

# **ASPIRATION FUND ADVISER, LLC**

## **FORM ADV PART 2A – DISCLOSURE BROCHURE**

**MARCH 31, 2015**

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**This brochure provides information about the qualifications and business practices of Aspiration Fund Adviser, LLC (the "firm," "we" or "us"). If you have any questions about the contents of this brochure, please contact us at 424.228.8800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.**

**Additional information about us also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

The firm is an investment adviser registered with the SEC. Registration of an investment adviser does not imply any level of skill or training.

## **Item 2: Material Changes**

Aspiration has updated this Brochure to reflect that Aspiration Partners, LLC, the parent company to Aspiration Fund Adviser, LLC is the sole member of the Aspiration Foundation, a 501(c)3 organization. This is the only material update made since the initial filing on September 2, 2014.

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## Item 4 – Advisory Business

**The Firm:** The firm was founded on October 31, 2013 and is headquartered in Los Angeles, California. It is a privately held limited liability company, and its sole owner is Aspiration Partners LLC. Andrei Hugo Cherny and PT Aspiration Partners Trust are the principal owners of Aspiration Partners LLC. PT Aspiration Partners LLC is the sole Trustee of PT Aspiration Partners Trust. Joseph Neal Sanberg is the sole member of PT Aspiration Partners, LLC.

Emerald Separate Account Management, LLC serves as the Sub-adviser to the Fund. Mr. Joseph Besecker, President of Emerald Asset Management, Inc., the parent of the Sub-adviser, holds less than 5% of the outstanding non-voting B units of Aspiration Partners, LLC. Please see Item 10 for more information regarding the affiliation of Aspiration and the Sub-adviser.

Aspiration Partners, LLC, the parent company to Aspiration Fund Adviser, LLC is the sole member of the Aspiration Foundation, a 501(c)3 organization.

**Our Advisory Services:** We serve as investment adviser to Aspiration Flagship Fund (the "Fund"), a series of Aspiration Funds, a Delaware statutory trust (the "Trust"). Item 8 of this brochure provides more information about the Fund's investment strategy. We also serve as investment adviser to individuals. However, with respect to individuals, our advice is limited to advising such clients to invest in the Fund. In fact, individuals must establish an advisory relationship with us before they may invest in the Fund.

**Tailoring Our Services:** Our advice is tailored to meet the investment objectives and restrictions of the Fund, described in detail in the Fund's registration statement. In addition, we may delegate certain advisory duties to one or more sub-advisers. When we do so, we provide proactive oversight of each sub-adviser, daily monitoring of the sub-adviser's purchase and sale of portfolio securities for the Fund and regular review of the sub-adviser's performance.

Because our advice to individuals is limited to advising them to invest in the Fund, our individual clients may not impose restrictions relating to investing in securities or certain types of securities.

**Wrap Fee Programs:** We do not participate in wrap fee programs.

**Assets Under Management:** As of March 31, 2015, Aspiration manages \$2,166,479 under management on a discretionary basis. However, while we will retain discretionary responsibility for the management of the assets of the Fund, we have delegated such responsibility to the Sub-adviser. Aspiration does not manage any funds on a non-discretionary basis.

## Item 5 – Fees and Compensation

**The Fund:** We do not charge a fee to manage the Fund. However, we have contractually agreed to pay the Sub-adviser an investment management fee at an annual rate of 30% of the fees received by us for advisory services to the Fund, calculated after the Adviser has donated 10% of the fees to charity.

The fees paid to other service providers by the Fund (e.g. custody, administration, transfer agent, accounting, legal, etc.), are described in detail in the registration statement and/or financial filings of the Fund. Those fees are accrued and deducted directly from the Fund on a daily basis.

We have contractually agreed to reimburse Fund expenses to the extent necessary to limit the total annual fund operating expenses (exclusive of organizational expenses, brokerage costs, interest, taxes, litigation and indemnification expenses, expenses associated with investments in underlying investment companies and extraordinary expenses) to 0.50% of the Fund's average daily net assets. To the extent the Fund incurs expenses in excess of 0.50% due to excluded expenses, the expense ratio will be higher than 0.50%. The agreement to reimburse expenses is in effect for at least one year from the date of the Fund's prospectus and cannot be terminated by us before that date. After that time period, we will determine whether to renew or revise the agreement. The Trust's Board of Trustees may terminate the agreement at any time.

