

Wrap Fee Brochure

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Luminous Capital, LLC

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This wrap fee brochure provides information about the qualifications and business practices of Luminous Capital, LLC (hereinafter "Luminous Capital"). If you have any questions about the contents of this brochure, please contact Matthew A. Sonnen at (888) 201-3726. 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 Luminous Capital, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Luminous Capital, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This section of the wrap fee brochure discusses only the material changes that have occurred since Luminous Capital's last annual update of the wrap fee brochure. Luminous Capital does not have any material changes to disclose in this Item.

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Item 4. Services, Fees, and Compensation

The Luminous Capital, LLC Program (the “Program”) is an investment advisory program sponsored by Luminous Capital. The Program provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges.

To join the Program, a client must:

- (1) Complete an investor profile that describes the client’s financial needs, investment objectives, time horizon, and risk tolerance, as well as any other factors relevant to the client’s specific financial situation and any other supporting documentation the Program requires;
- (2) Complete the investment advisory wrap fee agreement (the “*Agreement*”) with Luminous Capital;
- (3) Complete a new account agreement with Fidelity Institutional Wealth Services (“*Fidelity*”), Charles Schwab & Co., Inc. (“*Schwab*”) or another broker dealer Luminous Capital approves for participation in the Program (with *Fidelity* and *Schwab*, the “*Financial Institution*”); and
- (4) Open a securities brokerage account with the *Financial Institution* and deposit those assets designated for participation in the Program into the account.

After an analysis of any information provided by the client to Luminous Capital, Luminous Capital assists the client in developing an appropriate investment strategy for the assets in their accounts. Thereafter, all clients are encouraged to discuss their needs, goals, and objectives with Luminous Capital and to keep Luminous Capital informed of any changes thereto. Luminous Capital contacts ongoing clients at least annually to review its previous services and/or recommendations and to determine whether changes should be made to their investment strategy.

Management of Your Portfolio

All clients in the Program grant Luminous Capital discretionary or non-discretionary authority to buy, sell, and otherwise trade in the type of securities described in Item 6, below. Assets are managed by one of Luminous Capital’s investment adviser representatives.

Luminous Capital recommends that certain clients authorize the active discretionary management of a portion of the assets by and/or among one or more independent investment managers (hereafter “*Independent Managers*”) to implement a particular investment strategy.

The terms and conditions under which the client engages the *Independent Managers* are set forth in a separate written agreement between Luminous Capital or the client and the designated *Independent Managers*. Luminous Capital continues to render advisory services to the client relative to the ongoing monitoring and review of account performance, for which Luminous Capital receives an annual advisory fee based upon a percentage of the market value of the assets managed by the designated *Independent Managers*. Factors that Luminous Capital considers in recommending *Independent Managers* include the

client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research. In addition to Luminous Capital's written disclosure brochure and/or wrap fee brochure, the client receives the written disclosure brochure of the designated *Independent Managers*.

Fees for the Program

Clients in the Program pay a single annualized fee for participation in the Program (the "*Program Fee*"). The *Program Fee* is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Luminous Capital under the Program on the last day of the previous quarter. The *Program Fee* varies (between 0.15% and 2.00%) depending upon the market value of the assets under management and the type of investment management services.

Luminous Capital, in its sole discretion, may negotiate to charge a lesser *Program Fee* based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fee Comparison

Under the Program, clients receive both investment advisory services and the execution of transactions for a single, combined annualized fee, the *Program Fee*. The *Program Fee* may also include the management and transaction fees charged by the *Independent Managers*. Participation in the Program may cost the client more or less than purchasing such services separately. The number of transactions made in the client's accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. The *Program Fee* may be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

Other Charges

Clients may incur certain charges imposed by third parties in addition to the *Program Fee* such as fees charged by *Independent Managers* (for certain clients), charges imposed directly by a mutual fund or exchange-traded fund in the account, which is disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Item 5. Account Requirements and Types of Clients

The Program participants include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimums Imposed By *Independent Managers*

Luminous Capital does not impose a minimum portfolio size or minimum annual *Program Fee*. Certain *Independent Managers* may, however, impose more restrictive account requirements and varying billing practices than Luminous Capital. In such instances, Luminous Capital may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

Item 6. Portfolio Manager Selection and Evaluation

Luminous Capital acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities, which may involve additional conflicts of interest that the sponsor would be required to disclose in this section. Luminous Capital has no disclosures to make under this section.

