

**Item 1. Cover Page**

**Brochure**

**Gulfstream CM, LLC**

**February 26, 2013**

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**This brochure provides information about the qualifications and business practices of Gulfstream CM, 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 (908) 918-1600. This information has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about the Adviser is also 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.

Gulfstream CM, LLC  
450 Springfield Avenue  
Suite 204  
Summit, New Jersey 07901  
Tel: (908) 918-1600  
Fax: (908) 918-1610  
Website: None

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**Item 2. Material Changes**

Gulfstream Capital Management, LLC ("Gulfstream Capital Management") and Gulfstream CM, LLC (the "Adviser"), as a "relying adviser", previously filed a single Form ADV in reliance on the position expressed in the American Bar Association, Business Law Section, SEC No-Action Letter (January 18, 2012). Subsequent to the filing, Gulfstream Capital Management ceased to provide advisory services. Accordingly, the Adviser is submitting this Form ADV as a separate filing, which shall be deemed to be a continuation of its prior filing as a "relying adviser."

#### **Item 4. Advisory Business**

The Adviser is an investment adviser with its principal place of business in Summit, New Jersey. The Adviser commenced operations as an investment adviser on September 1, 2005 and has been registered with the SEC since March 2012. The principal owners of the Adviser are S. Bradley Mell, Ryan Posner and Stephen M. Barral.

The Adviser provides advisory services both on a discretionary and non-discretionary basis to its clients, which include Gulfstream Opportunity Fund, LP, a pooled investment vehicle intended for sophisticated investors (the "Opportunity Fund"), and may also include individuals, pension and profit sharing plans, trusts, corporations and other business entities ("Account Clients"). The Adviser provides investment management services for the Opportunity Fund and may provide investment supervisory services for non-discretionary Account Clients and investment management services for discretionary Account Clients. The Adviser primarily provides investment advice with respect to municipal bonds.

The Adviser provides advice to Account Client(s) based on specific investment objectives and strategies. The Adviser may tailor advisory services to the individual needs of Account Clients and will allow Account Clients to impose restrictions on investing in certain securities.

As of December 31, 2012, the Adviser had approximately \$324,190,758 of regulatory assets under management, all of which are managed on a discretionary basis.

#### **Item 5. Fees and Compensation**

##### **Account Clients**

The Adviser will charge each Account Client an investment management fee based on the value of the Account Client's assets under management ranging from 0.5% to 1.5% per annum. Each Account Client's investment management fee will be negotiated separately based upon various objective and subjective factors including, but not limited to, the amount of assets placed under direct management, the amount of assets placed under supervision, the complexity of the engagement and the level and scope of the overall investment services to be rendered.

Investment management fees are calculated each quarter based on the net asset 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 first day of the quarter. If a new client account is established during a quarter or a client makes an additional contribution to its account during a quarter, the investment management fee may be charged as of the date of the account opening or the date of the additional contribution based on the value of the assets as of the applicable date and will be prorated for the number of days remaining in the quarter. These fees are negotiable.

The Adviser does not receive performance-based fees from its Account Clients.

The Adviser will generally deduct the investment management fee from Account Client accounts by instructing the Account Client's custodian. The Adviser deducts Account Client accounts and bills Account Clients for investment management fees quarterly.

##### **Opportunity Fund**

The Adviser charges the Opportunity Fund an investment management fee in an amount equal to 1.5% per annum based on the value of its assets under management.

Investment management fees are calculated each quarter based on the total market value of the assets of the Opportunity Fund (including net unrealized appreciation or depreciation of investments and cash,

cash equivalents and accrued interest) as of the first day of the quarter and thereafter paid to the Adviser in three monthly installments within ten days after the last day of each month in the applicable quarter. These fees are generally not negotiable.

The Adviser (or its related person) may also be paid a performance-based compensation, which is compensation that is based on a share of net profits of the Opportunity Fund. In particular, if in any fiscal year, the net profits allocated to an investor's capital account exceed a non-cumulative "hurdle rate" equal to the Barclays Capital 3 Year Municipal Bond Index, 20% of the total net profits allocated to such investor's capital account will be reallocated to the capital account of the Adviser or its related person (the "Incentive Allocation"), provided that the Incentive Allocation shall not cause the investor's return for such year to fall below the hurdle rate. The Incentive Allocation will also be subject to a modified loss carryforward provision, as set forth in the confidential private offering memorandum provided to all investors. These fees are generally not negotiable.

The Adviser deducts the investment management fee from the Opportunity Fund by instructing its custodian.