The Fund incurs brokerage costs separate from the fees described above. Item 12 provides additional details about our brokerage practices.

Furthermore, as described in Item 8 below, the Fund invests primarily in shares of registered investment companies, including open-end funds, exchange traded funds and closed-end funds ("underlying funds"). Investment in underlying funds subjects the Fund to the management and other fees charged by those underlying funds.

**Individual Clients:** We do not charge a set fee to manage individual accounts. Instead, during the term of our advisory relationship, each individual client (i) has the discretion to pay us a fee in the amount he or she believes is fair, and (ii) may increase or decrease the amount of our fees at any time upon written notice to us, and the adjusted fee rate shall be deemed to have been in effect since the first day of the quarter (iii) is under no obligation to pay the Advisory Fee, as the client can reduce the Advisory Fee to 0.00% on the last business day of the quarter.

Our quarterly fee, if any, is calculated by multiplying the Advisory Fee Rate by the average market value of all assets in the Account on the last business day of each quarter, based on the Fund's net asset value determined in accordance with each Fund's procedures.

Clients may pay the Advisory Fee through an Electronic Funds Transfer ("EFT"), by Credit Card, or through redemption of shares.

Individual shareholders also may be charged wire fees, returned check fees, and other fees by the Fund. Shareholders acknowledge that payment through redemption of shares may generate capital gains that may be subject to tax.

**Additional Compensation:** We and our "supervised persons" (meaning our employees and independent contractors) do not accept compensation, including sales charges or service fees from the sale of mutual funds, from any person for the sale of securities or other investment products.

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

We and our supervised persons do not charge performance-based fees. The term "performance-based fees" refers to fees based on a share of capital gains on, or capital appreciation of, a client's assets.

#### **Item 7 – Types of Clients**

As described above in Item 4, we provide investment management services to the Fund, a registered open-end investment company. We also advise individuals, but with respect to individuals, our advice is limited to advising them to invest in the Fund. In fact, individuals must establish an advisory relationship with us before they may invest in the Fund.

Minimum initial and subsequent investment amounts for the Fund are described in the Fund's registration statement.

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

***Investing in securities involves risk of loss that clients should understand and be prepared to bear.***

##### **Methods of Analysis and Principal Investment Strategies of the Fund:**

The investment objective of the Aspiration Flagship Fund ("the Fund") is to seek long-term capital appreciation by providing risk-adjusted returns.

The Adviser adheres to the philosophy that any well-balanced wealth portfolio should include an allocation to alternative strategies. The Fund seeks to deliver risk-adjusted returns while providing investors with lower volatility than, and lower correlation with, traditional long-only equity and bond portfolios. Unlike the Fund, a long-only portfolio owns or holds individual securities – it does not employ strategies such as selling short

those securities anticipated to decline in value. The Fund is designed to complement traditional long-only equity and bond portfolios.

The Fund seeks to achieve its investment objective by investing primarily in shares of registered investment companies, including open-end funds, ETFs and closed-end funds that emphasize alternative strategies, such as funds that sell securities short; employ asset allocation, arbitrage, option; or that invest in distressed securities, the natural resources sector, business development companies ("BDCs").

In addition to employing alternative strategies such as those described above, the underlying funds may invest in equities such as common stocks, preferred stocks, securities convertible into stocks (domestic and foreign); fixed income securities such as fixed rate debt, variable rate debt or high-yield, lower rated debt instruments (domestic and foreign); or in any combination of the foregoing. The Fund uses a flexible approach to selecting investments and is not limited by an underlying fund's investment style.

We are generally authorized, on a discretionary basis, to select the investment companies in which the Fund invests based in part on an analysis of the past and projected performance and investment structure of the investment companies but consistent with the use of sub-advisers, we have delegated such investment selection to the Sub-adviser. In addition, other factors may be considered, including, but not limited to, the investment company's size, shareholder services, liquidity, investment objective and investment techniques, etc.

