

## Form ADV Part 2A Disclosure Brochure

RJL Capital Management, LLC  
13520 Evening Creek Drive North, Suite 300  
San Diego, CA 92128  
1-800-644-1150  
[www.rjlwm.com](http://www.rjlwm.com)

Date of Brochure: March 2012

---

This brochure provides information about the qualifications and investment advisory business practices of RJL Capital Management, LLC. If you have any questions about the contents of this brochure please contact Brent Rivard at 858-726-0808 or [brivard@rjlwm.com](mailto:brivard@rjlwm.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about our investment advisory business is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our information on this website by searching for "RJL Capital Management". You can also search using the Firm's CRD number. The CRD number for the Firm is **158509**.

\*Registration as an investment advisor does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

Since filing of our initial Form ADV Part 2A Disclosure Brochure in July 2011, the material changes to our disclosure brochure include:

An increase in the amount of client assets our firm manages. The current amount of client assets under our management is \$100,000 which represents the amount of money held in the Multi-Strategy Growth & Income Fund. Please refer to Item 4 – Advisory Business for more details.

The Multi-Strategy Growth & Income Fund registration request under the Investment Company Act of 1940 has been accepted.

### Item 3 – Table of Contents

Item 2 – Material Changes .....	2
Item 3 – Table of Contents .....	3
Item 4 – Advisory Business .....	4
Background and History .....	4
Assets Managed by RJL Capital Management .....	4
Advisory Services .....	4
Types of Investments .....	5
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management .....	6
Item 7 – Types of Clients .....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Method of Analysis in Formulating Investment Advice .....	6
Risks including Risk of Loss .....	8
Item 9 – Disciplinary Information .....	9
Item 10 – Other Financial Industry Activities and Affiliations .....	9
Lucia Securities, LLC .....	9
RJL Wealth Management, LLC .....	9
LLK Insurance Brokerage Services, LLC .....	9
Third-Party Investment Advisor .....	9
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading .....	10
Code of Ethics Summary .....	10
Personal Trading Policy .....	10
Item 12 – Brokerage Practices .....	11
Item 13 – Review of Accounts .....	11
Item 14 – Client Referrals and Other Compensation .....	12
Item 15 – Custody .....	12
Item 16 – Investment Discretion .....	12
Item 17 – Voting Client Securities .....	12
Item 18 – Financial Information .....	13

## **Item 4 – Advisory Business**

### **Background and History**

RJL Capital Management, LLC (referred to as “RJL Capital Management”, the “Firm”, “us” and “we” throughout this document) is an investment advisor registered with the United States Securities and Exchange Commission. The Firm is a limited liability company formed under the laws of the state of California and has been registered as an investment advisor since July 2011. RJL Wealth Management is 100% controlled and managed by RJL Holding Company, LLC. Raymond J. Lucia, Jr. is the controlling member of RJL Holding Company, LLC.

### **Assets Managed by RJL Capital Management**

As of March 2012, the Multi-Strategy Growth & Income Fund has a value of approximately \$100,000. We manage the fund on a discretionary basis. Please refer to Item 16 for information regarding investment discretion.

### **Advisory Services**

RJL Capital Management is the investment advisor to the Multi-Strategy Growth & Income Fund (the “Fund”), a newly organized, continuously offered, non-diversified, closed-end investment management company operated as an interval fund. As investment advisor we provide investment advice and management services to the. The Fund is not independent from our Firm. The Fund will primarily serve as an investment option for clients of our affiliated investment advisory firm, RJL Wealth Management, LLC. Therefore, investors in the Fund may also be clients of RJL Wealth Management; however, the Fund will be open to any investor meeting the Fund’s minimum investment levels.

In addition to serving as investment advisor to the Fund, our Chief Executive Officer, Raymond J. Lucia, Jr. is also an officer of the Fund and serves on the Fund’s Board of Trustees. Our President, Brent Rivard, is also an officer of the Fund. Our personnel are primarily responsible for initiating the formation of the Fund.

The Fund is organized as a Delaware statutory trust. Gemini Fund Services, LLC, serves as the Fund’s administrator, transfer agent, fund accountant and service provider. Gemini Fund Services was selected as Fund administrator by our personnel. Our personnel are responsible for selecting the Fund’s distributor and qualified custodian. Gemini Fund Services, the Fund’s distributor and qualified custodian are not related entities or affiliated with our Firm.

