

# Wrap Fee Brochure

February 26, 2019

## **Kevin Bay Investments, LLC**

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This wrap fee brochure provides information about the qualifications and business practices of Kevin Bay Investments, LLC (hereinafter "KBI"). If you have any questions about the contents of this brochure, please contact Jan B. Cliff at (262) 691-2013. 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 Kevin Bay Investments, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Kevin Bay Investments, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

## Item 2. Material Changes

This section of the wrap fee brochure discusses only the material changes that have occurred since KBI's last annual update dated March 27, 2018. The Firm has updated Item 4. Services, Fees and Compensation to better describe the fee comparison of investing through the wrap or outside of the wrap, as well as other expenses outside of the Firm's fees. There are no actual changes to how the Program is run, but these sections have been updated based upon current best practices. The revised sections follow.

### Fee Comparison

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Under the Program, clients receive investment advisory services and the execution of transactions for a single, combined annualized fee, the Program Fee. Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs. Because the Firm pays for the brokerage fees, the Firm has an incentive to engage in less transactions, or transactions that cost less to the Firm, including the use of mutual funds that do not have transaction charges, but have higher expenses to the client. The Firm reviews the frequency and type of investments made in client accounts to act in the client's best interest.

### Other Charges

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In addition to the Program Fee paid to KBI, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund program fees and other fund expenses), fees and commission for assets not held with Pershing or any other Financial Institutions offered in the Program such as 401(k) or 529 plan assets as well as for fees for trades executed away from that Financial Institution (a conflict of interest exists where the firm avoids expenses by trading through a different Financial Institution), mark-ups and mark-downs on fixed-income transactions which cannot be paid by the Firm (or it is overly burdensome to determine the amount of such mark-ups / downs), IRA custodial and closeout fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

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### Item 4. Services, Fees, and Compensation

The Kevin Bay Investments Wrap Fee Program (the “Program”) is an investment advisory program sponsored by KBI. The Program provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges.

To join the Program, a client must:

- (1) Complete an investor profile that describes the client’s financial needs, investment objectives, time horizon, and risk tolerance, as well as any other factors relevant to the client’s specific financial situation and any other supporting documentation the Program requires;
- (2) Complete the investment advisory wrap fee agreement (the “*Agreement*”) with KBI;
- (3) Complete a new account agreement with Pershing, LLC through Pershing Investment Manager Services (“Pershing”) or another broker dealer KBI approves for participation in the Program (“Financial Institution”); and
- (4) Open a securities brokerage account with the *Financial Institution* and deposit those assets designated for participation in the Program into the account.

After an analysis of any information provided by the client to KBI, KBI assists the client in developing an appropriate investment strategy for the assets in their accounts. Thereafter, all clients are encouraged to discuss their needs, goals, and objectives with KBI and to keep KBI informed of any changes thereto. KBI contacts ongoing clients at least annually to review its previous services and/or recommendations and to determine whether changes should be made to their investment strategy.

#### **Management of Your Portfolio**

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All clients in the Program grant KBI discretionary authority to buy, sell, and otherwise trade in the type of securities described in Item 6, below for their accounts and to liquidate previously-purchased securities that the client has transferred to their Accounts. Assets are managed by an investment adviser representative of the firm.

#### **Fees for the Program**

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Clients in the Program pay a single annualized fee for participation in the Program (the “Program Fee”). The Program Fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by KBI under the Program on the last day of the previous quarter.

