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July 31, 2017

This Brochure provides information about the qualifications and business practices of Persimmon Capital Management, LP (“PCM”). If you have any questions about the contents of this Brochure, please contact us at 484-572-0500. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

PCM is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

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## **Item 2 – Material Changes**

This Brochure dated July 31, 2017 serves as an update to the Brochure dated April 4, 2017.

PCM offers consulting/financial planning services under a flat fee arrangement. PCM offers a new proprietary systematic global long/short strategy to qualified Clients. These developments impact the following sections of this Brochure:

- Item 4 – Advisory Business
- Item 5 – Fees and Compensation
- Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss
- Item 11 – Code of Ethics
- Item 12 – Brokerage Practices
- Item 16 – Investment Discretion
- Item 17 – Voting Client Securities

Our Brochure may be requested by contacting Amy Armstrong, Vice President, at 484-572-0500 or [aarmstrong@persimmoncapital.com](mailto:aarmstrong@persimmoncapital.com).

Additional information about PCM is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with PCM who are registered, or are required to be registered, as investment adviser representatives of PCM.

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## **IMPORTANT NOTE ABOUT THIS BROCHURE**

***This Brochure is not:***

- ***An offer or agreement to provide advisory services to any person;***
- ***An offer to sell interests (or a solicitation of an offer to buy interests) in any Fund advised by PCM (as defined in this disclosure); or***
- ***A complete discussion of the features, risks or conflicts associated with any Fund advised by PCM.***

*As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), PCM provides this Brochure to current and prospective Clients. PCM may also, in its discretion, provide this Brochure to current or prospective investors in certain Funds, together with other relevant offering materials, such as the Fund’s private placement memorandum, prior to, or in connection with, such persons’ investment in such Funds.*

*Although this Brochure describes the investment advisory services of PCM, persons who receive this Brochure (whether or not from PCM) should be aware that it is designed solely to provide information about PCM as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant offering materials.*

*More complete information about each Fund advised by PCM is included in relevant offering materials, which may be provided to current and eligible prospective investors only by PCM or its authorized agents. If there is any conflict between information conveyed in this disclosure document and that conveyed in any offering materials, the information contained in the relevant offering materials shall be deemed to govern and control.*

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### **Item 3 -Table of Contents**

|   |     |
|---|-----|
| Item 1 – Cover Page.....  | i   |
| Item 2 – Material Changes .....   | ii  |
| Important Note about This Brochure.....                                     | iii |
| Item 3 – Table of Contents.....   | iv  |
| Item 4 – Advisory Business .....  | 1   |
| Item 5 – Fees and Compensation .....  | 3   |
| Item 6 – Performance-Based Fees and Side-By-Side Management .....           | 6   |
| Item 7 – Types of Clients.....  | 6   |
| Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss ..... | 6   |
| Item 9 – Disciplinary Information .....                                     | 11  |
| Item 10 – Other Financial Industry Activities and Affiliations .....        | 11  |
| Item 11 – Code of Ethics .....  | 12  |
| Item 12 – Brokerage Practices .....   | 13  |
| Item 13 – Review of Accounts.....   | 14  |
| Item 14 – Client Referrals and Other Compensation.....                      | 14  |
| Item 15 – Custody .....   | 15  |
| Item 16 – Investment Discretion.....  | 16  |
| Item 17 – Voting Client Securities.....                                     | 16  |
| Item 18 – Financial Information .....                                       | 17  |

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## **Item 4 – Advisory Business**

### **Firm Description**

Persimmon Capital Management, LP (“PCM”) is a multi-family office and investment consulting firm that provides family, investment, and wealth advisory services to Clients. These services include the identification of investment objectives that are married with a detailed qualitative and quantitative process that enables the PCM Investment Committee to deliver investment policy development, asset allocation, asset class research, manager search and selection. Additionally, PCM provides portfolio monitoring and periodic manager reporting to our Clients. Services are provided on discretionary and non-discretionary basis. PCM service offerings do not include legal or tax advice.

### **Principal Owners of PCM**

PCM was founded in December 1998 by Gregory S. Horn, who is the principal owner of the firm. PCM is organized as a Delaware limited partnership. Arthur Holly, Amy Armstrong, and Timothy Melly are also equity partners in the firm.

### **Integrated Wealth Advisory Services, Outsourced Chief Investment Officer Services, and Financial Planning and Consulting Services**

#### **I. Integrated Wealth Advisory Services**

PCM is a boutique multi-family office that provides fully integrated, wealth advisory services to high net worth families and individuals while also acting as outsourced chief investment officer, providing tailored investment services to foundations and endowments.