### **Account Clients and Opportunity Fund**

In addition to paying investment management fees, client accounts will also be subject to other expenses such as legal, accounting and other professional expenses, administration expenses, research expenses and investment expenses such as commissions, expenses attributable to regulatory filings which are made with respect to the assets of a client (including Section 13, Section 16 and Form PF filings), interest on margin accounts and other indebtedness, custodial fees, bank service fees, and other expenses related to the purchase, sale or transmittal of a client's assets. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

The clients are required to pay the Adviser's fees in advance. Account Clients may obtain a refund of a pre-paid fee if the advisory contract is terminated or a withdrawal is made from the account before the end of a billing period by notifying the Adviser in writing of an intent to terminate the account.

The Adviser determines the amount of the relevant refund in the following manner: The prepaid fee for the quarter in which termination or withdrawal occurs is prorated based upon the total amount of the fee paid, the number of days in the billing period and the number of days remaining in the billing period.

The Adviser's supervised persons may receive compensation indirectly in connection with the sale of securities or other investment products (e.g., because the Adviser has an affiliated broker-dealer and the affiliated broker-dealer receives commissions or other compensation in connection with the sale of the securities or other investment products).

As a result of this additional compensation, the Adviser's supervised persons have a conflict of interest because the Adviser's supervised persons have an incentive to recommend these securities or other investment products based on the compensation received, rather than on a client's needs. The Adviser has adopted and implemented policies and procedures to address these conflicts, which are disclosed in the applicable Account Client agreements and the offering documents of the Opportunity Fund.

Account Clients have the option to purchase investment products that the Adviser recommends through other brokers or agents that are not affiliated with the Adviser.

### **Item 6. Performance-Based Fees and Side-by-Side Management**

The Adviser and its investment personnel may provide investment management services to multiple portfolios for multiple clients. The Adviser (or its related person) is entitled to be paid performance-based compensation by the Opportunity Fund. Accordingly, the Adviser and its investment personnel, including investment personnel that share in performance-based compensation, may manage both client accounts

that are charged performance-based compensation and accounts that are charged an asset-based fee, which is a non-performance-based fee. 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 (and indirectly the portfolio manager) 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 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.

In addition, the Adviser's procedures relating to the allocation of investment opportunities generally require that an allocation sheet be prepared that will set forth the size of each client's order, proposed allocation of the aggregated orders based on the size of each client's order, the type of client orders and other relevant information about the aggregated order. Aggregated orders will generally be allocated on the allocation sheet by order size on a pro rata basis.

Notwithstanding the foregoing, in cases where client accounts would receive less than the desirable number of securities as judged by the Adviser, the aggregated trade may be allocated by the Adviser on a different basis if (i) it is in the best interests of clients, (ii) an appropriate reason for the deviation from pro rata allocation exists, (iii) all participating clients in the aggregated order are treated fairly and the variation from a pro rata allocation does not result in an unfair advantage or disadvantage to a client, or unfairly advantage the Adviser and (iv) the appropriate Adviser personnel member responsible for the deviated allocation describes in writing an explanation for the deviation on the orders trade blotter. These areas are monitored by the Chief Compliance Officer.

## **Item 7. Types of Clients**

### **Account Clients**

The Adviser's Account Clients may consist of individuals, pension and profit sharing plans, trusts, corporations and other business entities.

The Adviser typically requires that an Account Client invests a minimum of \$250,000 to open an account. If the account size falls below the typical minimum requirement due to market fluctuations only, an Account Client will not be required to invest additional funds with the Adviser to meet the typical minimum account size.

### **Opportunity Fund**

The Opportunity Fund is a pooled investment vehicle intended for sophisticated investors.

The minimum subscription amount for investors in the Opportunity Fund is generally \$1 million.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include fundamental research as well as use of technical analytical tools and approaches.

The Adviser employs the following investment strategies:

*Municipal Bonds.* The Adviser aims to maximize tax-free income and moderate interest rate risk through credit research and the avoidance of interest rate speculation. Generally, the Adviser purchases bonds that are viewed as investment-grade quality.

*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 (e.g., typically more than 12 months), regardless of short-term factors such as fluctuations in the market or volatility.

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

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

The material risks associated with the Adviser's investment strategies are set forth below.

*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 revenue streams, markets, or financial resources.

*Leverage.* Client accounts may utilize leverage through margin borrowing and through certain financial transactions. Leverage increases the volatility of the returns.