# Kevin Bay Investments, LLC Wrap Fee Brochure

The Program Fee varies (between 0.78% and 1.88%) depending upon the market value of the assets under management as follows:

## Equity Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.88%
Next \$600,000	1.68%
Next \$2,800,000	1.48%
Over \$4,000,000	0.98%

## Balanced Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.78%
Next \$600,000	1.58%
Next \$2,800,000	1.38%
Over \$4,000,000	0.88%

## Mature Balanced Accounts

PORTFOLIO VALUE	BASE FEE
Up to \$600,000	1.48%
Next \$600,000	1.38%
Next \$2,800,000	1.28%
Over \$4,000,000	0.78%

## Fee Discretion

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KBI, in its sole discretion, may negotiate to charge a lesser *Program Fee* based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

## Other Charges

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In addition to the Program Fee paid to KBI, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include fees attributable to alternative assets, reporting charges, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund program fees and other fund expenses), fees and commission for assets not held

with Pershing or any other Financial Institutions offered in the Program such as 401(k) or 529 plan assets as well as for fees for trades executed away from that Financial Institution (a conflict of interest exists where the firm avoids expenses by trading through a different Financial Institution), mark-ups and mark-downs on fixed-income transactions which cannot be paid by the Firm (or it is overly burdensome to determine the amount of such mark-ups / downs), IRA custodial and closeout fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

### **Fee Comparison**

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Under the Program, clients receive investment advisory services and the execution of transactions for a single, combined annualized fee, the Program Fee. Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs. Because the Firm pays for the brokerage fees, the Firm has an incentive to engage in less transactions, or transactions that cost less to the Firm, including the use of mutual funds that do not have transaction charges, but have higher expenses to the client. The Firm reviews the frequency and type of investments made in client accounts to act in the client's best interest.

### **Fees for Management During Partial Quarters of Service**

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For the initial period of investment management services, the *Program Fees* are calculated on a pro rata basis based on the initially agreed and subsequent delivery of assets.

The *Agreement* between KBI and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. The *Program Fees* are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to KBI's right to terminate an account. Additions may be in cash or cash equivalents, or securities provided that KBI reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to KBI, subject to the usual and customary securities settlement procedures. However, KBI designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. KBI may consult with its clients about the options and ramifications of transferring securities. Clients are advised that when transferred securities are liquidated, they are subject to fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the *Program Fee* payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter. KBI may make an exception to this policy when assets are transferred from an existing account and deposited into a different account or if there is a change in the investment strategy which results in a different fee schedule. In those circumstances, KBI, in its sole discretion, may refund the *Program Fee* paid by the existing account on a pro rata basis and charge the *Program Fee* to the new or existing account on a pro rata basis if applicable.

### **Item 5. Account Requirements and Types of Clients**

The Program participants include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

### **Item 6. Portfolio Manager Selection and Evaluation**

KBI acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities, which may involve additional conflicts of interest that the sponsor would be required to disclose in this section. KBI has no disclosures to make under this section.

The information provided in response to Item 6 below explains other advisory business of KBI.

#### **Investment Management Services**

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Clients may, in some cases, engage KBI to manage all or a portion of their assets on a non-discretionary basis outside of the Program.

KBI primarily allocates clients' investment management assets among individual debt and equity securities, mutual funds, closed-end funds, exchange traded funds (ETFs), and/or options on a domestic and international basis in accordance with the investment objectives of the client. KBI also provides advice about investments held in clients' portfolios.

KBI also may render non-discretionary investment management services to clients relative to their individual employer-sponsored retirement plans, or other products that may not be held by the client's primary custodian. In so doing, KBI either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Due to the Christian beliefs of KBI's principals, KBI may choose not to invest in certain securities, including any company that directly or indirectly supports activities that are gravely inconsistent with

Christian teachings as determined by KBI. As a result, performance of accounts may be affected by not investing in these securities.

KBI tailors its advisory services to the individual needs of clients. KBI consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. KBI ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

### **Methods of Analysis, Investment Strategies and Risk of Loss**

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#### ***Methods of Analysis***

KBI's primary methods of analysis are fundamental, cyclical, and technical.

*Fundamental analysis* involves the fundamental financial condition and competitive position of a company. KBI will analyze metrics such as the financial condition, capabilities of management, earnings, new products and services, the company's markets and position amongst its competitors, as well as ownership of the securities by management, the board of directors, and others in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security. Fundamental analysis is the primary consideration in the management of portfolios at KBI.

