

# Form ADV

**EFG Asset Management (Americas) Corp.**

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This Brochure provides information about the qualifications and business practices of EFG Asset Management (Americas) Corp. If you have any questions about the contents of this brochure, please contact us at (305) 482-8000 or [compliance@efgcapital.com](mailto:compliance@efgcapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

EFG Asset Management (Americas) Corp. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about EFG Asset Management (Americas) Corp. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

January 2012

## Item 2 – Material Changes

This Brochure is a new document prepared according to the SEC's new requirements and rules. In the future, this item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by us at (305) 482-8000 or [compliance@efgcapital.com](mailto:compliance@efgcapital.com)

Additional information about EFG Asset Management (Americas) Corp. is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about persons affiliated with EFG Asset Management (Americas) Corp. who are registered as investment adviser representatives of EFG Asset Management (Americas) Corp.

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## **Item 4 – Advisory Business**

### **Adviser's Advisory Business**

EFG Asset Management (Americas) Corp. (hereinafter “Adviser”), a Delaware limited liability company established in 2011, is an investment adviser that offers discretionary services primarily to individuals, corporations and other business entities. Adviser is a wholly owned subsidiary of EFG Asset Management PTE LTD., a Singapore company wholly owned by EFG Asset Management Holding AG, which is a Swiss wholly owned subsidiary of EFG International AG (“EFGI”). EFGI is a Swiss publicly listed company that is subject to consolidated supervision by the Swiss Financial Market Supervisory Authority (FINMA).

### **Types of Advisory Services Adviser Offers**

Adviser offers investment advisory services to Adviser's clients through various types of discretionary accounts in accordance with each client's investment objectives. Investment activities focus on investments in various kinds of assets and securities in a variety of markets that are intended to fit within the investors' objectives, strategies and risk profile as described by each client. In addition, Adviser offers several specialized programs that are described below.

#### ***Global Fund Select and Global Strategic Portfolios***

The Global Fund Select and Global Strategic Portfolios programs are based on a Traditional Asset Allocation also referred to as Relative Value Strategy, which is the strategic combination of securities from different asset classes. This strategy utilizes cash equivalents, stocks and bonds across various asset classes to create a diversified investment portfolio. An asset class is a group of securities that share similar risk and return characteristics. Because different asset classes are not perfectly correlated there are often benefits to combining them in a portfolio. Making investments across different economic sectors, geographic regions, etc. provides a further source of diversification. Additionally, there are several different approaches to asset allocation that require varying degrees of active management based on changes in economic outlook and assumptions about investors' risk tolerances. The following describes our commonly used discipline:

We start with a strategic approach, establishing a target portfolio percentage for each asset class based on our long term market assumptions in conjunction with the investor's long term objective and attitude towards risk. We make periodic adjustments to restore the strategy portfolio mix as the relative value of the asset classes' change with respect to each other. Our next step involves our tactical weighting whereby we actively adjust the portfolios' target asset allocations to reflect changes based on shorter-term expectations. Such adjustments may reflect views about expected market developments that are contrary to market sentiment. We typically seek to reduce exposure to assets that have appreciated beyond the estimates of fair value and reinvest the proceeds in assets that we feel are undervalued.

Under this relative value approach we compare our portfolio results against the performance of composite benchmarks.

The diversification in these strategies starts with four main asset classes: cash, fixed income, equity and alternative investments (commodities, Hedge Funds and real estate). Further diversification is achieved by investing through global mutual fund managers and exchange traded funds (“ETFs”). We actively adjust the weightings and types of asset classes according to economic outlook, market valuations and other fundamental and technical factors.

#### *Global Fund Select (“GFS”)*

For accounts with a minimum of \$500,000, clients may elect to have a GFS account. A GFS account is a discretionary account with a relative value strategy investing exclusively in mutual funds and ETFs. The GFS account is not customized and Adviser offers GFS accounts with one of three defined objectives:

**GFS I (Income Diversified Portfolio):** This portfolio targets mostly income generation (income is reinvested into the strategy) but retains the potential to achieve modest capital appreciation resulting from a limited exposure to global equities and selective alternative investments. This strategy aims to achieve lower fluctuations in capital value.

**GFS II (Balanced Portfolio):** This portfolio targets capital appreciation and some income generation over a longer period of time. This strategy is designed for the investor who is looking for a balance between growth and income by investing across a broad mix of fixed income and equity mutual funds and ETFs while managing a moderate level of risk.

**GFS III (Growth Portfolio):** This portfolio targets mostly capital appreciation over a longer period of time. This strategy is suitable for investors who want to participate mostly in the equity markets, together with investments in the global bond market and selective alternative investments in order to reduce the overall risk of the portfolio.

#### *Global Strategic Portfolios (“GSP”)*

GSP accounts, like the GFS accounts, are discretionary accounts based on a Traditional Asset Allocation with some exposure to alternative investments. GSP accounts use a strategic combination of securities from different asset classes, traditionally cash equivalents, stocks, bonds and alternative investments (e.g. commodities, real estate related securities, and hedge funds), in order to create a diversified investment portfolio.

The minimum investment for this type of portfolios is \$1.0 million. In addition to mutual funds and ETFs, Adviser may invest in other pooled and non-pooled investments such as bonds, preferred stocks, hedge funds and structured products. Adviser offers a number of different strategic portfolios according to clients’ objectives and risk profiles. The main strategies are:

**GSP Fixed Income:** This portfolio is designed for investors requiring regular income with a minimal level of risk. The objective is to obtain capital preservation over time by investing in various fixed income instruments issued by global governments and corporates with a wide range of maturities and credit ratings.

**GSP Level I (Income Diversified Portfolio):** This portfolio targets mostly income generation (income is reinvested into the strategy) but retains the potential to achieve modest capital appreciation resulting from a limited exposure to global equities and selective alternative investments (including hedge funds). This strategy aims to achieve lower fluctuations in capital value.

