

# COWEN PRIME ADVISORS

## I.S.VALUE Program (ISV Program)

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This Brochure provides information about the qualifications and business practices of COWEN PRIME ADVISORS, a division of COWEN PRIME SERVICES LLC (“CPS” or “we”). If you have any questions about the contents of this Brochure, please contact us at (646) 562-1010 or at [www.Cowen.com](http://www.Cowen.com), Attn: Rep Poppell, Chief Compliance Officer. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

CPS is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The purpose of this Brochure is to provide you with information that will help you decide whether to retain us as your investment adviser.

This Brochure provides information about the ISV Program offered by CPS. CPS offers other investment advisory programs that are not described in this Brochure but are described in other CPS Brochures.

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

## **Item 2 – Material Changes**

This section of our Brochure contains a summary of any material changes we have made since our last annual Brochure, and we will provide you with a copy of that summary within 120 days of the end of our fiscal year each year. We will also provide you with copies of any new Brochure as necessary under the SEC rules.

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#### **Item 4 – Advisory Business**

Cowen Prime Advisors (“CPA” or “we”) is a division of Cowen Prime Services LLC (“CPS”), a Delaware limited liability company. CPS is directly owned by Cowen PB Holdings, LLC, a Delaware limited liability company, which in turn is primarily owned by Cowen Inc., also a Delaware limited liability company. CPS is also registered as a broker-dealer with the United States Securities and Exchange Commission (“SEC”), the Financial Industry Regulatory Authority, Inc. (“FINRA”), the Municipal Securities Rulemaking Board (“MSRB”) and as an introducing broker with the Commodities Futures Trading Commission (“CFTC”) and the National Futures Association (“NFA”). CPS commenced its broker-dealer business operations in late 2010, and CPA became a SEC-registered investment adviser in March 2011.

CPA offers several investment advisory services to its clients, many of which provide differing types of investment management styles and/or services. This Brochure relates only to the ISV Program, and no other advisory programs are discussed in this Brochure. Information regarding other investment advisory programs offered by CPS is contained in other CPS brochures which may be obtained by contacting us at [www.cowen.com](http://www.cowen.com), Attn: Rep Poppell, Chief Compliance Officer. The ISV Program focuses on the discretionary management of client funds pursuant to an investment strategy that seeks enhanced absolute and relative returns while seeking to minimize risk to capital over a five-year investment horizon. The ISV Program utilizes a value-oriented approach to investment selection focusing on investments as to which it is believed the intrinsic value will increase over time, and it does not limit itself to investments in particular market capitalizations, industry classifications or security type. See the discussion in Item 8 below for a description of the methods of analysis and investment strategies used in the ISV Program.

Since this Program tends to invest on a highly-concentrated basis (defined by the number of investments) in a wide range of securities with varying market capitalizations, industry classifications and security types it is generally not possible to tailor portfolios to the particular desires of any individual client. This program will adjust the degree of concentration and diversification depending on risk tolerance, investment goals of the client and market conditions. Generally the number of equity securities positions held per account is less than fifty. In addition, a client would not normally have the ability to impose any restrictions on investing in certain securities or types of securities within the ISV Program.

As of the date of this Brochure, the CPS manages approximately \$255,437,231 of client assets on a discretionary basis.

#### **Item 5 – Fees and Compensation**

We will receive a management fee for managing our clients’ assets in the ISV Program based on a client’s assets under management in the Program. Such management fee will range between 0.5% and 2.0% of the assets under management in a client’s account. Fees will be

negotiable within the range indicated based upon several factors, including the size of the account, the relationship of the particular client to other existing or potential clients or accounts, the commission rates to be charged to an account, and other factors that may be deemed significant by us in any particular instance.

Management fees will normally be paid in advance based upon the value of the client's account as of the close of the previous quarter (prorated for accounts opened on any day other than the first day of a quarter). No adjustment will be made in any asset-based fee paid in advance for a quarter in the event funds are added to or withdrawn from an account during the quarter. However, if an account paying an asset-based fee in advance is terminated prior to the end of a calendar quarter; any unearned fees paid in advance will be refunded to the client. Our fee is normally deducted directly from the client's account (that is, our clients are not separately billed for the amount of the fee), but if a client would prefer to be invoiced for services rendered, we will bill the client directly. We will also share a portion of our asset based management fee with those of our advisory personnel who manage portfolios under the ISV Program ("Portfolio Managers").