We are generally responsible for the asset allocation of the Fund and will monitor and respond to changing economic and market conditions and then, if necessary, direct the Sub-adviser to rebalance the assets of the Fund based upon our guidelines.

### **Principal Investment Risks:**

Below are the principal risks of investing in the Fund:

***Correlation Risk.*** While the Adviser seeks to invest the Fund's assets in underlying funds that are uncorrelated with each other or with fixed income or equity indices, there can be no assurance that the Adviser's expectations regarding such limited correlations will prove correct. Underlying funds' correlations may be much higher in times of general market turmoil.

***Investment Company Risk.*** Investments by the Fund in other investment companies, including ETFs, will expose investors to the risk that the underlying fund manager may change objectives which may or may not parallel the investment direction of the Fund. The Adviser has no control over the managers or investments of underlying funds. In addition, the price movement of an ETF may not correlate to the underlying index and may result in a loss. Closed-end

funds may trade infrequently, with small volume, and at a discount to NAV, which may affect the Fund's ability to sell shares of the fund at a reasonable price. Further, investments in other investment companies subject the investor to fees and expenses charged by such other investment companies, including ETFs. Finally, the Investment Company Act of 1940 imposes certain limitations on a fund's investments in other investment companies. These limitations may limit the amount the Fund may invest in certain investment companies.

***Allocation Risk.*** In managing the Fund, the Adviser has the authority to select and allocate assets among underlying funds. The Fund is subject to the risk that the Adviser's decisions regarding asset classes and selection of underlying funds will not anticipate market trends successfully.

***Underlying Fund Concentration.*** The Fund may invest in investment companies that concentrate in a particular industry (i.e., real estate) or industry sector (i.e., natural resources). Investments within a single industry or sector may be affected by developments within that industry or sector.

***Leveraging.*** An underlying fund may borrow money to increase its holdings of portfolio securities. Leveraging can exaggerate the effect of any increase or decrease in the value of portfolio securities held by that fund.

***Foreign Investing and Emerging Markets Risk.*** The Fund may invest in investment companies that invest primarily in foreign securities. Foreign investments may be riskier than U.S. investments because of factors such as unstable international political and economic conditions, currency fluctuations, foreign controls on investment, withholding taxes, a lack of adequate company information, less liquid and more volatile markets, a lack of government regulation, and legal systems or market practices that permit inequitable treatment of minority and/or non-domestic investors. These risks are magnified in investments in emerging markets. Some underlying fund investments may be denominated in foreign (non- U.S.) currencies. There is the risk that the value of such assets and/or the value of any distributions from such assets may decrease if the currency in which such assets are priced or in which they make distributions falls in relation to the value of the U.S. dollar.

***Convertible Securities Risk.*** The Fund may invest in investment companies that invest in convertible securities. Convertible securities include debt obligations and preferred stock of the company issuing the security, which may be exchanged for a pre-determined price (the conversion price) into the common stock of the issuer. The market values of convertible securities and other debt securities tend to fall when prevailing interest rates rise. The values of convertible



securities also tend to change whenever the market value of the underlying common or preferred stock fluctuates.

***Business Development Company (BDC) Risk.*** BDCs may carry risks similar to those of a private equity or venture capital fund. BDC company securities are not redeemable at the option of the shareholder and they may trade in the market at a discount to their net asset value. BDCs usually trade at a discount to their net asset value because they invest in unlisted securities and have limited access to capital markets.

***High Yield Risk.*** As a result of its investments in investment companies that invest in high yield securities (securities rated "BB" or below by S&P or "Ba" or below by Moody's) and unrated securities of similar credit quality (commonly known as "junk bonds"), the Fund may be subject to greater levels of interest rate, credit and liquidity risk than portfolios that do not invest in such securities.

***Liquidity Risk.*** The Fund's investments in illiquid securities may reduce the return of the Fund because it may be unable to sell such illiquid securities at an advantageous time or price. Shares of an underlying fund held by the Fund in excess of 1% of the underlying fund's outstanding shares are considered illiquid.

***Market Risk.*** The Fund's investments will face risks related to investments in securities in general and the daily fluctuations in the securities markets.

***Short Sale Risk.*** An underlying fund will suffer a loss if it sells a security short and the value of the security rises instead of falling.

