



**STALEY CAPITAL**  
AN INVESTMENT ADVISORY FIRM

**FORM ADV PART 2 BROCHURE**

**STALEY CAPITAL ADVISERS, INC.**

One Oxford Centre, Suite 3950  
301 Grant Street  
Pittsburgh, PA 15219

412-394-1292  
888-256-4743

[www.staleycap.com](http://www.staleycap.com)

March 24, 2015

This Brochure provides information about the qualifications and business practices of Staley Capital Advisers, Inc. ("Staley Capital"). If you have any questions about the contents of this Brochure, please contact us at the telephone number or website listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Staley Capital is registered with the SEC. Registration with the SEC is based on the amount of assets under management and does not imply any level of skill or training.

Copies of this Brochure are available free of charge by contacting us at 412-394-1292 or 888-256-4743. Additional information about Staley Capital can be found on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about Staley Capital's president and portfolio managers, each of whom is registered as an investment adviser representative with Staley Capital.

**Item 2: MATERIAL CHANGES**

There are no material changes from Form ADV Part 2, as filed March 2014.

### **Item 3: TABLE OF CONTENTS**

	<b><u>Page No.</u></b>
Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	5
Item 6: Performance-Based Fees and Side-by-Side Management	7
Item 7: Types of Clients	7
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9: Disciplinary Information	11
Item 10: Other Financial Industry Activities and Affiliations	11
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	12
Item 12: Brokerage Practices	14
Item 13: Review of Accounts	17
Item 14: Client Referrals and Other Compensation	17
Item 15: Custody	18
Item 16: Investment Discretion	18
Item 17: Voting Client Securities	20
Item 18: Financial Information	20
Item 19: Requirements for State-Registered Advisers	20

#### **Brochure Supplement:**

The Brochure Supplement to Form ADV Part 2 provides information about the portfolio manager(s) responsible for managing the assets within your account(s) and other employees who are registered as Investment Adviser Representatives with our firm.

#### **Item 4: ADVISORY BUSINESS**

Staley Capital Advisers, Inc. (“Staley Capital”) is an investment advisory firm providing tailored investment and wealth management services within either individualized private accounts or an investment-related limited partnership. Staley Capital was incorporated in Pennsylvania in May 1996 by John A. Staley IV and he remains the principal owner of the firm. Brian McNerney and James Roberge joined the firm as owners and Managing Directors in late 1996, followed by William Stotz in 1998. Michael Friday became a shareholder and Managing Director in 2007, as did Christopher Pretsch in 2012. Effective September 1996, Staley Capital registered with the Securities and Exchange Commission (“SEC”) as an investment adviser; and it has also filed as an investment adviser with the Pennsylvania Securities Commission.

Staley Capital manages assets in two distinct areas: 1) we manage segregated assets in private accounts, primarily for affluent families, high-net-worth individuals, trusts, profit sharing plans, and non-profit organizations, and 2) separately, Staley Capital serves as general partner and adviser to an investment-related limited partnership which is offered exclusively to accredited investors meeting suitability requirements as defined from time to time by the SEC and other regulators.

**Private accounts.** Each private account has a portfolio manager responsible for investment and oversight. The portfolio manager is responsible for understanding each client’s goals, financial profile and risk tolerance, as well as any restrictions applicable to the client’s accounts. We recognize that each client possesses a unique profile, and we adjust portfolio strategy and positions accordingly. Our process is designed to package our capital markets expertise into a highly personalized product. Private account clients typically grant us full discretion to decide the securities to purchase or sell for their accounts, when and at what price to transact, and which broker-dealer (hereinafter “broker”) executes the trades.

**Investment-Related Limited Partnership.** As the general partner for the limited partnership, Staley Capital has complete discretion over the investment program for the fund.

**Investment Committee.** Staley Capital has an Investment Committee which meets frequently to discuss asset allocation, industry sectors, specific securities and the capital market environment. We invest with a long-term, relative value focus, incorporating individual securities and a wide range of investment vehicles, including but not limited to third-party mutual funds and exchange-traded funds. We also take tactical advantage of opportunities created by short-term market disruptions. The members of the Investment Committee are John Staley, Michael Friday, Brian McNerney, Doris Precopio, Christopher Pretsch, James Roberge, and William Stotz [see the Brochure Supplement for biographical information about each]. The Investment Committee considerations are not binding on the individual portfolio managers as each client account is unique; the portfolio managers are responsible for applying the Investment Committee strategies to their clients’ individual portfolios as they deem appropriate. Staley Capital managers also have frequent informal discussions among themselves with respect to specific securities, investment strategies and the capital market environment in general. Managers may also jointly discuss investments and allocation strategies for specific client accounts.

**Types of Investments.** Accounts may be invested in a wide range of security types in accordance with the investment goals and risk tolerance of each individual client. Some of the most commonly employed securities include common and preferred stock, corporate bonds, municipal bonds, government bonds, cash equivalents, mutual funds, and exchange-traded funds. We occasionally buy and sell options for certain clients. [For information about the risks associated with various types of investments, see Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.]

**Assets Under Management.** As of December 31, 2014, Staley Capital managed approximately \$1,160,600,000 in assets on a discretionary basis and \$2,500,000 on a non-discretionary basis for private account clients. Limited partnership assets on December 31, 2014 were approximately \$184 million.

## **Item 5: FEES AND COMPENSATION**

### **Private Account Fees**

Staley Capital provides investment advice to private account clients in a manner consistent with each client's investment objectives. Private account advisory fees are paid quarterly, in arrears, and are established in a client's written agreement with Staley Capital. We typically debit client accounts for payment of the advisory fee, but clients may choose to make alternative payment arrangements.