As noted above in Item 4, CPS, of which we are a division, is also registered with the SEC, FINRA and MSRB as a broker-dealer, and, as a result, will potentially execute all or most of the transactions that are effected for our clients' accounts in the ISV Program. In the event that CPS does execute such transactions, CPS will retain any commissions earned on those transactions and will not credit those commissions against our management fee. This might give us and such Portfolio Managers an incentive to recommend investments based upon the compensation received by them and by us rather than on the needs of our clients. However, our Portfolio Managers who will actually be managing the accounts in the ISV Program will not participate in any commissions paid to CPS by their accounts. However, the ISV Program normally will involve long-term holdings of the investments made within the Program. Under those circumstances, commission expenses are not likely to be a substantial expense for accounts managed in the ISV Program over time, and it is unlikely that any transactions effected for a client would be influenced by our or our Portfolio Managers' conflicting interest in generating commission revenues. The commission rates charged to clients by CPS will generally range between \$0.0075 per share to \$0.05 per share, depending on the price of the security, cost of execution and clearance, ticket charges and the management fee paid by the client. Although we believe CPS's commission rate will be competitive with rates that could be negotiated with third-party broker-dealers who are not affiliated with us, it is possible that clients may pay brokerage commissions in the ISV Program that are higher than commission rates that may be available from unaffiliated broker-dealers. See Item 12 below for a further description of our brokerage practices in connection with the ISV Program.

At present, CPS does not retain any commissions paid by accounts in the ISV Program. Our Portfolio Managers who will actually be managing the accounts in the ISV Program will not participate in any commissions paid by accounts in the ISV Program.

Our firm's Code of Ethics, which sets forth the standard of conduct expected of our employees (see Item 11 for a discussion of our Code of Ethics), requires our personnel to act only in the best interests of our clients. Our Supervisory personnel will monitor the trading in our advisory accounts and the amount of commission income generated by such accounts in order to detect any level or type of trading that appears to be influenced by the compensation received by CPS or by our Portfolio Managers. Any possibly inappropriate trading will be brought to the attention of senior management for further review and analysis and will be dealt with in an appropriate manner. Clients have the option to purchase investment products we recommend through other broker-dealers that are not affiliated with us.

Adequate data is not available to provide any estimate of the percentage of transactions that will be effected by CPS as the broker-dealer as opposed to an unrelated broker-dealer, but it is possible that a majority, and possibly all, of the transactions will be affected by CPS. In addition, at the present time we cannot estimate what percentage of our or our Portfolio Managers' income from any particular client will be from our management fees or from brokerage commissions, and therefore we cannot presently determine whether commissions received will make up the primary source of our or our Portfolio Managers' revenues.

At present, CPS does not retain any commissions paid by accounts in the ISV Program. Our Portfolio Managers who will actually be managing the accounts in the ISV Program will not participate in any commissions paid by accounts in the ISV Program.

Prospective clients should also see Item 12 below for further information about the factors that we will consider in selecting or recommending broker-dealers for client transactions (when such transactions are not effected by CPS) and determining the reasonableness of their compensation (e.g., commissions).

In addition to the management fee and brokerage commissions described above, clients will be responsible for the payment of charges and fees separately charged by any third-party broker or custodian or by other third parties unless mutually agreed upon. These charges may include brokerage commissions, transactions fees, ticket charges, SEC fees, exchange fees, custodial fees, management fees charged by advisers to mutual funds, closed-end funds and ETFs, odd-lot differentials, wire transfer and electronic fund transfer processing fees, and other fees charged by third parties. Neither CPS nor any of the persons associated with us receive any part of any such fees or charges.