The information provided in response to Item 6 below explains the advisory business of Luminous Capital.

Financial Planning and Consulting Services

Luminous Capital may provide its clients with a broad range of comprehensive financial planning and consulting services. In performing its services, Luminous Capital is not 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. Luminous Capital may recommend the services of itself, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Luminous Capital recommends its own services. The client is under no obligation to act upon any of the recommendations made by Luminous Capital under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Luminous Capital itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Luminous Capital's recommendations. Clients are advised that it remains their responsibility to promptly notify Luminous Capital if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Luminous Capital's previous recommendations and/or services.

Investment Management Services

Clients can engage Luminous Capital to manage all or a portion of their assets on a discretionary or non-discretionary basis.

Luminous Capital primarily allocates clients' investment management assets among *Independent Managers* (as defined below), mutual funds, exchange-traded funds ("ETFs"), and individual debt and equity securities in accordance with the investment objectives of the client. In addition, Luminous Capital

may recommend that clients who are “accredited investors” as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the clients’ investment objectives and risk tolerance. Luminous Capital may also provide advice about any type of investment held in clients’ portfolios.

Luminous Capital also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client’s primary custodian. In so doing, Luminous Capital either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Luminous Capital tailors its advisory services to the individual needs of clients. Luminous Capital consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients’ investment needs. Luminous Capital ensures that clients’ investments are suitable for their investment needs, goals, objectives and risk tolerance.

Use of Independent Managers

As mentioned above, Luminous Capital recommends that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment managers (“*Independent Managers*”), based upon the stated investment objectives of the client. The terms and conditions under which the client engages the *Independent Managers* are set forth in a separate written agreement between Luminous Capital or the client and the designated *Independent Managers*. Luminous Capital also monitors and reviews the account performance and the client’s investment objectives. The firm receives an annual advisory fee based upon a percentage of the market value of the assets being managed by the designated *Independent Managers*.

When recommending or selecting an *Independent Manager* for a client, Luminous Capital reviews information about the *Independent Manager* such as its disclosure brochure and/or material supplied by the *Independent Manager* or independent third parties for a description of the *Independent Manager’s* investment strategies, past performance and risk results to the extent available. Factors that Luminous Capital considers in recommending an *Independent Manager* include the client’s stated investment objectives, as well as the *Independent Manager’s* management style, performance, reputation, financial strength, reporting, pricing, and research. In addition to Luminous Capital’s written disclosure brochure, the client also receives the written disclosure brochure of the designated *Independent Managers*.

Management of Collective Investment Vehicle

Luminous Capital is the investment manager of Luminous Capital Special Situations Fund, L.P., Luminous Capital Special Situations Fund-A, L.P., Luminous Capital Senior Credit Fund, L.P., Luminous Capital Senior Credit Fund-A, L.P., Luminous Capital Net Lease Income Fund, L.P., Luminous Capital

Net Lease Income Fund-A, L.P., Luminous Capital Distressed Credit Opportunities Fund, L.P., Luminous Capital Distressed Credit Opportunities Fund-A, L.P., LC – FCO II, L.P., LC Life Settlements Fund, L.P., LC – U.S. Farming Realty Fund, L.P., LC Rimrock, L.P., LCDBSO, L.P., LC Real Estate Opportunities Fund, L.P., LC Special Opportunities Fund, L.P., LC – GOF III, L.P., LC – Diversified Portfolio, L.P., and LC – FCO III, L.P. (together, the “*Private Funds*”).

In addition, an affiliate of Luminous Capital acts as the general partner of the *Private Funds*. Interests in the *Private Funds* are privately offered pursuant to Regulation D under the Securities Act of 1933, as amended. The *Private Funds* currently rely on an exemption from registration in reliance on Section 3(c)(1) and/or Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “Company Act”).