***Commodities Risk.*** An underlying fund may invest in commodities, and commodities markets may fluctuate widely based on a variety of factors, including changes in overall market movements, domestic and foreign political and economic events and policies, war, acts of terrorism, changes in domestic or foreign interest rates and/or investor expectations concerning interest rates, domestic and foreign inflation rates and investment and trading activities of mutual funds, hedge funds and commodities funds.

***ETFs.*** Shares of ETFs have many of the same risks as direct investments in common stocks or bonds and their market value is expected to rise and fall with changes in the securities markets and, with respect to index-linked ETFs, with changes in the value of an underlying index. In addition, the price movement of an index-linked ETF may not track the underlying index and may result in a loss.

***Distressed Companies Risk.*** The risk associated with investing in distressed companies is that a merger or other restructuring, or a tender or exchange offer,

that was proposed or pending at the time the Fund invested in the distressed company may not be executed with the terms or within the time frame anticipated, resulting in losses to the Fund.

***Alternative Asset Class Risk.*** The Fund may invest in certain highly volatile alternative asset classes. Investors should consider purchasing shares of the Fund only as part of an overall diversified portfolio and should be willing to assume the risks of potentially significant fluctuations in the value of Fund shares.

***Long/Short Selling Risk.*** The Fund may invest in underlying funds that take long and short positions in different securities, and may invest in such underlying funds as a part of its principal investment strategy. There are risks involved with selling securities short. The underlying fund may not always be able to borrow the security or close out a short position at an acceptable price, and may have to sell long positions at disadvantageous times to cover short positions. The underlying fund will incur a loss as a result of the short sale if the price of the security increases between the date of the short sale and the date on which the fund replaces the borrowed security. The underlying fund may be required to pay a premium, dividend or interest.

***Arbitrage Risk.*** An arbitrage strategy has the risk that anticipated opportunities may fail to yield expected returns and that an underlying fund's manager may incorrectly identify market inefficiencies or mispricing of securities. To the extent an underlying fund engages in merger arbitrage, targeted reorganizations may be renegotiated or fail to close, resulting in losses to the underlying fund.

***Derivatives Risk.*** Derivative transactions, including options on securities and securities indices and other transactions in which an underlying fund may engage (such as futures contracts and options thereon and swaps), may subject the Fund to increased risk of principal loss due to unexpected movements in stock prices, changes in stock volatility levels and interest rates and imperfect correlations between the Fund's securities holdings and indices upon which derivative transactions are based. Derivative transactions may subject the Fund to increased credit risk with respect to the counterparties to the derivatives contracts purchased by the underlying fund.

***Natural Resources Risk.*** The Fund may invest in investment companies that invest primarily in the natural resources sector. The values of natural resources are affected by numerous factors including events occurring in nature and international politics. For example, events in nature, such as earthquakes or fires in prime resource areas, and political events, such as coups or military

confrontations, can affect the overall supply of a natural resource and thereby affect the value of companies involved in that natural resource.

**Equity Securities.** The Fund may invest in investment companies that invest in equity securities. Equity securities fluctuate in value, often based on factors unrelated to the fundamental economic condition of the issuer of the securities, including general economic and market conditions, and these fluctuations can be pronounced.

**Bonds and Other Fixed Income Securities.** The Fund may invest in investment companies that invest in bonds and/or other fixed income securities. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility resulting from, among other things, interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). Securities with longer durations are likely to be more sensitive to changes in interest rates, generally making them more volatile than securities with shorter durations. Lower rated fixed income securities have greater volatility because there is less certainty that principal and interest payments will be made as scheduled.

**Management Risk.** The Fund has a limited history of operations for investors to evaluate. In addition, the Adviser and Sub-Adviser have limited experience managing a mutual fund. The Adviser believes that most of its clients will pay a reasonable and fair advisory fee. If a significant number of clients do not pay an advisory fee for an extended period of time, the Adviser, and any sub-adviser, may not be able to continue to render services to the Fund. If the Adviser is not able to pay Fund expenses required under the Fund's Expense Limitation Agreement, the Adviser may have to resign as adviser to the Fund or dissolve and liquidate the Fund.