RJL Capital Management and our affiliate, RJL Wealth Management, have an incentive and inherent conflict of interest to recommend and favor the Fund for the following reasons:

- Our officers and owners are personally responsible for the formation (including covering a significant portion of the start-up costs) of the Fund.
- RJL Capital Management is the investment advisor to the Fund and receives a management fee for its services. Please refer to Item 5 of this Brochure for a description of our fees. Increases in Fund assets will result in increases in the management fee paid to RJL Capital Management.
- We provide the Fund with certain administrative services and personnel needed to fulfill our obligations as the investment advisor.

The Fund is the sole registered investment company client of RJL Capital Management and a closed-end mutual fund domiciled in the United States. We maintain limited power of attorney to act on a discretionary basis when managing the Fund. RJL Capital Management is responsible for investment selection, asset allocation, and asset management decisions regarding the Fund. To help us manage the equity (i.e. common stock) portion of assets invested in the Fund, we have hired Advanced Equities Asset Management, Inc. to serve as a sub-adviser to the Fund. We were given discretion to select Advanced Equities Asset Management as sub-adviser; however, any future sub-advisers utilized must be approved by the Fund's Board of Trustees. We are not affiliated (i.e. under common ownership or control) with Advanced Equities Asset Management.

### **Types of Investments**

The Fund is managed in accordance with its stated investment objectives and investment policies which are outlined and detailed in the Multi-Strategy Growth & Income Fund Prospectus. All investors in the Fund will receive or have available a copy of the prospectus. Shareholders are advised to review the Funds' prospectus for a complete description of the Funds' investment objectives, policies and operational structure. When managing the Fund, we will select the following general types of investments.

- Real Estate Investment Trusts (REITs)
- Alternative Investment Funds
- Common Stocks
- Structured Notes
- Debt Securities
- Exchange Traded Funds (ETFs), mutual funds and closed-end funds

### **Item 5 – Fees and Compensation**

RJL Capital Management is paid an annual fee of 0.75% based on the amount of assets held in the Fund. A portion of this annual fee is also paid to Advanced Equities Asset Management, Inc. as sub-adviser to the Fund. The annual fee is divided and paid quarterly in arrears based on the daily net assets of the Fund. RJL Capital Management believes that its fees are competitive with those fees charged by other investment advisers for comparable services; however, RJL Capital Management's fees may be higher or lower than fees charged by other investment advisors.

In addition to RJL Capital Management's management fee, shareholders will pay other annual fund operating expenses such as distribution and service (12b-1) fees, shareholder servicing plan fees, acquired fund fees and expenses, and certain other fees ("Net Annual Fund Operating Expenses"). The total Net Annual Fund Operating Expenses should not exceed 1.75%.

RJL Capital Management has contractually agreed to waive a portion or all of its management fees and/or pay Fund expenses to ensure that Net Annual Fund Operating Expenses (excluding acquired fund fees and expenses, interest, taxes and extraordinary expenses) do not exceed 1.75%. The expense limitation will remain in effect unless changed by the Fund's Board of Trustees.

We have selected our affiliated broker/dealer, Lucia Securities, LLC, to serve as broker/dealer to the Fund responsible for executing all securities transactions. As broker/dealer, Lucia Securities, LLC, will receive typical and normal brokerage compensation. We do not lower or offset our management fee by the amount of compensation received by Lucia Securities, LLC. Payment to Lucia Securities, LLC will come from the Net Annual Fund Operating Expenses. We have a conflict of interest by selecting Lucia

Securities, LLC over other broker/dealers because they will retain the brokerage compensation that would otherwise be paid to an unaffiliated broker/dealer. Please refer to Item 12 of this brochure for more details regarding our brokerage arrangements.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to our brochure because we do not charge or accept performance-based fees which can be defined as fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

### **Item 7 – Types of Clients**

Currently our only client is the Multi-Strategy Growth & Income Fund, a closed-end management investment company registered under the Investment Company Act of 1940.

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

#### **Method of Analysis in Formulating Investment Advice**

We will use both a quantitative screening process and a qualitative selection process when selecting securities for investment by the Fund in connection with its strategy. No assurance can be given that any or all investment strategies, or the Fund's investment program, will be successful. We utilize a clearly defined philosophy which provides a disciplined investment strategy. When determining an asset allocation, we typically review the last ten years (if available) of market data history, which we regard as the most relevant for market forecasting purposes. We may strategically rebalance its asset allocation according to the current market conditions, but will remain true to its fundamental analysis with respect to real estate asset class and sector risk over time. We manage investments over a long-term time horizon, while being mindful of the historical context of the markets. We employ a regiment of quantitative and qualitative criteria to arrive at a universe of investments which are considered to be "best-of-breed." We primarily select securities with the highest expected income from a sector peer group of issuers with similar market capitalization and/or credit quality. Secondly, we consider potential for capital appreciation. When constructing the Fund's portfolio, we select securities from sectors that we believe have relatively low volatility and will not be highly correlated to each other or to the equity or fixed income markets, generally.

