


MATARIN CAPITAL

Investing with Insight and Integrity

Form ADV Part 2A

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This brochure provides information about the qualifications and business practices of Matarin Capital Management, LLC. If you have any questions about the contents of this brochure, please contact the firm's Chief Compliance Officer at (646) 604-7640 or compliance@matarin.com.

Matarin Capital Management, LLC is registered with the U. S. Securities and Exchange Commission (the "SEC") as an investment adviser. Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser may provide you with information that may be useful in making a determination as to whether to hire or retain such investment adviser.

Additional information about Matarin Capital Management, LLC may be accessed on the SEC's website at www.adviserinfo.sec.gov; select Investment Adviser Search and input "Matarin Capital" as the Firm name.

The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Item 2 Material Changes

This is an Other Than Annual Updating Amendment for Matarin Capital Management, LLC. Documenting material changes that have occurred since the Annual Updating Amendment of March 21, 2019. The changes include updates to the following Items:

Item #4 Advisory Business:

Matarin announced the launch of two long-term investment indexes on March 27, 2019: The Matarin Global Long-Term Index (Launch Date: March 11, 2019), and the Matarin International ex-North America Long-Term Index (Launch Date: March 18, 2019). The Long-Term Indices are designed to allow investors to capture a “Patience Premium” for long-term investing in the stock markets, which integrates a focus on ESG (environmental, social, and governance) factors.

In the design of the custom indices methodologies, Matarin’s investment team engaged directly with S&P Dow Jones Indices’ (“SPDJI”) research and development (R&D) team. SPDJI’s custom indexing team will be administering and calculating the indices on an ongoing basis.

Matarin’s investment team designed all of the proprietary factors that are part of the Patience Premium Score, which is used to select stocks for the indices. High scoring Patience Premium stocks exhibit attributes such as fundamentally sound businesses, shareholder-friendly leadership, inexpensive valuations, and positive ESG momentum. Matarin engaged the research and data provider, Sustainalytics, for the ESG data that underpins this latter part of its proprietary scoring system.

See Item #4 below for more details.

Item 5: Fees and Compensation:

The Matarin Long-Term Global and International Indices have not yet been funded. Fee structures are under discussion and will vary depending on type of client and type of structure.

Item 10: Other Financial Industry Activities and Affiliations:

A licensing subscription opportunity is available for investors to license either index directly from Matarin.

We will update this Brochure on an annual basis or upon any material change to the firm. We will either send you a copy of any updated Brochure (by email or in hard copy) or provide access to a copy via a secure website.

If you would like an additional copy of this Brochure, you may download it from the SEC's public disclosure website (IARD), www.adviserinfo.sec.gov, or contact the firm's Chief Compliance Officer at compliance@matarin.com to obtain a free copy.

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Item 4 Advisory Business

Matarin Capital Management, LLC (“Matarin,” the “Company,” the “Firm,” or “we”) was established in July 2010. We are a majority women- and minority-owned asset management firm with offices in New York, New York. Matarin is owned by Valerie Malter, Co-Founder and Managing Principal; Nili Gilbert, Co-Founder and Portfolio Manager; Stuart Kaye¹, Co-Founder and Portfolio Manager; Ralph Coutant, Principal and Portfolio Manager; and Marta Cotton, Principal and Director of Client Development.

Matarin aspires to be an investment management firm that is a symbol of stewardship within our industry. We are dedicated to delivering excellent investment performance through insight, passion, and diligence. We aim to build strategic alliances with our clients based on the highest of ethical standards.

The Firm offers discretionary investment advisory services to institutional investors, (collectively, “Clients”), primarily focusing on U.S. equities. Our proprietary models, while quantitatively constructed, are based on fundamental insights and provide the foundation for our long-only investment product suite.

As of December 31, 2018, the Firm manages separately managed accounts for external clients under three domestic equity, long only investment strategies: North America Small Cap, Large Cap Core, and Micro Cap. In addition, the Firm manages a smaller account (less than 0.02% of the Firm’s regulatory AUM as of December 31, 2018) of assets beneficially owned by one of its principals under an all-cap low volatility strategy; the Firm does not currently manage any external assets using this strategy, although it may do so in the future.