PCM provides expertise and material information required to develop an all-inclusive wealth strategy coupled with personalized investment advisory services. From research to construction, PCM seeks to build the best-fit strategy for each Client while employing holistic wealth advice, including estate and wealth transfer planning, tax planning, business succession planning, liability and balance sheet planning, family education, and family governance. PCM acts on behalf of Clients in service provider selection, expense and fee negotiation with providers/managers, and offers consolidated asset and investment reporting on internal and external assets.

#### **II. Outsourced Chief Investment Officer (OCIO) Services**

As an outsourced CIO and fully integrated wealth advisory firm, a primary component of our service offering entails due diligence performed by PCM on potential managers that utilize various investment strategies. Prospective managers must satisfy a rigorous due diligence review by PCM prior to becoming a qualified manager for representation to our Clients. This due diligence process is clearly explained to Clients prior to engaging a recommended manager.

Recommended managers represent various investment strategies and styles such as large cap value, large cap growth, mid cap, small cap, developed and emerging market international equities, domestic fixed income, global fixed income, hedged equity strategies, various arbitrage strategies, and other non-traditional asset classes such as managed futures. PCM’s proprietary

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Blue Wave systematic global long/short strategy may be recommended to certain qualified Clients. PCM strives to recommend the most qualified managers within specific asset classes and strategies, thereby attaining the appropriate investment objectives for each Client relationship. These specific asset classes are incorporated into the investment policy and asset allocation strategy based on Client needs and goals. With the exception of its proprietary systematic global long/short strategy, PCM does not select specific securities for our Clients, insofar as the selection process is delegated to the independent manager(s). Clients may impose reasonable restrictions as it relates to security or sector selection, subject to PCM approval.

### **III. Financial Planning and Consulting Services**

For financial planning and consulting services, in most cases, the Client will supply to PCM information including income, investments, savings, insurance, business interests, hard asset ownership, and many other items including detailed discussions with your PCM Adviser that allow PCM to ascertain the Client's financial and estate goals. This information is typically gathered by way of personal interviews and supplemented with written information. Once the information is gathered, PCM will discuss the Client's financial needs and goals, and compare the Client's current financial situation with stated objectives. Once these are compared, PCM will create a financial plan or modify an existing plan to help the Client optimally meet stated goals.

The plan is intended to represent a suggested blueprint of how to achieve stated goals. Plans will be unique for every client based on information supplied by the Client. It is very important that each Client accurately and completely communicate to PCM the information requested. PCM determines objectives and formulates advice by reviewing new Client data and then interviewing the Client for additional background and clarity so PCM can gather a more complete picture of a Client's needs. It is very important that each Client regularly update PCM with any changes so that if the updates require changes to a plan, PCM can make those changes. Otherwise, the plan may no longer be accurate.

Some Clients may also engage PCM on a project basis to provide advice on isolated matters, such as retirement planning, cash flow planning, business succession planning, corporate stock options or stock grants or other related matters.

PCM does not receive compensation (e.g., commissions or fees) from the sale of securities, insurance, real estate, or other products or services recommended in a financial plan. However, PCM would receive investment management fees if the financial plan incorporates an allocation of the Client's assets to PCM. Such a recommendation, if made, could present a conflict between the interests of PCM and the interests of the financial planning Client. Financial planning Clients are under no obligation to act upon any recommendation made by us, including a recommendation to allocate assets to PCM. If the Client elects to act on any of the recommendations we make, the Client is under no obligation to effect transactions through PCM, our representatives, or affiliates.

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## **Written Agreement**

Investment management services are governed by a written investment management agreement (“Investment Advisory Agreement”) between PCM and the Client which outlines the terms of service and applicable fees. Financial planning services are governed by a written consulting agreement (“Consulting Agreement”) between PCM and the Client which outlines the terms of service and applicable fees.

PCM is not a sponsor of nor participates as a manager in any wrap programs.

As of December 31, 2016, PCM manages \$48,294,000 of discretionary assets under management and \$130,471,000 of non-discretionary assets under management.

## **Item 5 – Fees and Compensation**

### **Investment Advisory Fees**

Prior to engaging PCM to provide investment services, Clients generally are required to enter into an Investment Advisory Agreement with PCM setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the associated fees.

### **Fully Integrated Wealth Advisory Services**

In partnering with PCM as a Fully Integrated Wealth Partner, our Clients know that their interests always come first as we seek to identify a true, 360-degree view of the desired outcomes and needs derived from Client assets. Utilizing a centralized team approach, PCM aims to provide fully integrated wealth advice in partnership with other trusted advisors such as estate and tax attorneys, CPAs, insurance professionals, and private bankers. Fully Integrated Services are offered on a discretionary or non-discretionary basis for each applicable advisory relationship. PCM does not provide tax, legal, or accounting advice.