If eligible, Luminous Capital may recommend that certain clients invest in the *Private Funds*. All relevant information, terms and conditions relative to the *Private Funds*, including the compensation received by Luminous Capital or an affiliate, withdrawal rights, minimum investments, qualification requirements, suitability, risk factors, potential conflicts of interest, are set forth in the relevant confidential private offering memorandum (the “*Memorandum*”), investor agreement, and Subscription Agreement (the *Memorandum*, investor agreement and Subscription Agreement together the “*Offering Documents*”), which each investor is required to receive and/or execute prior to being accepted as an investor in the *Private Funds*.

Luminous Capital will devote its best efforts with respect to its management of both the *Private Funds* and its individual client accounts. Given the above discussion relative to the objectives, suitability, risk factors, and qualifications for participation in the *Private Funds*, Luminous Capital may give advice or take action with respect to the *Private Funds* that differs from that for individual client accounts. To the extent that a particular investment is suitable for both the *Private Funds* and certain individual client accounts, such investments will be allocated between the *Private Funds* and the individual client accounts pro rata based on the assets under management or in some other manner which Luminous Capital determines is fair and equitable under the circumstances to all of its clients.

Differences in Management Between Wrap and Non-Wrap Accounts

The services and management style provided in the *Program* is identical to that provided through Luminous Capital’s non-wrap service. In the *Program*, however, Luminous Capital provides its investment management services and arranges for brokerage transactions under a single annualized fee. For certain participants in the *Program*, investment management fees charged by the designated *Independent Manager(s)* (as defined below) shall also be included in the single annualized fee.

Methods of Analysis, Investment Strategies and Risk of Loss

Luminous Capital firmly believes that diversification is the key to maximizing risk-adjusted returns over time. Luminous Capital believes that diversification is the last “free lunch” in the investment world whereby asset classes and managers are combined in such a way that allows for participation in upside

returns but lowers the volatility and downside risk of the overall portfolio. Luminous Capital diversifies across asset classes which include, geographic regions, security types (including stocks, bonds, currencies, and commodities) and individual positions within an overall portfolio. Within each asset class, Luminous Capital looks for managers who have exhibited an ability to deliver attractive returns, in light of the risks assumed, relative to their peers and benchmark over extended periods of time and ideally through multiple market cycles.

One fundamental principle that Luminous Capital employs in managing client assets is to continually evaluate an investment's risk/reward profile. Namely, Luminous Capital looks to invest in asset classes in which the upside profit potential outweighs the downside risk (referred to as "asymmetric risk/reward"). Client portfolios are typically broadly diversified with investments that reflect Luminous Capital's best expectation for positive returns. A defined investment thesis is behind every asset class.

The output of the analyses Luminous Capital conducts with regard to asset class exposure and manager selection is incorporated into a template, referred to as the "Model Portfolio". The Model Portfolio embodies Luminous Capital's best ideas about how to position a portfolio that is unconstrained by income requirements, time horizons, and liquidity considerations. Luminous Capital then creates variations to the Model Portfolio to designate differences in risk tolerance. Thereafter, Luminous Capital marries the client's specific investment objectives and constraints with the market viewpoints expressed in one of the Model Portfolios. The final portfolio recommendation is then presented to the client for review, followed by an open discussion regarding any concerns and/or suggestions.

Luminous Capital defines risk as the likelihood of permanent loss of capital. Therefore, within Model Portfolio recommendations, Luminous Capital takes into consideration that significant negative events can and do occur in the market, with seeming regularity. Luminous Capital's ability to predict these events is imperfect but if there are detectable risks, Luminous Capital requests the ability to de-risk the portfolio.

The traditional measure of risk, the standard deviation of returns, is factored into Luminous Capital's recommendations. However, Luminous Capital focuses more on downside risk than standard deviation since it is the downside risk that poses the potential for permanent loss of capital. Therefore, while Luminous Capital reviews the Sharpe Ratio, it also considers the Sortino Ratio in its evaluation of managers to help understand the returns managers are achieving in down markets.