In September 2018, Matarin made the decision to close the Matarin Market Neutral U.S. Plus L.P. (the “Fund”). Matarin Advisors I LLC, (wholly owned by Matarin) was the General Partner of the Fund. The Fund was liquidated and the final distribution of assets made to the Limited Partners in December 2018.

Collective Investment Trust

Matarin announced the introduction of the Matarin U.S. Small Cap CIT Fund (“CIT”) in January 2019. Three share classes of the CIT are available: Founders Class (open to each participating

¹ Valerie Malter and Stuart Kaye have been married to one another since 1996.

plan until the aggregate net assets in the CIT reach \$100 million), Institutional Class I (available to each participating plan making an initial investment of less than \$10 million once the Founders Class has closed); and Institutional Class 2 (available to each participating plan making an initial investment of \$10 million or more once the Founders Class has closed).

SEI Trust Company (the “Trustee”) serves as the Trustee of the CIT and maintains ultimate fiduciary authority over the management of, and the investments made, in the CIT. The CIT is part of the Matarin Capital Collective Investment Trust (the “Trust”) operated by the Trustee. The Trustee is a trust company organized under the laws of the Commonwealth of Pennsylvania and a wholly owned subsidiary of SEI Investments Company (SEI).

The CIT is a trust for the collective investment of assets of participating tax qualified pension and profit sharing plans and related trusts, and governmental plans as more fully described in the Declaration of Trust. As bank collective trust, the CIT is exempt from registration as an investment company. The CIT is managed by SEI, the Trustee, based on the investment advice of Matarin, the investment adviser to the Trust.

Matarin Long-Term Index

Matarin announced the launch of two long-term investment indexes on March 27, 2019 - the Matarin Global Long-Term Index (Launch Date: March 11, 2019), and the Matarin International (ex-North America) Long-Term Index (Launch Date: March 18, 2019). The Long-Term Indices are designed to allow investors to capture a “Patience Premium” for long-term investing in the stock markets, which integrates a focus on ESG (environmental, social, and governance) factors.

In the design of their custom indices methodologies, Matarin’s investment team engaged directly with S&P Dow Jones Indices’ (“SPDJI”) research and development (R&D) team. SPDJI’s custom indexing team will be administering and calculating the indices on an ongoing basis.

Matarin’s investment team designed all of the proprietary factors that are part of the Patience Premium Score, which is used to select stocks for the indices. High scoring Patience Premium stocks exhibit attributes such as fundamentally sound businesses, shareholder-friendly leadership, inexpensive valuations, and positive ESG momentum. Matarin engaged the research and data provider, Sustainalytics, for the ESG data that underpins this latter part of its proprietary scoring system.

The Matarin Long-Term Indices are designed to have similar region and sector exposures to the traditional S&P BMI Developed Markets Large Cap Index, with the exception of energy sector, whose stocks are excluded.

With the introduction of the Long-Term Indices and the concept of a Patience Premium in stock market investing, the team at Matarin hopes to bring an investment case to long-termism and sustainability, and to be part of an emerging paradigm shift that is mobilizing traditional investment capital for long-term social and environmental goals. The Patience Premium initiative asserts that if stock market participants increase their average holding periods, then in addition to higher expected returns, as a society we can achieve capital markets that support businesses in long-term strategic decision making, beyond the grind of the quarterly earnings cycle, and a greater focus on our shared future.

Matarin currently offers this strategy as a separately managed account to U.S. investors. Upon a firm interest in seeding from institutional investors outside of the U.S., Matarin is prepared to launch Undertakings for Collective Investment in Transferable Securities (UCITS) upon request. Additionally, a licensing subscription opportunity is available for investors to license either index directly from Matarin.

As of December 31, 2018, the Firm's regulatory assets under management were \$1,270,086,956. This amount does not include the value of the CIT which was funded in January 2019.

Item 5 Fees and Compensation

Management Fee

Matarin believes its Clients should benefit from any outperformance realized on their behalf while providing the Firm with reasonable financial incentives to align its interest with theirs. Our fees are structured to achieve this goal. For all currently-available products, generally 75% of our targeted outperformance will accrue to Clients.

Management fees and minimum account size are negotiable.

Fee Structure by Investment Strategy

- North America Small Cap (long-only): 1% on the first \$10 million; 70 basis points on the next \$50 million; 60 basis points on the next \$40 million; 40 basis points on the balance.
- Large Cap Core (long-only): 35 basis points on the first \$50 million; 20 basis points on the next \$50 million; 15 basis points on balance
- Micro Cap (long-only): 1.5% on all assets.

