

# CARDINAL POINT CAPITAL

Cardinal Point Capital LLC  
FORM ADV PART 2A – FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Cardinal Point Capital LLC (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at (415) 421-8004 and/or [info@cardinalpointcapital.com](mailto:info@cardinalpointcapital.com). This information has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Cardinal Point Capital LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

# CARDINAL POINT CAPITAL

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## **Item 4: Advisory Business**

### **A. The Company**

The Adviser is an investment adviser registered with the United States Securities and Exchange Commission with its principal place of business in San Francisco, California. The Adviser commenced operations as an investment adviser on September 26th, 2003. Mark Sippelle, Greg Elmlinger and Michelle Park are the principal owners.

### **B. Description of Advisory Services**

The Advisor provides the following advisory services on a discretionary basis to its clients, which include individuals and institutions with separately managed accounts and pooled investment vehicles: managing investment advisory accounts not involving investment supervisory services.

### **C. Availability of Tailored Services for Individual Clients**

Under certain circumstances, the Adviser may agree to tailor advisory services to the individual needs of clients.

### **D. Wrap Fee Programs**

The Adviser does not participate in wrap-fee programs.

### **E. Client Assets Under Management**

As of December 31, 2012, the Adviser had approximately \$272,000,000 of regulatory assets under management. As of that date, all assets were managed on a discretionary basis.

## Item 5: Fees and Compensation

### A. Advisory Fees and Compensation

The Adviser charges each client an investment management fee based on the value of the client's asset under management equal to 1.5% per annum.

Investment management fees are charged quarterly in arrears based on the total market value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) on the last day of the quarter. If a new client account is established during a quarter or a client makes an addition to its account during a quarter, the investment management fee will be prorated for the number of days remaining in the quarter. If a client's investment management agreement is terminated, or a withdrawal is made from a client account, during a quarter, the fee payable to the adviser will be calculated based on the value of the assets on the termination date or withdrawal date and prorated for the number of days during the quarter in which the investment management arrangement was in effect or such amount was in the account.

These fees are not negotiable.

The Adviser or one of its affiliates will receive performance-based compensation based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle). The current performance-based compensation rate is 20%.

These fees are not negotiable.

The Adviser, in its sole discretion, may, in effect, waive or reduce the investment management fee and/or performance-based compensation for members, principals, employees or affiliates of the Adviser, relatives of such persons and certain large or strategic investors.

### B. Payment of Fees:

The Adviser deducts the investment management fee and the performance fee from client accounts by instructing the client's custodian. The Advisor generally deducts client accounts for investment management fees quarterly, and annually for performance-based compensation.

### C. Other Fees and Expenses:

In addition to paying investment management fees and performance-based fees, client accounts will also be subject to other investment expenses such as custodial charges, brokerage fees, commissions and related costs; interest expenses; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; and costs, expenses and fees (including, investment advisory and other fees charged by investment advisers with, or funds in, which the *client's* account invests) associated with products or services that may be necessary or incidental to such investments or accounts.

Client assets may be invested in pooled investment vehicles. In these cases, clients will bear their pro rata share of the underlying fund's operating and other expenses including, in addition to those listed above: sales expenses, legal expenses; internal and external accounting, audit and tax preparation expenses; and organizational expenses.

Client assets may be invested in a master-feeder structure. The feeder funds bear a pro rata share of the expenses associated with the related master fund.

**D. Prepayment of Fees**

Clients do not prepay fees.

**E. Additional Compensation and Conflicts of Interest**

Neither the Adviser nor its supervised persons receives compensation either directly or indirectly in connection with the sale of securities or other investment products.

## Item 6: Performance-Based Fees and Side-by-Side Management

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients. The Adviser is paid performance-based compensation by its private pooled investment vehicle clients and certain other client accounts.

In addition, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When the Adviser and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. The Adviser and its investment personnel have a greater incentive to favor client accounts that pay the Adviser higher performance-based compensation or higher fees.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. The Adviser's procedures also require the objective allocation for limited opportunities to ensure fair and equitable allocation among accounts. These areas are monitored by the Adviser's Chief Compliance Officer.

## Item 7: Types of Clients

The Adviser's clients consist of pooled investment vehicles, individuals and institutions.

The Adviser generally requires that a client invests a minimum of \$5,000,000 to open an account. If the account size falls below the minimum requirement due to market fluctuations only, a client will not be required to invest additional funds with the Adviser to meet the minimum account size.

With respect to any client that is a pooled investment vehicle, any initial and additional subscription minimums are disclosed in the offering memorandum for the pooled investment vehicle.

