



## COURY FIRM ASSET MANAGEMENT LLC

### Form ADV Part 2A Brochure

**November 15, 2018**

This brochure provides information about the qualifications and business practices of Coury Firm Asset Management LLC, d/b/a The Coury Firm (referred to in this brochure as “CFAM” or “Firm”), and its relying investment adviser, Coury Capital Management LLC (“CCM”). CFAM and CCM conduct a single advisory business, which is described in this Form ADV Part 2A brochure, and together with other non-investment advisory affiliates do business as The Coury Firm. References to CFAM in this brochure shall include CCM.

CFAM is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Such registration with the SEC does not imply that CFAM or its employees possess a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

The disclosure information should be carefully considered before becoming a client of CFAM. If you have any questions about the contents of this brochure, please contact George Philippopoulos, Chief Compliance Officer at +1 (412) 261-5744. Additional information about CFAM is also available on the SEC’s website at <http://www.adviserinfo.sec.gov>

This brochure is for informational purposes only. It does not convey an offer of any type and is not an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment, or investment vehicle.

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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 purchase interests) in any Affiliated Fund (as defined herein); or
- A complete discussion of the features, risks or conflicts associated with any Affiliated Fund or advisory service.

As required by the Advisers Act, CFAM provides this brochure to current and prospective Clients (as defined herein). At its discretion, CFAM may provide this brochure to current or prospective Investors (as defined herein) in an Affiliated Fund, together with other relevant Offering Documents (as defined herein) before, or in connection with, such persons' investment in such an Affiliated Fund. The delivery of this brochure to an Investor or prospective Investor is not an acknowledgment that the Investor or prospective Investor is a Client under the Advisers Act or that there is any direct Client relationship with CFAM.

Additionally, this brochure is available through the SEC's Investment Adviser Public Disclosure website. Although this publicly available brochure describes investment advisory services and products of CFAM, persons who receive this brochure (whether or not from CFAM) should be aware that it is designed solely to provide information about CFAM as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this brochure may differ from the information provided in relevant Offering Documents or investment advisory agreements. Relevant Offering Documents or investment advisory agreements include complete information about each product managed, or services offered by CFAM. CFAM or the Affiliated Funds(s) only provide certain Offering Documents or investment advisory agreements to current and eligible prospective Investors or Clients. To the extent that there is any apparent conflict between discussions herein and similar or related discussions in any Offering Documents or advisory agreements, the relevant Offering Documents and investment advisory agreements shall govern and control.

**Item 2: Material Changes.**

CFAM is newly registered and therefore has no material changes to report.

Based on a reorganization, the investment advisory business of its affiliated predecessor firm, Coury Investment Advisors, Inc. ("CIA"), has transitioned to CFAM. As of December 31, 2017, CIA provided non-discretionary investment management services on both a periodic and continuous basis to approximately \$925,000,000 in client assets, of which approximately \$85,000,000 was managed on a continuous basis. As of November 13, 2018, CFAM provides non-discretionary investment management services on both a periodic and continuous basis to approximately \$874,000,000 in client assets, of which \$765,000,000 is managed on a continuous basis as regulatory assets under management (of which \$11,000,000 is managed on a discretionary basis.)

Please note the following non-material changes since our last annual update was filed on March 06, 2018 (and amendment filed June 25, 2018):

- George V. Philippopoulos was named as Chief Compliance Officer.
- Updated amount of client assets under management.
- Clarification in Advisory Business section regarding advisory fees for unaffiliated private investment funds.
- The name of CFAM's Alternative Investments division was changed to Institutional Fund Management, and the name of the Coury U.S. Fund LP was changed to Coury Tactical Trend LP.

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**Item 4: Advisory Business.**

CFAM is a Delaware limited liability company that is newly commencing investment advisory operations for its Clients. CFAM is organized around two primary areas, Private Wealth and Institutional Fund Management (as described in more detail throughout this brochure). CFAM has a principal place of business in Pittsburgh, Pennsylvania and has an office in Los Angeles, California.

CFAM's Private Wealth division provides investment advisory and wealth planning services to high net worth individuals, families, family offices, trusts, investment partnerships, private foundations, and retirement plans, all collectively referred to in this document as "Clients."

CFAM's Institutional Fund Management division provides investment management services to the Coury Tactical Trend LP, a related private investment fund (referred to in this brochure as "CTT" or, alone or together with other private funds that may be formed by CFAM from time to time, as "Affiliated Fund(s)"). Because CFAM's Institutional Fund Management division only currently provides investment management services to CTT, references to CTT and Affiliated Fund(s) throughout this brochure shall be synonymous. CFAM provides investment management services to CTT, in its capacity as the Investment Manager to CTT, and employs quantitative investment strategies on behalf of CTT. Qualified individuals or entities that invest directly in an Affiliated Fund such as CTT are referred to in this document as "Investors."

**Firm Ownership**

The managing principals of CFAM are members of the Coury Family. Since 1997, the Coury Family has been providing investment advisory services, through a predecessor entity known as Coury Investment Advisors, Inc., (also known in short as CIA). To provide for management and ownership succession of its business, CIA completed a reorganization and restructuring initiative in 2018 whereby CIA's Clients became Clients of CFAM. CFAM will be providing investment advisory services to these Clients going forward. CIA has notified its Clients of this change and will withdraw all of its state registrations. CIA has been controlled by members of the Coury Family since the time of its founding in 1997, with Gregg S. Coury serving as the owner. Gregg S. Coury is the Chief Executive Officer of CFAM.

CFAM is a wholly-owned subsidiary of The Coury Firm Holdings LP ("Parent Company"), a Delaware limited partnership formed in 2017. The limited partners of the Parent Company are CIA (which is owned by Gregg S. Coury and The MC23 Trust, where Gregg S. Coury is the Trustee), Jeffrey C. Coury, and The 35<sup>TH</sup> Family Trust (the Trustees of which are Gregg S. Coury, Jeffrey C. Coury, and Robertino S. Coury). The General Partner to the Parent Company is TCF GP LLC ("TCF"), which is managed by Gregg S. Coury, and owned by three family trusts, The MC23 Trust (Gregg S. Coury is the Trustee), The 4A Trust (Jeffrey C. Coury is the Trustee), and The 35<sup>TH</sup> Family Trust (Gregg S. Coury, Jeffrey C. Coury, and Robertino S. Coury serve as Trustees). The Parent Company also controls non-advisory affiliates of CFAM. CFAM and its non-investment advisory affiliates may share certain services and personal. From time to time non-investment advisory affiliates may refer clients to CFAM for advisory services.

Coury Capital Management LLC, or CCM (the entity which serves as the General Partner to Affiliated Funds and CTT), is under common control with CFAM and has the same principal office and place of business as CFAM. CCM is owned equally by the same three family trusts that own TCF (please see paragraph above). CCM is a relying investment adviser of CFAM, meaning that CCM is relying on CFAM's registration with the SEC as an investment adviser. CFAM and CCM together conduct a single advisory business, which is described in this Form ADV Part 2A brochure. References to CFAM in this brochure shall include CCM.

For additional detail regarding the Parent Company and relying investment adviser's ownership percentages, please refer to Schedule A of CFAM's Form ADV Part 1. CFAM's ADV Part 1 includes a listing of direct and indirect owners and executive officers and is publicly available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**CFAM Private Wealth**

CFAM's Private Wealth division provides investment advice and wealth planning services, coupled with an open-

architecture investment platform to service high net worth individuals, families, family offices, trusts, investment partnerships, private foundations, and retirement plans.

CFAM advises its Private Wealth Clients on a broad range of investments and portfolios that contain, among other investments, equities, fixed-income securities, hedge funds, private funds, customized structured products, and other alternative investments. CFAM will typically work with each Private Wealth Client to develop an Investment Policy Statement to establish a prudent framework for their investment portfolio. The Investment Policy Statement describes the specific allocation and guidelines recommended to meet the Client's stated investment objective and outlines the investment objective, strategy, philosophy and approach that govern CFAM's portfolio management. CFAM provides investment advisory services on a non-discretionary or discretionary basis, as determined and authorized by the Client and as outlined in their respective investment advisory agreement with CFAM.

