



26 Old Farm Road,  
Charlottesville, VA 22903

(650) 796-8659

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This Brochure provides information about the qualifications and business practices of Golden Bell Partners, LLC (“Golden Bell” or “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (650) 796-8659. 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.

Golden Bell Partners, LLC is a registered investment adviser with the SEC. Registration of an investment adviser does not imply a certain level of skill or training.

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

## **Item 2 – Material Changes**

This Brochure dated June 1, 2018, is filed as an amendment to Golden Bell’s Form ADV Part 2A and replaces Golden Bell’s brochure dated April 13, 2018. Golden Bell moved its principal offices on June 1, 2018. This change is reflected in Item 1 (the cover page to this Form ADV Part 2A).

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## **Item 4 – Advisory Business**

### **Advisory Services**

#### **4. A. Advisory Firm Description**

Golden Bell commenced operations in May of 2014. Golden Bell is a limited liability company formed under the laws of North Carolina. Edward P. Hutchinson is the principal owner of Golden Bell and its primary place of business is in Charlottesville, Virginia.

#### **4. B. Types of Advisory Services**

Golden Bell provides investment advisory services on a discretionary basis to two private pooled investment vehicles (each a “Private Fund” or “Client”, and collectively, “Private Funds” or “Clients”). Golden Bell currently does not provide advice to any clients other than the Private Funds. Golden Bell primarily limits its advice to private equity investments through other private funds or through direct investment in a company. Golden Bell does not provide advice related to real estate investments.

#### **4. C. Client Investment Objectives/Restrictions**

Investments in the Private Funds are managed in accordance with each Private Fund’s specific investment objective, strategies and restrictions and are not tailored to the individualized needs of any particular investor in the Private Funds (each, an “Investor”). Investors may not impose restrictions on investments, and therefore, should consider whether an investment in a Private Fund managed by Golden Bell meets their investment objectives and risk tolerance prior to investing. Information about the Private Funds can be found in the offering documents. These will be made available to qualified current and prospective Investors only through Golden Bell or another authorized party.

#### **4. D. Wrap-Fee Programs**

Golden Bell does not participate in, nor is it a sponsor of, any wrap fee programs.

#### **4. E. Assets Under Management as of 12/31/17:**

As of December 31, 2017, Golden Bell managed \$254,291,482 in client assets on a discretionary basis. This amount was calculated consistent with the method used to calculate regulatory assets under management. Golden Bell does not manage any client assets on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

### **Advisory Contracts and Fees**

## **5. A. Adviser Compensation**

The Private Funds pay an annual management fee to Golden Bell, or an affiliated general partner, quarterly in advance.

With respect to Golden Bell's first Private Fund, it pays Golden Bell an annual management fee equal to 1% of the total committed capital until June 30, 2019. Thereafter, such Private Fund will pay Golden Bell a quarterly fee of (a) \$150,000 from July 1, 2019 through June 30, 2021, (b) \$125,000 from July 1, 2021 through June 30, 2022, (c) \$100,000 from July 1, 2022 through June 30, 2023, and (c) \$50,000 from July 1, 2023 through June 30, 2024.

With respect to Golden Bell's second Private Fund, it will pay Golden Bell an annual management fee of 1% of its total committed capital from July 1, 2017 through the end of its investment period. Thereafter, such annual fee will be 1% of invested capital.

In addition to the annual management fees described above, each general partner of a Private Fund, which is an affiliate of Golden Bell, will receive a 4% carried interest distribution from such Private Fund. These distributions are performance based fees and are described in the Private Funds' limited partnership agreements.

Please refer to the Private Funds' limited partnership agreements for a full description of the management fees paid by the Private Funds.

## **5. B. Direct Billing of Advisory Fees**

Management fees will be deducted quarterly directly from the Private Funds.

## **5. C. Other Non-Advisory Fees**

Golden Bell's management fee is exclusive of transaction fees and other related expenses such as those incurred in connection with the evaluation, acquisition, monitoring and disposal of investments, which may be incurred by the Private Funds. The Private Funds may also incur certain costs imposed by administrators, lawyers, auditors, accountants and other third parties.

Golden Bell's affiliates will receive additional compensation in the form of a waterfall distribution. The waterfall distribution is a performance based fee and is described in the Private Funds' limited partnership agreements.

## **5. D. Advance Payment of Fees**

The Private Funds each pay an annual management fee to Golden Bell quarterly in advance.