Note that no fees are charged to the account in which the all-cap low volatility strategy is deployed; as outlined in Item 4 above, this strategy is not currently available to external investors, although may be in the future.

Separately Managed Accounts

For separately managed accounts of external clients, both management fees and performance fees (if any) are billed quarterly in arrears.

Collective Investment Trust

Matarin U.S. Small Cap CIT Fund	Trustee Fee
Matarin U.S. Small Cap CIT Fund – Founders Class	0.70%
Matarin U.S. Small Cap CIT Fund – Institutional Class 1	0.90%
Matarin U.S. Small Cap CIT Fund – Institutional Class 2	0.80%

Founders Class (open to each participating plan until the aggregate net assets in the CIT reach \$100 million), Institutional Class 1 (available to each participating plan making an initial investment of less than \$10 million once the Founders Class has closed); and Institutional Class 2 (available to each participating plan making an initial investment of \$10 million or more once the Founders Class has closed).

Matarin Long-Term International Index and Matarin Long-Term Global Index

The Matarin Long-Term Global and International Indices have not yet been funded. Fee structures are under discussion and will vary depending on type of client and type of structure.

Fees Charged to Principals and Certain Early Investors

Due to the special relationship with its principals and certain early investors, Matarin may charge a reduced or no fee for providing investment management services to them.

Other Fees and Expenses

Matarin's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the applicable Client. Clients may incur certain charges imposed by custodians, brokers, and other third-parties such as fees charged by managers, custodial 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.

Item 12 further describes the factors that the Firm considers in selecting or recommending broker-dealers for Clients' transactions and determining the reasonableness of their compensation (e.g., commission rates and mark-ups and mark-downs).

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

In separately managed accounts, Matarin may charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a Client) in addition to management fees. Performance based fees are not applicable to the CIT.

No Matarin Client will be given investment priority over any other Client. However, each Client may have separate investment objectives and investment restrictions which Matarin will be required to follow; as a result, certain investment opportunities may be appropriate for certain Firm Clients and not appropriate for other Firm Clients. It is Matarin's policy that all investment opportunities shall, to the extent appropriate, be allocated among its Clients equally on an average price basis.

Performance-based fee arrangements may create an incentive for the Company to make investments that may be riskier or more speculative than those that may be made under a different fee arrangement. Such fee arrangements also create an incentive to favor potentially higher fee-paying clients over other clients who do not pay an incentive fee in the allocation of investment opportunities. Matarin's internal processes strive to mitigate the risk of this conflict.

Clients should review the respective investment management agreement documents, as applicable, for detailed information with respect to performance-based fees.

Item 7 Types of Clients

Matarin provides investment advisory services to institutions, managers of managers and a CIT.

The minimum account size for a separately managed account invested in the North American Small Cap Strategy and Large Cap Core Strategy is \$20 million. The minimum account size for the CIT is \$1 million. Due to the size constraint of the Micro Cap Strategy, the minimum account size for this strategy is negotiable.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

1. Methods of Analysis

Matarin's proprietary models, while quantitatively constructed, are based on fundamental insights with what we believe is sustainable future investment merit. They are designed to capture our best investment thinking regarding the critical sources of risk and return in the market. Because we recognize that these sources of risk and return change over time, the process by which we identify and rigorously test factors is also dynamic.

Our models, like our insights, evolve. Matarin's investment research and the consistent implementation of our models in portfolio construction seek to eliminate the emotional and behavioral biases that are natural to most human decision-making but can be detrimental to investment results.

2. Risk Management

Matarin uses a variety of risk management practices, including the monitoring and adjustment of individual portfolio positions and exposures as well as the use of real-time portfolio evaluation tools.

Our North America Small Cap, Large Cap Core, Micro Cap, and All-Cap Low Volatility strategies take advantage of a third-party risk model that monitors various risk factors, including: fundamental, macroeconomic, and statistical risks. An optimization is then used to aid in the construction of portfolios to ensure they adhere to predetermined risk target ranges. In addition, limits for sector, industry, and individual asset over- and underweight positions are monitored regularly.