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

A performance-based fee is one in which an investment adviser is paid a fee that is based upon the gains made in the client's account. Although we currently do not charge a performance fee in the ISV Program, certain of our Portfolio Managers are principals in entities that act as the general partner or investment adviser to pooled investment vehicles (hedge funds) that pay a

performance-based incentive fee to their general partner or investment adviser. In addition, CPA offers other programs that are managed separately from the ISV Program. As stated previously, at present, CPA does not offer any advisory program that provides for the payment of a performance fee. Performance-based fee arrangements may create an incentive for such Portfolio Managers to favor such potentially higher fee paying accounts over other accounts that they manage in the allocation of available investment opportunities. Under our Code of Ethics, we and our personnel are required to treat all clients fairly, and not to intentionally favor any one client or type of client over any other client in allocating investment opportunities. Our Supervisory personnel will monitor our clients' accounts and the trading in such hedge funds to assure that all clients are treated fairly in all respects.

### **Item 7 – Types of Clients**

We offer the ISV Program to high net worth individuals, groups of related family members, trusts, estates and charitable institutions, pension and profit-sharing plans, pooled investment vehicles, and corporations and other business organizations. Clients must generally have a minimum of \$500,000 in assets in order to participate in the ISV Program, but CPS may waive that requirement at any time in its discretion.

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

*Investment Strategy.* The investment objective of the Portfolio Managers in the ISV Program is to provide enhanced absolute and relative returns while minimizing the risk to capital over any five-year investment horizon. The Portfolio Managers utilize a value-oriented, investment strategy with a strong emphasis on individual security selection. The Portfolio Managers' investment philosophy focuses on uncovering differentiated, long-term investment opportunities within a strict value-driven framework. The Portfolio Managers intend to invest in securities that meet their quantitative and qualitative investment criteria regardless of market capitalization, industry classification or security type. The fact that the ISV Program has the freedom "to go where value exists" results in the possibility that, at times client accounts will have exposure to securities issued by companies within a variety of different capitalizations or industry classifications. Since investments are judged on their ability to increase in value over a long-term time horizon, frequent trading will generally not be a strategy of the ISV Program and, as a result, commissions and other trading costs are not likely to be a significant expense of the Program over time.

The ISV Program focuses on the belief that there are inefficiencies in the markets for certain securities, more commonly in the securities of businesses with one or more of the following characteristics: businesses that are difficult to model; limited institutional research coverage; a complex operating or capital structure; unrelated operating segments; operational difficulties; erratic financial performance; corporate restructuring activity; limited publicly-held comparable

issuers; and participation in an industry experiencing structural change. The Portfolio Managers perform extensive primary research to support their investment screening process, including rigorous company-specific and industry analyses, management interviews, company meetings, and detailed due diligence inquiries with customers, suppliers, and competitors.

The Portfolio Managers will look to invest in companies whose debt and equity securities trade at what they believe is a substantial discount to their fair or intrinsic value. Accordingly, the foundation of the investment process in the ISV Program is the accurate determination and measurement of such value. The Portfolio Managers often utilize multiple valuation methodologies and criteria to arrive at an estimate of the true underlying value. These include traditional valuation metrics such as the ratios of price to book value, enterprise value to cash flow, price to earnings, and price to revenues. The Portfolio Managers will analyze these metrics in the context of a company's historical valuation parameters, as well as the current and historical valuations of both its peer group and the market in general. The Portfolio Managers may look to determine the price a strategic or financial buyer would pay to acquire the entire business (i.e., private market value) or the cost of replicating or recreating the business enterprise or assets in question. The Portfolio Managers will additionally consider any external factors that may affect value, such as the relative interest rate environment and the state of industry fundamentals.

In seeking to achieve the goal of the ISV Program, the Portfolio Managers augment a disciplined, value-based approach with a focus on those investments where, it is believed, the intrinsic value should increase over time. These are businesses with the potential to become strong and enduring franchises serving markets with high barriers to entry. They should ultimately command a leadership position in their respective industry, which will be demonstrated through market share, high value-added/best in class products and services, or ownership of assets that are unique and difficult to replicate. As these businesses grow, their competitive position should strengthen, resulting in improving profitability and returns on capital. Industry fundamentals should be transparent and support a reasonable case for sustainable secular growth. The factors influencing secular change in an industry should increase the value of the company's products, services, or assets. The Portfolio Managers favor businesses with strong management teams who have proven track records of creating value and aligning their interests with the interests of their public stakeholders. Management should also have a well-defined business plan that incorporates a sound strategy for capital allocation and redeployment.