**GSP Level II (Balanced Portfolio):** This portfolio targets capital appreciation and some income generation over a longer period of time. This strategy is designed for the investor who is looking for a balance between growth and income by investing across a broad mix of fixed income, equity and alternatives investments related securities while managing a moderate level of risk.

**GSP Level III (Growth Portfolio):** This portfolio targets mostly capital appreciation over a longer period of time. This strategy is suitable for investors who want to participate in equity markets, together with investments in the global bond market and selective alternative investments (including hedge funds) in order to reduce the overall risk of the portfolio.

**Global Equity:** This strategy targets a higher return over a longer period of time and it is suitable for investors with higher risk tolerance who wish to participate mainly in equity markets.

GSP accounts require a greater minimum investment than GFS accounts which typically provides the Adviser with greater flexibility to further diversify the account within the selected portfolio. Clients are permitted to place special targets and/or investment restrictions on their GSP accounts.

### ***Global Alpha Portfolio***

The Global Alpha Portfolio follows an absolute return strategy, which according to the tenets of modern portfolio theory, seeks to produce positive returns regardless of the direction of capital markets through economic cycles. The strategy aims to accurately forecast the different elements that determine the realized volatility and returns of the portfolio, namely the correlations amongst different asset classes and their individual volatilities and expected returns, and by not being constrained by a benchmark allocation. With that purpose, the portfolio will be invested across different asset classes, including cash equivalents, stocks, bonds, structured products, alternative investments, currency forwards (for hedging purposes), through individual positions or through collective investment vehicles such as mutual funds, ETFs or hedge funds. It is suitable for investors who seek low volatility while at the same time aiming to produce returns through active management across multiple asset classes with a long term outlook.

### ***Dynamic Equity Strategy Portfolio***

The Dynamic Equity Strategy Portfolio is a discretionary mandate that selects direct equity investments from regional indices (S&P 500, DJ EuroStoxx, and FTSE 350) by means of a valuation process, which ranks securities according to an overall score generated by a multifactor model that takes into account different variables, namely: valuation, growth and price momentum, debt coverage and leverage. The output is subject to further analysis in order to identify subjective factors not captured by the model. A separate version of the strategy ("High Dividend Yield Dynamic Equity Strategy"), adds a dividend analysis overlay to identify those stocks within the optimized universe that offer attractive dividend yields. The final portfolio is equally weighted across sectors and companies and rebalanced monthly (quarterly in the case of the High Dividend Yield Dynamic Equity Strategy) unless a major significant event transpires. The aim of the strategy is to achieve returns above its respective benchmark. It is suitable for investors seeking capital appreciation through active selection of equity investments.

### ***Customized Discretionary Portfolios***

Adviser offers a discretionary management account that is customized to each client. Accounts may focus on investments in specified and limited kinds of assets and securities, in limited markets, or they may be broad-based across many asset classes and markets. Such accounts are intended to fit within the investor's objectives, strategies and risk profile as described by each client. The strategies utilized for these customized accounts may be similar to or may vary widely from the core strategies typically utilized by the Adviser, as further described in Item 8. Clients may place targets on these accounts and may restrict the types of investments made in such accounts.

*General:* Investment Policy Statement & Definition; Asset Allocation Strategy; Investment Strategy & Manager Review.

*Investments:* Review of Current Portfolios & Proposals; Determine Modifications, Create Timeline and Implement; Suggest Reasonable Fees for Products and Services; Provide Consolidated Reporting and Analysis; Ongoing Monitoring and Re-evaluation; Define or Affirm Wealth Transfer Desires; Succession Illustration and Definition.

### ***Other Services***

Adviser may provide additional services for clients from time to time as agreed between the client and the Adviser.

### ***Investment Restrictions***

As described above, Adviser offers an array of services and clients can select among the services that the client and the Adviser feel are suited for the client. Clients may impose reasonable restrictions on the management of their accounts, including by restricting particular securities or types of investments, except with respect to the GFS accounts. Clients should be aware that performance of restricted accounts may differ

from performance of accounts without such impediments, possibly producing lower overall results.

## **Assets Under Management**

Adviser does not currently have assets under management, but estimates discretionary AUM over \$500 million as of April 1, 2012.

## **Item 5 – Fees and Compensation**

### **Adviser's Basic Fee Schedule**

The specific manner in which fees are charged by Adviser is established in each client's written agreement with Adviser. Adviser's fee schedules are set forth below. All fees may be negotiated and may vary from the fee schedules described below at the sole discretion of Adviser. Adviser may also rebate, adjust or waive fees in limited cases, in its sole discretion. A client may pay more or less fees than similar clients depending on the particular circumstances of the client, size of the account, additional or differing levels of servicing or as otherwise agreed with specific clients. Clients that negotiate fees, including any flat fees, may end up paying a higher fee than that set forth in the fee schedules below as a result of fluctuations in the client's assets under management and account performance. The management fee will be automatically calculated using the average of the account value at the first business day for each month of the respective quarter. The quarterly debit is posted to the account in the middle of the last month of the respective quarter. If services begin after the first day of a calendar quarter or end on any date other than the last day of the calendar quarter, management fees will be pro rated.

#### *Fee Schedule for Global Fund Select Portfolios "GFS"*

<b>Account Value</b>	<b>Fee Per Annum</b>
\$500,000.00 and over	1.50%

See "Other Fees and Expenses" below for additional costs associated with the GFS program.

#### *Fee Schedule for Other Discretionary Portfolios*

<b>Account Value</b>	<b>Fee Per Annum</b>
Up to \$1,999,999.99	1.50%
\$2,000,000.00 to \$4,999,999.99	1.35%
\$5,000,000.00 to \$9,999,999.99	1.10%
\$10,000,000.00 to \$19,999,999.99	1.00%
\$20,000,000.00 and over	0.85%

See “Other Fees and Expenses” below for additional costs associated with the other discretionary portfolios.