#### **REITs**

There are three main vehicles used to execute REIT-related investments:

- **Non-Listed REITs:** This investment vehicle will be used to generate current income without the volatility of other types of real estate securities. Investment criteria will include evaluating the strength of the sponsor and management. From an operations perspective, we will focus on the attractiveness of the specific property type; stability of income; distribution yield and distribution coverage from operations. From a financing perspective, we will focus on availability of debt and equity financing and target leverage levels. Finally, we will focus on a value-add liquidity event following the close of the offering.
- **Listed (Traded) REIT Equities:** Investment criteria on a macro level will include: relative attractiveness of REITs to the broader stock market, the impact of the debt capital markets on REIT equities, the supply and demand for commercial real estate overall, and the supply and demand for specific property types. On a micro level, we will focus on: the attractiveness of a specific property type, quality and historic success of management, relative value price-to-earnings or price-to-cash flow or funds-from-operations multiple analysis on a REIT equity within

a sector, whether a REIT equity is trading at a premium or discount to its net asset value (NAV), and both internal (e.g. same store growth) and external (e.g. acquisitions and development) growth prospects to drive total earnings growth.

- **REIT Debt:** This investment vehicle will look at both current income opportunities and the ability to acquire debt or preferred stock (which the Fund defines to be a form of debt) at a discount to face value. This vehicle could include, but is not limited to, secured property level debt, unsecured notes, unsecured notes and preferred equity convertible into common equity and preferred equity. Preferred equity issued by a REIT historically trades at a higher yield and has a lower risk profile than its common equity, but also has a lower capital gain potential unless it trades at a discount to par. This portion of our debt strategy will focus on quality of management, sustainability of the business model, coverage of the common dividend and liquidity of the instrument.

AIFs are selected by us to provide positive absolute returns with less volatility and low correlation to the equity and fixed income markets in general. We will use both a quantitative screening process and a qualitative selection process when selecting AIF securities for investment by the Fund in conjunction with its AIF strategy. To analyze AIFs, we rely on both proprietary research and research provided by third parties. We review each AIF's management team, operations staff, past performance, philosophy, current holdings and investment process. Once an investment is made, the new AIF is re-evaluated and tracked on a monthly or quarterly basis. An AIF may be liquidated based on manager drift in style, underperformance, change in management team, deviation from risk management discipline and change in the AIF's investment opportunity set or strategy, or any other factor that we feel will impact future performance. When using Underlying Funds to execute the Fund's AIF strategy, we will consider each Underlying Fund's expenses and quality of management in addition to analyzing the AIF securities held by the Underlying Fund.

Common Stocks are selected by the sub-adviser using a proprietary stock selection model that ranks all dividend-payers using specific fundamental characteristics that the sub-adviser believes are predictive of strong future total returns, dividend sustainability and dividend growth. These characteristics include the ability-to-pay ratio, dividend payout ratio, dividend yield, historical sales and dividend growth, cash flow conversion ratio, earnings momentum and return on capital. In addition, we eliminate stocks that violate specific ability-to-pay, payout ratio, and dividend yield thresholds that vary by sector.

Structured Notes are selected by we to generate interest income and as an economic substitute for the reference index, currency or commodity to which the structured note payments are linked. We also may use structured notes to meet specific investment or diversification goals that cannot be met from the standardized financial instruments available in the markets. Structured products can be used as an alternative to a direct investment, as part of the asset allocation process to reduce risk exposure of the Fund's portfolio or to capitalize on a current market trend. We select structured notes of any maturity issued by an entity that we consider credit worthy.

Debt Securities are selected by us to generate interest income and diversify the Fund's portfolio returns against equity market risks. We select ABS when it believes these securities offer higher yield or better prospects for capital preservation or appreciation than competing investments in traditional debt instruments. We select debt securities of any maturity issued by an entity that we consider credit worthy.

