

ICR Partners, LLC.

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This brochure provides information about the qualifications and business practices of ICR Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (817) 409-7115 or via our website at www.icrpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ICR Partners, LLC. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to ICR Partners, LLC. as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

N/A

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Item 4 Advisory Business

- A. ICR Partners, LLC (the “Registrant”) is an LLC formed on April 1, 2019 in the State of Indiana. The Registrant became registered as an Investment Adviser Firm in August 2019. Robert Mehringer is the Registrant’s Chief Compliance Officer, Managing Director and Chief Investment Officer.
- B. Registrant provides *fee-only* investment advisory and consulting services via proprietary research, investment-related consulting services, investment platforms and asset management programs to Clients (“Clients”). Registrant exclusively serves institutional Clients (banks, trust companies, broker/dealers, other investment advisers, institutional retirement plans, etc.). Registrant’s services are provided to institutional entities.

To the extent that Registrant’s Clients utilize its services to provide investment advisory services for their Customers, the Client is responsible for initial and ongoing suitability determination, Customer communications, designation of custodian/broker-dealer, and corresponding best execution. Registrant **does not** offer financial planning or related consulting services directly to Customers or other individuals.

INSTITUTIONAL INVESTMENT ADVISORY SERVICES

1. Unified Overlay Management Program

The Registrant offers investment management access and advice not involving supervisory services on a non-discretionary basis, through the Unified Overlay Management Program (“UOMP”) to banks, trust companies and others who are trustees, investment management agents or who may otherwise have discretionary authority over certain Customer portfolios, broker-dealers or registered investment advisers; all such parties herein described as the “Client’s Fiduciary Agent”. Under the UOMP, the Registrant contracts for the investment advice of third party investment managers called “ Model Providers,” who provide purchase or sale recommendations based on their research.

The Registrant’s role in the UOMP is to make available one or more third party investment managers to an Overlay Manager, and to supply the Overlay Manager with investment recommendations received from Model Providers. The Overlay Manager

invests the assets in a Client's UOMP account based upon the Client information received from the Customer or the Client's Fiduciary Agent.

For selected third party managers that are designated on the Registrant's approved list, the Registrant approves the Model Providers for inclusion in the UOMP based upon a comprehensive review and analysis of their investment strategies, performance information and other inquiries as the Registrant may find necessary. The Registrant then forwards such information received from the Model Providers to the Overlay Manager on a regular basis, which allows the Overlay Manager to construct investment portfolios for Customers. In certain cases, the Client's Fiduciary Agent may serve as the Overlay Manager, a Model Provider, or both.

Initial and ongoing reviews of the Model Providers are conducted by the Registrant's Research Committee, and include the analysis of investment information. The Registrant requires performance information of Model Providers on the Registrant's approved list to be provided in a format which is Global Investment Performance Standards (GIPS) compliant. Exceptions to this compliance requirement may apply if the Model Provider has demonstrated a strong investment management background. The review may include comparisons to investment advisers with similar investment styles. In most cases, an on-site visitation is conducted with the Model Provider. Model Providers that successfully complete this process are placed on the Registrant's approved list and are then available for use in the Customers' investment portfolios by the Overlay Manager. Credentials and select data of Model Providers are reviewed each quarter to determine if expectations have been met on a relative basis to remain eligible for inclusion in the UOMP. If general expectations have not been met, a more comprehensive review may be conducted, after which replacement of the Model Provider may occur.

In selecting the appropriate investments for a particular Customer's UOMP account, the Client's Fiduciary Agent determines which combination of investment recommendations provided by Model Providers through the Registrant are appropriate and suitable for a particular Customer account based upon the Customer's investment objectives, financial situation, risk tolerance and other investment guidelines. The Overlay Manager has discretion as to the specific timing and manner of execution of investment transactions based upon Customer information it has received from the Client's Fiduciary Agent.