While the ISV Program will invest primarily in equities, debt and related securities or financial instruments, in order to maintain flexibility and to capitalize on investment opportunities as they arise, the Program is not required to invest any particular percentage of client portfolios in any particular type of investment or region, and the amount of a client's portfolio which is invested in any type of investment, or which is weighted in different countries, different sectors or different strategies can change at any time based on the availability of attractive market opportunities. Accordingly, a client's investments may at any time include long or short positions in U.S. or



foreign publicly-traded or privately-issued or negotiated common stocks, preferred stocks, stock warrants and rights, sovereign debt, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, swaps, options (purchased or written), and other derivative instruments, partnership interests and other securities or financial instruments, including those of investment companies.

*Risk of Loss.* Although investments made for clients in the ISV Program offer the opportunity for capital appreciation, all investments in securities come with risks that could result in significant losses that clients should be prepared to bear. These risks arise from several sources. The issuers of securities in which the Portfolio Managers invest may not perform as expected, or they may be affected by unexpected adverse events relating to them specifically or to the markets in general which could adversely affect their value. Moreover, even if such issuers perform as expected, such performance may not be reflected in the market value of their securities. General market conditions also affect the value of securities in which the Program will invest, and such conditions may be adversely affected by national and international economic and political conditions and events and by other factors. The events which may adversely affect the value of securities in which the Program invests are beyond the control of the Portfolio Managers and may occur suddenly, leaving little time for the Portfolio Managers to take appropriate action.

Marketable securities typically fluctuate in price daily, sometimes substantially. These fluctuations may affect clients' short-term investment performance. Such fluctuations may occur at times when the Portfolio Managers wish to sell securities held in client accounts, and this may affect the Portfolio Managers' ability to limit losses for clients.

In some cases, client accounts may invest in securities for which there is a limited market. Under such circumstances, the Portfolio Managers may not be able to sell such securities for clients when they desire or at prices which they believe represent appropriate value.

There can be no assurance that the ISV Program will achieve its investment objectives. In addition to the general risks of loss discussed above, the ISV Program is subject to a number of risks that are specific to its investment strategies, including the following:

*Lack of Diversification.* Client portfolios in the ISV Program are not intended to be diversified among a wide range of industries or types of investments. Accordingly, the portfolios' investments may be subject to more rapid change in value than would be the case if such portfolios maintained a wide diversification among industries and types of investments.

*Research Sharing.* Research and investment ideas will not be shared between Portfolio Managers of the ISV Program and other Portfolio Managers *Non-U.S. Securities.* The ISV Program intends to invest in non-U.S. securities. Investing in non-U.S. securities, which are generally denominated in non-U.S. currencies, and utilization of options on non-U.S. securities, involve risks not typically associated with investing in U.S. corporate or government securities.

These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

*Options.* The Portfolio Managers may buy or sell options from time to time in the ISV Program to either hedge an existing position or for efficient investment purposes. The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, either to purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses the premium it paid to purchase the option. Selling options involves potentially greater risk, because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options (i.e., those not traded on an exchange) also involve counterparty solvency risk.

*Short Sales.* Despite a long bias, the Portfolio Managers may utilize short positions to hedge clients' exposure to certain industries or the market in general, and to exploit inefficiently priced securities. Any "naked" short positions (i.e., not for the purpose of hedging a related position) will be limited to those securities that trade at a significant premium to their intrinsic or fair value and have deteriorating fundamentals. A short sale of a security involves the sale of a security that is not owned by the investor, with the hope that it can be purchased later at a lower price. Short sales may, in certain circumstances, substantially increase the impact of adverse price movements on a client's portfolio. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security which could result in an inability to cover the short position, resulting in a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase when necessary, and such unavailability could exacerbate any client losses.

