



**Brochure / Form ADV Part 2A
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Introduction

swisspartners Advisors Ltd. is registered with the US Securities and Exchange Commission ("SEC"). The terms "SPA," "we," "our" and "us" refer to swisspartners Advisors Ltd. This Brochure provides information about the qualifications and business practices of SPA and constitutes our Form ADV Part 2A. If you have any questions about the contents of this brochure, please contact us at +41 58 200 0 800 and/or info@swisspartners-advisors.com.

The information in this Brochure has not been approved or verified by the SEC or any state or foreign securities authority. Registration does not imply that SPA or its associates have attained a certain level of skill or training. We encourage you to visit the SEC's Investment Adviser Public Disclosure ("IAPD") for more information about SPA. The IAPD web address is www.adviserinfo.sec.gov.

This Brochure provides information for our US clients. Most provisions of the US Investment Advisers Act of 1940 and of this Brochure do not apply to our non-US clients.

Item 2 – Material Changes

This Brochure is divided into two sections: 2A and 2B. Part 2A provides detailed information about us, while Part 2B provides information regarding key SPA personnel. When we make a material change to this Brochure, we will notify our Clients, and furnish them with a copy of this Brochure at no charge. If clarification is needed on any point, please contact us at +41 58 200 0 800 and/or info@swisspartners-advisors.com.

Since our last update on August 31, 2011, the following material change occurred:

- On January 1, 2012, Michael Molenaar was appointed Chief Compliance Officer, taking over the position from Thomas Kostkiewicz, who has assumed the role of Chief Legal Officer

In addition, we have extensively updated the disclosure contained in this Brochure. We recommend that clients re-read this document in its entirety.

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Item 4 – Advisory Business

SPA is organized as a limited company in Switzerland. SPA has been in continuous operation since August 3, 2008. SPA registered with the SEC on February 27, 2009. SPA is a direct, wholly owned subsidiary of swisspartners Investment Network AG (“SPIN”). SPIN, founded in 1993 as a joint stock corporation under Swiss law, employs over 90 persons and is one of the largest private independent investment management firms in Switzerland. Its core activities are asset management and investment advisory services for an international clientele. SPIN owns 100% of the voting equity of SPA. SPIN controls SPA as this term is defined and used in the US Investment Advisers Act of 1940 (“Advisers Act”). The shareholders of SPIN (“SPIN Shareholders”) are Liechtensteinische Landesbank (“LLB”), a Liechtenstein bank (67.43% of the voting equity of SPIN) and individual officers and directors of SPIN (the remaining 32.57% of the voting equity of SPIN, the largest position of which is 19%). No single individual controls SPIN. LLB is an indirect owner of SPA and does not exercise control over SPA.

SPA provides discretionary asset management services (“Discretionary Asset Management Services”) to individuals, trusts, estates and corporations (“Clients”). SPA provides services to persons resident in the United States (“US Clients”) and to US Tax payers resident outside the United States. More information about our types of Clients can be found in Item 7.

SPA’s investment approach is intended primarily for investors with a long-term investment horizon. In that respect, SPA intends to focus on what we believe to be high-quality investments in various asset classes. SPA intends to follow a top-down investment approach, with the asset allocation decision being the biggest source of performance. SPA also believes in the long-term merits of international diversification as a way to enhance portfolio return.

More information is available about us in our Form ADV Part 1.

There is no account minimum. However, SPA believes that a minimum amount of US\$ 5,000,000 typically permits adequate diversification of a Client’s portfolios. SPA, in its discretion, may enter into agreements with Clients that have different account sizes.

When they open an account with us, Clients that wish to receive discretionary investment advice sign an Agreement and its Appendices (the “IMA”). Clients must generally also complete an authorization form and/or Power of Attorney document provided by their custodian bank before we may provide discretionary advisory services. Under the IMA, SPA is authorized to manage the Client’s assets on a fully discretionary basis, according to the Client’s written investment needs, objectives and restrictions as set forth in the IMA and amended from time to time when the Client so requests. Under the IMA, SPA will be responsible for determining the account’s asset allocation and for investing the account’s assets subject to the Client’s requirements. SPA will periodically review and may adjust a discretionary account’s asset allocation and holdings in response to economic, political, or market conditions as well as to updates to a Client’s restrictions.

As of February 29, 2012, the most recent date for which figures are available, we manage the following assets:

Discretionary Assets	USD 254,626,628
Non-discretionary Assets	USD 0
Total	USD 254,626,628

Item 5 – Fees and Compensation

The manner in which fees are charged by us in respect to each Client is set forth in each Client’s IMA.

SPA offers Discretionary Asset Management Services for an asset management fee. This fee is calculated as a percentage of assets under management, with a minimum quarterly charge of CHF 3,000.

SPA may also charge certain Clients performance-based fees. Clients with performance based fees are charged a fixed base fee and a separate performance fee. The performance fee is only charged if the account performance is positive over the quarter. See Item 6 below for a discussion of performance-based fees.

Unless otherwise stated, both types of fees are called "Fees".

Each Client custodian is responsible for valuing all positions held for a Client in that Client's custodial account.

Fees are payable in advance. Fees are calculated in Swiss Francs and charged in the Client's reference currency (i.e. US Dollars) on the first business day of each calendar quarter based on the fair market value of the assets under management in the Client's account on the last business day of the previous quarter as valued by the custodian. If the Client reference currency is a currency other than CHF, to exchange CHF to the base currency SPA applies the middle-of-the day rates of the last business day in Zurich of the previous quarter as published by Reuters.)