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

### A. Methods of Analysis and Investment Strategies

The adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The primary method of analysis is fundamental research.

The Adviser employs the following investment strategy:

*Fundamental Value.* The Adviser engages in a fundamental value investment strategy wherein the Adviser attempts to invest in securities the Adviser believes are undervalued by the market.

*Buy and Hold.* The Adviser engages in a buy and hold investment strategy wherein the Adviser buys securities and holds them for a relatively longer period of time, regardless of short-term factors such as fluctuations in the market or volatility of the price.

*Leverage.* The Adviser's investment program utilizes leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments.

*Hedging.* The Adviser can utilize a variety of financial instruments such as credit default swaps and other derivatives for risk management purposes.

*Short Selling.* The Adviser engages in short selling strategies. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline. The Adviser makes short sales as a form of hedging to offset potential declines in long positions in similar securities, in order to maintain flexibility and for profit.

These methods, strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

### B. Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies:

*Issuer-Specific Changes.* Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

*Leverage.* Performance may be more volatile if a *client's* account employs leverage.

*Lack of Diversification.* *Client* accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, *client* portfolios are subject to more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments.



*Interest Rate Risks.* Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

*Hedging.* There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Adviser's investment portfolios than if the Adviser did not engage in any such hedging transactions.

*Short Selling Risk.* The Adviser's investment program includes short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

### **C. Risks Associated With types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks)**

*Fixed-Income and Debt Securities.* Investment in fixed-income and debt securities such as bonds, notes and asset-backed securities, subject a client's portfolios to the risk that the value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio's income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that debt to decline. Lastly, investments in debt securities will also subject the investments to the risk that the securities may fluctuate more in price, and are less liquid than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially, and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.

*Illiquid Instruments.* Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and the Adviser's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the Adviser to obtain market quotations based on actual trades for the purpose of valuing a fund's portfolio.

*Derivatives.* Swaps, and certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile.

The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the *client* or the Adviser. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the *client's* account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

## Item 9: Disciplinary Information

This Item is not applicable.

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

### **A. Broker-Dealer Registration Status**

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **B. Commodities-Related Registration**

Neither the Adviser nor any of its management persons is registered or has an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

### **C. Material Relationships or Arrangements with Industry Participants**

Capital Bank-Grawe Group AG ("Capital Bank"), an Austrian banking institution, is a member of the Adviser and a large shareholder of a private fund advised by the Adviser. In addition, an employee of the Adviser is paid by Capital Bank. Capital Bank does not have control over the Adviser and neither Capital Bank nor the employee that they pay is on the Adviser's investment committee.

Each of the limited partnerships or private funds for which the Adviser or its related person serves as general partner or investment manager has entered or may in the future enter into agreements, or "side letters," with prospective or existing limited partners or shareholders whereby such limited partners or shareholders may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the partnership or fund. For example, such terms and conditions may provide for special rights to make future investments in the partnership, other investment vehicles or managed accounts; special redemption rights, relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the limited partner or shareholder and/or other terms; rights to receive reports from the partnership on a more frequent basis or that include information not provided to other limited partners or shareholders (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the partnership or fund and such limited partners or shareholders. The modifications are solely at the discretion of the partnership or fund and may, among other things, be based on the size of the limited partner's or shareholder's investment in the partnership or fund or affiliated investment entity, an agreement by a limited partner or shareholder to maintain such investment in the partnership or fund for a significant period of time, or other similar commitment by a limited partner or shareholder to the partnership or fund.

### **D. Material Conflicts of Interest Relating to Other Investment Advisers**

The Adviser does not recommend or select other investment advisers for its clients.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### **A. Code of Ethics**

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its access persons to put the interests of the Adviser's clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Michelle Park, Chief Compliance Officer by email at [info@cardinalpointcapital.com](mailto:info@cardinalpointcapital.com), or by telephone at 415-421-8004. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by access persons.

The Adviser, in the course of its investment management and other activities (e.g., board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its access persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law. The Adviser's Chief Compliance Officer maintains a list (the "Prohibited List") of issuers in which the Adviser has come into possession of confidential or material nonpublic information. The Adviser's Code prohibits the Adviser or its access persons from trading, either on behalf of client accounts or personally, in any security of an issuer appearing on the Prohibited List.

### **B. Client Transactions in Securities where Adviser has a Material Financial Interest.**

Neither the Adviser nor its access persons recommend, buy nor sell for client accounts, securities in which the adviser or access persons has a material financial interest.