To the extent certain of CFAM's Private Wealth Clients qualify, such Clients will be eligible to participate as Investors in CTT. This type of investment involves additional risk and is only recommended when consistent with the Client's stated investment objectives, tolerance for risk, suitability and liquidity profile. All relevant information, terms, and conditions relative to CTT are outlined in the applicable offering memorandum, organizational documents, and subscription agreement (together, the "Offering Documents"), which each Investor is required to receive and execute before being accepted as an investor in CTT.

For Clients that are provided investment advisory services on a discretionary basis, CFAM has no discretion or authority to allocate or make an investment on behalf of a Client in CTT, without the Client's written authorization and approval of such investment. Therefore, any recommendations to a Client to invest in CTT are provided only on a non-discretionary basis by CFAM, as detailed in the Clients respective investment advisory agreement with CFAM. Please see Items 5 and 10 of this brochure for additional information regarding CTT, CFAM's Affiliated Fund, and the types of fees associated with an investment in CTT.

In addition to the above services, CFAM's Private Wealth division also serves as a multi-family office to prominent families across the country. CFAM serves as the management office for these wealthy families, providing strategy and planning related guidance, including comprehensive trust and estate planning recommendations, family governance advisory, accounting and tax assistance, risk management, private business venture advice, philanthropy, and other family office related services. These services are further addressed in Item 10 of this brochure.

CFAM may provide investment advice regarding unaffiliated private investment funds. CFAM's role relative to the unaffiliated private investment fund shall be limited to its initial and ongoing due diligence and investment monitoring services. Private fund offerings are generally offered only through an offering memorandum, and may only be offered to qualified investors. If a client becomes a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of CFAM calculating its investment advisory fee. CFAM's clients are under no obligation to consider or make an investment in a private investment fund(s), and private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, and other factors which are discussed in each fund's offering documents, which will be provided to each prospective investment client for review and consideration prior to investing. In addition, a client's interests in unaffiliated private funds are typically reflected on the fund's books or custodied at a different account custodian than is usually used by clients of CFAM and may be considered held-away assets. Unlike liquid investments that a client may own, private investment funds do not provide daily (or in some cases even quarterly or annual) liquidity or pricing, and in the event CFAM references private investment funds owned by the client on any supplemental account reports prepared by CFAM the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. If no subsequent valuation post-purchase is provided by the Fund Sponsor then the valuation shall reflect the initial purchase price or investment (and/or a value as of a previous date), or the current value(s) (either the initial purchase price and/or the most recent valuation provided by the fund sponsor). If the valuation reflects the initial purchase price or investment (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be significantly more or less than the original price. The client's advisory fee shall be based upon reflected fund value(s).

## **CFAM Institutional Fund Management**

CFAM's Institutional Fund Management division specializes in quantitative investment management by employing proprietary mathematical strategies that rely on patterns inferred from historical prices and other data in evaluating prospective investments. Various optimization and execution techniques are applied to mature, highly liquid, publicly traded instruments, predominately utilizing exchange traded funds ("ETFs") that track major U.S. indices, to implement these strategies.

CFAM's Institutional Fund Management division provides its advisory services on a discretionary basis to its Affiliated Funds. CFAM serves as the designated Investment Manager of the Affiliated Funds.

CFAM develops quantitative strategies derived from proprietary statistical models and market research. CFAM believes that research is the cornerstone of a successful investment organization and is committed to continually seeking ways to enhance its investment strategies, models, and processes. As a result of CFAM's ongoing in-house research, certain models executed in such Affiliated Funds may change from time to time. CFAM considers these changes to be research-based enhancements and a normal part of its investment activities - not a change in its overall investment philosophy, objective, or strategy.

Institutional investors such as family offices and other highly sophisticated, high-net worth participants constitute CFAM's Affiliated Funds' investor base. These Investors must meet certain minimum financial requirements to be eligible to participate in CFAM's Affiliated Funds, which are structured as private investment companies that are exempt from registration as investment companies under U.S. law by Section 3(c)(7) or 3(c)(1) of the Investment Company Act of 1940, as amended (the "Investment Company Act"). Currently, the Institutional Fund Management division provides investment advisory services to one Affiliated Fund, the Coury Tactical Trend LP, consists of only the Coury Family Office and Affiliated Private Foundation (as defined below) assets and at the time of this filing is not accepting capital from third-party Investors, other than Coury Family Members.

### **Client Assets**

As of November 13, 2018, CFAM provides non-discretionary investment management services on both a periodic and continuous basis to approximately \$874,000,000 in client assets, of which \$765,000,000 is managed on a continuous basis as regulatory assets under management (of which \$11,000,000 is managed on a discretionary basis.)

**Item 5: Fees and Compensation.****CFAM Private Wealth**

CFAM enters into a written investment advisory agreement with its Private Wealth Clients. The advisory agreement contains the fee arrangement. Either party may cancel the advisory agreement without penalty upon thirty days' written notice.

CFAM charges investment advisory fees as a percentage of assets under management. CFAM charges these fees quarterly in arrears based on the value of the portfolio as of the last day of the quarter. The advisory fee as a percentage of assets under management is prorated if a Client relationship originated or was terminated after the inception of a quarter and is based on the number of days the Client's written investment advisory agreement was in effect during that quarter. If Client assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable concerning such assets will be adjusted or prorated based on such amounts deposited or withdrawn.

CFAM's Private Wealth Clients receive a written Fee Notification along with their respective quarterly portfolio reviews that details the fee calculation, including any formulas used to calculate fees, the period that the fee covers, and the amount of assets under management upon which the fee is based. A Client may choose to have the fees debited directly from their account held by a qualified custodian. To do so, the Client must provide CFAM with written authorization to deduct CFAM's fee from a specified account with a qualified custodian, and CFAM possesses such written authorization from the Client before it deducts any advisory fees from the Client's account. Also, CFAM sends the qualified custodian a written notice of the amount of the fee to be deducted from the Client's account. The monthly statements a Client receives directly from the custodian will also reflect CFAM's fees.

CFAM's standard fee schedule to cover investment advisory services and very basic wealth planning and coordination services are based on a tiered schedule as follows:

\$0 – \$10M	0.65%
\$10M – 25M	0.55%
\$25M – 40M	0.50%
\$40M – \$50M	0.45%
> \$50M +	0.40%

CFAM requires a minimum annual fee of \$30,000 for investment advisory services and very basic wealth planning and coordination services based on the fee schedule above. If a Client's assets under management are not sufficient to generate the minimum annual fee, Clients have the option of paying the difference (until their assets are sufficient) to receive the desired level of service. For instance, if a Client desires to receive investment advisory services from CFAM and their assets generate an annualized fee of \$20,000, they have the option of paying the difference (i.e. an additional \$10,000) to reach the minimum annual fee of \$30,000 until their assets under management are sufficient to generate the minimum annual fee.

CFAM reserves the right to negotiate fees for accounts depending on the size and type of account, the investments in the account and the services required.

From time to time, CFAM's fee schedules may have been higher or lower than those currently in effect. New schedules are made available to new Clients as they go into effect, while the fee schedule applicable to an existing Client is not affected by the new schedules. Therefore, some Clients pay different fees from those shown above.

Although CFAM has established the fee schedule(s) above, CFAM retains the discretion to negotiate lower fees on a Client-by-Client basis. CFAM considers Client facts, circumstances, and needs in determining their respective fee schedule. These include, but are not limited to, the complexity of the Client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The Client's specific annual fee schedule will be identified. The contract between CFAM and each Client will



identify the Client's specific annual fee schedule. CFAM wishes to state that, at times, the fees charged may be higher or lower than normally charged in the industry, and it is possible the same, similar, or significantly different services may be available from other investment advisers at higher or lower rates. CFAM waives advisory fees for employee and certain family accounts. CFAM may grant other waivers at its discretion.