Upon engaging PCM for pre-defined advisory services, all fees associated with the service scope will be charged as an advisory fee on assets under management. The fee schedule for fully integrated wealth advisory services is as follows:

|  |                      |
|--|----------------------|
| First \$3,000,000.00                       | 1.00% per annum      |
| Next \$2,000,000.00                        | 0.85% per annum      |
| Next \$5,000,000.00                        | 0.75% per annum      |
| On Relationships Between \$10-\$20 million | Flat 0.70% per annum |
| On Relationships Between \$20-\$35 million | Flat 0.60% per annum |
| On Relationships Between \$35-\$50 million | Flat 0.50% per annum |

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|  |                      |
|--|----------------------|
| On Relationships Between \$50-\$75 million | Flat 0.40% per annum |
| On Relationships Above \$75,000,000.00     | Negotiable           |

PCM reserves the right to negotiate fees that are lower than the referenced fee schedule with Clients, including related persons of the firm.

Additionally, PCM does not custody any Client assets. Our Clients work with us to select the appropriate financial institution that will have custody of their assets. We may recommend a particular custodian to our Clients, at their request, but we do not receive any compensation from the custodian or its affiliates for such recommendations.

### **Outsourced Chief Investment Officer (OCIO)**

In hiring PCM as Outsourced CIO, PCM will levy all fees as a percentage of assets under management for the agreed upon services. Such fees are due and payable quarterly, in advance, and are based upon the fair market value of the Client's account assets as determined by the Client account custodian(s), as of the last day of the previous calendar quarter. Fees for the initial quarter will be adjusted pro-rata based upon the number of calendar days in the calendar quarter that the Agreement goes into effect. Fees are negotiable at the sole discretion of PCM based upon any number of factors including, but not limited to, the nature of the services provided and/or other services provided on behalf of the Client. Advisory fees are deducted directly from the Client's custodial accounts. The basic fee schedule for PCM acting as Outsourced CIO is as follows:

|   |                      |
|---|----------------------|
| First \$3 million                             | 0.80% per annum      |
| Next \$2 million                              | 0.65% per annum      |
| Next \$5 million                              | 0.55% per annum      |
| Accounts with assets valued over \$10 million | Flat 0.50% per annum |
| Accounts with assets valued over \$20 million | Flat 0.45% per annum |
| Accounts with assets valued over \$35 million | Flat 0.40% per annum |
| Accounts with assets valued over \$50 million | Flat 0.30% per annum |

PCM reserves the right to negotiate fees that are lower than the referenced fee schedule with Clients, including related persons of the firm.

### **Blue Wave Investment Strategies**

Upon engaging PCM for the Blue Wave investment strategies, all fees associated with the Blue Wave strategy will be charged as a percentage of assets under management. The base management fee is payable quarterly, in advance, and the incentive fee is payable at each



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calendar year end subject to a high-water mark and/or on the proceeds of any capital redeemed during the year that is above its high-water mark.

#### Blue Wave Equity Long/Short

Separately managed account minimum: \$2,500,000

Fees: 1.5% management fee and 15% incentive fee subject to high-water mark

Fees for accounts or relationships over \$25 million are negotiable.

#### Blue Wave Global Macro

Separately managed account minimum: \$5,000,000

Fees: 1.5% management fee and 15% incentive fee subject to high-water mark

Fees for accounts or relationships over \$25 million are negotiable.

#### **Flat Fee Guidelines**

PCM reserves the right to negotiate certain Client fees based on factors such as the total complexity of the Client's financial affairs, the nature and location of the services requested, and other unique factors, such as lack of available liquidity. Considering the full advisory scope and liquidity constraints, PCM reserves the right to charge a flat fee for services dependent on the level of complexity agreed upon by PCM and the Client.

#### **Third-Party Service Provider Fees**

PCM's fees do not reflect other expenses that may be borne by Clients. These additional fees and expenses include brokerage commissions, transaction fees, exchange fees, and other related costs and expenses which shall be incurred by the Client (please see Item 12 for more information about brokerage arrangements). Clients may incur certain charges imposed by custodians, brokers, third party investment managers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions and/or expenses are exclusive of and in addition to PCM's fee, and PCM shall not receive any portion of these commissions, fees, and costs.