### **Calculation and Deduction of Fees**

With respect to accounts that Adviser manages on a discretionary basis, including the specialized discretionary programs, Clients are generally required to authorize Adviser to directly debit management fees from client accounts quarterly. Management fees are deducted or billed, as applicable, quarterly.

### **Other Fees and Expenses**

With respect to GSP, GFS and other portfolio accounts, securities transaction costs (other than commissions) and third party administrative expenses will be charged to the account. Fixed income transactions may involve additional costs and brokers executing trades may charge mark-ups and mark-downs. In addition, if the client directs trades in the account the commissions, sales charges, trailing fees, mark-ups/mark-downs and costs and expenses associated with such directed transactions will be charged to the account.

With respect to Customized Discretionary Portfolios, Adviser’s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. In addition, the impact of mark-ups and mark-downs shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment advisers and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

With respect to all client accounts, clients should be aware that investment funds and exchange traded funds also charge internal management fees, which are disclosed in a fund’s prospectus. Such charges, fees and commissions are exclusive of and in addition to Adviser’s fee.

Please refer to Items 10-12 for additional information regarding other fees and expenses and Adviser’s affiliates.

### **Compensation for the Sale of Securities**

Some of Adviser’s supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, in their individual capacities as registered representatives of Adviser’s affiliated broker-dealer, EFG Capital International Corp. (“EFG Brokerage”). Supervised persons of Adviser not registered with EFG Brokerage do not receive such compensation in connection with accounts managed or advised by Adviser.

## **Item 6 – Types of Clients**

Adviser's clients generally may include individuals, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Adviser generally requires a minimum investment of \$500,000 to open a GFS account and a minimum investment of \$1 million to open a GSP account or a Customized Discretionary Account. Adviser in its sole discretion may reduce or waive any minimum investment requirements. Although there is no stated minimum to maintain an account after it is opened, Adviser recommends that clients keep accounts above the minimum required for opening of the respective account.

## **Item 7 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **General Description**

Adviser may analyze the securities and other investment products it offers through its various specialized area programs using charting, fundamental, technical and cyclical methods. Adviser's investment strategies used to implement discretionary investment advice given to clients include long term purchases (securities and other investment products held at least a year), short term purchases (securities and other investment products sold within a year), trading (securities and other investment products sold within 30 days) and the funds and other securities in which Adviser invests include such strategies as short sales, margin transactions, derivative and emerging markets. For the purposes of identifying various objective parameters, Adviser has created various ranges of risk/reward strategies to address clients' investment objectives. Several of the specialized programs are based on particular strategies, as described in Item 4.

Adviser is structured as an open architecture platform. There is a Global Investment Strategy Committee that determines fundamental global markets outlook (see Item 10 for more information on this Committee). Adviser, in coordination with Adviser's affiliates, performs due diligence on all third party managers and product providers. Adviser reviews, analyzes and supplements due diligence as necessary and makes an independent determination as to whether to approve a manager or product for client accounts.

### **Material Risks for Significant Investment Strategies**

While it is the intention of Adviser to implement strategies which are designed to minimize potential losses suffered by its clients, there can be no assurance that such strategies will be successful. It is possible that a client may lose a substantial proportion or all of its assets in connection with investment decisions made by Adviser. The following is a discussion of material risks for Adviser's significant investment strategies discussed above, but it does not purport to be a complete explanation of the risks involved with Adviser's investment strategies. In determining that these risks are

significant to Adviser's strategies, Adviser notes that while Adviser's management of accounts may not involve a significant or material amount of leveraging or investing in derivatives (among other risk factors discussed below), the underlying funds and investments that comprise client accounts may engage in leveraging, investing in derivatives and other practices that can materially impact the performance of such fund or investment, which may materially impact the value of Adviser's clients' portfolios.

### *Investment Objective*

There is no guarantee that in any time period, particularly in the short term, a client's portfolio will achieve appreciation in terms of capital growth or that a client's investment objective will be met by Adviser.

### *Leverage*

Adviser or the funds and other investment products in which client portfolios are invested may engage in investment strategies that constitute leverage. Such strategies may include the borrowing and short selling of securities, bonds, foreign exchange and the acquisition and disposal of certain types of derivative securities and instruments, such as swaps, futures and options. While leveraging creates an opportunity for greater total returns it also exposes a client to a greater risk of loss arising from adverse price changes. Where Adviser directly leverages a client account, the client can lose more than the amount invested. Where leverage is indirect (e.g., used by a fund manager for a fund in which Adviser's client is invested) a sharp decrease in the value of the investment can have a significant impact on a client's portfolio. For a further explanation of the risks involved in entering into certain leveraged transactions see the paragraph below headed "Derivatives."

### *Investments May Be Volatile*

The value of the securities in which Adviser invests on behalf of its clients may be volatile. These price movements may result from factors affecting individual companies, sectors or industries selected that may influence certain strategies or the securities market as a whole. Furthermore, a client will be subject to the risk that inflation, economic recession, changes in the general level of interest rates or other market conditions over which Adviser will have no control may adversely affect investment results.

### *Hedging transactions may increase risks of capital losses*

Adviser does not typically hedge client accounts directly, which can create more risk as well as opportunities for greater returns. Funds and other investment products in which Adviser invests clients' accounts may utilize a variety of financial instruments, such as options, for risk management purposes. While hedging transactions may seek to reduce risk, such transactions may result in a worse overall performance. Certain risks cannot be hedged, such as credit risk, relating both to particular securities and counterparties. Adviser will not always invest in funds that utilize hedging strategies.

### *Liquidity of investment portfolio*

The market for some securities in which Adviser invests directly or indirectly, on behalf of its clients, may be relatively illiquid. Liquidity relates to the ability to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid securities. Investment of a client's assets in relatively illiquid securities may restrict the ability of Adviser to dispose of investments at a price and time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Client accounts that are invested in funds or other instruments that contain illiquid investments will be subject to similar risks, which can negatively impact Adviser's clients.