To the extent a Client of CFAM Private Wealth invests in any Affiliated Fund managed by CFAM, the Client will normally bear the investment management fees charged directly by the Affiliated Funds instead of the investment advisory fees determined under the fee schedule specified above for the assets invested in the Affiliated Fund.

### **Other Fees and Expenses for CFAM Private Wealth**

CFAM is paid a fee for providing investment advisory services to retirement plan Clients ("Plan Clients"), and such fee is tailored to the services requested by that particular Plan Client. CFAM's fees for investment advisory services provided to Plan Clients typically follow the specified fee schedule outlined above for CFAM Private Wealth Clients. These fees are negotiable and are mutually agreed upon by the Plan Client depending on the level, complexity, and scope of services provided. The Plan Client's annual fee may differ from the tiered fee schedule specified above to fit a Plan Client's particular situation and requested scope of work. The advisory fees for a Plan Client are deducted directly from the Plan's investment accounts by the Plan custodians on a monthly basis, in arrears. These fees are remitted directly to CFAM by the Plan custodian. A Plan trustee may terminate the relationship with CFAM at any time and receive a prorated refund of any unearned fee. See Item 10 of this brochure for more details regarding services provided to Plan Clients.

Not related to any investment advisory agreement with a CFAM Private Wealth Client, CFAM's fee for wealth planning and coordination services will typically range from \$60,000 - \$250,000 or higher on a yearly basis. Any such fee would be negotiated in advance with the Client and determined by the scope and complexity of the agreed upon wealth planning and coordination services provided to the Client. Occasionally CFAM may also receive a negotiated bonus from a Client that is not based on portfolio performance or the assets that CFAM has under management for a Client. These wealth planning and coordination fees are typically billed quarterly, in arrears and debited, as a convenience, from the Client's investment account. Before commencing this type of engagement, CFAM and the Client will enter into a written agreement that will set forth the terms and conditions of that engagement, describe the scope of the services to be provided to the Client and provide fee arrangements, including the timing and manner of payment. See Item 10 of this brochure for more details regarding wealth planning service provided to Clients.

Clients are typically subject to other fees associated with mutual funds, separate account managers, or account custodians. CFAM does not receive any portion of the fees paid by a Client to any other party.

### **CFAM Institutional Fund Management**

CFAM's fees for its Institutional Fund Management products are set forth and outlined in each Affiliated Fund's Offering Documents. Generally, Investors are assessed (i) a management fee equal to a percentage of the net asset value of the Investor's interest in the Affiliated Fund and, if applicable, (ii) performance-based compensation, which is calculated as a percentage of the Investor's net profits or net capital appreciation (realized and unrealized) allocated to the Investor's account. Management fees, if applicable, are payable regardless of profitability and may be charged during periods of loss. All performance-based allocations, if applicable, are charged in accordance with Rule 205-3 under the Advisers Act.

The fee schedule for CTT is as follows:

Management Fees	0.00% -2.00% of value of Investor's capital account	Annual fee, payable monthly in advance
Performance Allocation	0.00%-30.00% of net profits	Payable in arrears annually or upon redemption

Management fees (if applicable) are calculated at an annual rate of up to 2% of the value of an Investor's capital account

and are paid to CFAM monthly in advance based on the value of each capital account at the beginning of that month. The management fee is calculated after taking account of any redemptions or distributions as of the end of the prior month, as well as new subscriptions for the month in which the fee is being calculated and paid.

A performance allocation (if applicable), is payable to CCM (the relying investment adviser) as of December 31<sup>st</sup> of each year and is calculated as a percentage of net profits (both realized and unrealized) allocated to each Investor's interest or share for the preceding twelve-month period. The percentage of the performance allocation may vary. A performance allocation (if applicable) will also be made upon the redemption of all or part of an Investor's interest or share if such redemption occurs on a date other than the close of an annual fiscal period. Losses allocated to an Investor's interest or share must be recouped before CCM is entitled to a performance allocation on subsequent gains. Once made, a performance allocation is nonrefundable. A performance allocation will only be charged to those Investors that are qualified clients as defined by the Advisers Act.

Also, interests in CTT are offered on a fee-exempt basis to certain individuals, entities, and charitable organizations closely affiliated with an owner or employee of CFAM.

### **Other Fees and Expenses for CFAM Institutional Fund Management**

In addition to paying investment management fees and performance-based compensation to CFAM (as described above), Affiliated Funds will typically pay for their own operating and investment expenses, which may include, but are not necessarily limited to the following:

Fees, costs and out-of-pocket expenses incurred in connection with the formation of an Affiliated Fund; fees and expenses of any advisers and consultants to the Affiliated Fund; external legal, auditing, accounting, administration, tax return preparation and other professional fees and expenses; fees and expenses of an Affiliated Fund's directors, if applicable, including the costs associated with meetings; fees and expenses of the Affiliated Fund's administrator; governmental charges or filing fees; fees and expenses of prime brokers, custodians, brokerage commissions and dealer collateral and other fees, charges, payments and expenses and other costs of trading, acquiring, monitoring or disposing of any investments of an Affiliated Fund; fees and expenses of any third party research, data, recommendations and/or services used by CFAM in its investment decision-making process; interest expenses; expenses of preparing and distributing reports, financial statements and notices to Investors in the Affiliated Fund; litigation and other extraordinary expenses; certain insurance expenses (including fees for directors' and officers' liability insurance, if applicable); and other expenses as may be detailed in the Affiliated Fund's Offering Documents, investment management agreement, prospectus and supplemental disclosure document or other governing document, as applicable.

These other fees and expenses described above may be waived, capped, or assumed by CFAM versus the Affiliated Fund as outlined in the Affiliated Funds' Offering Documents. Please refer to Item 12 of this brochure for further discussion of CFAM's brokerage practices.

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

### **CFAM Private Wealth**

CFAM's Private Wealth division does not provide any investment advisory services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a Client's assets).

### **CFAM Institutional Fund Management**

CCM (the relying investment adviser of CFAM) charges CTT, an Affiliated Fund of CFAM, performance-based fees as discussed in Item 5 of this brochure in addition to the monthly management fees received by CFAM for managing CTT. Such performance-based fees may create an incentive for CFAM or CCM to favor those accounts over other Client accounts of CFAM that provide for only investment advisory asset-based fees. CFAM may also have an incentive to recommend investments in Affiliated Funds which typically assess higher fees than are charged to Private Wealth Client account assets.

To mitigate the risk of favoring certain accounts or investments over others, CFAM has implemented operational policies and procedures to address these potential conflicts and side-by-side management of assets. For example, CFAM does not use discretionary investment management authority to invest Client funds in Affiliated Funds nor does it require any Client to invest in Affiliated Funds. CFAM offers alternative investment opportunities with Non-Affiliated Funds to Clients who prefer not to invest in CFAM's Affiliated Funds. These policies and procedures are also designed to segregate the day-to-day management of CFAM Institutional Fund Management operations and personnel from CFAM's Private Wealth operations and personnel. CFAM's Institutional Fund Management personnel (other than CFAM's designated CCO) cannot see the trading activity, orders placed, or securities owned by Clients in CFAM's Private Wealth division, and vice versa. CFAM's Institutional Fund Management personnel operate the models for CTT on separate machines that do not interact with CFAM's Private Wealth operations. Any overlap between these two divisions is solely for office administrative purposes and does not involve the management of assets in each respective division.

As of the date of this brochure, CFAM's Institutional Fund Management division only provides investment management services to CTT, which is available only to Investors who meet specified financial qualifications as described above. In the future, CFAM may establish additional related private investment funds, or may, in its discretion, provide investment management services to certain Clients through separately managed accounts. In any case, certain Clients or future Affiliated Funds may have higher management fees and performance-based fee arrangements than other Clients or Affiliated Funds. Also, certain Clients or Affiliated Funds may utilize a higher degree of leverage than other Clients or Affiliated Funds. Because CFAM and its investment personnel may, in the future, manage more than one Client or Affiliated Fund account, the potential exists for CFAM to favor one Client or Affiliated Fund account over another Client or Affiliated Fund account. CFAM and its investment personnel may have a greater incentive to favor Clients or Affiliated Funds that pay CFAM (and indirectly its personnel) higher performance-based fees or higher management fees or use a higher degree of leverage.