## **Item 9 – Disciplinary Information**

As a registered investment adviser, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

We have no such events to report.

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

We are obligated to disclose if we, any of our supervised persons, or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting advisers for clients.

### **Sub-Advisory Relationship**

Pursuant to a sub-advisory agreement between us and Emerald, Emerald serves as Sub-adviser for the Fund. Our clients pay a discretionary investment management fee to us. We pay Emerald a sub-advisory fee as described in Item 5 above. Emerald is owned by its employees via an employee stock ownership plan. Mr. Joseph Besecker is a trustee and a beneficial owner of the plan trust. Mr. Besecker owns a non-controlling interest (non-voting B units) in Aspiration Partners, LLC, the parent company to Aspiration Fund Adviser, LLC. It should be noted that Emerald is not a related person of ours or an affiliate based on Mr. Besecker's holdings. However, we are disclosing the relationship with Emerald because Emerald is a registered investment adviser. This relationship presents a potential conflict in that we have chosen to use the services of Emerald. We have written compliance policies and procedures designed to mitigate or manage this potential conflict of interest.

### **Other Financial Industry Affiliations**

A related person of Aspiration, who is not involved in the day to day business of Aspiration, has ownership interests in certain non-affiliated broker dealers, investment advisers, and managing members or general partners of pooled investment vehicles. Aspiration does not have business dealings, share operations, or share premises with any such entity. Further Aspiration has no reason to think that this would cause a conflict of interest with its clients.

We have no other financial industry activities or affiliations to report. Furthermore, we do not receive compensation from other advisers for recommending or selecting them.

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

**Code of Ethics:** We expect our supervised persons to always act in the best interest of our clients, and to place the interests of our clients ahead of our own. We have adopted

a Code of Ethics (the "Code"), which sets forth the standard of business conduct expected from each member of our team.

The Code restricts trading in any security for which we believe we may be privy to material non-public information. It also restricts personal trading activities to prevent any conflict of interest between personal trading and client trading. The Code limits gifts and entertainment, whether received or given, to avoid conflicts of interests. The Code causes all outside business activities of our team members to be disclosed so that potential conflicts can be detected and addressed. Finally, it limits the political contributions of our managers and employees to prevent any potential conflicts in that area as well. All our managers and employees must accept in writing the terms of the Code upon employment, annually, and as amended.

We will provide a copy of the Code to any client or prospective client upon request by contacting the firm's Chief Compliance Officer at the telephone number or the address specified on the cover page of this brochure.

**Participation or Interest in Client Transactions and Personal Trading:** We and/or our supervised persons may buy or sell shares of the Fund on a pre-clearance basis upon approval by the firm's Chief Compliance Officer. Supervised persons are restricted from transacting in any underlying funds in which the Fund has invested or has pending orders to buy or sell. Because the Fund only invests in shares of registered investment companies and our individual clients only invest in the Fund, there typically is no conflict of interest between a client and us (or one of our supervised persons) in the allocation of trades because orders for investment companies generally are fully filled.

## **Item 12 – Brokerage Practices**

Because the Fund only invests in other investment companies, and our individual clients invest only in the Fund, this Item's disclosure with regard to our brokerage practices applies only to the Fund's trades in ETFs and closed-end funds.

**Brokerage Selection & Best Execution:** We are generally authorized to place securities transactions with brokers for execution. Nevertheless, consistent with our use of a sub-adviser, we generally are not engaged in such activity and have delegated discretion to the Sub-Adviser to select the brokers to execute transactions for the client funds we advise and to negotiate and determine the commissions to be paid for such transactions. Many factors will be considered when selecting a broker or dealer for a transaction, including the broker's execution capability, the broker's responsiveness to the Sub-adviser or to us, the broker's reputation and access to the markets for the security being traded, the efficiency with which the trade will be executed, commission rates and the value of the research products and services that a broker lawfully may provide to assist either the Sub-adviser or us in the exercise of investment decision-making responsibilities, the availability of soft dollar accrual, and the expected market impact of the trade. The determining factor is not the lowest possible commission cost,

but whether the transaction represents the best qualitative execution for our clients. In light of the foregoing, we will monitor the Fund's trades placed by the Sub-adviser for best execution. Finally, the Sub-adviser is also subject to oversight by the Trustees of Aspiration Funds.