Under a service-level agreement between SPA and SPIN, SPIN is responsible for calculating Fees, which are reviewed and, if required, reconciled by SPA. The Fee calculation is verified independently within the scope of our annual audit by an independent audit company. Fees paid in advance will be refunded pro rata, forthwith, upon termination of the relationship for any reason, free from any deduction or set-off (save for bona fide unsettled securities transactions that were completed but not yet paid for). No termination fee is charged. No Fee adjustment will be made during any period with respect to the appreciation or depreciation of account asset values during that period. This means that if during a quarter the value of the assets in a Client account moves into or falls out of the "Assets under Management" bracket (see the Fee schedule below), the marginal rate applicable at the beginning of the period will be applied for that period.

Assets under management In CHF or equivalent	Marginal rate			Effective rate*		
	Fixed Income	Blended**	Equity	Fixed Income	Blended**	Equity
0 – 5M	0.60%	0.85%	0.95%	0.60%	0.85%	0.95%
5 – 10M	0.50%	0.75%	0.85%	0.55%	0.80%	0.90%
10 – 20M	0.40%	0.65%	0.75%	0.48%	0.73%	0.83%
20 – 50M	0.30%	0.55%	0.65%	0.37%	0.62%	0.72%
50M and higher	negotiable	negotiable	negotiable	negotiable	negotiable	negotiable

* The effective rate is calculated on the maximum amount in the corresponding range

** Mandates that include fixed income instruments and equities (i.e. our "Conservative", "Balanced" and "Dynamic" mandate)

Fee rates are negotiable. Fees do not vary on the basis of a Client's trading activities. SPA does not charge or receive any transaction-based compensation.

The Fee, and other charges payable by a Client to us, are established in the IMA. The Fee is paid by having the custodian directly charge the Client's account on or after the applicable due date upon the presentation of an invoice by SPA, stating the amount of the Fee and other charges if any. This is based on provisions in the custodian-Client agreement that require the custodian, acting as the agent of the Client, to withdraw, on the Client's approval and consent, the Fees owed by the Client to SPA, and to pay them to SPA. No further consent from the Client shall be required for such quarterly payment to SPA by the custodian unless agreed otherwise. SPA will provide to the Client its invoice at or prior to the time that invoices are presented to the custodian. SPA may be deemed to have custody of client securities only by virtue of being authorized to deduct fees directly from a Client's account (Rule 206(4)-2 under the Advisers Act). Refer to Item 15 below for a discussion of custody.

Custody fees and brokerage commissions will be charged by the custodian under the terms of the Client-custodian agreement.

SPA will not otherwise receive any payment for the management of Client assets or for using specific broker dealers.

Our Fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses: these are incurred directly by the Client. Clients may incur certain charges imposed by custodians, brokers and third party investment and service providers, such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other charges and taxes on brokerage accounts and securities transactions.

To the extent that a Client's assets are invested in third-party funds or other collective investment schemes, the Client will be subject to other fees and charges as a fund shareholder, in addition to the fees paid to us. Those will include fees and charges imposed on shareholders of the fund or imposed on the fund and borne indirectly by shareholders, as disclosed in the fund's offering document. Fund shares (including all money market fund shares in which a Client's assets may be temporarily invested) may bear a management fee charged to the fund by the fund's investment adviser, as well as other internal fees and charges. In addition, some funds also impose on shareholders other fees and charges, such as sales loads, purchase or redemption fees, transfer taxes, and wire transfer and electronic fund fees. Such charges, fees, and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and other costs described in this Brochure. Furthermore, our advisory fee is in addition to the abovementioned commissions or markups.

Item 12 describes the factors that we consider in selecting broker-dealers for Client transactions and determining the reasonableness of their compensation (i.e. commissions or "spreads").

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

We may charge certain Clients performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a Client). We will structure any performance or incentive fee arrangement according to the requirements of the Advisers Act, including Section 205(a)(1) and/or the exemption set forth in Rule 205-3 under the Advisers Act. In measuring assets for the calculation of performance-based fees, we will include realized and unrealized capital gains and losses. Performance-based fee arrangements may create an incentive for us to favor performance-fee paying Clients over Clients not subject to such fees in the allocation of investment opportunities. Performance-based fees may also create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. We have designed and implemented an allocation policy that seeks to treat Client accounts within a particular investment strategy fairly and equitably (i.e. no Client account is inappropriately favored over another).

Item 7 – Types of Clients

We may provide Discretionary Investment Management Services to a variety of Client types. Clients may include:

- Individuals, Personal Trusts and Estates – Private investors investing personal assets, and
- Corporations

The relative percentage of each type is shown on our Form ADV Part 1. The actual mix of types of Clients may change over time based on market conditions, business plans, and other factors.

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

SPA's investment approach is value-driven and based on fundamental parameters. For timing and selection purposes, the fundamental evaluation is complemented by technical and quantitative analysis.

SPA formulates its own investment advice for its Clients. SPA does not share any Client information, recommendations, advice or positions with SPIN.

Our service offering ranges from blended strategies to strictly fixed income and equity strategies. Blended strategies are offered in three reference currencies (USD, EUR, CHF) and

stretch over the risk profiles Conservative, Balanced, and Dynamic. Blended strategies are typically invested in a multi-asset-class approach.

Clients that want to invest in bonds only can select between global strategies, which invest at least 50% in USD-denominated assets, and international strategies with no USD exposure. Because of the volatility of non-USD currencies, the returns of international strategies will undergo higher fluctuations.