If applicable, when trading on behalf of multiple Clients (i.e. separately management accounts) and Affiliated Fund accounts, CFAM endeavors to allocate investment opportunities among such Clients and Affiliated Fund accounts in a fair and equitable manner. CFAM's trade allocation among Clients and Affiliated Funds may vary based upon, among other factors, the differences in investment objectives, capital constraints, and leverage preferences among respective Clients and Affiliated Funds, and any anticipated increase or decrease in any particular Client's or Affiliated Funds assets under management. CFAM does not alter its allocation policy with respect to a Client and an Affiliated Fund, or allocate trades among multiple Clients and an Affiliated Fund, without the approvals of CFAM's relevant senior management and compliance personnel.

Please refer to Item 11 of this brochure on CFAM's Code of Ethics and Item 12 for additional information on the firm's trade allocation policies and procedures.

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

### **CFAM Private Wealth**

As set forth above in Item 4 of this brochure, CFAM's Private Wealth division provides investment advisory and wealth planning and coordination services principally to high net worth individuals and their families, family offices, trusts, investment partnerships, private foundations, and retirement plans.

For new Private Wealth Client relationships, CFAM's standard minimum fee is expected to be \$30,000; however, CFAM, in its sole discretion, may accept Clients assets under management that are not sufficient to generate the minimum annual fee. In such cases, and as described in Item 5 of this brochure, such Client will have the option of paying the difference (until their assets are sufficient) to receive the desired level of service from CFAM.

CFAM reserves the right to waive, increase, or reduce the minimum fee in its sole discretion.

### **CFAM Institutional Fund Management**

As set forth above in Item 4 of this brochure, CFAM's Institutional Fund Management division provides investment management services to CTT, a related private investment fund and referred to throughout this brochure as CFAM's Affiliated Fund. CFAM is the Investment Manager to CTT and employs quantitative investment strategies on behalf of CTT. CTT is organized as a Delaware limited partnership. The Offering Documents describe the structure of CTT in further detail.

Any investment in an Affiliated Fund made on the basis of information inconsistent with or not contained in the Affiliated Funds' Offering Documents provided to the prospective Investors will be at the sole risk of the Investor. Prospective Affiliated Fund Investors are required to complete a subscription agreement, which will require disclosure of certain private information required to substantiate the Investor's identity and investment qualifications.

**Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss.****CFAM Private Wealth – Methods of Analysis, Investment Strategies**

CFAM's Private Wealth division provides investment advisory services to its Clients in two arrangements: (i) entirely with third-party managers and funds; or (ii) using a combination of CFAM's Affiliated Funds with select third-party managers and funds. The recommended approach depends on the type of Client, their preferences, investment experience, current financial situation, liquidity needs, and other requirements and factors, and is discussed and agreed upon with the Client before implementation.

CFAM employs a comprehensive process that seeks to preserve and grow capital. The process begins by first understanding the Client and then helping the Client define their goals, objectives and risk tolerances. This advice encompasses designing a plan and evaluating investment options to implementing and monitoring the plan and its performance. Once the plan and these investment parameters are established, CFAM constructs an investment portfolio using third-party managers and, where appropriate, Affiliated Funds as agreed upon with the Client.

As stated above, CFAM's Private Wealth division may recommend the inclusion of its Affiliated Funds (such recommendations provided only on a non-discretionary basis) to Clients for a portion of their overall asset allocations, even when there may be other third-party solutions available to meet the Client's investment objectives. To the extent a Client invests in any Affiliated Fund managed by CFAM, the Client will normally bear the investment management fees charged directly by the Affiliated Funds, and CFAM will in turn waive the advisory fees charged by CFAM Private Wealth (as determined under the individual Client's respective written investment advisory agreement with CFAM Private Wealth), for the portion of the assets that are invested directly in CFAM's Affiliated Fund. The inclusion of CFAM's Affiliated Funds in a Client's portfolios will increase the overall fees payable by Clients to CFAM. Client assets invested with third party managers bear the fees charged by the third-party managers, as well as investment advisory fees payable to CFAM.

CFAM's general approach to constructing an investment portfolio for Private Wealth Clients begins with a focus on asset allocation. CFAM's philosophy stems from a belief that diversification of risks, including asset class, style, sector, and industry risks, is important in seeking to achieve consistent risk-adjusted returns. In order to strike the appropriate balance between diversifying risk and earning returns, CFAM's strategic asset allocation process begins with long-term forward-looking assumptions about the risks, returns, correlations and additional statistical measures of risk for various asset classes. Capital market assumptions are then incorporated using commercial and proprietary quantitative tools, as well as published sell side estimates, to develop a selection of asset allocations that seek to optimize expected return for a given level of risk. Using a combination of proprietary models, Monte Carlo simulations, and third-party software applications, CFAM projects ranges of potential portfolio returns to illustrate risk/reward tradeoffs for different asset allocations, thus creating an "Efficient Frontier". These projections are based on hypothetical modeling outcomes and do not reflect actual investment results, current environmental factors, potential trading costs, and qualitative "tilt" factors, and therefore, should not be viewed as guarantees of future results. There are limitations inherent in the use of quantitative models that Clients can review upon their request. A Client's actual investment results may vary substantially from the projections produced from the models, and a Client could lose all or a portion of their investment capital.

CFAM follows a formal process for selecting third-party managers. The process, as defined below, is also applied equally and objectively to CFAM's Affiliated Funds. The evaluation of new managers is a multi-stage process, which includes quantitative and qualitative factors. Manager ideas originate from a variety of sources, including quantitative screens of manager databases based upon in-house criteria, recommendations from other money managers, regulatory filings, industry publications, industry contacts, Clients, etc. CFAM relies on a robust internal process of manager research and due diligence once a potential manager has been identified and before deploying any capital on behalf of a Client. CFAM's initial quantitative investment manager due diligence focuses on investment performance, risk, style-drift, and other quantifiable factors ("Round 1"). Passing managers then undergo a qualitative analysis which includes a review of due diligence questionnaires, Form ADVs, marketing materials, newsletters, and research, as well as interviews with key personnel and on-site visits of managers' operations ("Round 2"). An additional round of quantitative due diligence is then performed, focusing on how the investment manager fits into CFAM's Client portfolios – this analysis focuses on correlation analysis, maximum drawdown, holdings overlap, etc. CFAM's Research Team conducts research and interviews with portfolio managers, analysts, traders, and operations staff at potential investment firms to gain a better

understanding of the process, culture, roles and responsibilities and to evaluate the manager's proprietary idea generation, analysis techniques and source of future performance. CFAM believes that seeing where and how an investment team works is critical in assessing their potential for future success. In general, it takes on-site meetings and calls with a manager to arrive at the formal due diligence stage of the screening process. Additionally, operational due diligence plays a prominent role in CFAM's manager due diligence process and can disqualify a manager regardless of how well the manager might do in the investment category. Due diligence does not end after hiring a manager. Instead, it is a continuous process. When CFAM selects a manager for Client portfolios, CFAM monitors the manager's performance on a quarterly basis and more frequently if warranted. CFAM reviews managers quarterly, focusing on their results, outlook, strategy, risks, and important developments at their firms. The process for selecting hedge fund and private equity managers is similar but takes into consideration factors specific to those asset classes and includes a review of information about their service providers such as auditors, custodians, administrators and the like.