A significant percentage of the Fund's trades involve the purchase or redemption of mutual fund shares. Such trading differs from the trading of individual stocks or ETFs. Mutual funds are typically priced once a day at the close of the New York Stock Exchange. Shares are typically bought and sold directly from each specific fund's distributor, and while the fund may charge a sales load or redemption fee, there is usually not a transaction-based commission charged by an executing broker-dealer as there would be for an individual stock. Due to the daily pricing and direct purchase / redemption of mutual funds, the Fund has effected an arrangement whereby mutual fund purchases and redemptions will be executed by the Fund's Custodian, currently UMB Bank, N.A. UMB Bank does not charge a fee or commission to provide this execution service but does so in its role as custodian for the Fund.

**Research & Other Soft Dollar Benefits:** As an adviser, we have a fiduciary obligation to seek best execution for client trades and not to use client assets for our own benefit at the expense of our clients. Congress, recognizing the value of research in managing client accounts, enacted Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") to allow advisers to use client commissions to acquire research in good faith provided that the amount of commission was reasonable in relation to the value of the brokerage services received. We will monitor the Sub-adviser's use of soft dollars in accordance with the '34 Act regulations.

On nearly all executed trades, the Fund pays brokerage commissions that are competitive, but which are higher than the lowest available rate available from an "executional only" broker, and the Sub-adviser receives research products and services in return. The "additional" commission paid for this research is commonly referred to as "soft dollars." There are two types of soft dollars, those used to acquire proprietary research products and services from the broker executing the trade, and those used to acquire third party research products and services. The Sub-adviser uses both types of soft dollars.

We benefit from the use of client commissions to purchase research products and services because we do not have to produce or pay for these research products or services. This creates a conflict of interest for us because:

- A. The Sub-adviser may have an incentive to trade with brokers providing the most useful research, which may or may not be the broker providing the lowest price execution.
- B. The Sub-adviser may have an incentive to trade more frequently in order to accrue additional soft dollars.

Soft dollar benefits generated from trading for the Fund are used to service the Fund directly (because we do not trade for individual clients, soft dollar benefits are not generated from individual client accounts). However, because our only clients are the Fund and individual clients whom we have advised only to invest in the Fund, such soft dollar benefits generated benefit all of our clients (the Fund directly and Fund investors indirectly).

Proprietary Research Products and Services: The Sub-adviser will use soft dollars to obtain proprietary research products and services from most brokers. These brokers bundle trade execution and research services into the total trade commission cost. The types of proprietary products and services that are received from these brokers may include: (i) coordinating meetings or calls with management teams of companies of interest to us and the Sub-adviser, (ii) coordinating trips for our research analysts to visit companies, (iii) providing attendance at conferences sponsored by brokers where companies meet with or present to potential investors like us, (iv) access to allocations in limited offerings, such as initial public offerings, and (v) access to research analysts at the broker, and reports generated by such analysts. These products and services are not generally available for sale otherwise and can only be obtained by paying broker trade commissions.

Third Party Research: The Sub-Adviser will use soft dollars accrued through unbundled commissions (where trade execution and research services are paid separately to the broker) to obtain third party research products and services. This flexibility allows them to select the research services they feel are the most valuable to their research process and in turn most beneficial to our clients. Third party research products and services may include, among other things, data services, publications, databases and software.

On occasion, a product or service furnished to the Sub-adviser by a broker may have both research and non-research functionality. Under such circumstances, we will make a reasonable allocation as to the portion of the product or service that provides assistance in the research process and can appropriately be paid for with soft dollars. The non-research portion of the product or service will be paid for by us.

Evaluation of Research Obtained with Soft Dollars: Consistent with the safe harbor provided for research under Section 28(e), the Sub-Adviser will make a good faith determination that the commissions paid are reasonable in relation to the value of the brokerage and research services provided, either in terms of a particular transaction or our or the Sub-adviser's overall responsibility to our clients. We and the Sub-adviser evaluate research based on the extent it assists us in our investment decision-making or allocation process and consider the size and experience of the staff providing the information, accessibility, timelines of recommendations, and success rates of forecasting.