The Registrant and Model Providers selected by the Registrant's Research Committee may jointly host seminars from time to time to promote the benefits of the UOMP to various financial institutions. Model Providers commonly share seminar and nominal entertainment expenses with the Registrant, however, an Model Provider's willingness or unwillingness to participate in such seminars or to share in such expenses does not positively or negatively impact the evaluation or assessment of such Model Provider by the Research Committee.

2. Investment Advice through Consultations

The Registrant offers additional investment consulting services through which investment advice may be provided. These services encompass internet platform design, program evaluation, asset allocation, and custom research.

3. Discretionary Investment Services and Solutions

The Registrant offers investment management services and solutions on a discretionary basis (but not involving supervisory services or suitability determinations), as a sub-adviser to the Client's Fiduciary Agent.

Client's Fiduciary Agents serve as the Advisor for their clients. The Client's Fiduciary Agent retains responsibility for the Customer relationship, determines Customer suitability on an initial and ongoing basis, and develops and maintains the Client Investment Policy ("CIP") that provides the guidelines and policies for the management of Customer accounts. Once the CIP is established for a Customer, some or all of the investment program management may be delegated in order to achieve desired outcomes for the Customer in a more efficient and effective manner.

In this context, the Registrant offers two levels of discretionary investment management services to meet the varying needs of Client's Fiduciary Agents.

Discretionary Investment Services and Solutions:

Level 1: Investment Policy Oversight

This service is designed for Client's Fiduciary Agents that choose to maintain full control of all portfolio management decisions (asset allocation, manager selection, portfolio construction, manager monitoring, etc.), while delegating portfolio execution and rebalancing services to the Registrant, subject to the CIP. After the Client's Fiduciary Agent establishes the CIP with the Customer, and the Registrant accepts the CIP, the Registrant monitors the Customer account/portfolio relative to the CIP on an ongoing basis and executes transactions necessary to maintain reasonable alignment between the Customer portfolio and the CIP, including adjustments for contributions to and distributions from the portfolio. Client's Fiduciary Agent and Customer can impose reasonable investment restrictions on the account. This service may be implemented with mutual funds, exchange traded funds, separately managed accounts and/or third-party Model Provider strategies/styles.

The Registrant serves as Overlay Manager with discretion as to the specific timing and manner of execution of investment transactions based on the CIP.

Discretionary Investment Services and Solutions:

Level 2: Implementation Program Management

This service is designed for Client's Fiduciary Agents seeking to gain efficiencies by focusing on primary policy and asset allocation decisions (long term policy allocation and strategic asset allocation tilts), while delegating the secondary manager selection, portfolio construction, and implementation decisions to the Registrant. At this level, the Registrant accepts, in addition to its Level 1 obligations (above), the discretionary authority to select, change or re-allocate Customer assets among investment managers and vehicles (mutual funds, exchange traded funds, separately managed accounts and/or third-party Model Provider strategies/styles) subject to the CIP. The Client's Fiduciary

Agent retains complete control of the policy allocation and strategic asset allocation tilts, and communicates any implementation decisions to the Registrant through periodic updates to the CIP.

1.2. Signal Provider

Registrant may also be engaged to provide its investment research and/or signals (together referred to herein as the “signals”) to Clients, and will grant those Clients a limited license to use and implement the signals in the Clients’ discretion. Upon its receipt of the signals, the Clients shall be exclusively responsible for determining whether or not to implement any of the signals provided to it by Registrant. In certain circumstances, Registrant may also grant a limited license to its Clients permitting them to brand and sell the signals to their Customers.

MISCELLANEOUS

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the Client’s Fiduciary Agent or from the Client’s Fiduciary Agent’s other professionals, and is expressly authorized to rely thereon. Moreover, each Client’s Fiduciary Agent is advised that it remains his/her/its/their responsibility to promptly notify the Registrant if there is ever any change in the Customers’ financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant’s previous recommendations and/or services.

Other Services. The Registrant may provide administrative, investment consulting and due diligence services for Client’s Fiduciary Agents who provide services to Customers on a wrap fee basis. When considering wrap fee arrangements, Client’s Fiduciary Agent’s Customers should note that they might pay a higher fee than would be charged for investment advice or management alone. However, depending upon the volume of transactions in the Customer’s account, an all-inclusive fee arrangement may result in a comparable or lesser total charge.