Some Clients may invest capital through an access vehicle managed by PCM designed to provide diversified exposure to a portfolio of alternative investment strategies or hedge funds that normally would be unavailable from an investment minimum perspective. Regarding the fund of funds complex, accrued debts and liabilities are deducted from the value of the partnerships' assets in determining the partnerships' net asset value. These debts and liabilities include: (a) fees of the general partner that are earned but not yet paid, (b) monthly amortization of

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organization costs, (c) any allowance for the partnerships' estimated annual audit and legal fees and other operating expenses, and (d) any contingencies for which reserves are appropriately accrued under Generally Accepted Accounting Principles as determined to be required.

More information related to fees and expenses associated with the fund of funds complex is outlined in the governing documents. More information related to fees and expenses associated with the investment company are outlined in the prospectus.

### **Financial Planning/Consulting Fees**

PCM offers ongoing financial planning/consulting services for a fixed quarterly fee, to be negotiated between PCM and the Client based upon the nature of the services to be rendered. Fixed fees range from \$20,000 to \$60,000 per year, payable quarterly in advance. Factors considered when negotiating fees include Client objectives, complexity of the Client's investment profile, size and nature of the asset pool, frequency and depth of analysis required, time and resources necessary to fulfill reporting and consulting requirements, and full extent of the Client's relationship with us. Fees are charged in accordance with the terms outlined in the governing Consulting Agreement. Each Client receives an invoice that summarizes the work performed and hours worked. Clients may pay financial planning or consulting fees by check or wire.

Project-based consulting engagements are charged on a one-time fee basis, dependent on the nature of Client requirements. Project fees may range from \$5,000 to \$15,000.

### **Written Agreements**

Each Investment Advisory Agreement and Consulting Agreement will continue in effect until terminated by either party upon thirty (30) days' written notice to the other party, and the fees pre-paid but unearned will be refunded on a prorated basis where applicable. Clients are responsible to pay for services rendered up until written notice of termination is received by PCM from the Client or its duly authorized agent. Termination of the Agreement will not affect the validity of any action previously taken by PCM under the Agreement. Upon termination of the Agreement, PCM will not have any obligation to recommend or take any action relative to the securities, cash, or other investments in the Account.

### **AlphaHedge Revenue**

PCM and AlphaHedge have executed a professional services agreement whereby PCM conducts hedge fund due diligence and risk monitoring on behalf of AlphaHedge. PCM receives a monthly base fee and a variable fee based on assets under management.

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

PCM charges fees as a percentage of assets under management. With the exception of the Blue Wave investment strategies, as noted above in Item 5, PCM does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a Client).

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## **Item 7 – Types of Clients**

PCM provides wealth management services to an exclusive group of high net worth investors, foundations, endowments, and mid-sized institutions. PCM is also the investment adviser to a master/feeder hedge fund of funds complex, Persimmon Absolute Return Master Fund, LP, and Persimmon Long Short Fund, a multi-manager long/short mutual fund (Ticker: LSEIX). PCM also conducts long/short equity hedge fund manager due diligence and monitoring for AlphaHedge Capital Partners, LLC.

In general, for wealth management Clients, PCM requires that a Client “household” maintain a minimum relationship balance with PCM of \$5 million or greater; however, this minimum may be waived based upon such factors as the nature of the services provided and/or other services provided on behalf of the Client. Any waiver of this minimum is at the discretion of PCM.

More information related to account minimums associated with the fund of funds complex is outlined in the governing documents. More information related to account minimums associated with the investment company are outlined in the prospectus.

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

### **Methods of Analysis**

PCM utilizes the resources of independent firms for research and due diligence on traditional asset managers. PCM augments this research by also conducting due diligence on managers utilizing methods proprietary to PCM. This due diligence may include on-site visits to money manager offices, interviews with investment personnel and senior management, inspections of their Client files, conversations with their performance auditors (if any), and in-depth analysis of PCM Client accounts.

All research and selection of hedge funds for inclusion in PCM’s hedge fund of funds complex is conducted in-house by PCM’s investment research team. This research includes on-site visits to hedge fund offices, interviews with investment personnel and senior management, inspections of their hedge fund files, as well as communications with their fund auditors, prime brokers and administrators.

### **Systematic Global Long/Short Strategy**

PCM’s Blue Wave global systematic, process-driven investment approach, available to qualified Clients only, employs at its core a long-biased equity strategy of highly liquid, U.S. exchange traded single name equities combined with a short book of liquid ETFs, a short-term intraday equity index futures strategy, a medium-term trend following strategy, and a long-term non-correlated multi-asset trend following strategy.