Notwithstanding the above risk management practices, the Firm's investment strategies inherently involve certain significant risks. Moreover, there can be no assurance that the above practices, even if successfully applied in all cases, will limit risk to levels that are suitable and/or acceptable to all Clients or CIT investors.

3. Investment Strategies

Our current product suite includes:

- a. North America Small Cap. This strategy aims to outperform the S&P Small-Cap 600 or Russell 2000® Indices by taking active long-only positions in North American small-capitalization equities. The CIT is managed using the exact same investment objectives as the North America Small Cap strategy.
- b. Large Cap Core. This strategy aims to outperform the S&P 500 or Russell 1000® Indices by taking active long-only positions in U.S. large capitalization equities.
- c. Micro Cap. This strategy aims to outperform the Russell Micro Cap® Index by taking active long-only positions in U.S. micro-capitalization equities.

4. Risk of Loss

The risk of loss described herein should not be considered to be an exhaustive list of all risks that Clients and CIT investors should consider. Clients and investors in the CIT should refer to the relevant investment management agreement and CIT Declaration of Trust, respectively, for additional information on risk factors, potential conflicts of interest, and risk of loss. Investing in securities involves risk of loss that Clients and CIT investors should be prepared to bear, including, but not limited to, the following:

- a. Concentration. In implementing its strategies, Matarin primarily invests in U.S. equities. Accordingly, Clients' portfolios may experience more rapid change in value than would be the case if the Company maintained wider diversification in such portfolios.
- b. Matarin's investment strategies may be deemed to be highly speculative and are not intended as a complete investment program. They are designed only for sophisticated investors who are able to bear the economic risk of complete loss of their investment and who have a limited need for liquidity in their investments.
- c. Equity Securities. Investment in equity securities involves certain risks. The Firm expects to invest Client assets in equity securities. Such investments will be subordinate to the claims of an issuer's creditors and, to the extent such securities

are common securities, to preferred stockholders. Similar to other investments, the value of equity securities may be adversely affected by actual or perceived negative events relating to the issuer of such securities, the industry or geographic areas in which such issuer operates or the financial markets generally. However, equity securities may be even more susceptible to such events given their subordinate position in the issuer's capital structure. As such, equity securities generally have greater price volatility than fixed income securities, and the market price of equity securities owned by the Funds is more susceptible to moving up or down in a rapid or unpredictable manner. Dividends customarily paid to equity holders can be suspended or cancelled at any time. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal.

- d. **Non-U.S. Securities and Securities of Certain U.S. Issuers.** Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.
- e. **Leverage.** The Company does not expect to use leverage in the management of its separate accounts.
- f. **Certain Conflicts of Interest.** There are a number of actual or potential conflicts of interest that the Firm may have with respect to its Clients. These may arise from the Firm's management of and/or provision of services to other Clients; for example, the Firm currently advises a number of separately managed accounts, which include both those with assets from external Clients as well as an account comprising assets beneficially owned by a member of the Firm's investment team.

Clients may select investment strategies similar to or different from the strategy deployed on behalf of any given Client. The existence of multiple accounts and/or Clients may create conflicts as to time and resource commitments on the part of the Firm's employees. While the Firm generally allocates investment opportunities appropriate to a particular strategy fairly and equitably to all Clients in whose

accounts such strategy is deployed, the Firm may also apply such other considerations as it deems appropriate, including relative size of the accounts, amount of available capital, size of existing positions in the same or similar securities, and investment objective and strategy considerations.

Item 9 Disciplinary Information

Matarin does not have knowledge of any disciplinary information applicable to this Item to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Matarin is registered as a Commodity Trading Advisor with the National Futures Association.

Licensing subscription opportunities are available for investors to license either index directly from Matarin. Matarin would receive an annual fee for subscription rights. The subscription fee has not yet been determined.

Item 11 Code of Ethics

Matarin has adopted a Code of Ethics (the “Code”) that is designed to detect and address potential conflicts of interest and prevent acts prohibited by law as required under Rule 204A-1 of the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). The Code states that Clients’ interests should always be placed ahead of any supervised person’s personal interest. In addition, the Company’s Insider Trading Policy forbids any supervised person of Matarin from trading, either personally or on behalf of others, on material non-public information. It also forbids communicating material non-public information to others in violation of the law (i.e., insider trading) or in violation of a fiduciary duty.