The standard fee schedule applicable to relationships initiated after November 2012 is:

<u>Amount of Assets at quarter-end</u>	<u>Annual Percentage</u>
First \$3 million	0.75%
Next \$7 million	0.55%
Additional Assets	0.35%

Fees for private account relationships initiated between June 2007 and November 2012 are based on the following standard schedule:

<u>Amount of Assets at quarter-end</u>	<u>Annual Percentage</u>
First \$3 million	0.75%
Next \$7 million	0.50%
Additional Assets	0.25%

Certain private account relationships in existence prior to June 1, 2007, pay fees based on the following standard schedule:

<u>Amount of Assets at quarter-end</u>	<u>Annual Percentage</u>
First \$3 million	0.625%
Next \$2 million	0.500%
Next \$5 million	0.375%
Additional Assets	0.250%

The above breakpoints are applied based on the aggregate value of related accounts.

Private accounts invested in the Long-Only strategy pay a flat fee of 1.00% annually, billed quarterly in arrears.

We may negotiate lower advisory fees based on certain criteria, such as the total amount of a client's assets under our management or the amount of attention required to manage a specific account. Advisory fees are sometimes either reduced or waived for certain accounts which are maintained as a courtesy to existing clients and require minimal oversight. Fees may also be either reduced or waived for certain non-profit organizations, as well as for Staley Capital's officers and employees, their family members, and related entities. Fees may be waived on certain portfolio assets. Some client relationships are charged a flat percentage rate rather than a

scaled fee. Flat percentage fees for private accounts other than Long-Only accounts ranged from 0.10% to 0.50% on 12/31/14, depending on the number, size, and complexity of the accounts within the relationship. One client pays a flat fee of \$25,000 per year.

Staley Capital also provides advisory services to clients of certain registered investment advisers pursuant to a sub-advisory agreement between the investment adviser and Staley Capital. In this arrangement, the adviser, and not the ultimate client, pays Staley Capital.

### **Additional Fees**

In order to gain exposure to certain asset classes, private accounts may be invested in mutual funds, exchange-traded funds, private partnerships, master limited partnerships, and other forms of pooled investment vehicles. Mutual funds and exchange-traded funds may also be utilized to diversify small accounts and/or provide a cash alternative when traditional cash equivalents provide little or no yield. Custodians may “sweep” daily cash balances into money market mutual funds. Such third-party funds have embedded management fees and other operating expenses which are in addition to the advisory fee clients pay to Staley Capital.

Staley Capital has no affiliation with any third-party funds or their advisers or service providers and receives no fees from them [For further discussion, see Item 11: Code of Ethics]. A client can invest in third-party funds and other pooled investment vehicles without our services. In that case, the client would not have our assistance in evaluating which funds are most appropriate for his or her objectives, financial situation and overall investment portfolio. Information with respect to the fees charged by a specific third-party fund can be found in the fund’s prospectus or offering documents.

Private account clients are also responsible for payment of transaction and account fees charged by their broker/custodian, as well as any commissions payable to brokers who effect transactions on behalf of their account(s). [Further information about commissions to brokers appears under Item 12: Brokerage Practices.]

### **Compensation for Referrals**

Staley Capital compensates certain employees for new business referrals. Such payments are made solely out of Staley Capital’s assets and have no impact on the fees paid by our clients.

### **Limited Partnership Fees**

Staley Capital serves as the sole general partner of Forum Capital Partners, a limited partnership (“Forum”) which it organized in 1996 for investment in securities. Investment management and administrative fees are assessed monthly, in arrears, and the partnership is debited quarterly. Staley Capital is also reimbursed for accounting, legal and other expenses paid by Staley Capital and attributable to Forum. Limited partners in Forum are assessed fees of 1.5% per year based on the value of assets held in Forum on each month end. Investors in Forum are referred to the limited partnership offering documents for complete information on the services provided and the fees charged. Excess cash held in Forum is invested either in third-party mutual funds or, on occasion, exchange-traded funds. Such funds have embedded management fees and other operating expenses charged by their investment advisers and service providers, which are in addition to the investment management and administrative fee paid to Staley Capital.

Forum also pays commissions to brokers that execute securities transactions on its behalf. [See Item 12: Brokerage Practices.]

### **Calculation of Fees**

In calculating client net asset values, and thereby client advisory fees for both private accounts and Forum, we typically rely on security prices provided by third-party broker/custodians or fund sponsors. However, in certain circumstances security prices may not be available or may be deemed by Staley Capital to be incorrect. In these situations, we make a good faith determination as to the appropriate valuation of the security. Valuation is not an exact science and such situations pose a potential conflict of interest as higher security valuations result in higher advisory fees and better performance for Staley Capital. We have adopted Valuation Policies and Procedures reasonably designed to ensure that client portfolios are appropriately valued and advisory fees correctly calculated. The Valuation Procedures require multiple members of our Investment Committee to review and approve any price established by Staley Capital independent of a third-party broker/custodian or fund sponsor.

Private account clients receive a copy of the quarterly fee calculation from Staley Capital and are encouraged to contact us with any questions. Clients for whom advisory fees are directly debited from their accounts should note that their broker/custodian makes payment to us based on our invoice and does not independently calculate the amount of the fee to be deducted.

### **Additional Compensation**

The investment management fees paid by our clients, as discussed above, represent our only compensation.

## **Item 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Staley Capital does not charge performance-based fees.

[For a discussion on how we allocate trades among various accounts, see Item 16: Investment Discretion.]

## **Item 7: TYPES OF CLIENTS**

Staley Capital provides portfolio management services to affluent families, individuals, trusts and institutional accounts such as charitable organizations, corporations, captive insurance vehicles, profit-sharing plans, and other investment advisers.

Staley Capital also manages Forum, an investment-related limited partnership offered exclusively to accredited investors meeting regulatory suitability requirements and executive officers of Staley Capital.