Private Investment Funds. Registrant may provide investment advice regarding unaffiliated private investment funds. The Registrant’s role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a Client determines to allocate investment assets among a private investment fund, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of Registrant calculating its investment advisory fee. Registrant’s Clients are under absolutely no obligation to consider or allocate investment assets among private investment fund(s).

Please Note: 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, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each Client for review and consideration. Unlike liquid investments, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client investor shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that the Registrant references private investment funds owned by the Client on any supplemental account reports prepared by the Registrant, the value(s) for all private investment funds shall reflect the most recent valuation provided by the fund sponsor. If the fund sponsor does not provide a post-purchase valuation, then the valuation shall reflect the initial purchase price (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 (and/or a value as of a previous date), then the current value(s) (to the extent ascertainable) **could be significantly more or less than the original purchase price.** The Client's advisory fee shall be based upon such reflected fund value(s).

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each Client's Fiduciary Agent and/or Customer prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement*.

Fee Differentials. As indicated below, the Registrant shall price its services based upon various objective and subjective factors. As a result, Registrant's Clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory and/or consulting services to be rendered. As a result of these factors, the services to be provided by the Registrant to any particular Client could be available from other advisers at lower fees. All Clients and prospective Clients should be guided accordingly.

- C. The Registrant shall provide investment advisory services specific to the needs of each Client's Fiduciary Agent. Prior to providing investment advisory services, an investment adviser representative will ascertain each Client's Fiduciary Agent's objective(s). Thereafter, the Registrant shall allocate and/or recommend that the Client's Fiduciary Agent allocate investment assets consistent with the designated investment objective(s). The Client's Fiduciary Agent may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of August 19, 2019, the Registrant had no Regulatory Assets under Management on a discretionary basis.

Item 5 Fees and Compensation

- A. The Client's Fiduciary Agent can determine to engage the Registrant to provide investment advisory and consulting services via proprietary research, investment-related consulting services, investment platforms and asset management programs.

INSTITUTIONAL INVESTMENT ADVISORY SERVICES

1. Unified Overlay Management Program

The basic fee for a UOMP account is set or negotiated by each Customer with the Client's Fiduciary Agent at a percentage of the fair market value of the assets held in the Customer's account. The Registrant charges Clients between 5 and 100 basis points of total assets per UOMP account, based upon various objective and subjective factors, including, but not limited to: the amount of the assets placed under management, the complexity of the engagement, and the level and scope of the overall investment advisory services to be rendered. (See also Fee Differential discussion above.) Before engaging Registrant to provide UOMP services, Clients are required to enter into an agreement with Registrant setting forth the terms and conditions of the engagement (including termination), which describes the fees and services to be provided. Registrant may in addition charge an administration fee between 0 – 5 basis points of total assets per UOMP account, based upon various objective and subjective factors.

The Client's Fiduciary Agent may charge additional fees above the fair market value of the assets held in the Customer's account.

The Registrant pays a portion of the total fee to the Model Providers whose investment advice is used with respect to a UOMP account. Registrant may also charge the Client Fiduciary Agent a set-up fee and/or an annual fixed fee to support and maintain their program, which include investment advisory services as well as operational and technology services.

2. Investment Advice through Consultations

The fee for these services is generally a fixed or hourly fee equal, which is negotiable at the time of engagement.

3. Discretionary Investment Services and Solutions

The basic fee for Discretionary Investment Services and Solutions is set or negotiated by each Customer with the Client's Fiduciary Agent at a percentage of the fair market value of the assets held in the Customer's account. The Registrant charges Clients between 5 and 100 basis points of total assets per Discretionary Investment Services and Solutions Account, based upon various objective and subjective factors, including, but not limited to: the amount of the assets placed under management, the complexity of the engagement, and the level and scope of the overall investment advisory services to be rendered. (See also Fee Differential discussion above.) Before engaging Registrant to provide Discretionary Investment Services and Solutions, Clients are required to enter into an agreement with Registrant setting forth the terms and conditions of the engagement (including termination), which describes the fees and services to be provided. Registrant may in addition charge an administration fee between 0 – 5 basis points of total assets per account, based upon various objective and subjective factors.