### **Institutional Fund Management – Methods of Analysis, Investment Strategies**

CFAM's Institutional Fund Management division, which manages CFAM's Affiliated Funds in its capacity as the Investment Manager, uses quantitative analysis, through mathematical and statistical methods that rely on patterns inferred from historical prices and other data, to develop the technical indicators used in its investment strategies. This analysis is used to construct proprietary quantitative models that use publicly available financial data to identify and implement trading decisions. CFAM uses these proprietary quantitative models to seek appreciation of assets through trading mature, highly liquid, publicly traded instruments, predominately utilizing exchange traded funds ("ETFs") that track major U.S. indices.

In connection with this activity, CFAM deploys a proprietary investment program as Investment Manager to CTT on a discretionary basis. CTT is an alternative equity long/short strategy that seeks to deliver an equity-like expected return profile, but with less downside volatility, lower correlation to traditional equity markets, and lower drawdowns than traditional equities by systematically managing exposure to major U.S. equity indices. CFAM's trading and other authority is outlined in the applicable Offering Documents.

An investment in CTT involves a high degree of risk. An investment in CTT is considered appropriate only for qualified Investors and Clients who can afford the risks associated with trading in the markets. There is no guarantee that the Affiliated Fund's strategy will be successful, that the targeted return and risk will be achieved or maintained, or that the various investments made will have a low correlation to the broad U.S. indices or with the financial markets in general.

The risk of loss by investing in the strategies can be substantial, including the potential loss of the entire amount invested by an Investor and Client in an Affiliated Fund. Prospective Investors and Clients should therefore carefully consider whether such an investment is suitable for them in light of their financial condition. Before investing, prospective Investors and Clients should be aware of the risks associated with an investment in the strategies, which include but are not limited to the risk factors listed below.

### **General Investment Risk Factors - CFAM Private Wealth and CFAM Institutional Fund Management**

The investment strategies utilized by CFAM carry different levels of risk. All securities include a risk of loss of principal and any profits that have not been realized. The stock markets, bond markets, and derivatives markets fluctuate substantially over time and, as historical global and domestic economic events have indicated, the performance of any investment is not guaranteed. As a result, there is a risk of loss to the assets CFAM manages on behalf of Affiliated Funds, Investors, and Clients, and such loss may be out of CFAM's control. CFAM cannot guarantee any level of performance and cannot guarantee that Affiliated Funds, Investors, and Clients will not experience a loss of their account assets.

Some of the specific risks to which an Affiliated Fund, Investor, and Client assets may be susceptible to either directly or indirectly are as follows:

- **Market Risk:** Either the stock market as a whole or the value of an individual security, goes down resulting in a decrease in the value of Client investments. This is also referred to as systemic risk.



- **Equity (stock) market risk:** Common stocks are susceptible to general stock market fluctuations and volatile increases and decreases in value as market confidence in and perceptions of their issuers change.
- **Company Risk:** When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry.
- **Fixed Income Risk:** When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **Options Risk:** Options on securities may be subject to greater fluctuations in value than an investment directly in the underlying securities. Purchasing and writing standard and exotic options are highly specialized activities and entail greater than ordinary investment risks.
- **ETF and Mutual Fund Risk:** When you invest in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- **Risks Associated with Investing in Private Funds:** Investors should be aware that an investment in a Private Fund (whether an Affiliated Fund or a Non-Affiliated Fund) involves a high degree of risk and illiquidity. There can be no assurance that a Private Fund's investment objective will be achieved or that a Limited Partner will receive a return of its capital. Investing in securities involves risk of loss that Clients and Investors should be prepared to bear as well as limited access to their respective invested assets in the Private Funds due to certain lock-up periods applied to such Private Funds. For further information, please refer to the Private Fund's respective Offering Documents.
- **Management Risk:** Your investment with CFAM varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

There is a risk that CFAM's asset allocation methodology and assumptions regarding asset classes and investment strategies may not be suitable considering actual market conditions and may result in investment losses. Diversification across asset classes, investment styles, sectors, and industries does not eliminate the risk of experiencing investment losses.

The investment risks described above represent some but not all of the risks associated with various types of investments and investment strategies. Clients and Investors should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that they should be prepared to bear. Clients and Investors should also refer to the Offering Documents for an Affiliated Fund for additional information relating to investment risks.

#### **Risk Factors Applicable to Investing in CFAM's Affiliated Funds:**

**THE FOLLOWING IS A BRIEF SUMMARY OF THE MATERIAL RISKS ASSOCIATED WITH INVESTING IN CTT, AN AFFILIATED FUND OF CFAM. FOR A MORE COMPREHENSIVE DISCUSSION OF RISK, ELIGIBLE INVESTORS SHOULD REFER TO THE AFFILIATED FUND'S OFFERING DOCUMENTS.**

An investment in an Affiliated Fund managed by CFAM involves substantial risks that should be carefully considered by prospective Investors. Certain risk factors that apply to such an investment are outlined below. CTT's Offering Documents outline additional risk factors. However, it should be noted that there may be other risk factors applicable to such an investment that are not identified, but that might still result in material losses to Investors. CFAM is subject to a

potential conflict of interest in recommending that a Client become an Investor in an Affiliate Fund. CFAM seeks to mitigate this conflict by assessing thoughtfully whether an Affiliated Fund is an appropriate part of a Client's portfolio, and by providing that, to the extent a Client of CFAM Private Wealth invests in any Affiliated Fund managed by CFAM, the Client will normally bear the investment management fees charged directly by the Affiliated Funds instead of the investment advisory fees determined under the fee schedule specified above for CFAM Private Wealth Clients. Prospective Investors should also consult their legal, investment, tax, and other advisers, and applicable Offering Documents, as to whether such an investment is appropriate for them.

An investment in an Affiliated Fund managed by CFAM may involve a high degree of risk, including the risk that the entire amount invested will be lost. An investment in an Affiliated Fund managed by CFAM is not intended as a complete investment portfolio. Such an investment should be regarded as speculative and appropriate only for qualified Investors that can afford a loss of all of their investment with CFAM and can invest for an indefinite period. It should not be assumed that an investment in an Affiliated Fund managed by CFAM will be profitable. In addition to the risk of loss, an investment in an Affiliated Fund managed by CFAM is subject to the direct and indirect fees and expenses (including management fees, performance fees, and any applicable operating costs) outlined in Item 5 of this brochure and the applicable Offering Documents, which will reduce returns and require that the Affiliated Fund make a certain level of profit from its investing activities in order for an investment simply to break even.

Past performance of CFAM's strategies or the investment vehicles sponsored, advised, and managed by CFAM, or of any investment strategies operated within any such investment vehicle, is not indicative of the results that will be achieved either by any such strategy or vehicle in the future. Further, such past performance provides no assurance of the success of any strategy or vehicle in achieving its investment objectives. Past performance of CFAM's Affiliated Funds is not indicative of the results that will be achieved by any such vehicle in the future. Further, such past performance provides no assurance of the success of any Affiliated Fund (or corresponding strategy and personnel) in achieving its investment objectives.

### ***General Risk Factors***

The operating results, financial condition, activities, and prospects of an Affiliated Fund managed by CFAM could be materially affected by changes or instability in market, economic, political, technological, regulatory, and social conditions, and by numerous other factors outside the control of CFAM. Also, many of CFAM's investment strategies and investments are likely to be exposed to risks relating to weaknesses in various global economies and risks relating to the economic cycle.

CFAM may be unable to, or choose not to, attempt to hedge the risk exposures outlined in this brochure. There can be no assurance that any hedging attempted by CFAM would reduce applicable risks. The risk models and risk management techniques expected to be deployed by CFAM are based on the information and data available, as well as on its assumptions, assessments, and estimates, all of which are subject to error. As a result, such models and techniques may not account for all relevant factors or may not account for any such factors correctly. More generally, there can be no assurance that such models and techniques will be effective.

### ***Strategy Risk Factors***

The analytics employed by CFAM rely on patterns inferred from historical series of prices and other data. Even if every assumption of the underlying the strategies is met, the strategies can only make a prediction, not afford certainty. There can be no assurance that the future performance will match the prediction. Further, most statistical procedures cannot fully match the complexity of the financial markets, and as such, results of their application are uncertain. Also, changes in underlying market conditions can adversely affect the performance of a statistical strategy.