The core equity security selection process applies robust quantitative screening methods and specifically focuses on consistently sizing portfolio positions to meet return and risk objectives, systematically cutting losses, maximizing profits, and managing portfolio risk. While the focus is on U.S. single name equities, accessing exposures to other asset classes provides significant

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differentiated diversification benefits. The equity component of the strategy is diversified across all market sectors and market capitalizations that include highly liquid large, mid, and small caps.

The short-term intraday strategy hedges with S&P 500, Dow Jones, Russell 2000, and Nasdaq futures contracts. The medium-term trend following strategy utilizes options and futures contracts on the major indices and the VIX. The long-term multi-asset trend following strategy invests using 100+ global futures markets and over 75 country and sector ETFs.

PCM faces an inherent conflict of interest when it elects to allocate Client assets within a pooled vehicle to its proprietary Blue Wave strategy due to increased revenue flows to PCM. Currently, the Blue Wave strategy is limited to a portion of the Persimmon Long Short Fund (LSEIX) as a diversifier and complement to the existing fundamental long/short sub-advisers that have been retained to manage a portion of the fund. Clients allocated to LSEIX are made aware of the potential conflict of interest. For its wealth management Clients, PCM mitigates this conflict by including the fund, when appropriate, within a broadly diversified portfolio of strategies designed to meet the risk and return goals for each Client.

### **Financial Planning**

PCM's financial planning/consulting services may involve multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exists with the exchange of intergenerational information. PCM attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information may be shared across generations only with each household's consent.

### **Risk of Loss**

Investing in securities involves risk of loss that Clients should be prepared to bear. The following investment risks may be present to some degree when investing in the capital markets, depending upon the types of securities in which you invest.

- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

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- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
  - **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
  - **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
  - **Financial Risk:** This risk set measures the potential for shareholders or bondholders to lose money due to the combination of the security issuer's leveraged balance sheet and/or poor cash flow, thereby creating an untenable position for the issuer to meet financial obligations. A highly levered company uses debt financing to supplement inadequate capital and/or operational cash flow. Creditors therefore will be repaid before shareholders and some bond holders. As this likelihood grows, other risk sets begin to emerge such as default risk (for bondholders) and dividend cancellations (for shareholders). Financial risk is the keystone of investment securities analysis as over time, this analysis measures the likelihood of bond default and bankruptcy.
  - **Liquidity Risk:** When consistent with a Client's investment objectives, guidelines, restrictions, and risk tolerances, the firm may invest portions of Client portfolios in illiquid securities, subject to applicable investment standards. Investing in an illiquid (difficult to trade) security may restrict Client's ability to dispose of investments in a timely fashion or at an advantageous price, which may limit the ability to take full advantage of market opportunities.
  - **Partnership Risk:** Some qualified PCM accounts may hold assets which are interests in partnerships. While some partnership interests may be relatively liquid and even be exchange-listed or traded over-the-counter, the majority of such limited partnership assets are illiquid and may be subject to less regulation than publicly traded and registered securities.
  - **Equity Risk:** A stock or equity security represents ownership in a company. If the company prospers and grows, the value of the stock may increase. Even if a company is profitable, its stock price is subject to "market risk", which is attributable to investor attitudes and/or the performance of the broad economy. Stock ownership in more established companies tends to be more conservative, while younger companies typically provide the most risk and reward opportunities.
  - **Fixed Income Risk:** Portfolios that invest in fixed income securities are subject to several related risk sets, including interest rate risk, credit risk, and default risk. These risks, either

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individually or in tandem, may escalate to the point that interest due or the principal investment itself could be at risk of non-repayment. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry, or events in the financial markets.