The Registrant pays a portion of the total fee to Model Providers whose investment advice is used with respect to an account.

The Client's Fiduciary Agent may charge additional fees above the fair market value of the assets held in the Customer's account.

4. Signal Provider

The negotiable fee for Signal Provider services is based upon a percentage of the fair market value of the assets held in the Customer's account, generally between 5 and 50 basis points depending upon the level and scope of the service(s) required.

- B. For Institutional Investment Advisory Services, Registrant's advisory fees are charged to the Client's Fiduciary Agent. Fees are charged quarterly in advance, based upon the market value of the Customers' assets on the last business day of the previous quarter. Advisory fees between Registrant and Client's Fiduciary Agent are outlined in the *Financial Consulting Services Agreement*.

Registrant has no custody of any client assets. In some instances, Registrant's advisory fees are charged to the Client and deducted from Customer assets by their respective custodian. Clients are billed quarterly, on or about mid-quarter of the calendar quarter to which such fees apply. Otherwise, Registrant's advisory fees are charged to the Client and deducted from customer assets by their respective custodian on or around the first day of each calendar quarter. Client/Customer authorizes deduction and further agrees that all assets in the account otherwise held, shall be subject to a lien for the discharge of fees. Deposits greater than 15% of the account value at the beginning of that calendar quarter, Registrant shall charge a pro rata additional fee based on the deposited amount. Certain other Asset Consulting Service program participants have fees deducted from Customer accounts on a monthly basis in arrears.

- C. For Institutional Investment Advisory Services, the Registrant generally recommends a particular broker-dealer. Broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's fee, Customers will also incur, relative to all mutual fund and ETF purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

For certain Investment Advisory Services, Clients/Customers are charged for (i) brokerage commissions, (ii) interest on debit account balances, (iii) the entire public offering price on securities purchased from an underwrite or dealer involved in a distribution of securities, (iv) odd-lot differentials and exchange fees, transfer fees, transfer taxes and other fees required by law, and (v) custodial services. In this program Registrant does have discretion to work with multiple broker/dealers, however, commission rates are pre-negotiated and are the same regardless of broker utilized. A more comprehensive explanation is included in Item 12 - Brokerage Practices.

- D. For Institutional Investment Advisory Services, Registrant's annual fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The Registrant may require the Client's Fiduciary Agent to pay an annual minimum fee for investment advisory services. The Client's Fiduciary Agent may require a minimum asset level or minimum annual fee for investment advisory services. The Registrant, in its sole discretion, may charge a lesser fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, etc.).

The *Financial Consulting Services Agreement* between the Registrant and the Client's Fiduciary Agent will continue in effect until terminated by either party by written notice in accordance with the terms of the *Financial Consulting Services Agreement*. Upon termination, the Registrant shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

For certain Investment Advisory Services, fees are calculated and payable quarterly, concurrently, based on the value of the assets in the Client's Account as of the 15th day of the second month of each calendar quarter or the last business day prior if the 15th is not a business day, or on the first day of each calendar quarter. Whichever method is defined in their respective services agreement. For the initial quarter, the fee is calculated on the value of the assets in the Client's account and covers the initial partial quarter (pro rata based on the number of remaining days in such quarter). If the agreement with the Advisor or Client is terminated prior to the last day of a calendar quarter, a pro rata portion, based upon the days remaining in such quarter, of the quarterly fee paid in advance is refunded to the Client.

- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's Clients shall include institutional clients (banks, trust companies, broker/dealers, other investment advisers, and other institutional entities) only. The Registrant may require the institutional Client to pay an annual minimum fee for investment advisory services. The Client's Fiduciary Agent may require a minimum asset level or minimum annual fee for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, etc.).