In terms of manager selection, Luminous Capital holds the belief that very few investment managers are truly talented. Therefore, Luminous Capital invests primarily in a small group of core investment managers that have demonstrated their ability to outperform over an entire economic cycle. Luminous Capital will invest in these managers regardless of the structure of the investment vehicle (i.e., separately managed account, mutual fund, limited partnership, exchange-traded funds, etc.), however consideration is given to the type of vehicle to assess its appropriateness for the investment style. Generally, Luminous Capital prefers fundamentally-based, absolute return-oriented managers. With an absolute return

orientation, Luminous Capital strives to make money for clients regardless of market conditions. The managers that Luminous Capital utilizes have historically proven their ability to participate in the positive returns of the market but have also shown their ability to protect to the downside. The basis for this philosophy is that Luminous Capital understands the asymmetry of investment returns – for example, a 25% decline requires an increase of 33% just to break even. Luminous Capital also prefers to give managers the latitude to invest wherever they see opportunity, irrespective of market capitalization, geography or security.

Luminous Capital takes a long-term investment perspective with a core group of managers while being tactical with short-term, opportunistic investments to add alpha when the situation presents itself. These tactical investments allow Luminous Capital to take advantage of asymmetric risk/reward opportunities as they become available in the market, from time to time.

Risks of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Market Risks

The profitability of a significant portion of Luminous Capital's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Luminous Capital will be able to predict those price movements accurately.

Use of Independent Managers

Luminous Capital may recommend the use of *Independent Managers* for certain clients. Luminous Capital will continue to do ongoing due diligence of such managers, but such recommendations rely, to a great extent, on the *Independent Managers'* ability to successfully implement their investment strategies. In addition, Luminous Capital does not have the ability to supervise the *Independent Managers* on a day-to-day basis other than as previously described in response to Item 4, above.

Use of Private Collective Investment Vehicles

Luminous Capital may recommend the investment in privately placed collective investment vehicles (some of which may be typically called "hedge funds") by certain clients. The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Use of Margin

To the extent that a client authorizes the use of margin, and margin is thereafter employed by Luminous Capital in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to Luminous Capital will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to Luminous Capital. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.

While the use of margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a client's portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by the client's securities and/or other assets. Under certain circumstances, a broker-dealer may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Voting of Client Securities

Luminous Capital is required to disclose if it accepts authority to vote client securities. Luminous Capital does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Item 7. Client Information Provided to Portfolio Managers

Luminous Capital acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities. In those circumstances, the sponsor is required to disclose how and what type of information about clients that it provides to portfolio managers. Luminous Capital has no disclosures to make under this section.

Item 8. Client Contact with Portfolio Managers

There are no restrictions on a clients' ability to contact and consult with Luminous Capital.

Clients may contact *Independent Managers* through Luminous Capital by providing Luminous Capital with written request and identification of the questions or issues to be discussed with the *Independent Managers*. After receiving the client's written request, Luminous Capital, at its sole discretion, contacts the *Independent Managers* for the client or arranges for the *Independent Managers* and the client to communicate directly.

Item 9. Additional Information

Disciplinary Information

Luminous Capital is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Luminous Capital does not have any required disclosures to this Item.

Code of Ethics

Luminous Capital and persons associated with Luminous Capital ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Luminous Capital's policies and procedures.

Luminous Capital has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Luminous Capital or any of its associated persons. The *Code of Ethics* also requires that certain of Luminous Capital's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

As specifically permitted in Luminous Capital's *Code of Ethics*, its *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Luminous Capital's clients. However, when Luminous Capital is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Luminous Capital is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Review of Accounts and General Reports

Luminous Capital monitors assets as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* for assets. Participants also receive a report from Luminous Capital that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from the *Financial Institutions* with those they receive from Luminous Capital.

Client Referrals and Other Compensation

If a client is introduced to Luminous Capital by either an unaffiliated or an affiliated solicitor, Luminous Capital may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee is paid solely from Luminous Capital's investment management fee, and does not result in any additional charge

to the client. If the client is introduced to Luminous Capital by an unaffiliated solicitor, the solicitor provides the client with a copy of Luminous Capital's written disclosure brochure which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement containing the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of Luminous Capital discloses the nature of his/her relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of Luminous Capital's written disclosure brochure at the time of the solicitation.

Financial Information

Luminous Capital does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, Luminous Capital is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Luminous Capital has no disclosures pursuant to this Item.

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