*Cyclical analysis* is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that KBI is recommending. The risks with cyclical analysis are similar to those of technical analysis.

*Technical analysis* involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that KBI will be able to accurately predict such a reoccurrence. Technical analysis is a minor consideration in management of portfolios at KBI.

#### ***Investment Strategies***

Currently, the firm follows the *Focused*, *Enterprising* and *Active* strategies. Though securities positions overlap, these strategies differ in terms of portfolio concentration, risks, account turnover, and the characteristics of investments. All strategies incorporate an approach of purchasing securities without restriction as to market capitalization of the company. As a result, portfolio holdings in all investment strategies may include any range of microcap and/or megacap stocks. Microcap and small cap equity issues have more volatility and less liquidity and therefore more risk than larger companies. KBI seeks to



manage this risk through the asset allocation process. Total return and preservation of capital are emphasized over tax considerations. Each strategy is further delineated into three groupings based on the asset allocation:

- **Mature Balanced** – These portfolios' principal objective is capital preservation with a secondary goal of capital growth. The portfolios may include cash, bonds, and equities. Volatility is expected to be lower than the broad equity market. Often the portfolios require cash, bond, and treasury positions that could be significant at times to protect capital. Expected returns would be lower than equity markets.
- **Balanced** – These portfolios' principal objective is capital growth with a secondary goal of capital preservation. Volatility for these portfolios is expected to be higher than Mature Balanced accounts and indicates greater exposure to equity markets. These portfolios include positions in cash, bonds, and treasuries to lower volatility.
- **Equity** – These portfolios' principal objective is capital growth. These are total return portfolios that represent more volatility than Balanced accounts and indicates a portfolio often with meaningful exposure to equity markets. Portfolios may include positions in cash, bonds, and treasuries.

It is important to note that due to market risks discussed later, there can be no assurance that the objectives identified above can be met.

### *Focused Strategy*

The Focused Strategy tends to be our most concentrated strategy. Focused portfolios are invested in the securities of multiple asset classes including foreign and domestic equity, fixed income, mutual funds, closed-end funds, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. Security selection focuses on selecting securities that are selling at what is believed to be a meaningful discount to the securities' intrinsic value. The Focused strategy also focuses on opportunities that are presented by special situation circumstances (spin-offs, mergers, bankruptcies, restructurings, tender offers and similar occurrences). Portfolios following the Focused strategy tend to hold a concentrated portfolio of holdings and may include investments in securities that are also selected in accordance with other KBI strategies. Turnover of investment positions may occur on a frequent basis. *When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.*

### *Enterprising Strategy*

The Enterprising strategy tends to be more diversified than the Focused strategy, but more concentrated than the Active strategy. Enterprising portfolios are invested in the securities of multiple asset classes including foreign and domestic equity, fixed income, mutual funds, closed-end funds, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. Security selection focuses on selecting securities that are selling at what is believed to be a meaningful discount to the securities' intrinsic value. The Enterprising strategy also focuses on opportunities that are presented by

special situation circumstances (spin-offs, mergers, bankruptcies, restructurings, tender offers and similar occurrences). Portfolios following the Enterprising strategy tend to hold a concentrated portfolio of holdings and may include investments in securities that are also selected in accordance with other KBI strategies. Turnover of investment positions may occur on a frequent basis. *When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.*