### *Foreign currency markets*

Adviser's investment strategies may cause a client to be exposed to fluctuations in currency exchange rates where it invests directly or indirectly in securities denominated in currencies other than Americas dollars. Adviser does not engage in direct foreign currency trading. However, the underlying funds and other investment vehicles may engage in direct foreign currency trading. The markets in which foreign exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency.

### *Derivatives*

Adviser's investment strategy may cause a client to be exposed to derivatives including instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment, but may also expose a client to the possibility of a loss exceeding the original amount invested.

### *Settlement risks*

Adviser's investment strategies may expose a client to the credit risk of parties with whom Adviser, on behalf of the client or the underlying funds, trades and to the risk of settlement default. Market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk.

Although the emerging markets have grown rapidly over the last few years, the clearing, settlement and registration systems available to effect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a client's portfolio or investments in such portfolios.

### *Short selling*

Adviser typically will not directly engage in short selling in client accounts. However, Adviser may invest in funds and other securities on behalf of its clients that may sell securities of an issuer short. Short selling by a fund manager can significantly impact the value and volatility of a fund held in a client's account.

Generally, if the price of the issuer's securities declines the short position may be covered with securities purchased in the market. The profit realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale. The possible losses from selling short securities differ from losses that could be incurred from a cash investment in the security; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by the various national and regional securities exchanges, which restrictions could limit investment activities.

### *Emerging Markets*

Adviser's investment strategies include direct and indirect investments in securities in emerging markets and such investments involve special considerations and risks. These include a possibility of nationalization, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of a client's investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country. The economies of many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. Investments in products of emerging market may also become illiquid which may constrain Adviser's ability to realize some or all of a client's portfolio holdings. Accounting standards in emerging market countries may not be as stringent as accounting standards in developed countries.

### *Investment Concentration*

Some client accounts may have a high concentration in one sector, industry, issuer or security that may subject such accounts to greater risk of loss in the event such investments take an economic downturn.

### **Material Risks for Particular Types of Securities**

Adviser invests in particular types of securities in certain specialized programs. In particular, Adviser concentrates each program in certain types of investments, as follows: (i) mutual funds and I-shares for the GFS program, (ii) mutual funds, ETFs, single bonds, hedge funds and structured products for the GSP program. The material risks involved in Adviser's recommending these types of securities and investment products are described above.

## **Item 8 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of an adviser or the integrity of the adviser's management. Adviser has no information applicable to this Item.

## **Item 9 – Other Financial Industry Activities and Affiliations**

### **Broker-Dealer Registration**

Adviser is not registered with the Securities and Exchange Commission SEC as a broker-dealer. Some of Adviser's management persons are registered representatives of Adviser's affiliated broker-dealer EFG Brokerage.

### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

None of Adviser or its management persons are registered with the Commodity Futures Trading Commission ("CFTC") as a futures commission merchant ("FCM"), a commodity pool operator ("CPO") or a commodity trading advisor ("CTA") or an associated person of the foregoing.

### **Other Material Relationships**

Adviser has relationships with EFG Brokerage and EFG Bank SA ("EFG Bank") that are material to Adviser's advisory business and its clients. Generally, Adviser will execute securities transactions through EFG Brokerage. EFG Brokerage may act as the broker for the client's account in equity and in fixed income securities on an agency or riskless principal basis. Subject to the advisory contract with the client, EFG Brokerage may act as broker for the client's account in derivatives and investment products, including investment funds, "indexed" or "structured" products. EFG Brokerage and/or its affiliates may receive fees and other compensation in the form of management fees, placement fees, sales charges, redemption fees, structuring fees and trailer fees from

the products they issue and/or manage, as well as from third-party products. In addition, clients that purchase these products through their accounts may be charged a fee by EFG Brokerage at the account level and also indirectly charged a management fee and/or performance fee by the managers of the investment funds.

Adviser believes that using EFG Brokerage will be in the best interest of its clients. However, because of such designation, EFG Brokerage's commission rates or spreads are not negotiated freely. Accordingly, transactions through EFG Brokerage may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Adviser freely negotiated commission rates or spreads, or selected broker-dealers on a competitive basis. EFG Brokerage will not charge commissions or mark-ups/mark-downs without the prior approval of clients as more fully described in Item 11. In addition, as more fully described in Item 12, Adviser also monitors the execution capabilities of other broker-dealers in relation to EFG Brokerage to judge the range and quality of the professional services provided by such firms, and Adviser may choose to use other broker-dealers in lieu of EFG Brokerage.

Adviser also has a relationship with EFG Bank that is material to Adviser's advisory business and its clients because EFG Bank acts as the qualified custodian for certain client accounts. Adviser has policies and procedures in place to comply with the requirements of Rule 206(4)-2 of the Adviser's Act that are applicable to the Bank's role as qualified custodian for client accounts. In addition, Adviser may also establish referral relationships with EFG Brokerage, EFG Bank, and their respective affiliates pursuant to which each party will refer prospective clients to each other and the referring affiliate may receive fees for its respective referrals.

### **Other Relationship**

The Adviser's Chief Investment Officer is a member of the Global Investment Strategy Committee along with personnel of several affiliates. The global committee takes a general "top down" macroeconomic approach in analyzing economies, currencies, markets and sectors rather than discussing individual investment alternatives or specific securities. Adviser is responsible for identifying, structuring, monitoring, investing and liquidating investments in client accounts. This design and day-to-day management of client portfolios is determined by Adviser through the assigned portfolio manager. The global committee does not have access to or knowledge of the specific composition of accounts of Adviser's clients or information concerning the specific investment decisions and recommendations made to Adviser's clients.