Underlying Funds are used to have representation in a certain sector or security type, but cannot find sufficient or suitable individual securities that meet its investment criteria. We rank Underlying Funds on relative expenses, past performance and strategy fit for the Fund. In general, we select Underlying Funds that it believes offer more efficient execution of the Fund's strategy.

## Other Information Regarding Investment Strategy

The Fund may, from time to time, take defensive positions that are inconsistent with the Fund's principal investment strategy in attempting to respond to adverse market, economic, political or other conditions. During such times, we may determine that the Fund should invest up to 100% of its assets in cash or cash equivalents, including money market instruments, prime commercial paper, repurchase agreements, Treasury bills and other short-term obligations of the U. S. Government, its agencies or instrumentalities. In these and in other cases, the Fund may not achieve its investment objective. We may invest the Fund's cash balances in any investments it deems appropriate. We expect that such investments will be made, without limitation and as permitted under the 1940 Act, in money market funds, repurchase agreements, U.S. Treasury and U.S. agency securities, municipal bonds and bank accounts. Any income earned from such investments is ordinarily reinvested by the Fund in accordance with its investment program. Many of the considerations entering into recommendations and decisions of us and the Fund's portfolio manager are subjective.

The frequency and amount of portfolio purchases and sales (known as the "portfolio turnover rate") will vary from year to year. It is anticipated that the Fund's portfolio turnover rate will ordinarily be between 25% and 75%. The portfolio turnover rate is not expected to exceed 100%, but may vary greatly from year to year and will not be a limiting factor when we deem portfolio changes appropriate. Although the Fund generally does not intend to trade for short-term profits, the Fund may engage in short-term trading strategies, and securities may be sold without regard to the length of time held when, in our opinion, investment considerations warrant such action. These policies may have the effect of increasing the annual rate of portfolio turnover of the Fund. Higher rates of portfolio turnover would likely result in higher brokerage commissions and may generate short-term capital gains taxable as ordinary income. If securities are not held for the applicable holding periods, dividends paid on them will not qualify for the advantageous federal tax rates.

### **Risks including Risk of Loss**

Past performance is not indicative of future results. Therefore, investors should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Investors should always be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate investors from losses due to market corrections or declines. There are certain additional risks associated explained below.

Client performance varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produced the expected returns, the value of the investment will decrease. We have never before managed a mutual fund.

## **Item 9 – Disciplinary Information**

This item is not applicable to our brochure because there are no legal or disciplinary events listed at Item 9 of the Form ADV Part 2 instructions that are material to a client's or prospective client's evaluation of our business or integrity.

## **Item 10 – Other Financial Industry Activities and Affiliations**

We are **not** and do **not** have a related company that is a (1) unregistered pooled investment vehicle (e.g. private investment company or "hedge fund"), (2) futures commission merchant, commodity pool operator, or commodity trading advisor, (3) banking or thrift institution, (4) accountant or accounting firm, (5) lawyer or law firm, (6) pension consultant, (7) real estate broker or dealer, or (8) sponsor or syndicator of limited partnerships.

### **Lucia Securities, LLC**

RJL Capital Management is under common ownership with a full-service broker/dealer, Lucia Securities, LLC, member FINRA and SIPC. RJL Capital Management and Lucia Securities, LLC are owned by RJL Holding Company, LLC, a holding company owned by Raymond J. Lucia, Jr. As disclosed in Item 5, we have selected Lucia Securities, LLC to serve as broker/dealer for investments traded for the Fund. Please refer to Item 12 for more details regarding our brokerage arrangements.

### **RJL Wealth Management, LLC**

RJL Capital Management is under common ownership with a retail investment advisor firm, RJL Wealth Management which is also owned by RJL Holding Company, LLC. RJL Capital Management is currently registered with the SEC, relying on Rule 203A-2(c) under the Investment Advisers Act of 1940, because RJL Capital Management is under common control with RJL Wealth Management, an investment adviser that is registered with the SEC, and our principal office and place of business are the same.

We share investment advisory personnel with RJL Wealth Management. Thus, the investment strategies and recommendations provided by RJL Capital Management are very similar to RJL Wealth Management. However, RJL Wealth Management retains a higher overall fee for its services than does RJL Capital Management for its services. Therefore, a conflict of interest exists between our interests and the interests of RJL Capital Management clients in that we may be more attentive to clients of RJL Wealth Management.