The analytics employed by CFAM are highly reliant on the gathering, cleaning, culling, and interpretation of large amounts of data from third-party sources. It is not possible or practicable, however, to factor all relevant and available data into forecasts and trading decisions. Investors should be aware there is no guarantee that any specific type of data will be utilized in generating forecasts or making investment decisions on behalf of the Affiliated Funds. Nor is there any guarantee that the data utilized in generating forecasts or making investment decisions on behalf of the Affiliated



Funds will be (i) the most accurate data available or (ii) free of errors. Investors should assume that the preceding limitations and risks associated with gathering, cleaning, culling and analyzing large amounts of data from third-party sources are an inherent part of investing with a quantitative investment manager such as CFAM.

Many of the investment strategies employed by Affiliated Funds managed by CFAM are expected to involve sophisticated mathematical calculations and models. Given the large sets of data and complex models utilized by CFAM, mathematical errors in models developed by CFAM may be extremely difficult to detect. Regardless of how difficult their detection appears in retrospect, some of these mathematical errors could go undetected for long periods of time, and some may never be detected. The degradation or impact caused by these mathematical errors can compound over time. Although CFAM intends to use good faith efforts to carry out such calculations and models correctly and effectively, there can be no assurance that it will successfully do so. Errors have occurred and may continue to occur in designing, writing, testing, monitoring, and implementing such calculations and models, including errors in the manner in which such calculations and models function together. CFAM believes that the testing and monitoring performed on its proprietary models will enable CFAM to potentially identify and address any mathematical errors that may come about when managing a process-driven and quantitative investment program. Affiliated Fund Investors should assume that mathematical errors and their ensuing risks and impact are an inherent part of investing with a quantitative investment manager such as CFAM. Accordingly, CFAM does not expect to disclose discovered mathematical errors in its models to its Clients and Affiliated Fund Investors.

Moreover, the effectiveness of model calculations is expected to diminish over time, as a result of changes in the market and changes in the behavior of other market participants. CFAM may respond to such diminishing effectiveness by making certain changes to the investment strategies and the manner in which they are implemented. Any such changes could increase the likelihood of the errors described above. The complexity of the investment strategies/models that apply such calculations may make it difficult or impossible to detect any source of weakness before material losses result. The complexity of components of the investment strategies that apply such calculations and models, and the interactions among such components, may make it difficult or impossible to detect the source of any weakness or failure in such components and such calculations and models before material losses are incurred.

Any mathematical calculations and models utilized by CFAM are subject to inherent limitations and may be improved upon with experience as strategies are refined and as markets change. However, there can be no assurance that CFAM would make any such improvements; CFAM's inability or failure to do so could have a material adverse effect on Affiliated Funds.

### ***Reliance on Technology Risk Factors***

CFAM's Affiliated Funds rely on information and data management systems, which can fail or be subject to interruption or destruction caused by natural or man-made occurrences. Any failure, interruption, or destruction of CFAM's information technology systems or data could have a material adverse impact on CFAM and its Affiliated Funds' operations and result in the loss of sensitive information.

The analytics utilized by CFAM and its Affiliated Funds and operations are fundamentally dependent on technology, including hardware, software, and telecommunications systems. The data gathering, research, forecasting, portfolio construction, order execution, trade allocation, risk management, back office and accounting systems, among others, utilized by CFAM are all heavily reliant on computers.

CFAM directs and executes the purchase or sale of investments for the Affiliated Funds in accordance with signals generated by its models. The use of a computer in collating information or in developing and operating a trading method does not assure the success of the method or strategy. A computer is merely an aid in compiling and organizing information and in executing algorithms developed by human beings. Also, while CFAM rarely intervenes in its trading signals generated by its proprietary models, there may be occasions on which human beings must manually input corrections or updates to the data or models. Accordingly, there is no assurance that the trading decisions based on the models that have been developed by CFAM (and, in certain cases, occasional human intervention) will produce profits for CFAM Affiliated Funds.

CFAM seeks, on an ongoing basis, to create adequate backups of software and hardware where possible but there is no

guarantee that such efforts will be successful. Further, to the extent that an unforeseeable software or hardware malfunction or problem is caused by a defect, security breach, virus or other outside force, the Clients and Affiliated Fund Investors of CFAM may be materially adversely affected.

### ***Technological Disruptions and Cybersecurity Risk Factors***

The information and technology systems of CFAM and of key service providers to CFAM's Affiliated Funds may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although CFAM has (directly or through its affiliates) implemented various measures designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for CFAM or a service provider to make a significant investment to fix or replace them and to seek to remedy the effect of such issues. The failure of these systems and of disaster recovery plans for any reason could cause significant interruptions in the operations of Affiliated Funds and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information of Affiliated Fund Investors.

It is not possible to provide comprehensive and foolproof protection against all such events and circumstances mentioned above, and there is no assurance about the ability of CFAM or any third party to continue providing applicable services. Any event or circumstance that affects CFAM or one or more third party's computer and telecommunications systems or operations could have a material adverse effect on the Affiliated Funds, including by preventing CFAM from trading, modifying, liquidating, and/or monitoring its Affiliated Funds' investments.

### ***Product Risk Factors -- Exchange-Traded Funds***

Affiliated Funds that CFAM manages, such as CTT, invest predominately in exchange-traded funds ("ETFs"), including, but not limited to, registered investment companies. Investments in an ETF are subject to the fees and expenses of the ETF, which may include a management fee, other fund expenses, and a distribution fee. The Investment Company Act places certain restrictions on the percentage of ownership that a private investment fund may have in a registered investment company. An Affiliated Fund's positions in ETFs are subject to a number of risks associated with the management and market conditions of the ETF. These include (but are not limited to):

**Delisting:** An ETF may be delisted and liquidated at the discretion of its issuer. Should an Affiliated Fund hold a position in an ETF when it is delisted, such Affiliated Fund may be subject to costs associated with the ETF's liquidation, counterparty risk against the issuer, and additional taxes due to cash distributions from the liquidation.

**Market Maker Instability:** The supply and demand of ETF shares are kept in balance by its authorized participants. The authorized participants of an ETF may, purposefully or by mistake, destabilize the supply- demand balance of an ETF, causing tracking error of the ETF to its constituent instruments that may negatively affect the value of an entity's position in the ETF.

**Hidden Illiquidity:** The liquidity of an ETF is determined not only by the ETF's market liquidity but how easy or difficult it is to transact in the ETF's constituent instruments. If one or more of an ETF's constituent instruments becomes difficult to buy or sell, the ETF may become difficult to transact or experience tracking error that negatively affects the value of positions held in the ETF.

**Borrow Availability:** The ability to take short positions in an ETF is subject to borrowing availability. The ability to take optimal positions in ETFs may be adversely affected by one or more ETFs becoming hard to borrow.

**Constituent Fluctuation:** ETF's on equity indices attempt to track their underlying indices closely. However, the issuer may in its discretion temporarily introduce ex-index constituents to the ETF, including ex-index equities and foreign currencies. This may introduce risks and tracking error that are difficult to model to the ETF, and that may negatively affect the value of positions in the ETF.

**Additional Taxation:** Depending on the ETF's structure, investors may be subject to additional taxation on distributions from ETF's.

The investment risks described above represent some but not all of the risks associated with various types of investments and investment strategies. Clients and Investors should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that they should be prepared to bear. Clients and Investors should also refer to the Offering Documents for an Affiliated Fund for additional information relating to investment risks.

**Item 9: Disciplinary Information.**

There are no legal or disciplinary events that would be material to a Client and Investor, or prospective Client and Investor's evaluation of the advisory business of CFAM or the integrity of its management.

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

CCM is a relying investment adviser of CFAM. CFAM and CCM share the same office space and are held under common indirect ownership and control. George V. Philippopoulos, Chief Compliance Officer ("CCO") oversees joint compliance policies and procedures adopted by CFAM. All Employees of CFAM and CCM are subject to the same Policies and Procedures and Code of Ethics. Additionally, all Employees of CFAM and CCM are subject to the same requirements for Pre-Clearance to participate in any Initial Public Offering ("IPO"), Limited Offering or Private Offering.