The Portfolio Managers seek to partly minimize specific security risk in the ISV Program by attempting to obtain an exhaustive knowledge of each proposed investment. This would enable the Portfolio Managers to better analyze risk, interpret the impact of company specific and macro events, and to capitalize on opportunities created during periods of volatility and irrationality. The Program will also seek to invest in businesses with strong balance sheets and/or substantial free cash flows which can provide theoretical "floors", or downside limits, to valuation. These enable businesses to weather difficult periods while preserving the flexibility to make strategic investments or to return capital to stakeholders (through dividends, share repurchases or debt repayment). In the absence of attractive investment opportunities, the Portfolio Managers intend

to maintain their investment philosophy and may invest a significant portion of client assets in liquid, short-term, risk-free investments, including cash and cash equivalents.

## **Item 9 – Disciplinary Information**

In this Item, registered investment advisers are required to disclose certain disciplinary information regarding the investment advisory firm itself or about any of its “management persons,” which generally includes all of an investment adviser’s principal executive officers and directors, as well the adviser’s investment committee if it has one, or, if not, the persons who determine general investment advice to be given to clients. In that regard, we disclose the following information:

CPS has no disciplinary information to disclose about itself.

There are no legal or disciplinary events that are material to a client’s or prospective client’s evaluation of the Adviser’s advisory business or the integrity of the Adviser’s management.

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

As noted previously, CPS, of which CPS is a division, is also registered as a broker-dealer with the SEC, FINRA, MSRB and it is registered with the CFTC and the National Futures Association as a commodities futures introducing broker. All of our senior management personnel, as well as our Portfolio Managers who manage client accounts in the ISV Program, are or will be registered with FINRA as registered representatives, and some, but not all, of our personnel will be registered as associated persons with the National Futures Association. In addition, as described in Item 6 above, some of our Portfolio Managers may be associated with the general partner to a pooled investment vehicle that is not managed by us. Such Portfolio Managers may have a conflict of interest as described in Item 6.

The Adviser is affiliated with the following U.S. registered broker-dealers: Cowen and Company, LLC, Cowen Execution Services LLC, ATM Execution LLC, Cowen Securities LP and Westminster Research Associates LLC. The Adviser’s non-U.S. affiliates include Cowen International Limited and Cowen Execution Services Limited, both UK FCA registered broker-dealers. The above referenced entities are all (directly or indirectly) wholly owned subsidiaries of Cowen Inc., a publicly traded company (NASDAQ: COWN).

The Adviser maintains the following financial industry affiliations (broker dealers, investment advisors registered with the U.S. Securities and Exchange Commission or rely upon the registration of an affiliated investment adviser registered with the SEC, etc.): ATM Execution

LLC; Cowen Advisers LLC; Cowen and Company, LLC; Cowen Execution Services limited; Cowen Execution Services LLC; Cowen Healthcare Investments II GP LLC; Cowen International Limited; Cowen Investment Advisors, LLC; Cowen Investment Management LLC; Cowen Private Investments GP LLC; Cowen Private Investment II GP LLC; Cowen Securities, LP; Cowen Sustainable Advisors LLC; Cowen Trading Strategies LLC; Cowen Trading Strategies LLC; CSI GP I LLC, HCR H.O.P. Fund GP, LLC; HCR Molag Fund GP, LLC; HCR Stafford Fund GP, LLC; HCRP Overflow Fund GP, LLC; Healthcare Royalty GP II, LLC; Healthcare Royalty GP III, LLC; Healthcare Royalty GP IV, LLC; Healthcare Royalty GP, LLC; Healthcare Royalty Management, LLC; Margate Capital Management LLC; Margate Capital Management, LP; RCG Longview Debt Fund IV Management, LLC; RCG Longview Debt Fund IV Partners, LLC; RCG Longview Debt Fund IV PA PSERS GP, LLC; RCG Longview Debt Fund V Partners, LLC; RCG Longview Debt Fund VI Partners, LLC; ; RCG Longview Equity Management, LLC; RCG Longview Equity Partners PA PSERS, LLC; RCG Longview Equity Partners, LLC; RCG Longview Management, LLC; RCG Longview Partners II, LLC; RCG LPP GP, LLC; RCG LPP II GP, LLC; RCG LPP III GP, LLC; RCG MFI Partners LLC; RCG RE Manager LLC; Triartisan Capital Advisors LLC; Triartisan IS MM LLC; Triartisan Orlando MM LLC; Westminster Research Associates LLC. All are directly or indirectly wholly owned subsidiaries of Cowen Inc., a publicly traded company (NASDAQ: COWN).