As for equity strategies, we also differentiate between a global and an international investment universe. While international strategies are exclusively invested outside the USA, global strategies hold between 30% and 70% in US equities. As with bonds, non-USD currencies increase the volatility of international equity strategies.

If, in our sole judgment, unforeseen circumstances urgently require us to deviate from a Client's investment profile as provided for in the IMA, we will exercise our right to do so and inform the Client accordingly. swisspartners has the right, but not duty, to deviate from the Investment Profile only in favor of a more risk adverse investment strategy.

In general we provide advice on the following investments:

- Equity securities (exchange listed, OTC, non-USD issuers)
- Warrants
- Corporate debt securities
- United States government securities
- Municipal securities
- Commercial paper
- Certificates of deposit
- Mutual funds
- Non-US Government securities: investments in sovereign debt of countries other than the United States. A minimum rating of "investment grade" by S&P (BBB) and/or Moody's (Baa) is required for such investments, in line with our policy for other bond investments.
- Commodities: precious metals, base metals, and other commodities, including the securities of companies engaged in commodities-related activities, and instruments that derive their value from commodities, such as exchange-traded funds and certificates, collective instruments, indices and structured products. SPA does not provide advice on commodity futures or options.
- Alternative investments: hedge funds, funds of hedge funds, and private equity vehicles as stated in the special procedure of "Appendix II" of the IMA.

We apply certain investment techniques in managing Client portfolios. These include the following:

- Short Selling. In managing certain accounts, we are permitted to sell securities short, in the expectation of covering the short sale with securities acquired in the open market at a price lower than that received from the short sale. The possible losses from short selling are theoretically unlimited. In addition, short selling can cause downward price pressure on a stock and could therefore pose a conflict of interest if some client accounts were selling short the same security other client accounts hold long (and vice versa).
- Use of Leverage. In managing certain accounts, we may also use leverage but only by investing in certain ETPs (exchange-traded products) that provide leveraged exposure to their underlying indices. The use of leverage can cause portfolio values to rise and fall faster than when leverage is not applied. Use of leverage also involves the risk that securities in an account will have to be liquidated in order to meet margin calls or maintain sufficient asset coverage, at a time when it may not be desirable or advantageous to sell. Although frequent trading of securities is not an investment strategy typically used by SPA (which, as noted above, takes a long-term view), SPA may sell a security within 30 days of its acquisition if dictated by economic, political, and/or market conditions, or if the Client's objectives and restrictions change (via notification by the Client to SPA).

From time to time, but without being required to, SPA may use hedging strategies to alter the bond, equity, and/or currency exposure of the Client portfolio in order to protect the Clients' assets against market events that are likely to impact performance negatively.

Risk of Loss

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

The principal risks of the investment strategies SPA may utilize in managing a Client's portfolio are set forth below:

- **Value Investing Risk** – The value approach to investing involves the risk that value stocks remain undervalued. Value stocks as a group may be out of favor and underperform versus the overall equity market for a long period of time, while the market concentrates on growth stocks.
- **Growth Investing Risk** – The growth approach to investing may increase the risks of investing. Growth securities typically are quite sensitive to market movements because their market prices tend to reflect future expectations. When it appears that expectations will not be met, the prices of growth securities typically fall. Growth stocks as a group may be out of favor and underperform versus the overall equity market while the market concentrates on value stocks.
- **Securities Selection Risk** – The value of a Client's investments may decrease if SPA's judgment about the attractiveness, value, or market trends that affect a particular security, industry, or sector, or about market movements, is incorrect.
- **Non-Diversification Risk** – If a Client's portfolio is not diversified, the portfolio may be more susceptible to single adverse economic or regulatory occurrences affecting one or more of these issuers and may experience increased volatility.

The principal risks of the types of securities SPA may recommend are set forth below:

- **Market Risk** – The securities markets are volatile, and the market prices of the Client's securities may decline overall. Securities fluctuate in price based on changes in a company's financial condition and overall market and economic conditions. The value of a particular security may decline due to factors that affect a particular industry or industries, such as an increase in production costs, competitive conditions or labor shortages, or due to general market conditions, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or generally adverse investor sentiment.
- **Interest Rate Risk** – When interest rates rise, the value of a fixed income security generally falls. A change in interest rates will not have the same impact on all fixed income securities. Generally, the longer the maturity or duration of a fixed income security, the greater the impact of a rise in interest rates on the security's value. In addition, different interest rate measures (such as short-term and long-term interest rates and US and non-US interest rates), or interest rates on different types of securities or securities of different issuers, may not necessarily change in the same amount or in the same direction.
- **Credit Risk** – If the issuer of a security held by the Client fails to pay principal and/or interest when due, otherwise defaults, or is perceived to be less creditworthy, a security's credit rating is downgraded. Similarly, if the credit quality or value of any underlying assets declines, the value of the security will decline.
- **Prepayment Risk** – When interest rates fall, certain obligations will be paid off by the debtor more quickly than originally anticipated. The Client may then have to invest the proceeds in securities with lower yields.
- **Extension Risk** – When interest rates rise, certain obligations will be paid by the debtor more slowly than anticipated, causing the value of these securities to fall.
- **Non-US Securities Risk** – A Client's investment in securities of non-US issuers involve greater risk than investments in securities of US issuers. Non-US countries may have

markets that are less liquid and more volatile than markets in the United States, may suffer from political or economic instability, and may experience negative government actions, such as currency controls or seizures of private businesses or property. In some non-US countries, less information is available about issuers and markets because of less rigorous accounting and regulatory standards than in the United States. Non-US securities may be denominated or quoted in currencies other than the US dollar. For this reason, changes in currency exchange rates can affect the value of non-US securities.