### *Active Strategy*

The Active Strategy tends to be our most diversified strategy. Active portfolios are invested in the securities of multiple asset classes including foreign and domestic equity, fixed income, mutual funds, closed-end funds, ETFs, and cash or cash equivalents. Investment in equity securities is based on fundamental analysis. Security selection focuses on selecting securities that are selling at what is believed to be a meaningful discount to the securities' intrinsic value. The Active strategy also focuses on opportunities that are presented by special situation circumstances (spin-offs, mergers, bankruptcies, restructurings, tender offers and similar occurrences). Portfolios following the Active strategy tend to hold a concentrated portfolio of holdings and may include investments in securities that are also selected in accordance with other KBI strategies. Turnover of investment positions may occur on a frequent basis. *When the firm deems market conditions warrant, portfolios may hold significant positions in cash or cash equivalents, or fixed income securities as a tactical movement intended to preserve portfolio assets.*

### **Risks of Loss**

#### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

#### *Market Risks*

The profitability of a significant portion of KBI's recommendations may depend to a great extent upon the future course of price movements of stocks and bonds. Stock and bond markets fluctuate widely and will continue to do so. There can be no assurance that KBI will be able to anticipate those price movements accurately.

#### *Foreign Investment Risk*

KBI may trade foreign securities. Investments in securities of non-U.S. issuers, including foreign governments and securities whose prices are quoted in non-U.S. currencies pose currency exchange risks. These risks include blockage, devaluation and non-exchangeability, as well as a range of other potential risks which, depending on the country involved, could include: expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility, and market manipulation.

In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Transaction costs of investing in non-U.S. securities markets are generally higher than in the U.S. There is generally less government supervision and regulation of non-U.S. exchanges, brokers and issuers than there is in the United States. Clients might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which, in some markets, have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect performance.

### *Liquidity and Volatility Risk*

KBI may invest in any range of microcap and/or megacap stocks. Microcap and small cap companies carry more business and liquidity risk than larger companies. Their stocks tend to be illiquid and generally more vulnerable to adverse shifts in market sentiment and economic conditions, resulting in stock prices which are generally more volatile relative to larger cap securities. Small cap stocks may involve considerably more risk of loss and returns may differ significantly from larger cap securities and/or other asset classes. KBI's concentrated portfolios may experience volatility which can result in variable performance. KBI seeks to manage these risks through the asset allocation process.

### *Precious Metals, Energy, and Other Commodity Related Risk*

KBI may buy securities of companies with operations associated with gold and precious metals, industrial metals, oil, gas, and other energy products and natural resources. These companies may have operations anywhere in the world. Securities prices of these companies may have greater volatility than security prices of companies in other industries and sectors. The price of the securities of these companies are affected by the underlying commodity associated with the companies' operations; however, there may be wide deviations in price movement between the underlying commodity prices and the operating companies' security prices. Prices of the underlying commodities may be affected by, but not limited to, such factors as: worldwide supply and demand for such commodities, monetary policies, economic and political conditions, mining related laws, labor and environmental laws, and currency fluctuations among countries.

### *Options*

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options

contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### *Management Through Similarly Managed Accounts*

KBI manages portfolios by allocating portfolio assets among various securities and individual bonds on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as “*investment strategy*”). In so doing, KBI buys, sells, exchanges and/or transfers individual securities and bonds based upon the *investment strategy*.

KBI’s management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

The *investment strategy* may involve an above-average portfolio turnover that could negatively impact the net after-tax gain experienced by an individual client. Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client’s individual tax ramifications. Certain investment opportunities that become available to KBI’s clients may be limited. As further discussed in response to Item 12B (below), KBI allocates investment opportunities among its clients on a fair and equitable basis.

### *Mutual Funds, Closed-End Funds and Exchange Traded Funds (ETFs)*

An investment in a mutual fund, closed-ended fund or ETF involves risk, including the loss of principal. Mutual fund, closed-end funds and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds, closed-end funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund’s stated daily per share net asset value (“NAV”), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund’s holdings. The trading prices of a mutual fund’s shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund’s shares trading at a premium or discount to NAV.

Closed-end funds generally do not continuously offer their shares for sale. Rather, they sell a fixed number of shares at one time (in an initial public offering), after which the shares typically trade on a secondary market, such as the New York Stock Exchange or the Nasdaq Stock Market. Although the outstanding shares of a closed-end fund remain relatively constant, additional shares can be created through secondary offerings, right offerings or the issuance of shares for dividend reinvestment.