*Municipal Market and Tax Reform Risk.* As client accounts will hold debt securities of municipal issuers, changes or proposed changes in U.S. federal tax laws could impact the value of those securities. Of particular concern would be large changes in marginal income tax rates or the elimination of the tax preference for municipal interest income versus currently taxable interest income. Also, the failure or possible failure of such debt issuances to qualify for tax-exempt treatment in the U.S. may cause the prices of such municipal securities to decline, possibly adversely affecting the value of the portfolio of a client account. In addition, there can be regional variations in economic conditions or supply-demand fundamentals. Public information in the municipal market is also less available than in other markets, increasing the difficulty of evaluating and valuing such securities. Many bonds in the municipal market are insured by private companies. Changes in market conditions affecting the bonds insured, the availability of capacity to insure, or the downgrade of any or all of the insurers could have a negative impact on the municipal market and the performance of a client account.

*Municipal Credit Risk.* Client accounts face potential loss due to credit migration or default on the municipal portfolio.

*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.

*Lack of Diversification.* Client accounts typically focus on municipal bonds of U.S. issuers and accordingly 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.

*Relative Value Risk.* In the event that the perceived mispricings underlying the Adviser's relative value trading positions were to fail to converge toward, or were to diverge further from, relationships expected by the Adviser, client accounts may incur a loss.

Risks associated with the types of investments that are primarily recommended (including significant, or unusual risks) are set forth below.

*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.

*Hard Assets.* The production and marketing of hard assets may be affected by actions and changes in governments. In addition, hard assets and hard asset securities may be cyclical in nature. During periods of economic or financial instability, hard asset securities may be subject to broad price fluctuations, reflecting volatility of energy and basic materials prices and possible instability of supply of various hard assets. In addition, hard asset companies may also be subject to the risks associated with extraction of natural resources as well as the risks of the hazards associated with natural resources, such as fire, drought, and increased regulatory and environmental costs. Hard asset securities may also experience greater price fluctuations than the relevant hard asset.

#### **Item 9. Disciplinary Information**

This Item is not applicable.

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

Certain of the Adviser's management persons are registered representatives of an SEC-registered broker-dealer W. H. Mell Associates, Inc. ("W. H. Mell"), which is an affiliate of the Adviser.

The Adviser has entered into an arrangement with W. H. Mell whereby management persons of the Adviser may engage W. H. Mell to effect securities transactions on behalf of certain of the Adviser's clients, as discussed in Item 12 below. It is expected that W. H. Mell Associates, Inc. will retain commissions and commission equivalents and mark-ups, mark-downs, spreads and other transaction-related charges in connection with execution of transactions for certain client accounts. Such remuneration is paid by the client in addition to advisory fees paid by the client. These arrangements may represent a conflict of interest because they provide an economic incentive for the portfolio managers to use W. H. Mell in lieu of other brokers to effect client securities transactions. These conflict(s) of interest are disclosed to clients.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its related 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 S. Bradley Mell (Chief Compliance Officer) by email at [BMell@gulfstreamcm.com](mailto:BMell@gulfstreamcm.com), or by telephone at (908) 918-1600. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by related 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 related 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 or its related persons, as principal, may buy securities from (or sell securities to) its clients. This practice creates a conflict of interest because the Adviser or related person has an incentive to buy securities from (or sell securities to) clients based on its own financial interests, rather than solely the interests of a client.

With respect to principal transactions, the Adviser discloses to the client in writing before the completion of the transaction the capacity in which the Adviser is acting with respect to this arrangement, and obtains the client's consent to such transaction as required by Section 206(3) of the Advisers Act.

The Adviser or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or a related person recommends to clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its related 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 related person's objectivity, these practices by the Adviser or its related 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 forbids its employees and access persons from purchasing or selling, directly or indirectly, a security for his or her own account within one day before the time that the same security or related security is being purchased or sold by any client. In addition, the Adviser's Code prohibits the Adviser or its employees and access persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All of the Adviser's employees must generally provide the Adviser with a written record of his or her personal securities transactions within ten 10 days of the end of each calendar quarter. All of the Adviser's employees are also required to provide a copy of each confirmation and periodic account statement issued by such person's broker. Trading in employee accounts will be reviewed by the Chief Compliance Officer or a designated employee and compared with transactions for the client accounts and reviewed against the restricted securities list.

## **Item 12. Brokerage Practices**

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.