- **Liquidity Risk** – Liquidity risk exists when investments are difficult to purchase or sell. A Client's investment in illiquid securities may reduce returns because it may be difficult to sell the illiquid securities at an advantageous time or price. To the extent that a Client invests in alternative investments or securities with substantial market and/or credit risk, the Client will tend to have greater exposure to liquidity risk.
- **Risk of Investment in Mutual Funds, Hedge Funds, Funds of Hedge Funds and Private Equity Vehicles** – Investments in pooled investment vehicles are subject to market and selection risk. In addition, a Client must bear its proportionate share of expenses in the pooled investment vehicle. Hedge fund investing may involve substantial investment, liquidity risk, derivatives risk, and other risks described in the offering memorandum of each fund. Hedge funds may apply leverage and their investment results can be volatile. Hedge funds and private equity vehicles are not subject to the same regulatory requirements as mutual funds.
- **Commodities Market Risk** – Investments in commodities may be subject to greater volatility than investments in traditional securities. The value of commodity-linked derivative investments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or sectors affecting a particular industry or commodity, such as drought, floods, weather, embargoes, tariffs, and international economic, political, and regulatory developments.
- **Derivatives Risk** – A Client's investment in derivatives may reduce returns and/or increase volatility. Volatility is defined as the characteristic of a security, an index, or a market to fluctuate significantly in price within a short time period. A risk of the use of derivatives is that the fluctuations in their value may not correlate perfectly with the overall securities markets. Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation. In addition, some derivatives are more sensitive to interest rate changes and market price fluctuations than other securities. The possible lack of a liquid secondary market for derivatives and the resulting inability of SPA to sell or otherwise close a derivatives position may expose the Client to losses and may make derivatives more difficult for SPA to value accurately. SPA may not be able to predict correctly the direction of security prices, interest rates, and other economic factors, which may cause the Client's derivatives positions to lose value. When a derivative is used as a hedge against a position that the Client holds, any loss generated by the derivative generally should be substantially offset by gains on the hedged investment and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. Hedges are sometimes subject to imperfect matching between the derivative and the underlying security, and there can be no assurance that the SPA's hedging transactions will be effective.
- **Warrants** - If the price of the underlying stock does not rise above the exercise price before the warrant expires, the warrant generally expires without any value, and the Client loses any amount it paid for the warrant. Thus, investments in warrants may involve substantially more risk than investments in common stock. Warrants may trade in the same markets as their underlying stock; however, the price of the warrant does not necessarily move with the price of the underlying stock.
- **US Government Securities Risk** – Obligations of US Government agencies, authorities, instrumentalities, and sponsored enterprises have historically involved little risk of loss of principal if held to maturity. However, not all US Government securities are backed by the full faith and credit of the United States. Obligations of certain agencies, authorities, instrumentalities, and sponsored enterprises of the US Government are backed by the full faith and credit of the United States (e.g. the Government National Mortgage Association).

Other obligations are backed by the right of the issuer to borrow from the US Treasury (e.g. the Federal Home Loan Banks). Others are supported by the discretionary authority of the US Government to purchase an agency's obligations. Still others are backed only by the credit of the agency, authority, instrumentality, or sponsored enterprise issuing the obligation. No assurance can be given that the US Government would provide financial support to any of these entities if it is not obligated to do so by law.

- **Municipal Securities Risk** – Municipal securities risks include the ability of the issuer to repay the obligation, the relative lack of information about certain issuers of municipal securities, and the possibility of future legislative changes that may affect the market for and value of municipal securities. Certain municipal securities, including private activity bonds, are not backed by the full faith, credit, and taxing power of the issuer. Additionally, if events occur after the security is acquired that impact the security's tax-exempt status, the Client may become subject to tax liabilities.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that would be material to a Client's or prospective Client's evaluation of this advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

Our sole business is providing Discretionary Investment Advisory Services. We are not engaged in any other business endeavor.

We have an ongoing relationship with the following entity/service provider:

- **SPIN**

SPIN provides services and resources to SPA through Service Level Agreements ("SLAs") signed on September 2, 2009. These services and resources include the following:

(a) Corporate support services:

SPIN provides support in the areas of Human Resources, Legal & Compliance, and Marketing and Information Technology, including Business Continuity Planning in case of a major business disruption.

SPIN provides and maintains SPA's asset management system (PM1e).

(b) Financial support services:

SPIN provides controlling and other bookkeeping services (all SPA records being maintained by SPA according to Advisers Act requirements). SPIN calculates the Management Fees for SPA Clients, according to the Management Fee schedule agreed by the Client and SPA. Management Fees are calculated on the basis of the account valuations provided by the custodian. SPA sends copies to SPIN of the custodian's mailing to Clients, solely for the purpose of calculating SPA's asset management fees and establishing and maintaining SPA's asset management system (PM1e). SPIN does not trade or use that information for any purpose other than as described above. SPA then prepares an invoice and submits this to the Client and the custodian. The payment of the Management Fee then takes place as described in Item 5 – Fees and Compensation. The CCO regularly monitors this process. SPIN never substitutes a valuation for a Client position, and always uses the actual portfolio valuation provided by the custodian.