In addition, affiliates of Adviser produce lists of hedge funds and mutual funds that have been researched and deemed "approved" for investment on an EFG enterprise-wide basis. Adviser and its personnel review such lists and perform their own due diligence on such funds prior to placing them on the approved list of Adviser. Adviser may invest in funds and other financial products that are not on the global approved list in accordance with Adviser's policies where Adviser determines that such investment is appropriate for a client account. However, Adviser typically places new investments in funds that are on the global approved list.

## **Item 10 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **Code of Ethics**

Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 of the Investment Advisers Act of 1940 that permits investment personnel to invest in securities, including securities that may be purchased or held by Adviser’s clients, for their own accounts. The Code governs the investment in securities by personnel designated as Access Persons and Covered Persons of Adviser. The purpose of the Code is to assure that personal transactions do not conflict with client transactions and that in any situation where the potential for conflict exists, client interests take precedence.

The Code states that no Access Person (as defined in the Code) may directly or indirectly acquire beneficial ownership of any Reportable Security in an Initial Public Offering or certain Limited Offerings without prior approval and clearance from the Chief Compliance Officer. Clearance may be granted if the Chief Compliance Officer believes that, due to the nature of the investment, the possibility of conflicts is very unlikely to arise and the risk of abuse is minimal or non-existent.

The Code states that no Covered Person (as defined in the Code) may place an order for the purchase or sale of any security for an Employee-Related Account (as defined in the Code) until the transaction has been approved by the Chief Compliance Officer in accordance with certain procedures. In submitting such a request, a Covered Person must represent that to the best of his knowledge and belief, and after due inquiry, the Covered Person is not in possession of any material, nonpublic information concerning the security proposed to be bought or sold, and the proposed transaction is not otherwise prohibited by Adviser’s Compliance Manual.

In addition, Covered Persons must report any violations of the Code (including the Policies, as defined in the Code) to Adviser’s Chief Compliance Officer in addition to any other persons named in the Policies. Covered Persons are required on an annual basis to review the Code (including the Policies) and complete and sign an acknowledgment of understanding of and compliance with the Code. Access Persons must provide a report of securities holdings to the Chief Compliance Officer upon first becoming an Access Person, and annually thereafter.

Adviser will provide a copy of the Code to any client or prospective client upon request.

### **Participation or Interest in Client Transactions and Associated Conflicts of Interest**

When EFG Brokerage is acting as a broker with respect to a fixed income transaction executed for a client of Adviser, it will generally act on a riskless principal basis rather than on an agency basis. A riskless principal transaction refers to a transaction where EFG Brokerage, after receiving an order to buy (or sell) a security for a client, purchases (or sells) the security for its own account to offset a contemporaneous sale to (or purchase from) the client. In such instances, EFG Brokerage provides clients

disclosure regarding the capacity in which EFG Brokerage is acting. EFG Brokerage may charge a mark-up or mark-down in certain riskless principal transactions. Equity transactions are generally executed on an agency basis, but may be executed on a riskless principal basis using the same procedures and equivalent pricing as for fixed-income securities.

From time to time, EFG Brokerage may engage in agency cross transactions for Adviser's clients. An agency cross transaction occurs when EFG Brokerage acts as broker for both Adviser's advisory clients and for other customers of EFG Brokerage on the other side of the transaction. Agency cross transactions will be executed only after obtaining prospective written consent from the advisory client, which consent can be terminated at any time with written notice to Adviser. Adviser does not advise both the seller and purchaser with regard to an agency-cross transaction. EFG Brokerage may also engage from time to time in so-called "cross transactions" in which it effects trades between Adviser's advisory client accounts. EFG Brokerage will only effect such transactions to the extent that it is able to achieve "best execution" for each client. The price will be set generally at the mid-point between the bid and ask price (or last sale price in the case of exchange listed securities) and EFG Brokerage will not charge commissions or other compensation in connection with the transaction.

Adviser may recommend or invest in securities, including funds, issued or managed by its affiliates (or where the affiliate acts as general partner) in which its affiliates have a material financial interest. Adviser has policies that require personnel who develop advice and recommendations for clients to render only disinterested and impartial advice to clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are suitable for the particular client.

In addition, Adviser and its affiliates may from time to time perform a variety of services for, or solicit business from, a variety of companies, including issuers of securities that Adviser may recommend for purchase or sale by, or effect transactions for the account of, Adviser's clients. In connection with providing these services, Adviser and its directors, officers or employees and other affiliates may come into possession of material nonpublic and other confidential information that if disclosed might affect an investor's decision to buy, sell or hold a security. Under applicable law, Adviser and such persons and affiliates are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any other person, regardless of whether such other person is a client of Adviser. Accordingly, should Adviser or any such persons or affiliates come into possession of material nonpublic or other confidential information with respect to any company, they will be prohibited from communicating such information to their clients, and Adviser will have no responsibility or liability for failing to disclose such information to its clients as a result of following its policies and procedures designed to comply with applicable law.

### **Investments in Securities by Adviser and its Personnel**

Adviser's personnel or a related person may invest in the same or similar securities and investments as those recommended to or entered into on behalf of Adviser's clients.

The results of the investment activities of Adviser's personnel or related persons for their accounts may differ from the results achieved by or for client accounts managed by Adviser. The conflicts raised by these circumstances are discussed below.

Adviser may recommend or effect the purchase or sale of securities in which its related persons or an affiliate, directly or indirectly, has a position or interest, or of which related or affiliated person buys or sells for itself. Such transactions may also include trading in securities in a manner inconsistent with the advice given to Adviser's clients.

Activities and transactions for client accounts may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had Adviser or related persons not pursued a particular course of action with respect to the issuer of the securities. In addition, in certain instances Adviser's personnel may obtain information about the issuer that could limit the ability of such personnel to buy or sell securities of the issuer on behalf of client accounts.