The Company’s principals and employees are permitted to buy and sell securities for their own accounts. From time to time, the securities purchased or sold by those individuals may include securities that Matarin has bought or sold for its Clients. The Company has instituted the following procedures to minimize the risk of insider trading and/or conflicts of interest.

Among other things, the Code requires supervised persons to:

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- Submit to the Chief Compliance Officer (the “CCO”) an initial and an annual report listing their securities holdings;
 - Pre-clear personal securities transactions, other than those exempted by the Code, by the CCO or by other appropriate officers of the Company;
 - Provide duplicate copies of account statements to the CCO for review (unless a specific exemption applies);
 - Not invest in IPOs or private placements;
 - Not effect short sales of securities;
 - Comply with all applicable federal securities laws, certifying that they have read and understood the Code and will report any violations of the Code to the CCO;
 - Not trade either in their personal accounts or on behalf of Clients on the basis of material non-public information; and
 - Not use their position for inappropriate personal benefit.

Employees or principals who violate the Code and/or the Company’s Compliance Manual are subject to disciplinary action including, but not limited to, written warnings, fines, and termination of employment.

Potential Conflict of Interest

Nili Gilbert, a Matarin principal, serves on the board of the Synergos Institute, a 501(c)-(3) organization, and also chairs its Investment Committee. While we do not anticipate that these roles will present a conflict of interest that could be detrimental to the Firm’s Clients, Ms. Gilbert will discuss Synergos Investment Committee and other relevant activities with the CCO in advance and will recuse herself from Synergos Institute activities in the event that, in the determination of Ms. Gilbert and the CCO, participation in such activities could give rise to an actual conflict of interest.

The Company will provide a copy of its Code of Ethics to any Client or prospective Client upon request at no charge; any such requests should be made to Matarin’s Chief Compliance Officer.

Item 12 Brokerage Practices

Matarin believes its fiduciary obligations to its Clients require that it institute policies and procedures that are reasonably designed to ensure that the Company seeks to obtain best execution of its Clients' transactions. Due to our relationships with a number of brokers, we have access to multiple pools of capital through what we believe are among the most sophisticated and up-to-date electronic trading systems available. In addition, we have the opportunity to execute trades with brokers we believe provide best execution.

“Best execution” does not mean effecting transactions at the lowest possible commission rate, transaction costs, and best price, but includes a number of factors mentioned herein.

Matarin seeks to effect transactions at a price, commission, and transaction cost that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. The Firm may consider various factors when selecting broker-dealers including, but not limited to, the nature of the portfolio transaction; the size of the transaction; security conditions (e.g., liquidity, volatility); and the broker’s trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement and error correction capabilities, willingness to commit capital, and access to a particular trading market.

Matarin has discretion to determine without obtaining prior consent from Clients:

- the broker or dealer to execute transactions; and
- commission rates or commission equivalents charged for effecting transactions.

Broker Selection

In selecting broker-dealers (including electronic communications networks) to effect Client transactions, Matarin seeks to obtain best execution under the circumstances, taking into consideration, among others, the relevant broker-dealer’s:

- ability to effect prompt and reliable executions at favorable prices;
- operational efficiency with which transactions are effected taking into account the size of order and difficulty of execution;

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- integrity and stability;
 - financial strength;
 - commitment of capital to facilitate transactions;
 - quality, comprehensiveness and frequency of available research services considered to be of value; and
 - commission rates and dealer spreads in comparison with other broker-dealers.

Matarin will also take into consideration whether the broker-dealer is a minority-owned or women-owned firm.

The Firm is not required to weight any of these factors equally.

Client transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions (and mark-ups or mark-downs) than would be the case for more routine services.

Research and Brokerage Services (“Soft Dollars”)

As is customary in the industry, broker-dealers may provide proprietary research to investment advisers, including the Firm. Commissions and other transaction costs (e.g., “mark-ups” and “mark-downs”) paid to these broker-dealers to execute transactions include the cost to receive brokerage services. Matarin’s quantitative investment model does not rely on external research. Further, it is also Matarin’s policy to prohibit the use of third-party research products and/or services paid for with Clients’ commissions (“soft dollars”).