### **LLK Insurance Brokerage Services, LLC**

RJL Capital Management's owner, Raymond J. Lucia, Jr. is a member and partner of LLK Insurance Brokerage Services, LLC, doing business as RJL Insurance Services, an insurance agency. Our affiliation with LLK Insurance Brokerage Services is not expected to create a material arrangement or conflict of interest with the services provided by our Firm because RJL Capital Management does not refer clients to LLK Insurance Brokerage Services and vice-versa they do not refer clients to RJL Capital Management.

### **Third-Party Investment Advisor**

As described in Items 4 and 5, we have formed a sub-advisor relationship with Advanced Equities Asset Management, Inc. to help manage the common stock portfolio of the Fund. Advanced Equities Asset Management receives a portion of our overall advisory fee for serving as sub-adviser to the Fund.

## **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

### **Code of Ethics Summary**

According to the Investment Advisers Act of 1940, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of its clients. RJL Capital Management and its associated persons have a fiduciary duty to the Fund.

We have established a Code of Ethics which all associated persons must read. They must then execute an acknowledgment agreeing that they understand and agree to comply with the Code of Ethics. Our fiduciary duty is considered the core underlying principle for the Code of Ethics and represents the expected basis for all dealings with the Fund. We have the responsibility to make sure that the interests of the Fund are placed ahead of our own interests and the investment interests of our personnel. All associated persons will conduct business in an honest, ethical and fair manner. All associated persons will comply with all federal and state securities laws at all times.

All associated persons have a responsibility to avoid circumstances that might negatively affect or appear to affect the associated persons' duty of complete loyalty to the Firm and the Fund. This section is only intended as a summary of our Code of Ethics. If you would like to review the Code of Ethics in its entirety, copy will be provided promptly upon request.

### **Personal Trading Policy**

RJL Capital Management and our associated persons may buy or sell securities or have an interest or position in a security for their personal account which we also hold for the Fund. This presents a conflict of interest between the Fund's investment interests and the interests of our personnel. Therefore, we have formed the following procedures to help monitor and control for conflicts of interest arising from our personal trading policies.

- RJL Capital Management is and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988.
- No associated person shall prefer his or her own interest to that of the Fund.
- No person employed by RJL Wealth Management may purchase or sell the same security prior to a transaction or transactions being implemented for the Fund.
- Our personnel can only invest in the Fund after receiving written approval from our Chief Compliance Officer.
- Associated persons shall not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of his/her employment unless the information is also available to the investing public upon reasonable inquiry.
- As part of the Code of Ethics (summarized above) RJL Capital Management maintains a list of all securities holdings for itself and all associated persons which are reviewed on a regular basis by a principal of the firm.

## Item 12 – Brokerage Practices

We are given authority by the Fund's Board to select the broker/dealer arrangements for the Fund. Currently, we use our affiliated broker/dealer, Lucia Securities, LLC, to execute investment transactions in the Fund. All Fund securities and assets are held with a third-party qualified custodian.

The decision to use Lucia Securities is based on our decision that we can provide efficient and cost-effective services through our affiliated broker/dealer. However, the use of an affiliated broker/dealer is an inherent conflict of interest between because using Lucia Securities as the broker/dealer allows them to retain brokerage revenue that would otherwise be retained by an unaffiliated broker/dealer. We do not lower or offset our management fee by the amount of brokerage compensation earned by Lucia Financial. Brokerage costs are paid by the Fund (and therefore indirectly by individual shareholders) from the Fund's Net Annual Fund Operating Expenses which never exceed a total of 1.75% of Fund assets annually.

It should be noted that we have **not** entered into formal soft-dollar arrangements with a broker/dealer. Nor do we receive client referrals from a broker/dealer.

There are some investment advisors that use multiple broker/dealers. RJJ Capital Management has considered the positive factors to this approach which include the ability to better negotiate brokerage costs such as transaction fees, the ability to better analyze speed of execution, and the ability to compare and negotiate services. However, RJJ Capital Management has determined that the use of one brokerage platform (Lucia Securities, LLC) allows RJJ Capital Management to provide more streamlined operational and trading services. RJJ Capital Management considers the fact that allowing multiple brokerage arrangements would increase the need for additional internal staff and technology which may increase the overall fees charged by RJJ Capital Management. By selecting one brokerage platform, RJJ Capital Management is able to avoid additional compliance, recordkeeping, staffing, and technological costs that may be associated with implementing procedures designed to work with multiple brokerage platforms. Considering all factors in relation to RJJ Capital Management's structure and capacities, RJJ Capital Management has concluded that using one brokerage platform (Lucia Financial, LLC) is a better policy than having multiple brokerage arrangements.