Transactions undertaken by Adviser's clients may also adversely impact one or more client accounts. Other clients of the Adviser may have, as a result of receiving client reports or otherwise, access to information regarding Adviser's transactions or views that may affect their transactions outside of accounts controlled by Adviser, and such transactions may negatively impact other clients' accounts. A client's account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other clients' accounts. These effects can be more pronounced in less liquid markets.

The results of the investment activities of a client's account may differ significantly from the results achieved by Advisers related persons and from the results achieved by Adviser for other client accounts.

As more fully described above, Adviser has adopted a Code of Ethics. Such Code of Ethics together with Advisers policies and procedures restrict the ability of certain officers and employees of Adviser from engaging in securities transactions in any securities that its clients have purchased, sold or considered for purchase or sale, for an appropriate "black out" period. Other restrictions and reporting requirements are included in Advisers procedures and Code of Ethics to minimize or eliminate conflicts of interest.

### **Trading Alongside by Adviser and its Personnel**

Client accounts managed by Adviser may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Adviser. Investments by Adviser's affiliates and their clients may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a client's account, particularly in small capitalization, emerging market or less liquid strategies. This may occur when portfolio decisions regarding a client's account are based on research or other information that is also used to support portfolio decisions for Adviser's affiliates. If a portfolio decision or strategy for Adviser's affiliates' accounts or the accounts of clients of affiliates is implemented ahead of, or contemporaneously with,

similar portfolio decisions or strategies for Adviser's client's account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased.

Advisory personnel who are registered representatives of EFG Brokerage may receive commission and fees for recommending transactions to brokerage customers of EFG Brokerage that are higher than the fees earned for recommending or directing such transactions for clients of Adviser. In addition to the disclosure in this brochure, personnel who are responsible for determining the recommendations and investments for Adviser's client accounts disclose their status as registered representatives of EFG Brokerage, as well as their receipt of commissions and other fees for the sale of securities in Adviser's Brochure Supplement provided to clients. Adviser also has policies that address these potential conflicts. Adviser's policies require personnel who develop advice and recommendations for clients to render only disinterested and impartial advice to clients and to comply with other fiduciary obligations.

As discussed in Item 10, the members of the Global Investment Strategy Committee do not have access to or knowledge of the specific composition of accounts of Adviser's clients or information concerning the specific investment decisions and recommendations made to Adviser's clients. Furthermore, such Committee does not discuss specific securities. Accordingly, no material conflict should arise by virtue of such Committee's activities.

## **Item 11 – Brokerage Practices**

### **Broker-Dealer Selection**

Generally, Adviser will execute securities transactions through EFG Brokerage. Adviser believes that using EFG Brokerage will be in the best interest of its clients. However, because of such designation, EFG Brokerage's commission rates or spreads are not negotiated freely. Accordingly, transactions through EFG Brokerage may result in higher commissions, greater spreads, or less favorable net prices than might be the case if EFG Brokerage freely negotiated commission rates or spreads, or selected broker-dealers on a competitive basis. EFG Brokerage charges commissions or mark-ups/mark-downs on transactions executed for Advisers clients subject to the conditions described herein. The foregoing notwithstanding, Adviser will monitor the execution capabilities of all broker-dealers it uses on an ongoing basis and may direct client securities transactions to other broker-dealers as appropriate.

In arranging for the purchase and sale of the portfolio securities of Adviser's clients, EFG Brokerage takes numerous factors into consideration. These include any legal restrictions, such as those imposed under the securities laws, and any client imposed restrictions. Within these constraints, EFG Brokerage employs or deals with members of the securities exchanges and other brokers and dealers as may in its judgment implement the policy of obtaining best execution (i.e., prompt and reliable execution at the most favorable prices obtainable under the prevailing market conditions) of portfolio transactions.

Under circumstances in which Adviser will seek the services of other registered brokers or dealers, Adviser will, in determining the abilities of a broker or dealer to obtain best execution of portfolio transactions, consider all relevant factors, including the execution capabilities required by the transactions; the ability and willingness of the broker or dealer to facilitate the accounts' transactions by participating therein for its own account; the importance of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker or dealer; as well as other matters relevant to the selection of a broker or dealer. Adviser does not adhere to any rigid formula in making the selection of the applicable broker or dealer for portfolio transactions, but weighs a combination of the preceding factors. Accordingly Adviser will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

### **Research and Other Soft Dollar Benefits**

Adviser currently has no written soft dollar agreements. Adviser will generally execute securities transactions through EFG Brokerage, and accordingly, does not typically direct brokerage in consideration for research received. However, when Adviser uses a broker other than EFG Brokerage, it may consider receipt of research among many factors in determining which broker to select, as described above. In such case, clients may pay higher commissions or mark-ups/markdowns than with another broker that does not provide such research. Because Adviser does not have to pay for the research, Adviser may have an incentive for selecting such broker rather than for obtaining the lowest commission, most favorable net price or smallest spread. Adviser's policies require that when paying in excess of what another broker would have charged for effecting the transaction the investment officer must document his good faith determination that the commission is reasonable in relation to the value of brokerage and research received. Adviser uses the benefits it receives from third-party research for all client accounts. Research is received from third-party brokers as well as from Adviser's affiliates. EFG Brokerage does not produce research reports and therefore Adviser does not receive research from EFG Brokerage.

### **Brokerage for Client Referrals**

Generally, Adviser will execute securities transactions through EFG Brokerage. Adviser generally does not consider, in selecting or recommending broker-dealers, whether Adviser or a related person receives client referrals from the broker-dealer or third party.