The Adviser uses W. H. Mell, an affiliate of the Adviser, to effect substantially all securities transactions for its clients, including the Opportunity Fund. It is anticipated that a majority of these transactions will be executed by W. H. Mell on an agency basis (i.e., the Adviser on behalf of its clients will place a particular order with W. H. Mell for execution by W. H. Mell, and W. H. Mell will separately document whether a

particular order is for (i) the Adviser's clients, (ii) W. H. Mell's other broker-dealer clients, or (iii) both the Adviser's clients and W. H. Mell's other broker-dealer clients and, if so, the allocation between the two). There may be instances where W. H. Mell purchases a securities for its principal account subject to its determination as to whether the security is appropriate for its clients. If W. H. Mell determines the security is appropriate for its clients, it will offer the security accordingly. If offered to the Adviser's clients, the Adviser will decide if it is going to purchase the securities from W. H. Mell and, if so, how the securities will be allocated as between the Opportunity Fund and the Account Clients based on factors set forth in the Adviser's allocation procedures (e.g., the investment objectives and strategies, risk profiles, tax status and restrictions placed on a client's portfolio, size of the client account, nature and liquidity of the security, size of the available position, current market conditions and account liquidity). This allocation decision will be documented at the time the Adviser purchases the securities from W. H. Mell on behalf of the Adviser's clients. Because these transactions may constitute principal transactions under the Advisers Act, clients will be required to consent to such transaction as required by Section 206(3) of the Advisers Act.

The Adviser does not permit the Opportunity Fund or Account Clients to direct the Adviser to execute its trades with a specified broker-dealer.

The Adviser often purchases or sells the same security for many clients at or near the same time and using the same executing broker. It is the Adviser's practice, where possible, to aggregate client orders for the purchase or sale of the same security submitted at or near the same time for execution using the same executing broker. The Adviser will also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Orders of two or more clients may be aggregated only if the Chief Compliance Officer determines, on an individual client basis that the securities order is (i) in the best interests of each client participating in the order, (ii) consistent with the Adviser's duty to obtain best execution and (iii) consistent with the terms of the investment advisory contract of each participating client. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. In cases where trading or investment restrictions are placed on a client's account, the Adviser may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients who are able to participate in an aggregated order.

Please see Item 6 for a description of the Adviser's trade allocation system.

### **Item 13. Review of Accounts**

Each client account is reviewed by the portfolio manager of the Adviser at least monthly 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.

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.

Each Account Client will receive a detailed, written quarterly investment advisory report which contains, among other things, a portfolio summary, listing of securities in the portfolio, performance summary, and year-to-date realized gains and losses. Such reports may be delivered electronically to the client in accordance with the Account Client's agreement with the Adviser.

The Opportunity Fund's investors receive reports from the Opportunity Fund pursuant to the terms of the Opportunity Fund's confidential private offering memorandum.

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

The Adviser may make cash payments to third-party solicitors for investor referrals, provided that, to the extent required, each such solicitor has entered into a written agreement with the Adviser in compliance with applicable rules and SEC No-Action Letters. Where applicable, cash payments for investor solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

#### **Item 15. Custody**

This Item is not applicable.

#### **Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to certain clients.

Prior to assuming full or limited 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) (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's portfolio managers submit an allocation statement to the Adviser's trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. The portfolio managers 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. Although it is the Adviser's policy to allocate investment opportunities to eligible client accounts on a pro rata basis (generally based on total assets of each account eligible to invest in the particular investment type divided by the total assets of all accounts eligible to invest in the particular investment), these factors may lead a portfolio manager 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 these factors.

The Adviser may effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable the Adviser to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions between client accounts are not permitted if they would constitute principal trades or trades for which the Adviser or its affiliates are compensated as a broker unless client consent has been obtained based upon written disclosure to the client of the capacity in which the Adviser or its affiliates will act. In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA. Cross transactions involving a registered investment company for which the Adviser serves as adviser are permitted only in accordance with the company's rule 17a-7 procedures.

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 occur, the Adviser's error correction procedure is to ensure that clients are treated fairly and, following error correction, are in the same position regarding their exposure to the particular investment they would have been if the error had not occurred. 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 or willful misconduct or as otherwise provided by Federal securities laws, such trade error 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**

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's clients are not permitted to direct their votes in a particular situation.

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 S. Bradley Mell (Chief Compliance Officer) by email at [BMell@gulfstreamcm.com](mailto:BMell@gulfstreamcm.com) or by telephone at (908) 918-1600.

If the Adviser receives proxies related to a client's securities and the Adviser is not responsible for voting such proxies, the Adviser shall make arrangements with the client's custodian or take such other steps to ensure that the client timely receives such proxies. Unless the power to vote proxies for a client is reserved to that client (or in the case of an employee benefit plan, the plan's trustee or other fiduciaries), the Adviser is responsible for voting the proxies related to that account. With respect to any questions about a particular situation, clients can contact S. Bradley Mell (Chief Compliance Officer) by email at [BMell@gulfstreamcm.com](mailto:BMell@gulfstreamcm.com) or by telephone at (908) 918-1600.

#### **Item 18. Financial Information**

This Item is not applicable.