Staley Capital typically requires a minimum initial investment of \$1 million in a private account relationship or for investment in Forum, but we may either modify or waive these requirements at our discretion. A \$10 million investment is required for a Long-Only account.

## **Item 8: METHODS OF ANALYSIS. INVESTMENT STRATEGIES AND RISK OF LOSS**

Investing in securities involves risk of loss that clients should be prepared to bear. Investments in securities are subject to various market and business risks and Staley Capital cannot guarantee the results of any investment decision or advice provided. Each client should carefully consider the

amount of loss/risk he or she can withstand and discuss this thoroughly with his or her portfolio manager. It should be noted that past performance is no guarantee of future results.

### **Investment Strategies**

**Philosophy.** Staley Capital employs a long-term, value investing philosophy, but will on occasion take tactical advantage of short-term opportunities caused by significant supply/demand imbalances in the markets. We do not use leverage as an investment strategy unless specifically requested by a client.

**Private accounts.** Private account portfolio managers first determine the appropriate balance among equities, fixed-income and cash based upon discussions with the client. The equity allocation may be comprised of common stocks, preferred stocks, domestic equity funds, international equity funds and alternative assets, such as gold-based, exchange-traded funds, as well as other security types. Based on each client's individual goals, risk tolerance and investment profile, additional security and portfolio characteristics are overlaid on the allocation. For instance, some clients have quarterly income goals which may dictate security selection as well as asset allocation.

As noted earlier, Staley Capital customizes portfolios to meet the needs of each private account client. However, private accounts often fall within one, or a hybrid of several, of the following strategies:

- Balanced - a blend of various asset classes, typically ranging from 20% - 80% equities and the balance in fixed-income, alternatives and cash;
- Current Income - a blend of various asset classes, with a bias toward securities paying either a dividend or coupon to provide current cash flow to the client;
- Diversified Equity - a diversified long-term, growth-oriented portfolio which holds both U.S. and international equity funds in addition to positions in specific common stocks; or
- Concentrated Equity - a concentrated portfolio of individual equities and, at times, exchange-traded funds.

An additional strategy, Long-Only, is available to institutional clients with account assets of \$10 million or more. The Long-Only strategy is a highly concentrated portfolio of our best ideas, with the top ten positions typically accounting for more than 80% of the assets and no limit on the size of any one position.

Depending on the investment sophistication, risk tolerance and asset profile of a client, we may recommend a portion of a client's assets be invested in private investment funds such as hedge funds. In limited cases, we may also recommend an investment in Forum. We receive higher advisory fees on assets invested in Forum [see Item 5: Fees and Compensation] and therefore may have a financial interest in suggesting this investment to clients. Private partnerships and Forum will be offered only to those clients who meet regulatory eligibility criteria and for whom such an investment is deemed suitable.

**Forum Capital Partners.** Forum is a concentrated, unleveraged long/short equity portfolio. For further information about the fund's investment strategies and risks, limited partners should refer to Forum's offering documents.



## **Analysis of Securities**

**Equities.** When purchasing equities, Staley Capital seeks to identify companies holding a dominant position within a given industry based on the company's historical financial performance and outstanding and established products, services or management, or companies with a controlling shareholder who has demonstrated superior investment expertise and talent. Particular consideration is given to the aggregate market value and enterprise value of the company. Equities of companies involved in various corporate activities such as mergers, spin-offs or takeovers are also evaluated to determine their relative attractiveness.

**Bonds and Fixed-Income Securities.** In seeking opportunities within fixed-income asset classes, Staley Capital employs macroeconomic and fundamental analysis to manage credit and interest rate exposure. The taxable equivalent yields of municipal debt instruments are evaluated versus taxable bonds for consideration in taxable accounts. These fixed-income strategies may be employed through either diversified funds or direct bond purchases depending on the size, bond category and market conditions. In making individual bond purchases, we take into consideration the term structure of interest rates as well as income tax rates and credit spreads. We consider, but do not solely rely on, ratings published by Nationally Recognized Statistical Rating Organizations (NRSROs).

**Third-Party Mutual Funds, Exchange-Traded Funds and Other Pooled Vehicles.** In order to gain exposure to certain asset classes or provide diversification in small accounts, private accounts may be invested in mutual funds, exchange-traded funds, private partnerships, and other pooled investment vehicles. Funds are an effective means of capturing the return characteristics of "style" categories, such as large-capitalization growth, large-capitalization value, small-capitalization growth and small-capitalization value. We typically utilize third-party fund products to provide either diversified equity or fixed-income exposure in international markets in lieu of making direct investments in foreign markets.

To complement a portfolio's more traditional investments, third-party investment vehicles may also be used to gain exposure to alternative assets such as commodities, or alternative investment strategies such as arbitrage.

Staley Capital screens third-party fund products based on their niche expertise, performance record, fee profile, investment discipline, and ability to provide diversification within an asset class or, for small accounts, across asset classes. Staley Capital manages the exposure to these various asset categories based on our view of the relative value offered by each. [For information about third-party fund costs, See Item 5: Fees and Compensation - Additional Fees.]

**Other Investments.** Staley Capital may occasionally recommend the purchase or sale of real estate investment trusts, collateralized mortgage-backed securities, and publicly-traded master limited partnerships.

## **Sources of Information**

Staley Capital utilizes multiple resources to evaluate the quality and desirability of a given security. We receive research and investment ideas from various brokers [see Item 12: Brokerage Practices] and we subscribe to several independent analytical services and publications. We purchase services that provide virtually real-time access to news flows, earnings and press releases, and certain federal filings. Portfolio managers may participate in webcasts and conference calls with company managements. In addition, our managers monitor trading screens and prices of current and potential holdings on a real-time basis.