(c) Office services:

SPIN provides maintenance services for office equipment as well as organizational services and access to conference rooms. SPA has physical separation between its offices and those of SPIN. SPIN employees cannot enter the SPA offices without being admitted and escorted by a SPA employee.

In providing these services, SPIN may acquire information about SPA. SPA endeavors to ensure that SPA Clients' recommendations do not pass to SPIN or related persons, consistent

with Advisers Act requirements and SPA controls, policies, and procedures. All services provided to SPA by SPIN are monitored. Information is segregated or encrypted as necessary, and SPA monitors activities and employees to ensure no leakage of recommendations or restricted information. The CEO and the CCO ensure that the provisions of the SLAs are enforced, reviewed, and amended when required.

SPA may, from time to time, refer its Clients, with their consent, to non-affiliated third parties for additional services, such as estate planning or tax optimization and reporting. SPA does not receive any benefits, remuneration, or fee for such referrals.

For a discussion of the material conflicts of interest associated with SPA's relationship with SPIN, see the section "Conflicts of Interest" under Item 11. Information barriers between SPIN and SPA prevent SPIN from obtaining information about recommendations that SPA makes for its Clients. Similar controls exist at SPA and SPIN to prevent SPA recommendations from being disclosed to SPIN. SPIN does not provide advice or recommendations to SPA for it to use on behalf of its Clients, whether directly or indirectly. SPIN does not trade on behalf of SPA. SPA Clients are prohibited from buying any SPIN products or engaging in any cross trades with SPIN clients. The CEO and the Chief Compliance Officer ("CCO") separately monitor these controls to ensure compliance. SPA monitors to ensure that no restricted information is leaked to or from SPIN or a related person. Records of monitoring and testing are maintained and reviewed regularly. Breaches are addressed when discovered, and remedial action is taken as required.

From time to time, officers or employees of SPA may provide asset management services to certain clients of SPIN. The types of clients served are corporations and a limited number of private individuals. Information barriers are in place to help ensure that no information confidential to SPA or concerning SPA clients are passed to SPIN or any SPIN client. All trade instructions for SPIN clients are processed after those of SPA clients.

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

Code of Ethics

SPA, administers and enforces a Code of Ethics pursuant to Advisers Act Rule 204A-1. This includes provisions that address ethical standards of behavior, conflicts of interest, personal account trading, the reporting of violations of the Code of Ethics, and other requirements. SPA treats all of its employees and persons associated with it as "access persons," as defined under Rule 204A-1, and as "supervised persons," as defined under section 202(a) of the Advisers Act. Certain provisions of the Code of Ethics cover "connected persons" (family members living in the same household and having a beneficial ownership of securities).

The areas covered by the SPA Code of Ethics are:

- A. Prohibition against the misuse of material non-public information
- B. Personal account dealing rules (pre-clearance, reporting, and analysis)
- C. Gifts and entertainment
- D. Protecting the confidentiality of Client information
- E. Dealing with conflicts of interest
- F. Respecting SPA corporate and Client confidential information
- G. Establishing standards of behavior
- H. Requiring reporting to the CCO of any Code of Ethics violation

SPA is a fiduciary for each of its Clients and has a duty to act in their best interests. This duty requires that the interests of Clients be placed above the interests of SPA and its "access persons" in case of any conflict. In addition, SPA must treat all Clients equitably. Therefore, SPA

expects that all of its constituents observe the highest standards of honesty, integrity, and professionalism. More specifically, SPA expects that “access persons” will at all times:

1. comply with all relevant laws and regulations;
2. place the interest of Clients first;
3. conduct all personal securities transactions in accordance with the Code of Ethics and avoid any conflict of interest or any abuse of their position of trust and responsibility;
4. hold all Client information, including securities holdings and financial information, in confidence; and
5. maintain independence in the decision-making process on behalf of Clients.

The Code of Ethics prohibits personnel from engaging in conduct commonly known as “insider trading” or misusing material, non-public information (“inside information”), and it restricts their giving and receiving of gifts and their ability to accept certain positions with other companies.

The Code of Ethics also restricts personal securities transactions by various means. These restrictions apply to “access persons”, “connected persons”, and “associated persons” as stated in the Code of Ethics. “Access persons”, “connected persons”, or “associated persons” may not buy or sell for themselves the securities that SPA recommends for its Clients.

Personal account transactions of “access persons”, “connected persons”, and “associated persons” are subject to compliance with the Code of Ethics and are monitored by our “CCO”. If a person subject to the Code of Ethics fails to comply with the Code, such person may be subject to sanctions, which may include warnings, disgorgement of profits, restrictions on future personal trading, and, in the most severe cases, the possibility of dismissal.

In order to monitor compliance by our personnel with the Code of Ethics and applicable law, each officer, director, and employee is required to comply with initial, quarterly, and annual reporting of their accounts and securities positions, as well as of the contract note/confirmation of each trade. In addition, each officer, director, and employee is required to sign a statement to acknowledge that they have received, read, and understand the Code of Ethics and will comply with it, as well as confirming that they will not misuse inside information.

This is a summary description of our Code of Ethics. We will provide clients and prospective clients with a copy upon request.

Apart from this, we maintain a log of material conflicts of interest and the means to address/resolve them, as well as an inventory of compliance risks: a Compliance Risk Inventory, which we review on a regular basis as part of our risk management program.

Conflicts of Interest

SPA does not buy or sell securities for itself or maintain proprietary accounts. It does not exercise discretion or control over any SPIN assets. It does, however, on occasion provide advice to SPIN for certain SPIN clients as detailed in item 10.