- Exchange Traded Funds (ETFs): ETFs are subject to risks similar to those of stocks and may not be suitable for all investors. Shares can be bought and sold through a broker, and the selling shareholder may have to pay brokerage commissions at the time of sale. Investment returns and principal value will fluctuate so that when shares are redeemed, they may be worth more or less than original cost. Shares may only be redeemed directly from the fund. There can be no assurance that an active trading market for the shares will develop or be maintained, and shares may trade at, above, or below their net asset value. Additionally, some ETFs are not structured as investment companies and thus are not regulated under the Investment Company Act of 1940. An ETF's value generally depends on the performance of the underlying index and the credit rating of the issuer. Additionally, the value of the investment will fluctuate in response to the performance of the underlying benchmark. ETFs incur fees that are separate from those fees charged by PCM. Accordingly, our investments in ETFs will result in the layering of fees and expenses.
- Foreign/Emerging Markets Risk: Investments in securities of foreign and emerging market issuers involve different investment risks than those affecting obligations of U.S. issuers. Chief among these is the political risk attendant to securities issued in a foreign jurisdiction. Political risk, when fully manifest, can affect various aspects of a foreign investment including access to private capital, adverse monetary policy, and fiscal policy developments (i.e., taxes, exchange controls, etc.), which could substantially erode the value of foreign securities. Additional risks include the following:
  - Public information may be limited with respect to foreign and emerging markets issuers;
  - Foreign and emerging markets issuers may not be subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies;
  - There may also be less government supervision and regulation of foreign and emerging markets securities exchanges, thereby increasing risk of fraud or misappropriation;
  - Foreign issued securities may be less liquid and more volatile than securities of comparable domestic issuers;
  - Brokerage commissions and other transaction costs on foreign and emerging markets securities exchanges are generally higher than in the U.S. Dividends and interest paid by foreign and emerging markets issuers may be subject to withholding and other foreign taxes, which may decrease the net return on foreign investments as compared to dividends and interest paid by U.S. companies;
  - Foreign capital markets often have different clearance and settlement procedures for securities transactions;

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- Securities purchased in a foreign or emerging markets portfolio can be denominated or quoted in currencies other than the U.S. dollar; foreign exchange fluctuations, particularly during times of significant changes in U.S. or foreign monetary policy, may significantly impact the net investment returns generated by foreign holdings.
  - High-yield Fixed Income Securities Risk: Investments in high yielding, non-investment grade bonds involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities. Additionally, the reinvestment risk of these security types is significant wherein the reinvestment of principal may be at substantially lower yields.
  - Options Risk: Options involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss, including the loss of principal. For short options positions, i.e., writers of options, the risk of loss may substantially exceed the premium received by the option seller.
  - Futures Risk: Trading security futures contracts may not be suitable for all investors. You may lose a substantial amount of money in a very short period. Losses are potentially unlimited and can exceed the amount originally deposited. This is because futures trading is highly leveraged, with a relatively small amount of money used to establish a position in assets having a much greater value. If movements in the markets for security futures contracts or the underlying security decrease the value of the positions in security futures contracts, investors may be required to have or make additional funds available as margin.
  - Small/Mid Cap Risk: Stocks of small, emerging companies may have less liquidity than those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market.
  - Diversification Risk: Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments, including the potential for greater volatility.

PCM's fund of funds offering provides access to independent third-party managers. Clients should be aware that they may be able to obtain services from these managers directly and/or through another party unrelated to PCM, with similar or lower fee structures.

#### **Item 9 – Disciplinary Information**

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



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

Neither PCM, nor any of our directors, officers, or principals is registered as a broker-dealer or a representative of a broker-dealer or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither PCM, nor any of our directors, officers, or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or is an associated person of any of the above.

PCM is the adviser to one master/feeder hedge fund of funds complex: Persimmon Absolute Return Master Fund, LP and a fund registered with the SEC pursuant to the Investment Company Act which is a daily NAV mutual fund, Persimmon Long Short Fund, both of which are multi-fund strategies that may be recommended to Clients. These funds were initially created for wealth management Clients of PCM to be able to invest in a diversified pool of hedge funds that otherwise would be difficult to access due to high fund minimums, difficulty identifying prospective funds, and the complexity of the due diligence process required to analyze such funds. As such, PCM will receive management fees from each of these multi-fund strategies as referenced above in Item 5. Any advisory Clients of PCM who invest in the above referenced funds will not be charged an additional advisory fee on that portion of the Client's assets in such funds.

Persimmon GP II, LLC, the general partner for Persimmon Absolute Return Master Fund, LP and its feeder funds, is under common control with PCM.

For more information regarding the multi-fund strategies noted, including a description of the Funds and their expenses, please refer to the Fund's Private Placement Memorandum, Information Memorandum, or Prospectus.

PCM is a former owner of AlphaHedge Capital Partners, LLC. The assets of AlphaHedge have been sold to Envestnet, Inc. PCM continues to provide certain services to AlphaHedge, such as manager screening and due diligence, for a fee, as noted in Item 5 above. In addition, PCM has a residual interest in the value of AlphaHedge, which may result in a future payment based on the success of AlphaHedge under its new ownership by Envestnet, Inc.

## **Item 11 – Code of Ethics**

As a registered investment adviser, PCM serves as a fiduciary to its Clients. As a fiduciary, PCM owes its Clients "an affirmative duty of utmost good faith and full and fair disclosure of all material facts." PCM must disclose all material facts, including conflicts of interest, pertaining to PCM, its business model and/or its employees.

