule:

For client household aggregated portfolio values:

- up to and including \$300,000 the annual fee is 1.25%;
- between \$300,001 and \$600,000 the annual fee is 1.15%;
- between \$600,001 and \$1,000,000 the annual fee is 1.00%;
- values between \$1,000,001 and \$3,000,000 the annual fee is 0.95%; and
- in excess of \$3,000,000 the annual fee will be 0.85%.

These fees are non-negotiable, although iCapital reserves the right to charge fees that are less than those set out above and or to waive account minimums.

The actual fee to be charged each client will be set out in the Investment Advisory Services Agreement and will be known to the client prior to signing. All fees are billed in advance and are pro-rated for the amount of time remaining in the quarter the Agreement is first signed. The minimum annual fee is \$500.

Consulting Services Agreement

The client will generally be required to enter into a written Agreement with iCapital setting forth the terms and conditions of the engagement and describing the nature and scope of the services to be provided and the portion of the fee that is due from the client prior to iCapital commencing its services. iCapital generally bills for its consulting services quarterly in advance except for consulting services in the area of Retirement Plan Compliance Review, Benchmarking Services, Assessments, Plan Design and Vendor Searches for which iCapital requires payment of one-half of the consulting fee upon entering into the written agreement with the remainder paid by invoice after delivery of completion of the engagement. iCapital's written agreement for its retainer based consulting services may be terminated by the client by providing 60 days written notice prior the agreement's annual anniversary date.

Asset Management

Assets are invested primarily in no-load mutual funds or load funds whose sales charges have been waived, exchanged traded funds, and individual stocks and bonds. These investments are purchased or sold through broker-dealers. Mutual fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Broker-dealers may charge a transaction fee for the purchase of some funds and will charge a fee for the purchase and sale of individual stocks and bonds. iCapital, does not receive any compensation, in any form, from fund companies or broker-dealers.

Investments may also include: commercial paper, certificates of deposit, municipal securities, and U. S. government securities.

Initial public offerings (IPOs) are not available through iCapital.

Termination of Agreement

A client may terminate its investment management agreement with iCapital at any time by notifying us in writing. The client's annual fee will be prorated through the date of termination and any remaining balance will be refunded to the client within 60 days.

iCapital may terminate its Agreement with the client at any time by notifying the client in writing. The client's annual fee will be prorated through the date of termination and any remaining balance will be refunded to the client in a within 60 days.

Fees and Compensation

Description

iCapital's QRP clients' fees may be based on a percentage of assets under management or a flat annual fee. These fees are negotiable.

iCapital bases its fees on a percentage of assets under management for *Elite* Investment Management. These fees are negotiable.

Fee Billing

QRP client's investment management fees are either billed quarterly in advance, meaning we charge you at the beginning of each three-month billing period, or via invoice. The client may choose the method and must consent in advance to direct debiting of their investment account. All fee schedules are agreed to in writing in the Investment Advisory Services Agreement and are negotiable.

Investment management for *Elite* Investment Management clients' fees are billed quarterly in advance, meaning we charge you at the beginning of each three-month billing period. These fees are deducted directly from a client's account. The client must consent in advance to direct debiting of their investment account. All fee schedules are agreed to in writing in the Investment Advisory Services Agreement.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds and individual stocks and bonds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security. iCapital does not receive any portion of these fees.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to iCapital. iCapital does not receive any portion of these fees.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

iCapital does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for us to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

iCapital generally provides investment advice and management to qualified retirement plans, pension and profit sharing plans, individuals, trusts, charitable organizations and small businesses. Client relationships vary in scope and length of service.

Account Minimums

The minimum account size for investment management is \$25,000 and comes with a minimum annual fee of \$500. In fact, any account of less than \$40,000 will be charged an annual fee of \$500. iCapital has the discretion to waive the account minimum. Clients with assets below \$40,000 will pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that iCapital may use include Morningstar Principia mutual fund information, fi360 Toolkit, Thomson Wealth Advisor, Morningstar Principia stock information and the World Wide Web.

Investment Strategies

iCapital subscribes to strategic asset allocation utilizing Modern Portfolio Theory. We are committed to the notion that out of a universe of risky assets, an efficient frontier of optimal portfolios can be constructed and that each portfolio on the efficient frontier offers the maximum possible expected return for a given level of portfolio risk.

We utilize generally available historical data to combine asset classes in the appropriate percentages to create diversified portfolios with varying degrees of risk and expected return. Having determined the asset classes and their appropriate percentages for such portfolios, the next step is mutual fund selection.

We utilize quantitative analysis to initially screen for quality mutual funds in the asset classes we are utilizing to build portfolios. We then review these funds qualitatively. We believe this qualitative aspect of the fund selection adds the most value, as it allows us to look behind the numbers and gain insight into the people and procedures associated with a particular mutual fund.

The same quantitative and qualitative analysis is utilized to select individual stocks and bonds for client portfolios.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Clients typically execute an Investment Policy Statement that documents their objectives and their desired investment strategy.