## **Risks**

**Stock and Stock Market.** The value of an equity security depends on the financial health of the company issuing it, and will rise and fall based on public perception of the company's performance, of various market sectors and of the overall stock market. Equity securities can be subject to wide and sudden fluctuations in market value. We attempt to select stocks that are undervalued, but our assessment of a particular stock may be incorrect.

Companies with similar characteristics may be grouped together in industry categories called sectors. Economic, business or other developments may affect various sectors differently. It is difficult for any given stock to perform well during widespread or prolonged declines in its sector or in the stock market as a whole.

Small- and mid-sized companies generally offer greater potential for capital appreciation than larger, more established companies, but they may also involve greater risk of loss and price fluctuation. Small cap stocks may also be less liquid, meaning we may have more difficulty selling a small cap stock at an acceptable price, particularly in periods of market volatility.

We generally view stocks as inherently long-term investments. A client invested 100% in equities who unexpectedly requires liquidity may suffer losses if the client's stock positions must be sold at an inopportune time.

**Portfolio Allocation.** Our portfolio managers determine the appropriate portfolio balance and allocation among asset classes based upon each client's individual needs and risk tolerance. Portfolio manager expectations for the equity and fixed-income allocations partially reflect the historical returns, risk and correlations of the categories. The success of our portfolio strategy could be impacted if these historical tendencies break down. Similarly, relative value strategies such as growth stocks versus value stocks, large cap versus small cap, and emerging markets versus developed markets, could potentially lead to underperformance if our analysis proves to be incorrect.

**Fixed-Income.** Bond prices tend to move inversely with changes in interest rates, and bonds with longer maturities or effective durations may be more sensitive to these changes than shorter-term instruments. Some bonds are subject to being prepaid or "called" by their issuer, which would affect anticipated cash flow. When a bond is prepaid or called, it may not be possible to replace it with a bond of equal character paying the same amount of interest.

Fixed-income security transactions are not subject to exchange rules and pricing is less transparent than that of publicly traded equities. In addition, debt securities have risk with respect to income as well as principal repayment, including the possibility of either default or bankruptcy of the issuer of the security. These risks may be greater for companies whose bonds are uninsured or are rated lower than investment grade (i.e., junk bonds).

**Liquidity and Concentration.** We manage certain portfolios with a concentrated number of investments. Larger positions in a security that trades infrequently or typically trades in small quantities may affect our ability to sell at the desired time and price. Concentration also amplifies the impact on the portfolio if there is a negative (or positive) event relative to a particular holding. Fixed-income notes and bonds typically trade in "round" lots of at least \$100,000 and pricing services assume this liquidity. Small fixed-income positions or "odd-lots" may trade less efficiently and may therefore trade at prices lower than those quoted by pricing services.

**Third-Party Mutual Funds and Exchange-Traded Funds.** Investing in a mutual fund or an exchange-traded fund presents the same primary risks as a direct investment in the underlying equity or fixed-income securities or, in some cases, the underlying commodity. Funds have the

additional risk that they may deviate from the objective or index that they are designed to follow. Detailed discussion of the risks associated with a specific third-party fund can be found in that fund's prospectus or offering documents.

**Foreign Investments.** Foreign economic and political conditions may be less favorable, or more volatile, than those in the United States. Some foreign jurisdictions impose fewer requirements on companies with respect to their reporting of financial results and other significant events. In addition, currency exchange rates fluctuate. These risks may be heightened in developing or emerging market countries. Further, in emerging markets, there may be greater potential for nationalization, expropriation, or diplomatic developments which could adversely affect the economies of such countries, or the value of any investments in those countries.

**Private Partnerships.** Private partnerships, including Forum, can present special risks, including heightened risk of loss, limited liquidity, volatile performance, higher fees, limited transparency, subjective valuations, and limited regulatory oversight. Detailed discussion of the risks associated with a specific private partnership can be found in the partnership's offering documents.

**Options.** In order to gain extra income for Forum or a private account, we may occasionally sell exchange-traded call or put options on specific securities. The writer (seller) of a call option receives a fee for promising to sell the underlying security to the call option buyer for a specified price by a specified date. While this transaction generates income for the seller, the seller takes the risk that he may be forced to sell the security at an unfavorable time and price. If the seller does not own the securities (uncovered call options), the seller has the further risk of needing to purchase the security in the open market in order to provide it to the call option buyer as promised. In this case, the seller's losses are theoretically unlimited as there is no limit to the cost that may be incurred to purchase the security in the open market.

If we write (or sell) a put option, we receive a fee for agreeing to buy a security at a specified price by a specified date. In this case, we run the risk of being forced to purchase the security from the buyer of the put option at an unfavorable time or price.

We may also buy exchange-traded call or put options. In either of these transactions, the buyer's risk is limited to the loss of the premium paid to purchase the option.

**Forum Capital Partners.** Investors in Forum are referred to the limited partnership offering documents for additional information regarding Forum's investment strategies and risks.

## **Item 9: DISCIPLINARY INFORMATION**

None.

## **Item 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

None.

## **Item 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING**

### **Code of Ethics**

Staley Capital has adopted a Code of Ethics (“Code”) that establishes standards of business conduct and confirms our duties to clients. The Code is reasonably designed to ensure all clients are treated fairly and honestly. The Code requires Staley Capital principals and employees (“Access Persons”) to adhere to the highest ethical standards and always place the interests of clients before their own personal interests. The Code establishes rules with respect to:

- Internal reporting of possible violations of the Code, associated policies and procedures, federal securities laws, or client investment guidelines;
- Execution of trades in the personal accounts of Access Persons, and the reporting of trades and holdings in the personal accounts of Access Persons;
- Appropriate trading in client accounts;
- Use of material, non-public information (insider trading);
- Creation and/or circulation of rumors related to securities or public companies;
- Safeguarding confidential client information;
- Giving or accepting gifts and entertainment;
- Handling client complaints;
- Electronic communications and the use of electronic devices and social networking sites;
- Reporting by Access Persons of any outside business activities in which they are involved;
- Making political contributions; and
- Creation and maintenance of required records.