The price of closed-end fund shares that trade on a secondary market after their initial public offering is determined by the market and may be greater or less than the shares' net asset value (NAV).

Closed-end fund shares generally are not redeemable. That is, a closed-end fund is not required to buy its shares back from investors upon request. Some closed-end funds, commonly referred to as interval funds, offer to repurchase their shares at specified intervals.

The investment portfolios of closed-end funds generally are managed by separate entities known as "investment advisers" that are registered with the SEC.

Closed-end funds are permitted to invest in a greater amount of "illiquid" securities than are mutual funds. (An "illiquid" security generally is considered to be a security that cannot be sold within seven days at the approximate price used by the fund in determining NAV.) Because of this feature, funds that seek to invest in markets where the securities tend to be more illiquid are typically organized as closed-end funds.

Closed-end funds may employ leverage, thereby creating a multiplier for the fund's NAV changes, whether the changes are positive or negative. This may increase the fund's volatility or risk. There is no guarantee that a fund's leverage strategy will be successful.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### **Voting of Client Securities**

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KBI may vote client securities (proxies) on behalf of its clients. When KBI accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in KBI's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in KBI's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact KBI to request information about how KBI voted proxies for that client's securities or to get a copy of KBI's Proxy Voting Policies and Procedures. A brief summary of KBI's Proxy Voting Policies and Procedures is as follows:

- KBI has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.

- The Proxy Voting Committee will generally vote proxies according to KBI's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, KBI devotes an appropriate amount of time and resources to monitor these changes.

In situations where there is a conflict of interest in the voting of proxies due to business or personal relationships that KBI maintains with persons having an interest in the outcome of certain votes, KBI takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

### **Item 7. Client Information Provided to Portfolio Managers**

KBI acts as the sponsor and portfolio manager to the Program. Certain wrap programs involve the services of multiple parties in these capacities. In those circumstances, the sponsor is required to disclose how and what type of information about a client that it provides to portfolio managers. KBI has no disclosures to make under this section.

### **Item 8. Client Contact with Portfolio Managers**

There are no restrictions on a client's ability to contact and consult with KBI.

### **Item 9. Additional Information**

#### **Disciplinary Information**

KBI is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. KBI does not have any required disclosures to this Item.

## Other Financial Industry Activities and Affiliations

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KBI is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. KBI does not have any required disclosures to this Item.

## Code of Ethics

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KBI and persons associated with KBI ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with KBI's policies and procedures.

KBI has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by KBI or any of its associated persons. The *Code of Ethics* also requires that certain of KBI's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in KBI's *Code of Ethics*, none of KBI's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) 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 KBI's clients.

When KBI is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when KBI is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. *Access Persons* can engage in transactions at the same time as clients through batch trades with those clients. 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, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact KBI to request a copy of its *Code of Ethics*.

## Review of Accounts and General Reports

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KBI monitors clients' portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by one of KBI's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with KBI and to keep KBI informed of any changes thereto. KBI contacts ongoing investment

advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom KBI provides investment advisory services will also receive a report from KBI that may include relevant account and/or market-related information and account performance not less than annually. Clients should compare the account statements they receive from their custodian with those they receive from KBI

### **Client Referrals and Other Compensation**

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A component of certain *Supervised Persons'* compensation is related to assets under management managed by KBI. There is no compensation paid to *non-Supervised Persons* for client referrals. This compensation is paid in accordance with the requirements of Rule 206(4)-3 of the Advisers Act. Any such referral fee is paid solely from KBI's investment management fee, and does not result in any additional charge to the client.

### **Financial Information**

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KBI does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, KBI is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. KBI has no disclosures pursuant to this Item.



## **Kevin Bay Investments, LLC**

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