Consistent with its fiduciary duty to Clients, CFAM may recommend to its Clients investment funds, products and services offered by or through CFAM, when it determines that such investments, funds, products, and services are consistent with a Client's objectives. CFAM will disclose any potential conflicts of interest to the Client at the time it makes any such recommendation.

CFAM and its Employees make investments in CFAM's Affiliated Funds for their own personal or proprietary accounts. Please see Item 11 of this brochure for additional information regarding CFAM's Code of Ethics and limitations on participation in any Limited Offering or Private Offering.

Certain managers, officers and employees of CFAM may serve as directors, officers, and employees of for-profit and non-profit businesses subject to CFAM's approval and conflict of interest policies. Gregg S. Coury, the Chief Executive Officer of CFAM, serves as a non-executive director of E'O Management, LLC, a family and private investment office that is responsible for exclusively managing certain assets of the Coury Family. Gregg also serves as non-executive director of The Robert J. Coury Family Foundation, a private family foundation of the Parent Company's Founder ("Affiliated Private Foundation"). Gregg also serves as Trustee on family-related trusts. Robertino Coury (the Chief Investment Officer of Institutional Fund Management for CFAM), Santino Coury, Julianio Coury, Andreo Coury, and Jeffrey Coury II, who are each an employee of CFAM, also serve as employees of E'O Management, LLC. Robertino is President of E'O Management, LLC. Both Robertino and Santino are directors of E'O Management, LLC. Robertino also serves as an officer and director of The Robert J. Coury Family Foundation and Trustee on family-related trusts. CFAM has adopted procedures and practices in seeking to mitigate conflicts of interests that may result from such outside business affiliations.

From time to time, certain officers and employees of CFAM provide management consulting services to businesses through Coury Firm Business Advisory LLC, an indirect affiliate of CFAM. In addition, certain officers and employees of CFAM advise on privately-held business mergers, acquisitions, business sales and business combinations (together, "M&A Transactions"). All such M&A Transactions involving CFAM officers and employees and the Coury Firm Business Advisory LLC are conducted in accordance with exemptions from federal and state broker-dealer registration requirements currently available to them. These activities and related payments or other remuneration for providing such consulting services are separate from any investment or financial advisory fees CFAM may assess a client account.

CFAM and its non-advisory affiliates may engage common legal counsel and other advisers or services providers in executing routine business functions or on an ad-hoc basis. The use of certain service providers may present conflicts of interest as between or among CFAM, CFAM's Clients, the Affiliated Funds and CFAM's non-advisory affiliates. In certain circumstances, the service provider may charge varying rates or engage in different arrangements for services provided to CFAM, Clients, the Affiliated Funds or CFAM's non-advisory affiliates. This may result in CFAM or certain of its non-advisory affiliates receiving a more favorable rate on services provided to it by such a common service provider than those payable by its Clients and the Affiliated Funds, or CFAM receiving a discount on services even though its Clients or Affiliated Funds receive a lesser, or no, discount. This creates a conflict of interest between CFAM and its non-advisory affiliates, on the one hand, and the Clients and Affiliated Funds, on the other hand, in determining whether to engage such service providers, including the possibility that CFAM or its non-advisory affiliates may favor the engagement or continued engagement of such persons or firms if it receives a benefit from such service providers, such as lower fees, that it would not receive absent the engagement of such service provider by the Clients or Affiliated Funds. In the event of a divergence of interest between or among CFAM, CFAM's Clients, the Affiliated Funds and CFAM's non-advisory affiliates arises, the parties may inform Clients and Affiliated Fund Investors of the conflict, seek Client or Affiliated Fund consent of conflict mitigation efforts, or engage separate counsel, any of which would be undertaken in the sole discretion of CFAM.

**Wealth Planning and Coordination Services**

In addition to providing the investment advisory services to Clients as described in Item 4 of this brochure, CFAM also provides non-investment advisory services commonly referred to as wealth planning. These services may include trust and estate planning, family governance advisory, accounting and tax assistance, risk management, advice on private business ventures, philanthropy, and other family office related services. The scope of CFAM's wealth planning and coordination services is determined by the Client's particular needs and outlined in a separate written agreement between the Client and CFAM, not related to any investment advisory agreement with the Client.

If CFAM recommends other professionals to assist or advise the Client on their respective wealth plan, the Client will ultimately determine whether or not to engage such professionals and are under no obligation to do so. If the Client chooses to engage a recommended professional directly, the Client will be responsible for paying such professional's fees. The Client always has absolute discretion over implementing a particular plan and are free to accept or reject any of CFAM's recommendations.

**Qualified Retirement Plan Services**

CFAM may assist businesses with qualified retirement plans such as 401(k) and profit sharing plans. CFAM is not considered an investment manager under ERISA and has no power or authority to manage, acquire or dispose of Plan assets (retirement plans such as 401(k) and profit sharing plans) ("Plan"). Other fiduciaries of the Plan and Plan participants select all investments. CFAM does not provide legal, tax, accounting or actuarial advice for the Plan Client, the Plan or Plan participants. All Plan Client assets for which CFAM provides these services are managed by third party money managers. As part of its services, CFAM provides an initial and periodic review of the Plan Client structure, investments, accounts of participants, and vendor arrangements. CFAM assists and works with Plan Client fiduciaries in creating and implementing criteria for the selection of portfolio and investment managers for the Plan Client. See Item 5 of this brochure for details regarding fees associated with providing investment advisory services to Plan Clients.

**Other Affiliations**

As a result of certain family, Client, and other relationships that CFAM may have from time to time, CFAM will impose trading restrictions on its employees and their immediate family members when necessary.

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

CFAM has adopted a code of ethics that sets forth the standards of conduct expected of its employees and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Advisers Act, its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by CFAM or any of its Employees. The Code of Ethics also requires that Employees report their personal securities holdings on an annual basis and report personal securities transactions on a quarterly basis, as well as obtain preapproval of certain investments such as IPOs and Limited Offerings.

Unless specifically permitted in CFAM's Code of Ethics, none of CFAM's employees may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Employee) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale on behalf of any of CFAM's Clients, until a decision has been made not to purchase or sell such security. These requirements are not applicable to (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments; (iii) shares issued by open-ended mutual funds that are not advised by CFAM or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds and are not advised by CFAM.

Our personnel occasionally may participate in or provide entertainment for legitimate business purposes, including to receive certain reimbursements or discounts, which may be from separate account managers, custodians, or others, for travel, lodging, and attendance fees for certain industry conferences and similar events, subject to applicable law and limitations set forth in our policies.

A copy of CFAM's Code of Ethics shall be provided to any Client, prospective Client, or Affiliated Fund Investor upon request by contacting the CCO via email at [compliance@couryfirm.com](mailto:compliance@couryfirm.com).



**Item 12: Brokerage Practices.**

Where CFAM has discretion and responsibility to select broker dealers to execute Client or Affiliated Fund transactions, CFAM will negotiate the price and commissions paid on such transactions. Securities normally are purchased through brokers on securities' exchanges or in certain exceptions directly from the issuer or from an underwriter or market maker for the securities. Purchases of securities through brokers involve a commission to the broker. Purchases and sales of securities from dealers serving as market makers include the spread between the bid and the asked price. CFAM may utilize the services of one or more introducing brokers who will execute brokerage transactions through a prime broker and a custodian that will clear the transactions for Clients and Affiliated Funds.

Securities transactions will be executed through brokers selected by CFAM in its sole discretion and without the consent of Clients. In placing portfolio transactions, CFAM will seek to obtain the best execution for the Clients and Affiliated Funds, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the broker's risk in positioning a block of securities; the quality; and the competitiveness of commission rates in comparison with other brokers satisfying CFAM's other selection criteria.