The Code is supplemented with specific compliance policies and procedures. All Access Persons must certify annually that they have read and understood all provisions of the Code and related policies and procedures, and agree to comply with all terms and requirements contained therein.

The Code provides that, to the extent we learn information about a company, and the information is not publicly available and is material in nature, our ability to transact on behalf of clients in securities issued by the company will be restricted.

With the exception of the investment advisory and administrative fee paid by Forum, Staley Capital receives no fees from issuers of securities in which client assets are invested. However, our portfolio managers may participate in opportunities offered and paid for by issuers or brokers such as educational conferences. In situations in which an issuer of a security or a broker pays for a portfolio manager’s transportation, accommodations, and/or tuition, a potential conflict of interest is created. However, Staley Capital believes participation in such events can provide portfolio managers the opportunity to conduct valuable due diligence of issuers and/or their products. Brokers and/or issuers of securities also provide occasional entertainment to our personnel, as well as gifts on holidays or special occasions. Staley Capital’s Code of Ethics requires the value of any such training opportunity, entertainment or gifts to be reasonable with respect to the nature of the event and the actual or potential business relationship between the parties.

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

## **Participation or Interest in Client Transactions**

Staley Capital and certain Access Persons and their related parties have substantial personal investments in Forum, and Staley Capital receives a higher investment advisory fee on assets invested in Forum. We therefore may have an incentive to recommend that our private account clients invest in Forum. It is Staley Capital's policy that Forum be offered only to clients who meet regulatory eligibility standards, who have limited need for liquidity, and for whom such an investment is otherwise deemed suitable and desirable from an asset allocation/diversification perspective.

## **Personal Trading**

Staley Capital has adopted Personal Trading Policy and Procedures ("Personal Trading Policy"), which, along with the Code, establish guidelines for the personal trading of Access Persons. The Personal Trading Policy prohibits certain types of personal securities transactions and requires pre-approval of others deemed to create a potential conflict of interest. It also requires Access Persons to provide timely documentation of certain personal trading activity to Staley Capital's chief compliance officer. The Code requires Access Persons to conduct all personal securities transactions in a manner consistent with the Code and Personal Trading Policy so as to avoid either actual or potential conflicts of interest.

Access Persons and their related parties may have personal accounts which hold or transact in the same securities (or related securities such as warrants and options) held or transacted within client accounts. Certain Access Persons serve as Directors of profit and non-profit entities and/or as Trustees for accounts managed by Staley Capital. Some Access Persons manage accounts of family members who either may or may not be clients of Staley Capital. When consistent with Staley Capital's obligation of best execution, the personal accounts of Access Persons and related parties may be included with client accounts in aggregate or block trades. In such situations, all participating accounts receive the same average trade price, less any commission or fee charged by the broker/custodian. Access Persons may also trade independently of client accounts if the trade size is unlikely to impact the execution quality of client trades; however, this evaluation is subjective and it is possible that client trade prices could be negatively impacted. It is also possible that Access Persons may receive better execution prices on certain transactions.

Staley Capital's chief compliance officer monitors the personal trading of Access Persons and certain of their related parties. Nevertheless, because the Code and Personal Trading Policy allow Access Persons to invest in the same securities at the same time as clients, Access Persons may have a conflict between their personal interests and the best interests of clients. Our Trade Allocation Policy and Procedures provide guidance with respect to the allocation of investment opportunities among participating accounts, including Forum, private accounts, and Access Person accounts. However, there can be no assurance that account performance will not be negatively impacted by the manner in which trades are executed.

On the basis of either personal goals or considerations apart from company or industry fundamentals, Access Persons may buy or sell a specific security for their own accounts that they do not deem appropriate to buy or sell for client accounts. Similarly, subject to the same restrictions that govern all limited partners, eligible Access Persons may invest in or withdraw money from Forum on any month end. Access Persons may also be involved in other business ventures, interests in which are not offered or available to Staley Capital's clients. Accordingly, Access Persons may encounter conflicts of interest between their obligations to Staley Capital's clients and such other activities.

## **Item 12: BROKERAGE PRACTICES**

We have complete discretion over the selection of brokers to execute securities transactions for Forum. Unless a client directs otherwise, we also have full discretion to select brokers to execute transactions for private accounts. Staley Capital is independently owned and operated and is not affiliated with any broker or custodian. When we trade, we seek the most favorable overall execution. In determining overall execution quality, we may consider a number of factors in addition to price, including: other transaction costs, the broker's effectiveness at executing and processing orders, the broker's access to markets and buyers/sellers, the quality and quantity of investment ideas and investment research the broker provides, the level and quality of client support the broker provides, and the broker's reputation for integrity and reliability. We may also consider other services provided by brokers that are of direct benefit to Staley Capital, such as assistance in servicing client accounts or with other aspects of our business such as compliance or back office operations.

### **Soft Dollar Practices**

The term "soft dollars" refers to the use of client commissions to pay for services other than actual trade execution. For example, certain brokers provide us investment research, including analysis of securities, issuers, industries and the economy; investment ideas; and alerts regarding the availability of securities, buyers or sellers ("Proprietary Research"). Proprietary Research is made available to us on the basis of the trading relationship Staley Capital has with the providing broker; it is not available for direct purchase. We believe access to independent research is important to our investment decision making process. In addition, certain brokers give us direct access to their trading desks through proprietary trading systems. In conjunction with the trading systems, these brokers pay for and provide real-time stock exchange prices to us ("Third-Party Research Services"). Typically, Proprietary Research and Third-Party Research Services provide a benefit to clients, at least indirectly. However, they may benefit clients other than or in addition to those clients whose accounts executed and paid for the trades. Staley Capital's Access Persons may also benefit from Proprietary Research or Third-Party Research Services to the extent such information is utilized in managing their personal investments. Finally, as noted above, some brokers provide services which help us manage and grow our business. These services are of direct benefit to Staley Capital, but may not benefit our clients.