From time to time, a Client account may purchase or hold a security in which a related person of SPA has an ownership position or financial interest, or a related person may purchase a security that is held in a Client account. SPA may recommend to its Clients investments in one or more investment vehicles, including mutual funds and other pooled investment vehicles, in which SPIN, SPA’s affiliates, or related persons have a financial interest as manager, partner, trustee, or co-investor. SPA employees are seconded by SPIN to SPA. This relationship may create an incentive for us to recommend investments in which SPIN has a financial interest. Although SPA does not hold proprietary positions, SPA’s related persons may own, buy, or sell for themselves the same securities that they or SPA have recommended to Clients.

SPA’s policies and procedures and controls are intended to address the impact of these and other conflicts of interest. Information barriers exist that prevent SPA and SPIN, and any related person of SPA, from exchanging advice and recommendations. SPA’s research, recommendations, and placement of orders are done independently from SPIN, SPA’s affiliates,

and all related persons. If one of the above were to occur, it would have taken place as the result of independent research, recommendations, and trading activity, and not through information sharing (intentional or otherwise), knowledge, or any other means.

The portfolio managers managing SPA's Clients' accounts may manage other Client accounts with an identical or largely similar investment strategy. Side-by-side management of different types of accounts involves conflicts of interest when two or more accounts invest in the same securities or pursue a similar strategy. These conflicts include the favorable or preferential treatment of an account or group of accounts, or of those related to the allocation of investment opportunities, particularly with respect to securities that have limited availability, such as initial public offerings and transactions in one account that follows closely related transactions in a different account (e.g. a purchase of securities for an account after a purchase of the same securities in another account has increased the value of the securities). See Item 6 above for a discussion of conflicts of interest associated with performance-based or incentive-based fees.

The results of investment activities for one account may differ significantly from the results achieved by SPA for other accounts.

SPA seeks to ensure that all Client accounts are treated fairly and equitably. Purchase and sale opportunities are allocated equitably. In general, investment decisions for each account are made with specific reference to the Client's designated needs, objectives, and restrictions. There is no requirement that SPA use the same procedures consistently with respect to all accounts. Different strategies and Client guidelines and restrictions may lead to the use of different methodologies. Accordingly, SPA may give advice or exercise investment responsibility or take other actions for some Clients (including related persons) that differ from the advice given, or the timing and nature of actions taken, for other Clients, provided that SPA seeks to ensure that all Clients are treated fairly and equitably. Investment results for different accounts, including accounts that are generally managed in a similar style, may differ as a result of these considerations. Some Clients may not participate in certain investments in which other Clients participate, or they may participate to a different degree or at a different time than other Clients do.

SPA's Chief Legal Officer ("CLO") is seconded by SPIN to SPA. The CLO provides legal advice to SPA and also to SPIN. Controls are in place to seek to ensure the proper discharge of the CLO's duties. SPA will monitor the CLO's activities and records to seek to ensure the proper performance of the CLO's functions. The CLO will keep information about SPA at SPA's premises. SPIN is in the same business as SPA. SPA will seek to ensure the separation of Client records, advice, research, and recommendations from SPIN and related persons. It may, however, engage in limited-purpose sharing of strictly factual information or market data. SPA will employ controls designed to prevent SPA from receiving recommendations from SPIN or a related person or otherwise acting on them, and vice versa. SPA will not buy any SPIN product or engage in any cross trades with SPIN Clients. SPA will not engage in cross trading with SPIN or any affiliated entity for SPA Clients. The CEO and the CCO will monitor this separately in order to seek to ensure compliance. Records of monitoring and testing will be maintained and reviewed regularly. SPA engages in monitoring to seek to ensure no leakage of restricted information to or from SPIN or a related person. Breaches will be addressed when discovered and remedial action taken as required.

SPA employees are seconded by SPIN to SPA.

Only SPA's CEO supervises, manages, and controls SPA employees. SPA will seek to ensure that no inadvertent exchange of information will occur.

SPA has SLAs with SPIN. Because of this, SPIN may acquire information about SPA. SPA will endeavor to ensure that SPA Clients' recommendations do not pass to SPIN or related persons, consistent with Advisers Act requirements and SPA controls, policies, and procedures. All services provided to SPA by SPIN will be monitored. Information will be segregated or encrypted as necessary, and SPA will monitor activities and employees to seek to ensure no leakage of recommendations or restricted information. The CEO and the CCO will seek to ensure that the provisions of the SLAs are enforced, reviewed, and amended when required.

Martin Egli, the non-executive Chairman of the Board of Directors of SPA, holds the same position at SPIN. Mr. Egli does not have access to Client data, recommendations, or asset management information. The CCO and the CEO monitor compliance with the controls designed to address this.

Dominique Spillmann, the CEO of SPA, is an officer and executive director of SPA. SPA's Board of Directors will monitor the performance by Mr. Spillmann of his duties. Mr. Spillmann will abstain from voting at meetings of the SPA Board of Directors on issues relating to himself and his performance.

SPA has the same external auditor as SPIN. SPA will establish an individual contract for the audit work for SPA, which provides that the auditor may under no circumstances provide information about SPA's recommendations or Client positions to SPIN or related persons.

The asset management of SPA is run by a single individual, the CIO. During his absence, the CEO will monitor Client portfolios and engage in recommendations and trading. SPA will monitor the workflows, controls, policies, and procedures that are codified in its Asset Management Manual. The CEO will control and supervise the activities of the CIO.