There are no material conflicts related to these affiliations. For a complete description of these advisors and the funds they manage, please refer to their Form ADV Part I's.

**Irwin Silverberg**, is a Portfolio Manager in the ISV Program. He has worked in the securities industry since 1961. He is currently a registered representative of CPS and an Investment Adviser Representative CPS. Prior to his current position, Mr. Silverberg had been a Senior Managing Director of Burnham Securities, Inc., where he researched companies and managed client portfolios from 1991 to 2011. Mr. Silverberg was a Senior Partner at Silberberg Rosenthal & Co. from 1980 to 1991. He was a Securities Analyst for Oppenheimer & Co. from 1977 to 1980 and Loeb, Rhoades & Co. from 1966 to 1977.

Mr. Silverberg is a Chartered Financial Analyst and a member of the New York Society of Securities Analysts, the Financial Analysts Federation, and the Electronic Analysts Group of New York. He is the past president of the Electrical Products Group of New York and former vice president of the Pollution Control Analysts of New York. He has previously served on the Boards of Directors of Seaman's Furniture, Inc. and Mathematical Applications Group, Inc.

Mr. Silverberg is a graduate of Princeton University and has also studied at the graduate level at the Stevens Institute of Technology and the City College of New York. Mr. Silverberg is

a member of the Board of EL Education, Inc., U.S.A. Mr. Silverberg is a member of the Board of the Petey Green Program

**Jeffrey Bernstein**, is a Portfolio Manager in the ISV Program. He has worked in the securities industry since 1988. He is currently a registered representative of CPS and an Investment Adviser Representative of CPS. Prior to his current position, Mr. Bernstein had been a Senior Vice President of AH Lisanti Capital Growth Fund, where he served as an Analyst covering industrials, materials, energy and financials for this small and mid-cap growth, long-only institutional and mutual fund manager from 2010 to 2015. Mr. Bernstein was a Partner at Guild Partners, LLC from 2007 to 2010 where he founded the real estate investment partnership specific to development projects in New York City. He was a Founding Partner of Manhasset Capital Management, LLC from 2003 to 2006 where he had P&L responsibility for all energy and technology sector positions for this long/short equity hedge fund. From 1993 to 2003, he was Portfolio Manager with ING and managed the ING Mid Cap Opportunities Fund.

Mr. Bernstein is a graduate of Union College and has supplemental studies and certification from Investment Banking Institute, New York, NY.

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

CPS and/or its Portfolio Managers and other associated persons involved with its investment advisory business (such Portfolio Managers and other associated persons being referred to as “advisory personnel” in this section of the Brochure) are permitted to buy or sell securities that are recommended to clients for purchase and sale, but no such transactions may be made in such a manner as will adversely affect any client. However, since our own or our advisory personnel’s investment objectives or trading strategies may differ from those of our clients, we and/or our advisory personnel may take action with respect to ourselves or themselves that is different from action taken with respect to clients. It is also possible that we may give advice and take action for some clients which differ from advice given, or the timing and nature of action taken, with respect to other client accounts.

We have adopted a “Code of Ethics” which sets forth the standards of conduct expected of our advisory personnel, and which addresses the conflicts that can arise from personal trading by them. This Code of Ethics requires that advisory personnel obtain pre-approval of any brokerage accounts they wish to open, and requires pre-approval of any transactions by them which are not to be executed as part of a bunched order on behalf of clients and advisory personnel. The Code of Ethics also requires periodic reporting by advisory personnel through duplicate copies of

confirmations and account statements or otherwise so that we can monitor their trading to prevent any violations of the Code of Ethics or other conflicts of interest which could result from trading by our advisory personnel. The Code of Ethics also includes provisions relating to the confidentiality of client information, a prohibition on trading on inside information, and restrictions on the outside business activities of our advisory personnel, among other things. All of our advisory personnel must acknowledge the terms of the Code of Ethics annually. A copy of the Code of Ethics will be provided to clients or prospective clients upon request.