To the extent research or other services provided by brokers replaces research or services Staley Capital would otherwise have to create or pay for, our expenses are reduced. We therefore may have an incentive to select brokers based on our interest in receiving these benefits rather than on our clients' interest in getting the most favorable trade execution. Clients may pay higher overall costs than would otherwise be available if the portfolio manager makes a good faith determination that the value of the research, brokerage and other services provided by a broker is reasonable relative to the overall cost of the trade.

**Private account clients.** For ease of administration and containment of client costs, Staley Capital prefers to use a single broker/custodian, the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), to hold (or custody) assets and execute transactions on behalf of our private account clients. Schwab is one of the largest providers of brokerage services to the independent adviser industry, providing web-based operational and technological support and client reporting. In addition, through Schwab our clients have access to a large selection of mutual funds and other investments generally available only to institutional investors and/or requiring a significant minimum initial investment. Utilizing a single broker/custodian enables us to bunch together or aggregate trades in the same security. Aggregating trades gives us better control over the flow of the orders into the market and helps us to ensure all accounts are treated in a fair and equitable manner. It also increases our operational efficiency.

Schwab offers a bundled package of services to clients, including trade execution, trade settlement, custody, automatic investment of excess cash in either money market funds or a bank-sweep cash feature, security pricing and client reporting. Schwab is compensated for these services through commissions and other transaction-related or asset-based fees on securities trades either executed through Schwab or settled in Schwab accounts. Schwab earns money on cash invested through the bank-sweep cash feature and also receives fees as an adviser, distributor or shareholder administrator when clients are invested in certain mutual funds. These Schwab fees are paid by the mutual funds and therefore, indirectly by clients invested in the funds, and are exclusive of, and in addition to, Staley Capital's investment management fees. Schwab has a variety of pricing tiers for retail and institutional clients, and these price tiers may be modified at any time. It is therefore possible Staley Capital clients will pay higher Schwab fees than will certain other Schwab clients. In limited circumstances, Staley Capital may opt to reimburse clients for certain Schwab fees assessed to their accounts.

Schwab provides us with access to their proprietary trade execution platform, including real-time New York Stock Exchange and American Stock Exchange quotations, at no charge. Schwab provides us electronic access to client trade confirmations and account statements as well as daily prices for securities held in client accounts, and facilitates payment of our quarterly advisory fees directly from client accounts. We have access to a team of Schwab service representatives who facilitate administration of client accounts as needed.

Schwab also makes available services directly of benefit to Staley Capital, including consulting, publications, and conferences on topics such as practice management, information technology, regulatory compliance, and marketing. Schwab typically makes these services available at no charge, on an unsolicited basis, to all independent investment advisors with client assets of at least \$10 million maintained in accounts at Schwab Advisor Services. Access to the services is not contingent upon Staley Capital committing any specific amount of custody or trading business to Schwab beyond the \$10 million requirement. Although unlikely, it is possible our recommendation that clients maintain their assets at Schwab may be influenced in part by the availability of some of the foregoing services and not solely on the nature, cost or quality of custody and brokerage services provided to clients.

Staley Capital will execute trades with other brokers when we believe better overall execution is available elsewhere. However, in this situation Schwab clients pay a trade-away fee to Schwab in addition to the commission or other compensation the client pays to the executing broker. For this reason, we generally elect to direct trades to Schwab in an effort to minimize client costs.

Subject to acceptance by Staley Capital, private account clients may select a broker/custodian other than Schwab. In this case, clients should review the information provided by their selected service provider with respect to trade fees and other account charges.

**Forum Capital Partners and Certain Long-Only Accounts.** Forum and certain Long-Only accounts trade through a single buy-side trading desk, currently Greenwich Prime Trading Group ("GPTG"). GPTG receives a commission on each executed trade, which is in addition to the commissions the accounts pay to the executing broker. We could trade directly with each executing broker; however, we believe GPTG adds value to the investment management process by enabling us to better capitalize on market opportunities, find liquidity and discover price.

Jefferies & Company, Inc. ("Jefferies"), a registered broker-dealer based in New York, NY, acts as a hybrid, or introducing, broker for Forum. Pursuant to a clearing arrangement between Jefferies and J.P. Morgan Clearing Corp. ("JPCC"), JPCC serves as a prime broker for Forum. JPCC, a subsidiary of JP Morgan Chase & Co., is a registered broker-dealer based in New York, NY. Jefferies provides online access to Forum's portfolio holdings and transaction records, daily security prices, and risk reporting. Jefferies also provides accounting support and makes

available equity-related investment research. Jefferies does not bill Forum for these services, but is instead compensated by Forum through trade commissions, transaction fees, and Rule 12b-1 distribution and shareholder servicing fees on cash invested in designated mutual funds. In certain circumstances, Jefferies may also receive a portion of revenue sharing payments made to JPCC. We instruct GPTG to execute certain Forum trades through Jefferies in order to contain partnership costs, and Forum pays higher commissions on these trades than would otherwise be available.

JPCC processes securities transactions, facilitates trade settlement and clearance, and is responsible for custody, or safeguarding of Forum's funds and securities. JPCC is also responsible for extending credit on margin and securities lending as needed. In addition, JPCC provides daily cash management services to Forum, generates trade confirmations and account statements, and reports tax information to the IRS. Jefferies compensates JPCC for these services. JPCC also collects certain fees directly from Forum, including securities lending and margin fees. JPCC may also receive Rule 12b-1 distribution and shareholder servicing fees and may benefit from revenue-sharing arrangements with various fund service providers. Such compensation is based, at least in part, on the amount of cash invested by JPCC clients in designated mutual funds.