## **5. E. Compensation for Sale of Securities or Other Investment Products**

Golden Bell does not accept compensation for the sale of securities or other investment products.

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

Each of the general partners of the Private Funds, both affiliates of Golden Bell, may receive a 4% carried interest distribution over the life of each Private Fund. These distributions are performance based fees and are described in the Private Funds' limited partnership agreements.

Because of the performance based fee arrangements with the general partners affiliated with Golden Bell, there may be an incentive for Golden Bell to recommend investments which may be riskier or more speculative than those that would be recommended under a different fee arrangement. Golden Bell periodically reviews the Private Funds to ensure the portfolio investments fall within strategy, given account restrictions and constraints set forth in the Private Funds' limited partnership agreements.

## **Item 7 – Types of Clients**

Golden Bell provides investment advice to two Private Funds.

The minimum initial commitment in each Private Fund is \$5,000,000, subject to reduction at the sole discretion of Golden Bell.

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

### **8. A. Methods of Analysis and Investment Strategies**

Golden Bell principally renders investment advice regarding private equity investments, including private equity funds.

Golden Bell generally maintains a 10% allocation to any single portfolio fund or portfolio company threshold for investments for the Private Funds. Since Golden Bell's focus is on private equity investments, it will not seek investments in publicly-traded securities, unless the securities are received as proceeds of the disposition of an investment, acquired in anticipation of a going private transaction or a short-term investment permitted for a time when cash is needed to fund other investments or obligations of the Private Fund. Golden Bell does not make real estate investments in the Private Funds.

### **8. B. Material Risks of Investment Strategies**

There is no guarantee of success of the investment strategies employed by Golden Bell. The Private Funds' investment portfolios may be adversely affected by general economic and market

conditions such as interest rates, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These strategies do not employ limitations on particular sectors, industries, countries, regions or securities. Investors should also consider the following risks:

Management Risk. Judgments about the value and potential appreciation of a particular investment may be wrong and there is no guarantee that investments will perform as anticipated. The value of a single investment may be more volatile than the market as a whole and Golden Bell's approach in valuing a particular investment may fail to produce its intended result. Golden Bell depends on the diligence, skill and business contacts of Edward P. Hutchinson for the execution of Golden Bell's strategies, including the selection, structuring and closing of each Private Fund's investments.

Manager Selection. Golden Bell's advisory activities will be highly dependent upon the expertise and abilities of the underlying managers who have investment discretion over the assets of a portfolio fund, or who control the portfolio companies in which the Private Funds invest. The Private Funds are dependent, to a significant extent on the continued service and coordination of these managers and may be adversely affected by a manager who does not perform well.

Sector Focus Risk. The Private Funds may be more heavily invested in certain sectors or industries, which may cause the value of their investments to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the Private Fund's to fluctuate. Certain sectors in which the Private Funds invest are continuously evolving and subject to rapid technological and regulatory change. The success of any business operating in these sectors is, to a large extent, dependent on its ability to acquire, develop, adopt and exploit new and existing technologies and to distinguish its products and services from those of its competitors. The acquisition, development, adoption, exploitation and distribution of new and existing technology may take long periods of time and may require significant capital investment. In addition, the success of any business in these sectors is dependent on its ability to anticipate and adapt to regulatory change. These sectors are also characterized by intense competition.

Non-diversified Risk. Because the Private Funds may invest a significant portion of their assets in the securities of a limited number of issuers, the Private Funds may be more susceptible to a single adverse economic or political event affecting one or more of these issuers, than a portfolio with greater diversification limits.

Risk of Private Investment Vehicles. Golden Bell may recommend that the Private Funds invest in privately placed investment vehicles, such as private equity funds. Because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

## **8. C. Material Risks of Securities Used in Investment Strategies**

Golden Bell's investment strategies and objectives are explained in the Private Funds' limited partnership agreements. Portfolio investments generally involve a number of significant risks, including the following risks discussed below:

Competition for Investment Opportunities. The market for private equity investment opportunities is very competitive. This competition increases the pricing for the investments, thereby possibly reducing the returns to investors. This intense competition also increases the execution risk in successfully closing a private equity investment. The Private Funds could incur costs (including the cost of forgone opportunities) related to failed investment processes.