**Brokerage for Client Referrals:** Client referrals are not a consideration in selecting broker-dealers to execute transactions for our clients. We do not compensate broker-dealers for distributing the Fund by directing brokerage transactions to them.

**Directed Brokerage:** We do not have any trades directed to a particular broker-dealer by any of our clients. We, at our sole discretion, select the broker-dealer through which each trade is placed.

**Trade Aggregation:** Because we do not directly manage the funds portfolio directly , and with respect to individuals, our advice is limited to advising them to invest in the Fund, we do not aggregate the purchase or sale of securities for various client accounts.

**Other Trading Practices:** In the event a trade error occurs, we will seek to identify and correct the error as promptly as possible consistent with our Trade Error Policy and Procedures.

### **Item 13 – Review of Accounts**

As part of investment management oversight, the Sub-adviser monitors the holdings of the Fund daily to ensure compliance with the Fund's investment objectives, investment strategies and restrictions and to determine whether investment changes should be made. Quarterly, the Sub-adviser attests to adherence to regulations and the funds' investment objectives. Shareholders in the Fund electronically receive prospectuses, supplements, annual reports and semi-annual reports and other periodic statements from the Fund. These reports discuss portfolio positions, asset allocation, and changes in portfolio value and investment returns. In addition, the Fund's annual report discusses market conditions and investment strategies that significantly affected the Fund's performance during the previous fiscal year.

Because our individual clients are also shareholders of the Fund and receive the materials described above directly from the Fund, we do not provide regular reports to individual clients or review their accounts.

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

We receive no economic benefit for providing investment advice to clients other than as outlined in Item 5. We do not compensate any person not under our supervision for client referrals.

### **Item 15 – Custody**

We do not provide custodial services to our clients, and we do not have custody of client funds or securities. Client assets are held by a "qualified custodian." In particular, individual client assets are held by the Fund's transfer agent, and the Fund's assets are held by its custodial bank.



**The Fund:** The Fund will receive daily statements from its custodian directly, and we urge the Fund to review the custodial statements and compare them with any reports we provide.

**Individual Clients:** Our advice to individual clients is limited to advising them to invest in the Fund. Shareholders in the Fund receive prospectuses, supplements, annual reports, semi-annual reports and other periodic statements from the Fund. However, our individual clients will not receive custodial statements regarding their investment in the Fund.

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

Our investment management agreement with the Fund gives us discretionary authority to manage the assets of the Fund. Consistent with the use of a sub-adviser, the day-to-day management of the Fund has been delegated to the sub-adviser. Together with the Sub-adviser, we observe investment limitations and restrictions that are outlined in the Fund's prospectus and Statement of Additional Information.

We do not accept discretionary authority to manage securities on behalf of individual clients.

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

**The Fund:** The Fund delegates the authority to vote proxies to us. We, in turn, delegate the responsibility to exercise voting authority to vote proxies on behalf of the Fund to the Sub-adviser in accordance with the Sub-adviser's proxy voting procedures. We will collect and review the proxy voting undertaken by the Sub-adviser on behalf of the Fund on no less than an annual basis.

Should the Sub-adviser identify a conflict of interest that impedes its ability to vote a proxy and we are called upon to exercise voting authority, we will vote in accordance with our proxy voting policy that we have adopted and implemented, including guidelines and procedures to assist our proxy review team in making voting decisions. When we vote such proxies, our objective is to maximize the value of the securities held by the Fund.

When we recognize a conflict of interest that impedes our ability to vote a proxy, we will vote the proxy in accordance with the procedures approved by the Board of Trustees of the Fund to mitigate such conflicts. We do not utilize third party proxy voting services.

**Individual Clients:** We do not accept authority to vote proxies on behalf of our individual clients. Instead, our individual clients vote directly on matters submitted to Fund shareholders for a vote.

All clients may obtain a copy of our Proxy Voting Policy and Procedures, as well as information regarding votes cast with regard to the securities of a mutual fund we manage, by submitting a request to the firm's Chief Compliance Officer at the address or telephone number indicated on the cover page of this brochure.

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

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients. We also have never been the subject of a bankruptcy proceeding.