We have no formal arrangement with any broker for receipt of research or payment of a defined amount of commissions. When we believe investment research and/or investment ideas provided by a broker are of significant value, we direct GPTG to trade with that broker, provided the commission costs are reasonable relative to the value of research and/or ideas received. In such situations, Forum and any participating Long-Only account pay higher commission rates than would otherwise be available.

**Soft Dollar Summary.** Staley Capital has adopted a Code of Ethics and Best Execution Policy and Procedures reasonably designed to ensure clients receive the best qualitative trade execution. The Code of Ethics expressly prohibits certain types of trading activity and requires any trading in a client account to be in the client's best interest. The Code of Ethics and Best Execution Policy and Procedures are designed to address and minimize any conflict of interest between Staley Capital and the best interests of each of its clients. Our Investment Committee members and chief compliance officer periodically review client transactions, commission activity and trade execution quality.

### **Directed Brokerage**

Staley Capital recommends, but does not require, that private account clients establish accounts with Schwab. When clients choose a broker/custodian other than Schwab, Staley Capital is likely to have less influence on brokerage costs or transaction quality. In addition, if we are required to trade through other broker/custodians, we typically place those trades after the aggregated trades are executed at Schwab, which practice may or may not cause them to transact at less favorable prices than those obtained for accounts maintained at Schwab.

### **Trade Aggregation**

When we buy or sell the same security for multiple private accounts that utilize the same custodian or executing broker, we typically place the order in block, or aggregated, fashion. This allows us to maximize our efficiency and provides us better overall control of the order flow into the market. We may place our order all at once, or in smaller blocks throughout the day in an effort to control our impact on the security price. At the close of the trading day, we receive an average price for all of the trades and all clients who participated in the aggregated trade receive the same average trade price, less any fees assessed by their custodian.



Trades can be aggregated only when they are executed through the same broker. As a result, Forum and Long-Only accounts may aggregate trades through GPTG, but would not participate in aggregated trades at Schwab. Similarly, private accounts who execute through a broker other than Schwab will not typically participate in aggregated trades. Private account clients who must pre-approve transactions may also be exempt from participating in an aggregated trade if their approval is received after the aggregated order has been placed.

### **Item 13: REVIEW OF ACCOUNTS**

**Private accounts.** Each private account relationship is assigned to a portfolio manager who is responsible for the day-to-day management and continuous review of the account. Our President reviews a weekly transaction report which reflects all trading activity in the private accounts. Accounts are more formally reviewed on a quarterly basis in preparing the quarterly client reports.

In addition, Staley Capital's Investment Committee reviews the private account portfolios for appropriateness and consistency several times each year on randomly selected dates. [For information about the Investment Committee and its members, see Item 4: Advisory Business, and the Brochure Supplement.]

Our portfolio managers are available to discuss client accounts at any time. We encourage you to keep us informed of any changes in your personal circumstances that might impact your financial goals, liquidity needs or risk tolerance.

**Forum Capital Partners.** Two portfolio managers are responsible for providing day-to-day management and continuous review of Forum's portfolio. In addition, our President reviews a daily partnership investment report which includes performance information, and actively oversees day-to-day investment activity within the partnership.

The Forum portfolio managers and our President also manage private investment activities on behalf of themselves and certain other investors, some of whom may also be clients of Staley Capital. Our President and some portfolio managers also serve as Board/Committee members for public and private companies, as well as non-profit entities, none of which are affiliated with Staley Capital, but some of which may be our clients. The amount of time and attention which Staley Capital applies to client accounts may be impacted by the amount of time and attention devoted to these other activities.

Staley Capital has adopted policies and procedures reasonably designed to ensure compliance with the respective investment policies of each private account and the limited partnership.

### **Item 14: CLIENT REFERRALS AND OTHER COMPENSATION**

Although we have never done so, Staley Capital may pay a third party ("Solicitor") for client referrals. All such payments will be made out of Staley Capital's assets and will not impact client accounts beyond the possibility that we may be less likely to negotiate fees in such situations. The amounts of these payments could be significant and may create an incentive for the Solicitor to recommend Staley Capital.

Prior to entering into an investment management agreement with Staley Capital (or a subscription agreement in the case of Forum), the referred client will receive a written document explaining the arrangement between Staley Capital and the Solicitor and specifying the referral fee that the Solicitor will receive from Staley Capital.

Staley Capital does not receive any compensation other than the investment advisory fees our clients pay to us. However, certain broker/custodians and issuers of securities provide products and services that benefit us. [For discussion of these products and services, see Item 11: Code of Ethics and Item 12: Brokerage Practices.]

### **Item 15: CUSTODY**

Staley Capital does not maintain physical custody of client assets and will not intentionally take custody of client cash or securities. All client assets are held at an independent third-party custodian, typically a bank or broker. However, Staley Capital is deemed to have custody of client assets when we have the ability to withdraw assets from a client account, for example, when we debit advisory fees from client accounts or with respect to our position as general partner to Forum.

As discussed above under “Item 12: Brokerage Practices,” private account clients select a qualified custodian to hold custody of their assets. Private account clients receive trade confirmations and account statements directly from their custodian. Clients may choose to receive these documents either in hard copy format or electronically. Some custodians, including Schwab, charge lower fees to clients under certain asset levels who choose electronic delivery. Most clients also receive quarterly written reports from Staley Capital. Clients are encouraged to carefully review their custodian account statements, compare them to the reports prepared by Staley Capital and notify us of any discrepancies.