It is our policy to treat all client accounts fairly and equitably, and we do not intentionally favor one group of client accounts over any other. In order to handle transactions for all of our clients in the fairest and most cost effective manner possible, we will often bunch orders to get a better price for the particular security for a number of client accounts. In other words, rather than effecting multiple transactions, i.e., one for each client account, we will buy or sell one or more larger blocks of the security in question and allocate the transactions among the appropriate designated accounts at the average price paid or received in filling the order. These bunched orders may include orders for the accounts of our advisory personnel.

In the event that an entire bunched order cannot be filled on the same day, our policy is as follows:

- (1) First, any part of the order which was placed for our advisory personnel will be eliminated in order to determine whether all client orders can be satisfied with the portion of the order that was filled. If any balance remains after all client orders have been filled in this manner, orders for our advisory personnel will then be filled on a *pro rata* or other appropriate basis.
- (2) Second, if the quantity filled is still insufficient to satisfy all of the client orders after elimination of the orders for advisory personnel, we will allocate the amount filled on a *pro rata* basis based upon the amount of the order that was intended to be bought or sold for each such client account (e.g., if only 60% of an order was filled, each client account would receive 60% of the amount originally intended for such account). In making such *pro rata* allocations, however, accounts that would otherwise receive an odd lot allocation may be rounded up to a round lot unless doing so would, in our view, unreasonably affect allocations to all other clients.
- (3) If an order cannot be completely filled on a single trading day, it is our policy to cancel the unfilled balance of the order. Depending upon the market in that security on the following trading day(s), an order may be placed for the balance of the order on another day, with allocations to be made among the accounts in a manner that will fill, as nearly as possible under the circumstances, the original amounts intended for each of the clients' accounts. Orders for associated persons which had been eliminated in the previous

allocation may be included with such later orders in the same manner as our general policy described above.

It is our policy that the firm will not affect any principal or agency cross securities transactions for client accounts, nor will it cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is a transaction in which an investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Since CPS is also registered as a broker-dealer, we have the ability to effect such agency cross transactions, but we have established a policy not to do so.

As described in Item 10 above, employees of CPS or CPS may recommend that clients purchase shares of an investment partnership or other entity for which a Portfolio Manager acts as, or is associated with, an investment advisor or general partner of such entity. Any client to whom such investments are recommended will receive an offering memorandum disclosing the relationship of CPS to such entity and the fees or other compensation that may be paid to CPS and/or its personnel with respect to that investment.

As also noted in Item 10 above, any such payments may create a conflict of interest for CPS and/or the Portfolio Managers and other CPS personnel. CPS periodically reviews the trading in such investment vehicles that are managed by Portfolio Managers but not CPS to assure that the trading therein does not disadvantage the trading such persons engage in for clients.

## **Item 12 – Brokerage Practices**

In general, CPS will have discretionary authority to (i) determine the type and amount of securities to be bought or sold for client accounts, and (ii) negotiate the commission rates to be paid. In addition, we will have the authority to select the broker-dealer to be used to execute such transactions. In that regard, most, and possibly all, transactions for client accounts in the ISV Program will likely be executed by CPS as the broker-dealer. With respect to such executions, we have determined that the combination of CPS's execution capability, its commission rates, the general level of service available from our clearing broker in settling the trades, and other factors warrant the execution of such transactions by CPS or through one of our clearing brokers. As described under Item 11 above, we will generally execute transactions in which several clients will participate in a bunched order in which all participating clients will pay or receive the average price obtained in all of the transactions.

As described in Item 5 above, we may have a conflict of interest when CPS executes client transactions as the broker-dealer rather than selecting another broker-dealer to execute such transactions, since CPS will receive the brokerage commissions in such transactions. Please refer

to Item 5 for a discussion of the manner in which we deal with such conflict. It is possible, however, that not all transactions for client accounts in the ISV Program will be executed by CPS. In some cases, CPS may not have the expertise to efficiently and economically execute transactions in certain types of securities. In addition, we may consider the availability of research or other products and services that may be available in connection with executions made through other broker-dealers.