#### Long-Term Strategy; Illiquidity

The strategy of each Private Fund is long-term, and neither Private Fund anticipates making regular or frequent distributions to its investors. Given the lack of a market for interests in the Private Funds and the substantial restrictions on transfer or withdrawal of such interests, an investment in a Private Fund is suitable only for investors who have no need for liquidity in their investments. Moreover, there are significant risks associated with private equity investments that, by their nature, are speculative and primarily illiquid. Even if the Private Funds' investments prove successful, they are unlikely to produce a realized return to investors for a number of years.

Private Company Risk. Companies in which the Private Funds invest, directly or indirectly through other funds, may be in the early stages of growth, and the performance of early stage companies may be more volatile due to their limited product lines, markets or financial reserves, or their susceptibility to competitors' actions, major economic setbacks or downturns. The portfolio companies may also depend on the management talents and efforts of a small group of people and, as a result, the death disability, resignation or termination of one or more of those persons could have a material adverse impact on the prospective business opportunities and the investments made. Additionally, some of the companies may require a significant investment of capital to support their operating, or finance the development of their products or markets, and may be highly leveraged and subject to significant debt service obligations, which could have a material adverse impact on the Private Funds' investments.

Limited Valuation Data. The Private Funds will be invested, directly or indirectly through other funds, in comparatively small companies with no readily available market for their securities. Golden Bell will be dependent upon the portfolio company being sold, refinanced, reorganized or having a public offering in order to achieve liquidity for a Private Fund's investment. The possibility that a portfolio company will not be able to adequately commercialize its technologies, products, or business concepts presents significant risk.



Investment in these types of securities involves risk and the loss of capital. This strategy may not be suitable for all investors.

## **Item 9 – Disciplinary Information**

Golden Bell has no information applicable to this Item.

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

### **10. A. Registered Representatives**

Neither Golden Bell nor Golden Bell’s management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker/dealer.

### **10. B. Other Registrations**

Neither Golden Bell nor Golden Bell’s management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

### **10. C. Material Relationships or Arrangements**

Affiliates of Golden Bell serve as general partners to the Private Funds. Golden Bell Partners GP I, LLC, serves as general partner to Golden Bell Partners Fund I, LP, and Golden Bell Partners GP II, LLC serves as general partner to Golden Bell Partners Fund II, LP. Edward P. Hutchinson is the principal of Golden Bell and each of the general partners.

### **10. D. Recommendation of Other Investment Advisers**

Golden Bell does not select or recommend other investment advisers to its Clients.

## **Item 11 – Code of Ethics**

### **11. A. Code of Ethics Document**

Golden Bell has adopted a Code of Ethics (the “Code”) pursuant to Advisers Act Rule 204A-1. A basic principle of the Code is that the Private Funds, and the collective interests of the Private Funds, are always placed first. The Code includes standards of business conduct requiring Access Persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. Golden Bell considers all of its employees Access Persons. The Code also requires that all Access Persons comply with ethical restraints relating to clients and their accounts. These restraints include restrictions on gifts. They also include provisions

intended to prevent violations of insider trading laws. Investors or prospective Investors in the Private Funds may obtain a copy of the Code by contacting Golden Bell at (650) 796-8659.

#### **11. B. Recommendations of Securities and Material Financial Interests**

As a matter of policy, Golden Bell does not engage in principal transactions or agency cross transactions.

Golden Bell may offer to certain Investors the opportunity to co-invest alongside the Private Funds and/or co-invest in the portfolio companies in which one or more of the Private Funds invest.

#### **11. C. Personal Trading**

Golden Bell has adopted a Code of Ethics to ensure that personal investing activities by Golden Bell's employees are consistent with Golden Bell's fiduciary duty to its clients. In order to avoid potential conflicts that could be created by personal trading among Golden Bell employees, the Code of Ethics restricts the purchase and sale by its employees for their own accounts of any covered security within a specified time before or after the execution of a transaction in any such security for either of the Private Funds. All employees are required to pre-clear with the Chief Compliance Officer (the "CCO") or his designee any personal securities transaction in specified securities, including IPOs and limited offerings.

All employees are required to submit quarterly personal securities transactions and annual holdings reports for review by the CCO. Employees are also required to have copies of all brokerage statements sent to the CCO or his designee at least quarterly. The CCO or his designee will maintain documentation of personal securities transactions, including any violations that occur and their resulting actions.

#### **11. D. Timing of Personal Trading**

Golden Bell's Access Persons are prohibited from executing a transaction in a security that is held by a Private Fund managed by Golden Bell without prior approval from the CCO. All Access Person's must pre-clear certain personal security transactions with Golden Bell's CCO.