Because of the small size of the team, SPA relies on individuals engaging in cross-backup functions other than advice/recommendations and management. The CIO and CEO back each other up in their functions. Conflicts will be addressed in such a manner to seek to ensure the protection of recommendations and Client positions.

IT services are provided through an SLA from SPIN. IT will seek to ensure the encryption of all sensitive data. Data saved on the SPA storage hardware at the SPIN server is encrypted so that no SPIN employee or IT personnel are able to access the contents.

SPIN calculates the Fees for SPA Clients according to the Fee schedule agreed by the Client and SPA. Fees are calculated on the account valuations calculated by the custodian and provided to SPA which, in turn, provides these on a confidential basis to SPIN for SPIN to calculate the Fee. In turn, SPA provides copies of the custodian mailing to Clients to SPIN, solely for the purpose of calculating SPA's asset management fees and establishing and maintaining SPA's asset management system (PM1e). SPIN is prohibited from using such information for any purpose other than as described above. SPA then prepares an invoice and submits this to the Client and the custodian. The payment of the Fee then takes place as described above in Item 5. The CCO regularly monitors this process. SPIN will not substitute a valuation for a Client position, but will at all times use the actual portfolio valuation provided by the custodian. The custodian will provide the Client with account statements and valuations as required by the Advisers Act. Annually, SPA will provide the Client with a "verification statement" that sets forth the Client positions and valuations, requesting the Client to confirm the information provided therein. SPA undertakes to provide its Clients with information on a more frequent basis, on demand.

Item 12 – Brokerage and Trading Practices

Account opening and the selection of a custodian

The Client, not SPA, selects the custodian. SPA exercises investment discretion over Client assets held with custodians and does not place orders to buy or sell securities with third-party executing brokers or counterparties. Instead, SPA routes Client orders to buy or sell securities to the trading desks of the Client's custodian. In turn, the custodian selects executing brokers or handles the execution through its own trading desk or that of an affiliate. SPA is not involved in the execution of transactions in that it has no contact with the executing broker or any involvement in trade execution.

If a Client selects Bank Sarasin & Cie. AG as custodian, SPA as requested by this custodian, will not route fixed income and equity orders to it but will, instead, place orders with an independent, non-related and non-affiliated FINRA registered broker dealer to execute trades. This broker dealer acts as agency broker dealer for US securities and as introducing broker for non-US securities. The custodian will be informed of trades after they are executed so that it

may settle such trades. Settlement is performed between the broker dealer and the custodian on a DVP (delivery versus payment) basis.

Soft Dollars

We do not engage in the practice of soft dollars/bundling or unbundling.

Best execution

Best execution does not necessarily mean getting the lowest possible price or transaction cost. Instead, it is a qualitative assessment of seeking the best advantage for our Clients, bearing in mind factors such as:

- price;
- costs;
- speed;
- likelihood of execution;
- likelihood of settlement;
- size of the trade;
- nature of the trade. SPA may operate in the OTC or derivatives markets where liquidity may be thin or prices may not move along a continuum. Achieving a desired trading outcome may be more complex than simply buying or selling at the best price. It will depend significantly on the decision taken by investment managers as to when and with which counterparty to execute a particular trade; and
- any other factor relevant to the execution of the order.

The importance of these factors varies by trade and will be determined by reference to the characteristics of the order, the financial instrument, the execution venues on which the order can be executed, and the characteristics and categorization of the client.

When we place an order with a custodian's trading desk or in the case of equity and fixed income trades for Bank Sarasin clients with the agency broker, we require that desk to provide us with best execution. SPA will require it to confirm in writing that it has a best execution policy (and procedures), applies it to every transaction, and provides SPA with relevant information for SPA to be able to engage its own monitoring. SPA checks at least annually with the custodian that they are in compliance with this policy in the course of SPA's monitoring program, or more frequently when the situation warrants. Any exceptions that are discovered are reviewed.

For Clients using Bank Sarasin & Cie. AG as custodian, SPA will place an fixed income and equity orders with an agency broker that Bank Sarasin has selected]. We will apply the criteria noted above as regards best execution and engage in monitoring and testing to confirm that a Client has achieved best execution.

Aggregation and Allocation

When we trade for more than one Client account at a time, we submit orders to effect transactions on an aggregated basis as we believe this will allow us to obtain best execution and negotiate more favorable commission rates or other transaction costs that might have otherwise been paid had such orders been placed independently. When aggregating orders, we seek to treat all of our Clients in a fair and equitable manner. We do not aggregate orders unless aggregation is consistent with our duty to obtain best execution. No account is favored over any other Client. However, a variety of factors determine whether or not a specific Client may or may not participate in a particular aggregated transaction. These include, but are not limited to, investment objectives and strategies, position weightings, cash availability, risk tolerance, and restrictions. Because of differences identified above, there may be differences in invested positions and securities held that may lead to security dispersion among Client accounts.

When we determine that order aggregation is in the best interest of our Clients, the following guidelines are followed for all portfolios that participate in the execution under the same trading circumstances (e.g. price limits and time of entry).

Aggregated orders filled entirely or partially will be allocated on a pro rata basis within strategy among the participating accounts by account market value. In the event of *de minimis* allocation for a partial allocation, the trader of the custodian has the authority to determine an appropriate allocation methodology. Allocation of aggregated trades is recorded before the order is placed and is checked for post-trade (consistent with pre-trade allocations) to ensure that we act in the best interests of our Clients. We monitor the allocation and execution of orders on a daily basis. All pre-trade allocations are compared to subsequent fills, and a percentage variance is obtained.