Directed Brokerage

The Firm discourages directed brokerage arrangements. However, with Matarin’s consent, Clients may direct the Firm to effect some or all of their transactions with certain broker-dealers. In the event that the Firm agrees to accept a Client’s directed brokerage instructions, the Client should be aware that the Firm may not be able to obtain best execution for its transactions and may receive less favorable prices and pay higher commission rates or incur higher transaction costs for executing these transactions.

Aggregation and Allocation

Matarin’s goal is to minimize any conflict of trade allocation – not to favor certain accounts over others. Matarin, at its discretion, may aggregate orders in the same security for Clients transacting in that security and will generally allocate the securities or proceeds (and the

related transaction expenses) on an average-price basis among the applicable Clients. With respect to trade execution orders that are partially filled, the Firm will generally allocate the partially filled order pro rata to the Clients in the order; however, the Firm may determine not to make such allocation based on a minimum share size, basis points, and other reasons.

When the Firm trades within a strategy, various methods are used to determine the order in which trades will be allocated to various accounts:

- 1) Based on custodian
- 2) Based on indicated turnover, high to low (most often)
- 3) Based on minority brokerage targeted accounts versus non-minority brokerage targeted accounts
- 4) Based on a random number generator
- 5) Based on year-to-date or quarter-to-date performance low to high

The Firm believes that by aggregating orders, commission rates and transaction costs may be reduced as a result of such aggregation. However, in certain instances, average pricing may result in higher or lower total net execution price than otherwise obtainable by effecting Client transactions separately. Matarin believes that aggregating orders contributes to seeking best execution. Accounts traded with the same broker on the same trading day will all receive the same average execution price as all other accounts within the chosen allocation.

Trade Errors

From time to time, the Firm's trading activities may result in the occurrence of a trade error. For example, trade errors may happen as a result of buying or selling the incorrect amount of securities (e.g., 10,000 shares were purchased when the intention was to purchase 1,000 shares), effecting transactions for the wrong Client, or transacting the order in the wrong direction (e.g., shares were purchased when they should have been sold). When trade errors occur, the Firm's policy is to correct the error promptly. In the event that the error created a loss for the Client, Matarin will work with appropriate firms to make the Client whole.

Principal and Agency Cross-Transactions

"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 securities from or sells securities to advisory clients. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another client account.

An "agency cross transaction" is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the 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. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. Matarin is neither registered as, nor is affiliated with, a broker-dealer.

In certain situations, however, Matarin may facilitate cross-trade transactions between Clients (e.g., when re-balancing portfolios). Specifically, Matarin is permitted to facilitate cross trades between two (or more) Clients where Matarin does not act as a broker and does not receive any commission or commission-equivalent fee. In these instances, Matarin will ensure that (i) the cross trade is in line with its duty to seek best execution with respect to all Clients involved and (ii) the trade is consistent with the best interests of each Client involved.

Blind Principal Bid Transactions (“BPB”)

Institutional investors use BPB as a tool to minimize market impact and lock in competitive transaction costs by effectively transferring the trading risk from the Firm to the broker. A BPB is submitted to a broker that reveals only general characteristics of a basket of securities, such as its beta, market cap, sector, and other attributes without specifically listing the name of the securities in the basket. Based on these characteristics, the broker will bid on the basket; the investment advisor has the option to accept or refuse the brokers bid.

Matarin began BPB trading in October, 2018. Brokers that are considered for BPB trades are diligently vetted by the Investment and Management Teams.

The Investment Team determines when BPB trading is the most efficient manner in which to execute purchase and sale transactions on a basket of securities across multiple accounts. The “characteristics” of the basket of securities are sent to no less than three brokers at the same time (within 2-3 seconds) of the trading day. The brokers are given fifteen minutes to respond back with a bid – the lowest bid wins. After the winning bidder is notified, the broker executes the transactions at the strike price agreed upon shortly thereafter. Each Matarin Client included in the allocation will receive the same execution price.

Item 13 Review of Accounts

Account Reviews

Stuart Kaye, Ralph Coutant, and Nili Gilbert, portfolio managers and principals, monitor Client portfolios continuously to ensure consistency with the Firm's investment processes and conformity with Clients' objectives and guidelines. Positions, potential investments, cash, and other portfolio parameters are reviewed daily by the investment team.