At present, CPS does not retain any commissions paid by accounts in the ISV Program. Our Portfolio Managers who will actually be managing the accounts in the ISV Program will not participate in any commissions paid by accounts in the ISV Program. In selecting the broker-dealers to execute portfolio transactions for those occasions when we do not execute these transactions, we consider numerous factors, including, but not limited to, the broker-dealer's execution capabilities, the furnishing of research, their commission rates, and their overall level of service. Although we do not presently have any arrangements in which we will receive research or other services in connection with securities transactions effected for client accounts through broker-dealers other than ourselves ("soft dollar arrangements"), we may enter into such arrangements in the future in our sole discretion. The research obtained may be created or developed by the executing broker-dealer, or it may be created or developed by a third party and provided to us by the executing broker-dealer. In the event that we enter into any such soft dollar arrangements, the research or other products or services obtained in such arrangements may be used for the benefit of all of our clients, not just those whose securities transactions paid for the products or services. We do not seek to allocate any soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. While any broker-dealers we may use to execute transactions may charge commissions that may be higher than those obtainable from other broker-dealers for any particular transaction, including ourselves or our clearing brokers, we will only cause clients to pay brokerage commissions that we have determined in good faith to be reasonable in relation to the value of the research and brokerage services provided by such broker-dealers.

If we use broker-dealers other than CPS to execute client transactions and receive research from or through such broker-dealers, we may be viewed as receiving a benefit because we will not have to produce or pay for such research ourselves. We may also have an incentive to select a broker-dealer to execute such transactions based on our receipt of those soft dollar benefits rather than on the basis of our clients' interest in receiving the most favorable execution. Our Code of Ethics prohibits us from acting otherwise than in the best interests of our clients.

### **Item 13 – Review of Accounts**

Our Portfolio Managers will review and monitor client accounts assigned to them on an ongoing basis subject to the continuing review and oversight of our supervisory personnel. Such Portfolio Managers will be responsible for the overall management of client accounts, including



tracking and continually reviewing the performance of client investments and client portfolio allocations. Account reviews may also occur as a result of (a) client requests, (b) changes in a client's personal or financial condition (when we are advised of such changes), (c) changes in tax laws or in economic factors that could affect a client's financial position, or (d) the occurrence of economic or political events that may impact clients. Our supervisory personnel will also review client accounts on a periodic basis in order to monitor relative performance and adherence to investment criteria.

In addition to such reviews, our Portfolio Managers will review trade executions on a continual basis, and our operations personnel will review trade reports on a next-day basis, to ensure that each transaction was properly executed and correctly reported.

Clients will receive confirmations of all transactions executed for their account, and monthly account statements sent by our clearing broker, which acts as the independent custodian for our clients' accounts. Monthly, quarterly and year-to-date performance information will be available to clients through our clearing broker or upon request. See also Item 15 below regarding custody of client accounts.

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

We do not presently have any arrangements under which we receive any benefit from a third party for providing investment advice to our clients, nor do we compensate any third party for referring any investment advisory client to us.

#### **Item 15 – Custody**

As noted in Item 13 above, clients will receive monthly statements from the independent custodian which holds and maintains our clients' accounts and assets. Clients should carefully review such statements and compare them to any account statements or other information you may receive from us. Our statements could vary from the custodial statements based on accounting procedures, reporting dates, or valuation methodologies with respect to certain securities.

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

At the outset of an advisory relationship with a client, we will normally receive discretionary authority from the client to determine the identity and amount of securities to be bought and sold. In all cases, however, that discretion will be exercised in a manner consistent with the agreed-upon investment objectives for the particular client. The investment discretion granted to us by the client is included in the Investment Management Agreement or other power of attorney we will execute with the client at the start of our relationship.

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

We will not vote, or give advice about how to vote, proxies for securities held in client accounts. If the account is for a pension or other employee benefit plan governed by ERISA, Client directs CPS not to vote proxies for securities held in the Account because the right to vote such proxies has been expressly reserved to either 1) The Plan's Trustees, or 2) The Named Fiduciary. Accordingly, the client will retain the sole right to vote such proxies and we will instruct our clearing firm or other custodian to forward proxy solicitation materials directly to the client.

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

In this Item 18, registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition which are reasonably likely to impair their ability to meet contractual commitments to clients. We have no such financial condition to disclose.

### **Item 19 – Other Legal Actions**

The Client agrees that CPS will not advise or act for Client in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the Account or the issuers of these securities ("Legal Proceedings").