Trading errors

We have a trading errors policy. To the extent trading errors occur, we seek to ensure that Clients' best interests are protected. Our policy is to resolve all trade errors within a reasonable time while ensuring that the Client is not disadvantaged, consistent with the orderly disposition (and/or acquisition) of the securities in question. Actual losses suffered by a Client account as a result of a trade error caused by us are reimbursed by us. Gains accrue to a Client, except that we do not compensate our Clients for lost investment opportunities (e.g. failure to take advantage of investment or market improvements).

Item 13 – Review of Accounts

Frequency of Reviews

At the start of a Client relationship, the CIO and the CEO review the Client IMAs and Client details are entered in the internal client system, SMART This reflects the Client's objectives and restrictions. The CIO (or his designated deputy in his absence) assumes the day-to-day management of Client assets in line with the IMA. The CIO reviews each account at least monthly or more often if deemed appropriate to determine, among other things, whether each account is appropriately positioned and whether investment objectives and policies are being followed.

On a quarterly basis, the CIO produces a report to the CEO which, among other things, monitors performance statistics and compliance with investment constraints and allocation grids for each client. This report is reviewed by SPA's Asset Management Committee ("AMC") and discussed with the CCO if applicable. Any deviation from a Client's investment profile greater than 5% (in absolute terms) must be justified by the CIO in writing. It is the responsibility of the CIO to take remedial action where required.

In addition to the above in-depth monthly reviews, random reviews are also performed by the CIO and/or other SPA "access persons" where required.

Written Reports

SPA does not issue written Client reports. The custodian issues Client reports at least on a quarterly basis directly to the Client. SPA receives copies of those reports and monitors them. SPA brings any material error with financial consequences that it identifies to the immediate attention of the Client and, where appropriate, to the custodian for review and rectification.

Item 14 – Client Referrals and Other Compensation

SPA does not receive any cash or other economic benefits from any non-Client in connection with giving advice to Clients.

We have entered into one contractual arrangement with a firm to solicit US Clients for us. The arrangements are made in writing pursuant to Rule 206(4)-3 under the Advisers Act. This requires, among other things, that such solicitors comply with requirements of the Rule and other applicable law, as well as their contract with us. The solicitor must, at the time of his solicitation, provide the Client with a copy of this Brochure. The solicitor must also provide the Client with a separate document describing the solicitation arrangement, disclosing any

affiliation between us and them, the compensation for solicitation, and whether advisory fees for solicited Clients are higher than those for other Clients due to compensation paid to the solicitor.

Other than this, SPA does not pay compensation – directly or indirectly – to external parties for Client referrals.

All such relationships are established through contracts signed by the referral agent and SPA. In the case of indirect compensation, a special Disclosure Document is signed by all affected Clients when opening an account with us.

Item 15 – Custody

We do not maintain physical possession of funds or securities of any Client. Clients select commercial banks to serve as custodian of funds and/or securities. SPA may be deemed to have custody of client securities only by virtue of being authorized to deduct fees directly from a Client's account, as defined in Rule 206(4)-2 under the Advisers Act.

All Clients receive statements of account holdings from their custodian at least on a quarterly, and in most cases on a monthly basis. Upon request we may provide Clients with additional activity details upon request.

The Client is required to consent in writing to the payment of the Fee and other charges by the custodian that are duly owed by the Client to SPA, directly from the account on or after the applicable due date upon the presentation of an invoice by SPA to the custodian stating the amount of the Fee and other charges, if any. This is based on provisions in the custodian-Client agreement that require the custodian, acting as agent for the Client, to withdraw, with the Client's approval and consent, the Fees owed by the Client to SPA, and to pay SPA. No further consent from the Client shall be required for such payment to SPA by the custodian each quarter. SPA will provide the Client with its invoice at or prior to the time that invoices are presented to the custodian. SPA claims custody for fee charging purposes only as defined under Advisers Act Rule 206(4)-2.

Item 16 – Investment Discretion

We are retained to manage accounts on a discretionary basis. Within a Client's specified investment objectives and guidelines, we determine without consultation with the Client which securities are bought or sold and the total amount of securities to be bought or sold. In exercising our investment discretion, we work according to the investment policies and guidelines that are established at the inception of the adviser-Client relationship in our IMA with Appendix I and II (or as amended from time to time). In certain circumstances, Clients may also prevent certain securities from being purchased for their account.

Item 17 – Voting Client Securities

Under the terms of its agreements with Clients, SPA does not vote proxies. This is done by the custodian of the Client in accordance with the Clients' instructions. The custodian ensures that all proxy materials are provided without delay to the Client (SPA receiving a copy of them), takes and acts on Client instructions, and keeps both SPA and the Client informed of all activities. Nevertheless, SPA may in extraordinary circumstances (e.g. insolvency) decide in the best interest of the Client to arrange proxy voting. If this is done, the Client will be properly notified. If it transpires that we and a Client wish to vote a proxy, we will refrain from acting and defer to the Client's instructions to the custodian.

Clients may request information about how their securities were voted by contacting us at our main office at the address given above. Upon request, Clients will also obtain from us a copy of our proxy voting policies and procedures.

Clients may contact SPA with questions about a particular proxy solicitation.

Item 18 – Financial Information

No balance sheet is required to be provided. Our financial condition is such that our ability to meet contractual commitments to clients is not impaired, and we have not been the subject of any bankruptcy proceedings.

Item 19 – Requirements for State-Registered Advisers

SPA is registered with the SEC and has no disclosure requirements under this Item.