Matarin's operations team performs a full reconciliation of each account with each respective custodian bank on at least a monthly basis. Account holdings are reconciled daily via an electronic link between Matarin and the custodian bank. The full reconciliation process includes review of all investment transactions, holdings, dividends/income, and corporate actions. Daily reconciliations are performed with the top three custodians (State Street, Bank of New York, Northern Trust) used by our clients. Clients maintain full discretion on the choice of custodian; Matarin does not recommend or suggest any custodial service to any client.

Client Reports

Separately managed account Clients receive monthly statements from their respective custodians.

Matarin provides Clients with monthly and/or quarterly account reports and/or statements that include portfolio exposures and performance information.

Item 14 Client Referrals and Other Compensation

Client Referrals

We have not entered into any arrangements with solicitors or other third parties whereby such third parties are compensated for referring Clients to the Firm or for referring investors to investment vehicles managed by us.

Other Compensation

Matarin has not entered into any arrangement under which it receives any economic benefit, including sales awards or prizes, from a person who is not a Client for providing advisory services to Clients.

Item 15 Custody

Separately Managed Accounts

Clients' assets are held by a custodian (e.g., bank, broker-dealer, or other qualified custodian) of their own selection.

Item 16 Investment Discretion

Matarin only accepts fully-discretionary accounts. Each Client is expected to sign a power of authority that gives Matarin the right to execute on its behalf. In the case of separately managed accounts, all risk and return parameters as well as goals, objectives, and benchmarks will be clearly outlined in the investment management agreement and will be agreed to by all parties.

Pursuant to these authorizations, Matarin is granted discretionary authority to make investment decisions and to select the broker-dealer to effect these decisions and the commission rates to be paid.

Investment guidelines and restrictions must be approved by Matarin in writing.

Item 17 Voting Client Securities

Matarin has implemented policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 of the Advisers Act. This Rule generally requires Matarin (i) to adopt policies and procedures reasonably designed to ensure that proxies, with respect to securities in the Clients' accounts, are voted in the best interest of its Clients; (ii) to maintain records relating to proxy voting; and (iii) in the limited circumstances where Matarin is required to exercise voting discretion, to disclose how information may be obtained on how Matarin votes proxies.

Matarin has adopted Proxy Voting Policies and Procedures that are reasonably designed to ensure that proxies with respect to Clients' portfolio securities are voted in the best interests of those Clients pursuant to its Proxy Voting Policy and Procedures.

Matarin does not generally directly vote proxies on behalf of its Clients' accounts. In the event that the Firm receives proxy voting materials with respect to securities in Client accounts over which it does not exercise voting discretion, it will promptly provide those materials to the appropriate Clients, or to any third-party service provider retained by the Firm to vote on behalf of such Clients. Proxies over which Matarin does not exercise voting discretion are voted either directly by the Client or, alternatively, by service providers retained directly by, and who act on behalf of, the Client, subject to the Client's directives and supervision.

In addition, for those Clients who opt to have Matarin vote their proxies, Matarin has retained Glass Lewis & Co. ("Glass Lewis"), an unaffiliated governance analysis and proxy voting firm serving institutional investors that collectively manage more than \$15 trillion in assets with research focused on the (i) long-term financial impact of investment and proxy vote decisions, and (ii) creation and preservation of long-term shareholder value, to vote the proxies.

With respect to the aforementioned designated accounts, Matarin uses Glass Lewis' General Policy. Glass Lewis' General Policy seeks to focus on facilitating shareholder voting in favor of governance structures that will drive performance and create shareholder value. In addition to that General Policy, Matarin may elect to utilize another policy as an overlay enhancement. For example, Matarin may elect to utilize Glass Lewis' ESG Guidelines as a policy overlay to the General Policy. The ESG Guidelines seek to enhance investment return with a focus on disclosing and mitigating company risk with regard to ESG-related issues.

Copies of the General Policy and any appropriate policy overlay will be made available to prospective and current Clients of Matarin upon written request at no charge.

In connection with Matarin's annual review of its Proxy Voting Policies and Procedures, Matarin will review and assess the effectiveness and desirability of continuing to retain Glass Lewis and utilizing the General Policy (with or without any policy overlays) not less than once annually.

Item 18 Financial Information

We do not believe that there are any financial commitments that are likely to impair our ability to meet our contractual commitments to our Clients, and we have not been the subject of any bankruptcy proceedings.