Certain broker-dealers who provide quality brokerage and execution services also furnish research services to CFAM. In selecting a broker-dealer, CFAM may consider, among other things, the broker-dealer's best execution capabilities, reputation, and access to the markets for the securities traded. CFAM will seek competitive commissions for transactions for Client's and Affiliated Fund accounts. Consistent with obtaining best execution, transactions for Clients and Affiliated Funds may be directed to brokers in return for research services furnished by them to CFAM. Such research generally will be used to service all of CFAM's advisory Clients and Affiliated Funds, but brokerage commissions paid may be used to pay for research that is not used in managing a specific account. CFAM assesses the reasonableness of commissions in light of the total brokerage and research services provided by each broker-dealer.

CFAM is independently owned and operated and not affiliated with any custodian or broker-dealer (Vendors). CFAM does not receive commission income from any Vendors. However, Vendors may provide CFAM with access to their institutional trading and custody services that are typically not available to their retail investors. These services include trade execution, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment, reports on or other information about particular companies or industries, economic surveys and analyses, recommendations as to specific securities, financial and industry publications, portfolio evaluation services, financial database software and services, computerized news, pricing and statistical services, analytical software and services, quotation services, and other products or services that may enhance CFAM's investment decision making. A Vendor may make available other products and services that benefit CFAM but may not benefit its clients' accounts. Some of these other products and services assist CFAM in managing and administering clients' accounts. These products and services may be provided without cost or at a discount to CFAM and include: hardware, software and other technology that provide access to client account data (such as trade confirmations and account statements); trade execution (and allocation of aggregated trade orders for multiple client accounts); research, pricing information and other market data; facilitation of payment of CFAM's fees from its clients' accounts; and assistance with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts, including accounts not serviced by a Vendor. The Vendors may also make available other services intended to help CFAM manage and further develop its business enterprise. These services may be provided without cost or at a discount to CFAM and include consulting, publications and conferences on practice management, information technology, regulatory compliance, marketing and assistance with event sponsorship. In addition, Vendors may make available, arrange and/or pay for these types of services rendered to CFAM by independent third parties. They may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to CFAM. Vendors may from time to time offer CFAM technology or marketing support payments that serve to reduce costs CFAM might otherwise incur. The recommendation that clients maintain their assets in accounts serviced by a specific Vendor may be based in part on the fact that CFAM may benefit from the availability of some of the foregoing products and services and not solely on the nature, cost or quality of services provided by the Vendor, which creates a potential conflict of interest for CFAM. Although acceptance of such services, arrangements and payments could give CFAM an incentive to recommend that clients use a particular Vendor, such services and amounts are generally not material to CFAM's operations. Also, there is not a corresponding commitment



by CFAM to any Vendor to invest any set amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangements.

CFAM may from time to time combine orders into block orders when more than one Client or Affiliated Fund account is participating in a trade. For avoidance of doubt, block trade orders are never commingled between a CFAM Private Wealth Client and a CFAM Affiliated Fund. This blocking or bunching technique must be equitable and potentially advantageous for each such account with the intent to reduce brokerage commissions or to obtain a more favorable transaction price. Block trading is performed when it is consistent with the terms of the Clients' written investment advisory agreement or an Affiliated Funds Offering Documents. All accounts that participate in a block transaction receive the same execution price and an average share price of the transaction. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined the next day. Securities purchased are aggregated and then allocated pro-rata among participating accounts in proportion to the size of the order placed for each Client or Affiliated Fund account. If an order is partially filled, the securities purchased will be allocated pro rata based upon the intended full allocation.

CFAM has internal controls in place to prevent trade errors from occurring. On those occasions when such an error nonetheless occurs, CFAM will use reasonable efforts to correct the error as soon as possible. The goal of error correction is to make the Client "whole," regardless of the cost to CFAM. If an error is in the Client's favor, the Client will keep the benefit.

CFAM does not permit Client directing brokerage arrangements.

CFAM does not engage in principal trades, cross transactions, or agency cross transactions.

**Item 13: Review of Accounts.**

CFAM anticipates that it will conduct ongoing portfolio monitoring in addition to more formal, periodic reviews of the Clients' portfolios. Also, ad hoc reviews of the Clients' accounts may be triggered by special circumstances. Client accounts that receive wealth planning and coordination services are reviewed on an as needed basis or as agreed to with the Client. Such reviews may be triggered by a planning update, a Client event, or changes in the Client's circumstances. All advisory Clients are encouraged to discuss their needs, goals, and objectives with CFAM and to keep CFAM informed of any changes or anticipated changes.

Reporting to Clients will be outlined in the Clients applicable written investment advisory agreement. For the Affiliated Funds, underlying Investors will receive quarterly account statements and audited annual financial statements.

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

CFAM does not currently engage any third parties for Client referrals. CFAM does not receive any economic benefits, other than the stated fees described in this brochure, from Clients for providing investment advice and other advisory services.

**Item 15: Custody.**

All Clients' accounts are held in custody by unaffiliated broker/dealers or banks, but CFAM can access many Clients' accounts through its ability to debit investment advisory fees. For this reason, CFAM is considered to have custody of certain Client assets.

Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements and should compare these statements to any account information provided by CFAM.

Additionally, CCM's role as General Partner to the Affiliated Funds enables it to access Affiliated Fund assets, and CFAM has developed procedures to safeguard and protect assets. Such procedures include among other things, maintaining the Affiliated Funds' assets with an independent custodian, the separation of functions, and signatory approvals for certain types of distributions. The Affiliated Funds (other than an Affiliated Fund that is wholly owned by CFAM's control persons and their family members) will be subject to an annual audit completed by an independent public accounting firm that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board, in addition to providing access to audited financial statements to each Investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles (GAAP), issued with an unqualified opinion, and available for distribution within 120 days of the Affiliated Funds' fiscal year end.

**Item 16: Investment Discretion.**

**CFAM Private Wealth**

CFAM's Private Wealth division provides nondiscretionary and discretionary advisory services to its Clients. Any limits to CFAM's authority and other specifications are included in the Client's written investment advisory agreement with CFAM.

**CFAM Institutional Fund Management**

CFAM's Institutional Fund Management division only provides discretionary advisory services to its Affiliated Funds such as CTT. Any limits to CFAM's authority and other specifications are included in the Affiliated Funds investment management agreement with CFAM.

**Item 17: Voting Client Securities.**

If applicable, CFAM only has the authority to vote proxies on behalf of the Affiliated Funds. CFAM will vote each proxy in accordance with its fiduciary duty. CFAM will seek to vote proxies in a way that maximizes the value of Affiliated Funds' assets and in a manner that is consistent with management recommendations except in certain specific situations where CFAM determines management recommendation is not consistent with the Affiliated Funds' interests. CFAM may abstain from voting if it deems that abstaining is in the Affiliated Funds' best interests. For example, CFAM may be unable to vote securities that have been lent by the custodian. Also, proxy voting in certain countries involves "share blocking," which limits CFAM's ability to sell the affected security during a blocking period that can last for several weeks.

It is possible that a conflict between the Affiliated Funds' interests and CFAM's interest will arise. In such cases, CFAM will vote the proxies solely on the investment merits of the proposal.

CFAM will only direct the Affiliated Funds' participation in Class Actions. CFAM will determine whether the Affiliated Funds will (a) participate in a recovery achieved through a class action, or (b) opt out of the class action and separately pursue their own remedy. CFAM does not serve as the lead plaintiff in class actions because the costs of such participation typically exceed any extra benefits that accrue to lead plaintiffs.

Clients may obtain a copy of the proxy voting and class action policies and procedures from the CCO via email at [compliance@couryfirm.com](mailto:compliance@couryfirm.com) or by phone at 412-261-5744. The Affiliated Funds' Investors may also obtain information about how CFAM voted any proxies on behalf of the Affiliated Funds by contacting CFAM at the phone number or email provided directly above.

**Item 18: Financial Information.**

CFAM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to provide investment advisory services to its Clients and Affiliated Funds.