### **Directed Brokerage**

As described above in this item, Adviser generally directs brokerage to its affiliate, EFG Brokerage. (See above in this Item 12 for a description of the conflicts of interest of such direction.) Not all Advisers use predominantly a single broker. Furthermore, a client may direct that Adviser use a particular broker or dealer to execute transactions or

may impose price restrictions for purposes of executing orders for securities. Where a client has directed the use of particular broker or dealer or set forth fee and price restrictions, Adviser may not be in a position to negotiate freely commission rates or spreads, or to select brokers or dealers on the basis of best execution. Additionally, transactions for a client that has directed that Adviser use a particular broker or dealer or follow his/her fee and price restrictions may not be commingled or “batched” for purposes of execution with orders for the same securities for other accounts managed by Adviser. Accordingly, the direction by a client of a particular broker or dealer to execute transactions for his/her or its account or comply with price or fee restrictions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Adviser were empowered to negotiate freely commission rates or spreads, or to select brokers or dealers on the basis of best execution. Further, as discussed in the Item 5, in Adviser’s discretionary programs that typically do not charge additional brokerage commissions and certain other fees, such charges will be included where the client directs brokerage.

### **Aggregation of Trades**

Where practicable, all client portfolio orders for the same security may be combined or “batched” and executed as block transactions in order to facilitate best execution as well as for the purpose of negotiating more favorable brokerage commissions. Where a block trade is executed for a number of client accounts, the average execution price on all of the purchases and sales that are aggregated to this purpose should be used for all accounts. Certain block transactions may result in client accounts having allocated amounts that are lower than a minimum tradable amount for a security, which can impact the liquidity or transferability of the security. In such cases, Adviser will make best efforts to find alternate means of liquidity. If an entire block is not fully executed on the same day, Adviser’s policies require an allocation method that is fair and reasonable to all clients.

### **Privacy**

The privacy of Adviser’s customers is important to Adviser. Adviser understands the importance its clients place on the privacy and security of information that personally identifies you or your account. That is why Adviser is committed to maintaining the confidentiality, integrity and security of its clients’ personal information. Adviser’s relationship with its clients is its most valuable asset, and in a continued effort to maintain the clients’ trust and confidence, we would like the client to be aware of our policy to protect the confidentiality and security of their personal information. This policy covers personally identifiable information about our current and former clients. Personal information is protected by Adviser in a number of ways.

#### **Protecting Information**

Keeping financial information secure is one of Adviser’s most important responsibilities. Adviser will safeguard, according to strict standards of security and confidentiality, any information its customers share with Adviser.

Adviser will always maintain control over the confidentiality of its customers' information. All of Adviser's employees are subject to a strict policy requiring confidential treatment of customer information, are trained in the proper handling of customer information, and are subject to disciplinary action if they fail to follow this policy.

Adviser maintains physical, electronic and procedural safeguards to protect its customers' personal information. Adviser continually assesses new technology for protecting information and upgrading its systems when appropriate.

### Collecting Information

Adviser limits the collection and use of personal information to what is necessary to administer Adviser's business and to deliver superior service to the customer. This may include advising the customer about Adviser's products, services, and other opportunities that Adviser believes may interest the customer. Customer information collected by Adviser is limited to information the customer provides us on applications or other forms; information about customer transactions and account experience with Adviser, its affiliates or others; information from a consumer reporting agency, such as information about customer's creditworthiness or credit history; and information from other outside sources regarding their employment, credit or other relationship with the customer or verifying representations made by the customer.

### Sharing Information

Unlike many other financial institutions, Adviser does not sell, share or disclose, nor intend to sell share or disclose any of its customers personal information to anyone outside of the EFG Bank Group (this includes marketers and non affiliated third parties). The customer does not need to take any action to prevent disclosure, because its personal information will never be disclosed to any external organization unless Adviser has first notified you.

Adviser may disclose and share all of the information that it collects as described above among the EFG Bank Group, which includes Adviser's parent company and its subsidiaries, as well as with our attorneys, accountants and other advisors on a need-to-know basis.

Adviser may disclose or report personal information to nonaffiliated third parties as permitted by law, or to perform necessary credit checks or collect or report debts owed to Adviser, or to protect Adviser's rights or property.

Adviser may also disclose or report personal information to JPMorgan Clearing Corp. or Pershing LLC, EFG Brokerage's clearing firms, as required and permitted by law. JPMorgan and Pershing are registered broker dealers and subject to the same type of restrictions as we are on disclosing personal information.

On occasion, Adviser hires individuals and companies to provide support services or act on Adviser's behalf. These companies may include payment processing companies, data processing companies, courier and mailing services, record storage companies, and consultants. These individuals and companies might assist Adviser in fulfilling the customers' service requests, processing the transactions, or mailing account statements. All of these companies act on Adviser's behalf, and are contractually obligated to keep the information that Adviser provides to them strictly confidential, and use the information only to provide the services Adviser has asked them to perform.

## Making Sure Information Is Accurate

Keeping the customers' account information accurate and up to date is very important. If the customers ever find that their account information is incomplete, inaccurate or not current, they should notify Adviser by sending an email to [compliance@efgcapital.com](mailto:compliance@efgcapital.com). Adviser will promptly update or correct any erroneous information.

## Keeping Our Privacy Policy Up To Date

Adviser will continuously assess itself to ensure that customer privacy is respected. Additionally, Adviser will provide notice of its privacy policy to its customers in an annual basis. The customer can always review Adviser's current policy notice in its Website or by contacting Adviser for a copy.

## Tape Recording

Adviser may record phone calls.

Adviser maintains an internal "Do Not Call" list and you may elect to be placed on this list at any time by calling Adviser at 305.482.8000 or e-mailing Adviser at [compliance@efgcapital.com](mailto:compliance@efgcapital.com) and asking for the Compliance Department. You may contact the Adviser's compliance department to obtain further information regarding Adviser's privacy policies and telephone solicitation policies. (please see contact information below).

Adviser Compliance Department: EFG Asset Management, Attention: Compliance Department, 701 Brickell Avenue, 9th Floor, Miami FL 33131; Phone Number – 305.482.8000; E-mail - [compliance@efgcapital.com](mailto:compliance@efgcapital.com).