### **C. Investing in Securities Recommended to Clients**

The Adviser or its access persons invests in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or an access person recommends to clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its access person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting the Adviser's or its access person's objectivity, these practices by the Adviser or its access persons may also harm clients by adversely affecting the price at which the clients' trades are executed. The Adviser has adopted the following procedures in an

effort to minimize such conflicts: The Adviser requires its access persons to pre-clear all transactions in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients. All of the Adviser's access persons are required to disclose their securities transactions on a quarterly basis and holdings on an annual basis. Trading in employee accounts is reviewed by the Chief Compliance Officer and compared with transactions for the client accounts and reviewed against the Prohibited List.

To the extent that the Adviser or an access person or any of their employees own securities that the Adviser or its access person also recommends to clients, such clients' proxies will be voted according to predetermined guidelines rather than subject to the Adviser's or its access person's discretion.

#### **D. Conflicts of Interest Created by Contemporaneous Trading**

The Adviser's Code of Ethics requires preclearance of all transactions in the personal accounts of its access persons by the Chief Compliance Officer. No approval for transactions in securities being purchased by, or sold from, client accounts will be granted at or about the same time as the Advisor is buying or selling the same security (or related security) for client accounts. The Advisor does not invest for its own account.

## Item 12: Brokerage Practices

### A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser's Chief Compliance Officer and traders meet periodically to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors.

**1. Research and Other Soft Dollar Benefits:** The Adviser receives research or other products or services other than execution from a broker-dealer in connection with client securities transactions. This is known as a "soft dollar" relationship. The Adviser will limit the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

During the Adviser's last fiscal year, as a result of client brokerage commissions (or markups or markdowns), the Adviser and/or its access persons acquired research reports (including market research); certain financial newsletters and trade journals; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

**2. Brokerage for Client Referrals:** From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a private fund managed by the Adviser or recommend these private funds as an investment to clients. The Adviser

may place client portfolio transactions with firms who have made such recommendations or provided capital introduction opportunities, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any other product managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs.

## **B. Order Aggregation**

While the Adviser may do so, it is not the Adviser's practice to aggregate client orders for the purchase or sale of the same security. Rather, the Adviser places client trades on an individual basis and does not attempt to group orders for multiple clients for the same security in a single, combined order. Because the Adviser does not engage in the practice of aggregating client orders, clients may not receive the potential benefits of aggregation, such as lower commission rates and uniform pricing. As a result, the client may pay a higher commission rate and receive less favorable prices than if the Adviser aggregated client orders.



## Item 13: Review of Accounts

### **A. Frequency and Nature of Review**

Each client account is reviewed by the portfolio managers of the Adviser on a monthly basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each client account.

### **B. Factors Prompting a Non-Periodic Review of Accounts.**

Significant market events affecting the prices of one or more securities in client accounts, changes in the investment objectives or guidelines of a particular client or specific arrangements with particular clients may trigger reviews of client accounts on other than a periodic basis.

### **C. Content and Frequency of Regular Account Reports**

Each client that is a separate account will receive monthly performance reports from the Adviser. Such reports may be delivered electronically to the client in accordance with the client's agreement with the Adviser.

A client's investors receive reports from the client pursuant to the terms of each client's offering memoranda or as otherwise described in the offering document of the client.

## Item 14: Client Referrals and Other Compensation

### **A. Economic Benefits Received from Non-Clients for Providing Services to Clients**

The Adviser receives certain research or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the adviser on behalf of its clients. Please see Item 12 for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

### **B. Compensation to Non-Supervised Persons for Client Referrals**

This item is not applicable.

### Item 15: Custody

This item is not applicable.

## Item 16: Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on the Adviser's discretionary authority.

Prior to assuming full discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines); and (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. The Adviser may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. These factors may lead the Adviser to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., bonds) divided by the total assets of all accounts eligible to invest in the particular investment.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that clients are treated fairly. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. In the event that a client account incurs a trade error as a result of the Adviser's gross negligence, willful misconduct, or fraud, trade errors will be corrected by the Adviser as soon as practicable, in a manner such that the client incurs no loss. Trade errors that result other than by breach of the standard of care above are borne by the client account.

## Item 17: Voting Client Securities

### A. Policies and Procedures Relating to Authority to Vote Client Securities

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. The Adviser will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, the Adviser will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and the Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a client's proxies by contacting Michelle Park, Chief Compliance Officer by email at [info@cardinalpointcapital.com](mailto:info@cardinalpointcapital.com) or by telephone at (415) 421-8004.

## Item 18: Financial Information

This item is not applicable.

## Item 19: Requirements for State Registered Advisers

This item is not applicable.

## Appendix: Item 2. Material Changes

There have been no material changes made to the brochure since the Adviser's initial brochure, which was filed on March 30, 2012.