PCM has adopted a Code of Ethics which addresses current and potential conflicts of interest and the means by which they will be disclosed and appropriately managed. The Code of Ethics defines the expectation and requirement of professional and ethical conduct by all employees in



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accordance with PCM's fiduciary duty. The Code of Ethics is designed to ensure that PCM and its directors, officers, and employees conduct their personal investment activities in such a manner as to place the interests of Clients first and to prevent conflicts of interest in fact or in appearance.

Potential conflicts of interest may originate with the firm or its employees in the following areas: gifts and entertainment; political contributions; outside business activities of employees; and unauthorized sharing or use of confidential information. Regarding the latter, insider trading presents a potential conflict wherein employees who trade for their own account may act upon confidential information. PCM has implemented policies and procedures for the personal securities transactions of directors, officers, and employees, requiring pre-approval by the firm before buying or selling single securities, initial public offerings, limited offerings, and private placements. Each employee of PCM is required to annually certify in writing that he or she has read, understands, and will follow the Code of Ethics.

PCM's Code of Ethics is available in its entirety to Clients or prospects. Please contact Amy Armstrong, Vice President, at 484-572-0500 or [aarmstrong@persimmoncapital.com](mailto:aarmstrong@persimmoncapital.com) for a copy of PCM's Code of Ethics.

### **Item 12 – Brokerage Practices**

PCM maintains discretionary authority over the two multi-fund strategies it advises, which include: Persimmon Long Short Fund and Persimmon Absolute Return Master Fund, LP and its related feeder funds. PCM also retains discretionary authority within its Blue Wave systematic global long/short strategy portfolios. Most other accounts are considered non-discretionary as set forth in the applicable Client Investment Advisory Agreement.

#### **Best Execution**

PCM does not generally select broker-dealers, as this decision is usually made by the Client. Due to minimal PCM-directed trading activity within Client accounts, PCM will trade through each Client's respective custodian. Evaluations of the reasonableness of brokerage commissions are limited; however, PCM will review trading costs to determine if they are reasonable and competitive and shall notify Clients if they are deemed excessive. PCM will review Custodian best execution reports when available. PCM may elect to trade away from Client custodians if necessary to achieve best execution. In such cases, Client custodians may impose additional fees upon Clients to settle "traded away" securities.

#### **Trade Aggregation**

As a fiduciary, PCM must allocate securities and advisory recommendations among its Clients in a fair and equitable manner. PCM may aggregate orders on behalf of its advisory Clients where applicable, if such aggregation is deemed to be advantageous to such Clients. In these cases, transaction prices and costs are shared proportionately by participating Client accounts. PCM initiates a pre-allocation for Client accounts whereby suitability of the investment is determined for Client accounts. If the investment is suitable for multiple accounts, PCM will determine the total amount to be transacted. If an aggregated trade is not completely filled, PCM will allocate

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the transaction among the Client accounts, as applicable, on a pro-rata basis based upon account size, applying an average price, and will document all changes to the initial allocation. Where PCM does not retain full discretion, transactions may not be aggregated. In all cases, however, PCM endeavors to treat all Clients equitably. Exceptions may occur on a case-by-case basis when determined by PCM to be fair and reasonable to all Client accounts involved.

### **Cross Trades**

As a matter of policy, PCM does not conduct agency cross transactions. An ‘agency cross transaction’ occurs when an investment adviser acts as broker for the advisory firm and the other party to the trade. PCM does not cross trades between Client accounts. Agency cross transactions may also arise if an adviser is or affiliates with a broker-dealer. PCM is not a broker-dealer and is not affiliated with a broker-dealer.

### **Directed Brokerage**

PCM does not engage in directed brokerage arrangements (whereby a Client instructs the adviser to execute transactions on its behalf with a designated broker-dealer).

### **Soft Dollars**

PCM does not receive research or other products or services, other than execution, from a broker-dealer or third party in connection with Client securities transactions (“soft dollar benefits”).

### **Item 13 – Review of Accounts**

Client portfolios are reviewed monthly, quarterly, and at other times considered necessary based upon market conditions or changes in Client risk tolerance as communicated in writing to PCM. These account reviews are conducted by the President of PCM. Separately managed accounts are reviewed for adherence to investment process by the account’s designated investment manager(s). Additional criteria prompting a review include account performance, trading activity, and portfolio cash flow.