### **Item 12 – Brokerage Practices**

#### **12. A. Selection of Broker/Dealers**

Golden Bell primarily engages in private equity transactions and does not generally purchase or sell securities through a broker dealer. Investment transactions with portfolio funds and portfolio companies do not carry commission charges; however, if Golden Bell trades publicly-held securities within a Private Fund portfolio, Golden Bell will seek to obtain best execution for the Private Fund.

The best net price, giving effect to brokerage commissions, spreads and other costs, are generally important factors in this decision, but a number of other judgmental factors are also deemed relevant. Golden Bell recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities.

#### Research and Other Soft Dollar Benefits

Golden Bell does not participate in any soft dollar arrangements.

#### Brokerage for Client Referrals

Golden Bell does not maintain any referral arrangements with brokers.

#### Directed Brokerage

Golden Bell's Clients are limited to the Private Funds, therefore, it is unlikely that a Client would direct Golden Bell to use a particular broker.

#### Trade Errors

Golden Bell engages almost exclusively in private equity transactions. In the limited instance where a trade error may occur, the loss will be borne by the Fund, except in the case of gross negligence or willful misconduct by Golden Bell. Documentation of any trade errors made will be maintained by the CCO.

### **12. B. Aggregation of Orders**

Golden Bell will determine how investment opportunities are allocated among the Private Funds it manages, even though it may face potential conflicts of interest in making such allocations. Golden Bell will act in a manner that it considers fair and equitable in allocating investment opportunities among the Private Funds.

## **Item 13 – Review of Accounts**

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

Golden Bell has ultimate authority for all investment decisions made on behalf of the Private Funds. Golden Bell reviews the Private Fund portfolios quarterly to ensure compliance with each fund's stated investment objectives and restrictions.

### **13. B. Factors That May Trigger An Account Review Outside of Regular Review**

In addition to the quarterly review described above, Golden Bell may also review the portfolios of the Private Funds on an as-needed basis depending on requests by Private Fund Investors.

### **13. C. Content and Frequency of Reports**

Golden Bell provides portfolio valuation reports to Investors on a quarterly basis. Investors in the Private Funds receive audited financial statements on an annual basis.

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

Golden Bell does not receive any compensation for client referrals.

### **Item 15 – Custody**

Golden Bell is deemed to have custody since it serves as manager to each of the Private Funds, and its affiliates serve as general partners to the Private Funds.

Since the Private Funds are invested in other private equity funds and private companies that do not have certified securities in most cases, the majority of the Private Funds' assets are not held by a qualified custodian. Accordingly, Golden Bell: (1) distributes audited financial statements prepared in accordance with generally accepted accounting principles ("GAAP") to all limited partners (or members or other beneficial owners) ("Owners") on an annual basis within 120 days of the fiscal year end of the Private Fund (or such longer period(s) as are permitted by the SEC for certain qualifying Private Funds); (2) prepared by an independent public account that is registered with the Public Company Accounting Oversight Board; and (3) upon liquidation of Private Fund, Golden Bell distributes to the investors in such Private Fund audited financial statements prepared in accordance with GAAP promptly after the completion of the audit.

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

Golden Bell is granted discretionary investment authority over the Private Funds and is authorized to make investment decisions in accordance with each Private Fund's specified investment objectives and restrictions without consultation or consent before a transaction. Golden Bell assumes discretion over these accounts upon execution of the Private Funds' limited partnership agreements.

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

Golden Bell has written Proxy Voting Policies and Procedures in place as required by the Advisers Act. As part of the firm's policies and procedures, Golden Bell will exercise proxy voting authority when such authority is provided for in the Private Fund's limited partnership agreements.

It is Golden Bell's policy to vote proxies on behalf of the Private Fund in accordance with its proxy voting policies and procedures. When Golden Bell determines it will vote a Client proxy, it will do so for the exclusive benefit, and in the best economic interest, of the Private Fund and its Investors, as determined by Golden Bell in good faith.

## **Item 18 – Financial Information**

### **18. A. Advance Payment of Fees.**

Golden Bell does not require or solicit prepayment of fees from clients, six months or more in advance.

### **18. B. Financial Condition**

Golden Bell has no financial commitments that impair its ability to meet contractual commitments and fiduciary commitments to clients.

### **18. C. No Bankruptcy Proceedings**

Golden Bell has not been the subject of a bankruptcy proceeding.