## **Item 12 – Review of Accounts**

### **Review of Accounts**

For discretionary accounts, the portfolio manager on the account will review accounts on an ongoing regular basis. At a minimum, each account will also be reviewed at least once in a calendar year by members of the Investment Review Committee (the "IRC"). The IRC consists of at least one principal. All new accounts will be acknowledged at the first quarterly meeting after the client has signed an advisory agreement with the firm. An account may be reviewed immediately or on a more frequent basis to the extent that the account could be affected by information concerning economic or market conditions, individual companies or industries.

### **Factors Triggering a Review**

An account may be reviewed immediately or on a more frequent basis to the extent that the account could be affected by information concerning economic or market conditions, individual companies or industries. In addition, Adviser also performs reviews of its client's accounts as appropriate based on, among other things, changes in market conditions security positions, changes in a client's investment objective or

policies, or in response to a request by a client for a meeting or the occurrence of such meeting.

## **Client Reports**

The qualified custodian for a client account will provide the client with a monthly or quarterly statement of the value of the client's account. These reports generally include, among other things, a summary of all activity in the account, including all purchases and sales of securities and any debits and credits to the account, a summary of holdings including a portfolio valuation, and the change in value of the client's account(s) during the reporting period. Clients may also receive performance reports produced by Adviser.

## **Item 13 – Client Referrals and Other Compensation**

Adviser's compensation is in the form of management fees. Please refer to Item 5 for additional details. Adviser makes cash payments to third-party solicitors for client referrals provided that each such solicitor enters into a written agreement with Adviser pursuant to which the solicitor will provide each prospective client with a copy of Adviser's Form ADV Part 2 and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Adviser and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act. In addition, Adviser has established referral relationships from time to time with affiliates pursuant to which each party will refer prospective clients to each other and the referring affiliate may receive fees for its respective referrals. Adviser receives referrals from outside attorneys, accountants and other professionals and may enter into remuneration agreements from time to time.

## **Item 14 – Custody**

Clients should receive statements at least quarterly from their qualified custodian. The qualified custodian for discretionary accounts is typically Pershing LLC, JPMorgan Clearing Corp. or EFG Bank and affiliates. Adviser also sends out periodic performance reports. Adviser urges clients to compare the account statements they receive from their qualified custodian with the performance reports they receive from Adviser.

## **Item 15 – Investment Discretion**

With respect to Adviser's discretionary programs and accounts, Adviser is generally conferred with discretionary authority to make the following determinations without obtaining the consent of the client before a transaction is effected:

- which securities are to be bought or sold;
- the total amount of the securities to be bought or sold;
- the broker or dealer through whom securities are to be bought or sold; and
- the commission rates at which securities transactions for client accounts are effected.

Adviser receives discretionary authority from the client at the outset of the advisory relationship. The client enters into a portfolio management agreement with Adviser that provides Adviser with the discretion to select the identity and amount of securities to be bought or sold.

When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of its clients. Investment guidelines and restrictions must be provided to Adviser in writing and may be provided with respect to most accounts and programs other than the GFS accounts (See Item 4 for Additional Information). Clients may indicate restrictions in their portfolio management agreement.

Adviser's authorization to purchase and sell derivative investment products on a fully discretionary basis and to leverage client accounts shall generally be limited only by the requirement that the investments be consistent with the client's investment objectives as communicated by the client to Adviser from time to time.

## **Item 16 – Voting Client Securities**

### **Proxy Voting Policies – Authority to Vote**

Adviser generally votes proxies relating to securities held in discretionary client accounts. Arrangements may also be made to forward the proxies to clients for their voting if the client instructs otherwise. If Adviser votes a proxy, a record of how Adviser has voted is available free of charge and will be provided upon a client's request.

SEC-registered advisers that have the authority to vote proxies (which authority may be implied from a general grant of investment discretion) are required to adopt policies and procedures reasonably designed to ensure, among other things, that the adviser votes proxies in the best interests of its clients. Advisers also must maintain certain records on proxy voting. Adviser's proxy voting policies and procedures are set out below. Additional information will be provided at the request of a client.

In accounts where Adviser votes proxies, Adviser will determine to vote a proxy depending on, among other things, the cost of analyzing the proxy compared to the expected benefit of the vote to its clients, the subject of the proxy and the size of the position the clients hold in the issuer (proxies of issuers in which clients hold a small position are less likely to be voted than those for issuers in which clients have made a controlling investment). In determining how to vote individual proxies, Adviser shall take into account the best interests of its clients as well as any potential conflicts of interest among its clients and Adviser or its affiliates. Adviser or its delegate shall make and keep a written record of how all proxies have been voted on behalf of clients. Adviser is responsible for identifying any potential conflicts of interest that may arise in the proxy voting process

Examples of conflicts may include situations where Adviser or its affiliates have a material business relationship with a proponent of a proxy proposal, which may influence how the vote is cast, or has a business or personal relationship with

participants in a proxy contest, directors, or candidates for directorships (other than by virtue of Adviser employee's status as a director of the company). Adviser will refer any such conflicts of interest to the Designated Principals for resolution.

Adviser will retain (i) its proxy voting policies and procedures; (ii) proxy statements received regarding client securities (Adviser may rely on proxy statements filed on the SEC's EDGAR system instead of keeping its own copies); (iii) records of votes cast on behalf of clients; (iv) records of clients requests for proxy voting information, and (v) any specific documents Adviser prepared that were material to making a decision how to vote, or that memorialized the basis for the decision.

## **Item 17 – Financial Information**

Adviser does not require prepayment of fees six month or more in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## **Item 18 – Requirements for State-Registered Advisers**

Advisers who are registered or are registering with state securities authorities are required in this Item 19 to provide you with certain information about their business and management teams.

Adviser is neither registered nor registering with any state securities authorities.