Investment strategies, client portfolios and specific mutual fund investments are reviewed by iCapital's Investment Committee at least quarterly.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **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, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of 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.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). 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 no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **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 bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in any legal events or disciplinary actions related to past or present investment clients of iCapital.

Other Financial Industry Activities and Affiliations

Financial Industry Activities and Affiliations

iCapital engages in no other financial industry activities and has no other arrangements material to its advisory clients. iCapital has related persons that are involved in the following:

- **Lawyer or Law Firm – C. David Weller, Investment Committee Member**

C. David Weller is a licensed practicing attorney and the sole member of the Law Offices of C. David Weller, P.L.L.C. ("LODW"). Mr. Weller maintains a legal practice, separate and distinct from iCapital's consulting and investment advisory activities. No portion of the services rendered by iCapital to clients should be interpreted as legal advice. Rather, clients should defer, as needed, to the advice of their own attorney. However iCapital may, from time to time, recommend certain of its clients to LODW for various legal services. LODW will render these services independently of iCapital. iCapital will not receive any portion of the fees charged (referral or otherwise) by LODW for the services rendered.

- Insurance Agent- Michael Galli, Investment Adviser Representative

Michael Galli is a licensed insurance broker in the State of Massachusetts for Life, Accident and Health. Mr. Galli maintains an insurance practice, separate and distinct from iCapital's consulting and investment advisory activities. iCapital may, from time to time, recommend certain of its clients to Mr. Galli for insurance services. Mr. Galli will render these services independently of iCapital. iCapital will not receive any portion of fees charged (referral or otherwise) by Mr. Galli for the services rendered.

iCapital has no material conflict of interest with clients based on these activities.

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

Code of Ethics

The employees of iCapital have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

iCapital and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the iCapital Policies and Procedures Manual. Neither iCapital nor its employees participate in any way in client transactions.

Personal Trading

The Chief Compliance Officer of iCapital is Katie A. Umile. She reviews all employee and associate trades each quarter. Her trades are reviewed by Tanya McMahon. These personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund, exchange-traded fund or individual stock trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

iCapital recommends broker-dealers and custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates. Clients retain the right to choose a custodian or may

use the services of National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity")

iCapital has an arrangement with Fidelity through which Fidelity provides iCapital with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist iCapital in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help iCapital manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom iCapital may contract directly.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

iCapital is independently operated and owned and is not affiliated with Fidelity.

Best Execution

iCapital reviews the execution of trades at each broker-dealer and custodian each quarter. The review is documented by iCapital. Trading fees charged by the broker-dealers and custodians are also reviewed on a quarterly basis. iCapital does not receive any portion of the trading fees.

Soft Dollars

iCapital receives from Fidelity Investments, without cost, computer software and related systems support, which allow us to better monitor client accounts maintained at Fidelity. iCapital receives this software and support without cost because we provide investment management services to clients that, when taken together, maintain a certain level of assets at Fidelity.

Fidelity is providing iCapital with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

iCapital has no other such relationships.

Order Aggregation

Transactions for each client generally will be affected independently, unless iCapital decides to purchase or sell the same securities for several clients at approximately the same time. In that case, we may combine such orders to obtain best execution, to negotiate more favorable commission rates, or to equitably allocate differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among our clients pro rata.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by iCapital staff and Investment Committee members. More frequent reviews are performed by staff utilizing client portfolio management software through various reports. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, alarming market conditions and changes in a client's own situation.

Regular Reports

Elite Choice™ Qualified retirement plan Investment Advisory Services

Clients generally receive the following reports:

- Monthly statements from the Plan Custodian;
- Quarterly Fiduciary Monitoring Report;
- Quarterly Investment Performance Report; and
- Quarterly disclosure of ERISA Revenue Recapture account.

Elite Investment Management Clients generally receive the following reports::

- Monthly account statements from Fidelity; and
- Detailed quarterly performance reports from iCapital.

Client Referrals and Other Compensation

Incoming Referrals

iCapital has been fortunate to receive many client referrals over the years. The referrals came from current clients, attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

iCapital does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by iCapital, LLC.

Investment Discretion

Discretionary Authority for Trading

iCapital accepts discretionary authority to manage securities accounts on behalf of clients. We have the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, iCapital consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to the custodian. iCapital does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You grant us a limited power of attorney by signing our Investment Advisory Services Agreement so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, iCapital votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of iCapital's proxy voting policy is available upon request.

Financial Information

Financial Condition

iCapital does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because iCapital does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Business Continuity Plan

General

iCapital has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as severe snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, flooding, fire, bomb threat, nuclear emergency, chemical event, biological event, communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

iCapital has secured insurance to cover the loss of key personnel. The proceeds of this life insurance will allow us to maintain our business until a suitable replacement has been located.

Information Security Program

Information Security

iCapital maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

iCapital is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be

maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Notice to you annually, in writing.