Investors in Forum receive reports from us quarterly and receive audited financial statements annually. Upon request, investors can receive a monthly update on their investment. Forum’s primary custodian is J.P. Morgan Clearing Corp. However, Forum may lend securities pursuant to a Master Securities Loan Agreement between Forum and Jefferies & Company, Inc. (“Jefferies”), and securities may be held at Jefferies while loans are in process. Once securities are out on loan, collateral valued at 100% of the loaned security market value is maintained at BNY Mellon.

### **Item 16: INVESTMENT DISCRETION**

**Private Accounts.** Staley Capital has complete discretion with respect to the selection, timing and size of investments for the majority of private accounts managed. Staley Capital develops investment strategies reflective of clients’ individual investment objectives, risk tolerance and cash-flow requirements. There are situations in which clients have input into specific investment decisions made with respect to their accounts. For example, some clients are subject to employer-dictated constraints with respect to the purchase of certain securities. Other clients may prefer not to sell certain legacy holdings due to anticipated tax consequences. Institutional clients such as charitable organizations or corporations typically provide more formal investment guidelines for the management of their assets. On an exception basis, clients may request the portfolio manager to buy or sell a given security based on their personal feelings with respect to an investment. However, Staley Capital typically buys and sells securities for client accounts without either prior notification to or discussion with the client.

Clients may make additions to or withdrawals from their private accounts at any time by contacting either Staley Capital or their broker/custodian. However, we typically design our portfolios as long-term investments and unanticipated asset withdrawals may impair the achievement of your specific investment objectives. Private account clients may terminate Staley Capital’s services at any time without penalty. In this situation, final advisory fees will be

prorated and based on assets as of the last day of management.

**Forum Capital Partners.** Staley Capital serves as general partner for Forum and has full investment discretion with respect to Forum's assets. Investors in Forum are referred to the limited partnership offering documents for complete information with respect to the timing of contributions and withdrawals.

### **Trade Allocation**

Staley Capital provides investment advisory services for various clients. We may give advice, or take action, with respect to one client which differs from the advice given or action taken on behalf of another client, provided that over a period of time, to the extent practicable, opportunities are allocated to each client on a fair and equitable basis relative to other similarly situated client accounts. Differences in clients' objectives, risk tolerance and the frequency and amount of client deposits and withdrawals may result in significantly different performance across portfolios. We don't expect client portfolios to be identical. Rather, we expect each portfolio manager to: 1) manage portfolios in accordance with each client's investment objectives, 2) make the best investment decisions for each client according to that client's individual situation, and 3) act in a manner such that no client is advantaged or disadvantaged at the expense or benefit of another client.

When transactions are suitable for more than one client, we attempt to allocate opportunities on a fair and consistent basis. As discussed under Item 12: Brokerage Practices - Trade Aggregation, private account transactions are typically aggregated so as to maximize efficiency and allow for better overall control of the order flow into the market. The private accounts, Forum, and certain Long-Only accounts normally trade through different brokers, but occasionally buy or sell the same security. In such situations, our portfolio managers discuss and agree on the appropriate side-by-side trading strategy prior to initiating transactions.

There are many factors that may be considered in making trade allocation decisions, such as: account investment objectives, client risk tolerance, client investment time horizon, availability of cash in an account, client tax sensitivity, the nature and size of a particular account, transaction costs and total position size. We make every effort to ensure that all clients are treated fairly, but our portfolio managers may have an incentive to favor accounts that pay higher fees, including Forum, over other accounts. In addition, certain members of our Investment Committee have substantial personal investments in Forum. Portfolio managers may also manage accounts for family members and related parties, some of whom may be clients of Staley Capital. These situations present potential conflicts of interest in the allocation process [see Item 11: Code of Ethics and Personal Trading].

We have adopted a Code of Ethics and Trade Allocation Policy and Procedures ("Code" and "Allocation Policy") reasonably designed to ensure all clients are treated fairly and equitably. The Allocation Policy provides guidance with respect to the allocation of investment opportunities among participating accounts, including Forum. The Allocation Policy also establishes provisions for oversight of the allocation process. However, the allocation process is subjective and there can be no assurance that account performance will not be negatively impacted by the manner in which trades are entered into and allocated.

### **Item 17: VOTING CLIENT SECURITIES**

Public companies domiciled in the United States typically hold proxy meetings annually, affording shareholders the opportunity to vote for Board members, ratify the selection of auditors, and vote on other business. Staley Capital typically has authority to vote proxies for private accounts and, with the exception of any securities that are out on loan, votes all proxies for Forum. Due to operational limitations, clients cannot request us to vote their shares in a specific proxy solicitation in a particular manner. However, private account clients can choose to vote their own proxies by instructing their broker/custodian to send proxies directly to their attention.

Our Proxy Voting Policy and Procedures (“Proxy Policy”) require us to vote proxies in the best economic interest of each client. Items of a procedural or administrative nature, such as the election of directors and ratification of auditors, are typically voted in accordance with the recommendations of company management unless there is a compelling reason to vote differently. Merger and acquisition proposals are evaluated on a case-by-case basis. Social proposals are supported if they have the backing of company management.

Foreign proxies will not be voted if we believe local practices, such as share blocking, might be detrimental to a client’s interests.

The Proxy Policy also addresses potential conflicts of interest. For example, in a merger solicitation, private account clients might hold shares of the acquiring company and Forum might hold shares of the company being acquired. In such a scenario, we may vote one set of shares in favor of the merger and the other against the same merger if we deem the proposal to be advantageous to only one of the companies. When we identify a conflict situation, it is reviewed with multiple members of the Investment Committee prior to any vote being cast.

A summary of the Proxy Policy is provided to all new clients. You may obtain a copy of the Proxy Policy, as well as information regarding proxies voted on behalf of your accounts, by contacting us.

### **Item 18: FINANCIAL INFORMATION**

Staley Capital is unaware of any financial condition that would impair its ability to meet our contractual commitments to clients.

### **Item 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.