Accordingly, while RJJ Capital Management will consider competitive rates, it may not necessarily obtain the lowest possible commission and brokerage rates for Fund transactions. Therefore, the overall services provided by Lucia Securities, LLC are evaluated to determine the level of best execution provided to clients. However, RJJ Capital Management may be unable to achieve the *most* favorable execution of Fund transactions and therefore RJJ Capital Management's practice of using Lucia Financial, LLC may cost the Fund more money compared to other arrangements.

Because we currently have only one client, the Fund, we do not aggregate or "block" transactions.

## Item 13 – Review of Accounts

The Fund is managed and reviewed on an on-going basis (at least weekly) by members of our Investment Committee which include our Chief Executive Officer, President and Executive Vice President.

The calendar is the main triggering factor for all reviews, although other trigger factors may include, but not be limited to, the following: request by the Fund's Board, changes in the Fund's objectives, major market changes and major political or economic events.

On a quarterly basis, Will provide written reports regarding the performance of the Fund to the Fund's Board and also have meetings with the Board regarding Fund performance.

#### **Item 14 – Client Referrals and Other Compensation**

- We do not compensate any person for client referrals.
- From time to time, we may receive expense reimbursement for travel and/or marketing expenses from distributors of investment products we hold in the Fund. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made. We endeavor at all times to put the interest of Fund first as a part of our fiduciary duty. However, the receipt of additional incentives creates a conflict of interest that may impact our judgment when selecting investments.
- Lucia Securities, LLC has arrangements to share in the distribution fees related to the sale of certain non-traded Real Estate Investment Trusts that we hold in the Fund. Lucia Securities, LLC may receive fees of up to 1.00% of the amount of Fund assets held in such investments. These amounts are fully disclosed to the Fund and the Fund does not bear additional costs, fees or charges as a result of these compensation arrangements. However, this does create a conflict of interest in that we may select investments based on the product sponsor agreeing to pay a portion of the distribution fees to Lucia Securities, LLC.

#### **Item 15 – Custody**

The item does not apply to our brochure because we do not have custody of funds or securities.

#### **Item 16 – Investment Discretion**

As provided in the Fund's offering documents and our advisory agreement with the Fund, RJL Capital Management maintains discretionary trading authorization over Fund assets. Discretionary authority allows us to determine the type of securities and the amount of securities that can be bought or sold for the Fund without obtaining consent from the Fund's Board prior to each transaction.

Although we manage Fund assets on a discretionary basis, our investment decisions are made in accordance with the Fund's objectives and any restrictions on the types of investments that may be purchased in Fund. The Fund's Board must approve the use of any sub-adviser other than Advanced Equities Asset Management.

#### **Item 17 – Voting Client Securities**

RJL Capital Management has adopted Proxy Voting Policies and Procedures ("Proxy Voting Policies") which provide that proxies on securities will be voted for the exclusive benefit and in the best economic interest of the Fund, as determined by RJL Capital Management in good faith. Such voting

responsibilities will be exercised in a manner that is consistent with the general anti-fraud provisions of the Investment Advisers Act of 1940, as amended, as well as RJL Capital Management's fiduciary duties under federal and state law to act in the best interest of the Fund.

On certain routine proposals (for example, those which do not change the structures, bylaws or operations of a company), RJL Capital Management will generally vote in the manner recommended by management. Non-routine proposals, (such as those affecting corporate governance, compensation and other corporate events) and shareholder proposals, will generally be reviewed on a case-by-case basis. RJL Capital Management has engaged Gemini Fund Services to serve as an unbiased third-party proxy voting service to make proxy voting recommendations to RJL Capital Management. RJL Capital Management will generally vote proxies in accordance with these recommendations, but reserves the right to exercise its own judgment on a case-by-case basis. If RJL Capital Management determines that voting a particular proxy would create a material conflict of interest between its interests or the interests of any of its affiliated parties, RJL Capital Management will vote such proxy based upon the recommendations of the independent third party proxy voting service.

The Fund's Board may obtain a copy of RJL Capital Management's complete proxy voting policies and procedures upon request. The Fund's Board may also obtain information from RJL Capital Management about how RJL Capital Management voted any proxies on its behalf.

#### **Item 18 – Financial Information**

This item is not applicable to this brochure. RJL Capital Management does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, RJL Capital Management is not required to include a balance sheet for its most recent fiscal year. RJL Capital Management is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, RJL Capital Management has not been the subject of a bankruptcy petition at any time.