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

- A. The Registrant may utilize the following methods of investment analysis:
- Qualitative Analysis – Registrant's research team engages investment managers with questionnaires, conference calls, site visits and utilizes third-party databases to ensure managers (Model Providers) continue to meet thresholds established by Registrant. Analysis includes a review of the firm, the people, and the product, and can include criteria such as:
 - i. Ownership/structural changes
 - ii. Operational/trading problems
 - iii. Legal/Regulatory issues
 - iv. Key personnel turnover – (i.e., CIO, portfolio manager, etc.)
 - v. Investment style drift
 - Quantitative Analysis – Registrant's research team utilizes third-party analytical tools, in addition to its own proprietary database to assess the manager's performance and risk. The analytical tools include both, holdings-based attribution tools, as well as returns-based style analysis tool. The quantitative analysis is meant to measure the manager's ability to add value, as well as assess risk, and also to validate that the manager is adhering to its investment philosophy.

Registrant may engage the services of other third-party due diligence providers to supplement its product list, especially in the more esoteric asset classes (e.g., alternative investments).

Additional charges may apply in these circumstances. Registrant will monitor third-party due diligence providers.

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the

Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment recommendations are investment managers that invest in different areas of the financial markets. Thus, they each carry their own unique set of risks based upon the area of the market in which they invest – market risk, currency risk, interest risk, default risk, etc.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant has no other relationship or arrangement with a related person that is material to its advisory business.
- D. As described in this Brochure, the Registrant does not receive compensation from investment advisors that it recommends or selects for its Clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for Customer accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are

also recommended to Customers. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential

conflict of interest. Practices such as “scalping” (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of the Customers) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant’s “Access Persons”. The Registrant’s securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person’s current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to Customers. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant’s Access Persons.

Item 12 Brokerage Practices

- A. For Institutional Investment Advisory Services, the Registrant generally recommends a particular broker-dealer/custodian for execution and/or custodial services.

In the event that an Institutional Investment Advisory Service Client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant typically recommends Instinet for most trades. Prior to engaging Registrant to provide investment advisory services, the Client will be required to enter into a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending Knight Securities, Instinet, or any other broker-dealer/custodian to Clients include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant’s Clients shall comply with the Registrant’s duty to obtain best execution, a Client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution,

taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for Client account transactions. The brokerage commissions or transaction fees charged by the designated broker- dealer/custodian are exclusive of, and in addition to, Registrant's investment advisory fee. The Registrant's best execution responsibility is qualified if securities that it purchases for Client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Most trades are executed at a pre-negotiated rate of 1 (one) cent per share which reflects the trade volume of Clients being blocked together. If Registrant requires the investment manager to separate block trades by Client/Customer, the executing broker will charge a much higher fee than if trade was executed as a single block. Registrant believes it is providing trading costs that are significantly lower for Clients by tying all parties together with its trading and systems connection.

Most orders for the Client's account are entered at the direction of investment manager, an entity independent of the Registrant and affiliates. Order processing and execution is facilitated by Registrant, including the selection and utilization of appropriate pre-determined independent brokers. Client pays for costs of trade execution separate and in addition to the account fee. Registrant may directly place orders for the account through Registrant or the custodian trading desk (primarily for ETF transactions).

Sometimes an investment manager deems it necessary to utilize other broker-dealers to execute program trades, for example, in the case of thinly-traded stocks. When an investment manager uses a different broker-dealer, the investment manager places a trade through its own trade desk and the investment manager has the executing broker "step out" of the portion belonging to program portfolios to Knight or Instinet. In essence, the investment manager has the executing broker give up the trades to the Knight or Instinet, who assess any related commissions and provide the electronic confirmation of the transaction to facilitate the settlement process. Since the Client is not assessed a commission by the executing broker-dealer, the Client and Advisor are usually unaware that a broker other than Knight or Instinet actually executed the trade.