PCM will provide Clients with written monthly reports delineating the manager account beginning and ending balance for each investment manager in the portfolio; portfolio beginning and ending balances; and cash flows in and out of each account. Performance for each manager and for the portfolio is provided for the month and compared to appropriate indices. Additionally, on a quarterly basis, Clients receive a detailed performance report including a market overview pertaining to global capital market characteristics for the reporting period. Specific to the Client portfolio, each Client is provided with cash flows in the account, performance by manager and for the portfolio, portfolio attribution for separate accounts, performance attribution for managed accounts, asset statements for separate accounts, portfolio activity, unrealized and realized gain/loss reports for separately managed accounts and additional customized reports as requested.

Clients also receive statements directly from custodians chosen by Clients. We urge Clients to compare account statements received from the custodian with those received from PCM.

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Custodial statements may differ from PCM reports based on differences between accounting procedures, reporting dates, or valuation methods for certain securities. Client questions about these differences should be directed to PCM or custodian of record.

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

PCM receives no economic benefit from sources other than Clients.

PCM engages the services of at least one unaffiliated third party to solicit Clients on its behalf. Solicitation arrangements are governed by a legal agreement between parties to ensure compliance with applicable federal and state statutes. If a Client is introduced to PCM by an unaffiliated solicitor, PCM may pay the solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940 if required, in addition to applicable state securities regulations. Any such referral fee shall be paid solely from PCM's investment management fee, and shall not result in any additional charge to the Client.

#### **Item 15 – Custody**

Clients should receive monthly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains Client investment assets. PCM urges Clients to carefully review all statements and compare the official custodial records to the account statements that PCM and others may provide to Clients. PCM's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

The Persimmon Absolute Return Fund master/feeder complex is subject to an annual audit due to PCM's relationship to the general partner of the fund. The funds' annual financial statements are prepared in accordance with GAAP by a qualified independent auditor who is registered and inspected by the Public Company Accounting Oversight Board ("PCAOB"). Audited financial statements are distributed to fund of funds investors within 180 days of the funds' fiscal year-end as required under the Advisers Act.

Upon the final liquidation of the fund of funds, PCM will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to all investors promptly after completion of the audit.

While Clients invested in the Persimmon Absolute Return Fund master/feeder complex do not receive statements from the custodian, Clients will receive monthly statements from the third-party fund administrator in addition to the audited financial statements received by June 30<sup>th</sup> annually.

Effective June 30, 2014, the assets of PAR Fund SPV, LLC are held by a qualified custodian. PAR Fund SPV is not subject to an annual audit, but is subject to an annual surprise custody exam. The auditors do not prepare audited financial statements, but the custodian distributes

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quarterly statements to fund investors in addition to the third-party fund administrator distributing monthly valuation statements to fund investors.

## **Item 16 – Investment Discretion**

### **Investment Advisory Services**

Currently, PCM maintains discretionary authority over the Persimmon Absolute Return Master Fund, LP, a master/feeder hedge fund of funds complex, and a daily NAV mutual fund, Persimmon Long Short Fund, both of which are multi-fund strategies that may be recommended to Clients. PCM also retains discretionary investment and trading authority over its Blue Wave systematic global long/short strategy portfolios. All other accounts are considered non-discretionary as set forth in the applicable Client Investment Advisory Agreement.

When selecting securities and determining allocations, PCM observes the investment policies, limitations, and restrictions of the hedge funds of funds for which it advises pursuant to the funds' governing documents.

Client investment guidelines and restrictions must be provided to PCM in writing.

### **Financial Planning/Consulting Services**

When providing financial planning or consulting services, PCM has no discretionary authority over Client accounts.

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

In most cases, PCM does not have authority to and does not vote proxies on behalf of advisory Clients. Investment managers of managed or sub-advised accounts or their designees vote proxies on Clients' behalf.

For Blue Wave systematic global portfolios, PCM assumes authority to vote proxies. The responsibilities of proxy voting have been assigned to members of PCM's investment team (which include the President and Chief Investment Officer). The investment team uses a third-party proxy partner to evaluate proxy statements of issuers whose stock is owned in the Client accounts and recommend voting decisions. Because Blue Wave portfolios are managed systematically in accordance with risk models, proxy voting is not deemed to be a material factor in determining target security values. Nonetheless, PCM recognizes its fiduciary duty to consider Client best interests throughout the voting process, and will oversee its proxy partner's activities accordingly.

Where PCM retains proxy voting authority, Clients may obtain information about how securities were voted or request a copy of our proxy voting policy by contacting Amy Armstrong, Vice President, at 484-572-0500 or [aarmstrong@persimmoncapital.com](mailto:aarmstrong@persimmoncapital.com).

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

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about PCM's financial condition. PCM does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance. PCM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.