1. The Registrant does not receive research, products, or services from broker-dealers or third parties in connection with Client securities transactions ("soft dollar benefits.")
2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant's clients are institutions (banks and other registered investment advisors) that have broker-dealers affiliates or relationships. These institutional Clients instruct Registrant to direct trading to these broker-dealers. Registrant receives no economic benefit for trading with these broker-dealers. Investors may not receive the most favorable execution because the brokerage is directed in such a manner.

For some Institutional Investment Advisory Services, Registrant has discretion to select broker/dealer to execute transactions. Registrant primarily uses Knight and Instinet, both of whom charge as low as one cent per share. Registrant receives no economic benefit for selecting the broker/dealer.

- B. To the extent that the Registrant provides investment management services to Clients, the transactions for each Client account generally will be affected independently, unless the Registrant decides to purchase or sell the same securities for several Clients at approximately the same time. The Registrant may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant’s Clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among Clients in proportion to the purchase and sale orders placed for each Client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For Institutional Services, the Overlay Manager reviews accounts on a regular basis. The review consists of monitoring asset allocation of the account based upon the Customer’s portfolio objective and restrictions (if provided). In addition, the Overlay Manager monitors cash balances of UOMP Clients on at least a monthly basis. At least quarterly, the Overlay Manager rebalances accounts in accordance with the portfolio objectives if needed, and monitors account performance. In addition, the Overlay Manager supervises and directs the investment of Customer assets as frequently as daily.

In some instances, Registrant reviews Client accounts through the custodian’s system and provides the Client with quarterly activity statements and other documentation as agreed to or under their applicable rules. Additionally, Registrant furnishes supplemental manager reporting when requested.

- B. Registrant *may* conduct account reviews on an ad hoc basis upon the occurrence of a triggering event, such as a change in the Customers’ investment objectives and/or financial situation and market corrections.
- C. The Registrant may provide the Client’s Fiduciary Agent with a written periodic report summarizing Customer account activity and performance. This is typically based upon the reporting that the Client is already getting from the custodian. Registrant does offer formal quarterly performance reporting to Customers, when agreed to by Client.

Item 14 Client Referrals and Other Compensation

- A. The Registrant may have some institutional client relationships where all or a portion of the Registrant’s fees are paid by the Client’s broker-dealer. Registrant is directed by the Client to trade with that broker-dealer. The Registrant receives no additional benefit other than the fees due.
- B. The Registrant does not compensate, directly or indirectly, any person, other than its representatives, for client referrals.

Item 15 Custody

Registrant does not have custody of client assets. However, the Registrant's advisory fees are charged to and paid by the Client's Fiduciary Agent on a quarterly basis. Client's Fiduciary Agent may debit the Customer accounts for their advisory fees. When Registrant is engaged to provide quarterly performance reports to Customers, Clients should compare these statements to those that they receive from their qualified custodian (bank, broker/dealer, etc.).

Item 16 Investment Discretion

Client's Fiduciary Agents can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over an Customer's account, the Clients shall be required to execute an *Investment Advisory Agreement*, naming the Registrant as the attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the Customer's name found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, in writing, on the Registrant's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

- A. The Registrant does not generally vote proxies on behalf of Clients. However, in very limited circumstances, when specifically requested by the Client, the Registrant may accept responsibility for voting Client proxies.

If the Registrant determines to vote Client proxies, the Registrant shall: vote such proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request; monitor corporate actions of individual issuers and investment companies consistent with the Registrant's fiduciary duty to vote proxies in the best interests of its Clients; and maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act (copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request).

Although the factors which Registrant will consider when determining how it will vote differ on a case by case basis, they may, but are not limited to, include a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation. With respect to individual issuers, the Registrant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers.

The Client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to account assets, including, but not limited to, class action lawsuits. Information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request. Requests should be made by contacting the Registrant's Chief Compliance Officer, Robert Mehringer.

- B. If Registrant does not vote Client proxies, as per its standard practice, Clients will receive their proxies or other solicitations directly from the applicable custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain Client/Customer accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Investment Officer, Robert Mehringer, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.