

## Crystal Rock Capital Management, LLC

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This disclosure brochure on Form ADV Part 2 (the "Brochure") provides information about the qualifications and investment advisory business practices of Crystal Rock Capital Management, LLC ("Crystal Rock," the "Firm," "we," or "us.") If you have any questions about the contents of this Brochure, please contact Jay H. Freedman at (847) 282-7010 or via email at [Jay@crystalrockcap.com](mailto:Jay@crystalrockcap.com). 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.

Additional information about the Firm's investment advisory business is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view the Firm's information on this website by searching for Crystal Rock Capital Management, LLC. You can also search using the Firm's IARD number. The IARD number for the Firm is 157296.

Registration as an investment adviser does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

Since Crystal Rock's last annual update of our disclosure brochure in February 2018, the material changes made to the brochure are as follows:

- We have updated our assets under management as referenced in Item 4

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after my firm's fiscal year ends. Crystal Rock's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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## **Item 4 – Advisory Business**

Crystal Rock Capital Management, LLC., an Illinois limited liability company (the “Firm,” “Crystal Rock,” “we,” or “us”), is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”). Crystal Rock was formed in 2005, and began managing Crystal Rock Fund, LLC (the “Fund”), in June, 2006, with an objective of producing superior risk adjusted equity investment returns through a disciplined process of individual stock selection and constructing and managing a “high-conviction” concentrated portfolio. The Fund is a privately offered investment fund that was organized in December 2005 as a Delaware limited liability company, and is open for investment by qualified investors.

While Crystal Rock expects to focus primarily on the common stocks of U.S. companies for the investment portfolios of the Fund and its other client accounts, from time to time it may invest a portion of managed assets in the common stock of non-U.S. companies or in securities that are convertible into equity or otherwise may be a proxy for equity. Crystal Rock does not expect to use “leverage” (i.e., margin financing) in making investments, nor engage in stand-alone short selling, nor use options or other derivatives.

- The Firm has been an SEC Registered Investment Advisor since February 2012.
- The Firm is owned by Jay H. Freedman as the Managing Member. Crystal Rock Holdings, LLC, an Illinois limited liability company (“Holdings”) is a special member of the Fund which is also owned by Jay Freedman as Managing Member. Under the terms of the Fund, Holdings will receive the Incentive Allocation from the Fund, as described further in this Brochure.
- The Firm’s Chief Compliance officer is Jay H. Freedman, who is assisted by Andrew Starr
- The Firm is registered as an investment adviser because it serves as the investment manager of the Fund, and also serves as the investment manager of separately managed investment accounts for a select number of clients (the “Managed Accounts”).
- The Fund is excluded from the definition of the term “investment company” under Section 3(c)(1) of the Investment Company Act of 1940, as amended (the “1940 Act”); therefore, it is not required to register as an investment company under the 1940 Act.

### **Crystal Rock’s Investment Management Services**

#### **Overview**

Crystal Rock serves as the investment manager of the Fund and a select number of Managed Accounts. For all purposes in this Brochure, the Fund and each Managed Account client shall be deemed a “client” of Crystal Rock. Crystal Rock has sole and complete responsibility for managing its clients’ investment portfolios pursuant to the investment objectives and investment policies of such clients. (See Item 15 – Investment Discretion for more information). Crystal Rock’s investment decisions are made collaboratively by Crystal Rock’s investment professionals. Typically, Crystal Rock’s Chief Investment Officer, Jay H. Freedman, and at least one other analyst will analyze and review the relevant investment merits of each security. Each Crystal Rock principal is responsible for monitoring client holdings and potential investments within his individual areas of expertise.

Investors in the Fund will receive a copy of the Fund’s Private Offering Memorandum and Operating Agreement and will be required to execute a subscription agreement in order to subscribe for limited liability company interests in the Fund. The foregoing Fund documents are referred to in this Brochure as the “Fund Offering Materials”.

### ***Investment Objectives and Strategies***

Crystal Rock's investment objective for its clients is to focus on the publicly-traded equities of companies which are competitively advantaged, well-managed companies (typically expected to be 50-75% of the portfolio), or those with not-yet-fully recognized emerging growth opportunities. Crystal Rock also anticipates that a portion of the investment opportunities which are uncovered will come from either special situations (such as turnarounds, spin-offs, or supply/demand imbalances) or intra-sector pair trades, which involve buying an "undervalued" and selling an "overvalued" security within the same industry (such pair trades not expected to be more than 10% of the portfolio).

It is expected that the client's portfolio will be relatively concentrated, consisting of approximately 20 core positions. Positions generally will be initiated at less than 10% of the portfolio as a percentage of overall portfolio net assets, with no single position expected to exceed 15% of the portfolio. Crystal Rock does not believe it is competitively advantaged as market timers. Accordingly, cash levels will be a function of Crystal Rock's ability to find potentially productive investments and are not expected to exceed 15%.

The foregoing percentages represent working guidelines only. Positions will not necessarily be reduced or liquidated in the event these percentages are exceeded in a given instance.

While Crystal Rock expects its investment focus to be primarily on the publicly-traded common stock of U.S. companies, from time to time it also may invest a portion of client assets in the common stock of non-U.S. companies or in other securities that are convertible into equity or that otherwise may be a proxy for equity, such as preferred stock or convertible securities. From time to time, Crystal Rock also may direct its client accounts to invest in initial public offerings of equity securities (i.e., "new issues"). Crystal Rock does not expect to use "leverage" (i.e., margin financing) in making investments for its clients, nor does it expect to engage in stand-alone short selling or to use options or other derivatives.

### ***Fund and Managed Account Services***

Crystal Rock's primary business is to manage the investments of the Fund. Qualified investors who are permitted to subscribe for limited liability company interests of the Fund will become investing members of the Fund. Crystal Rock also manages Managed Accounts for a select number of clients outside of the Fund, pursuant to the same (or substantially similar) investment strategy as the Fund's investment strategy. Clients that open a Managed Account will be required to sign an investment management agreement with Crystal Rock setting forth the terms on which Crystal Rock will manage the client's account, and giving Crystal Rock discretionary power of attorney over the assets of the account (each, an "Investment Management Agreement").

### ***Tailoring of Advisory Services to Individual Needs of Clients***

All management and investment decisions regarding client accounts are based on the objectives, strategies and policies of the particular client. Crystal Rock, as investment manager of the Fund, is responsible for all major decisions of the Fund, including, without limitation, amending or changing the Fund's investment objectives, investment strategies and investment policies or limitations. Managed Accounts are typically managed with the same objectives and strategies as those applied to the Fund, however, the Firm will tailor a managed portfolio based on client preferences as agreed with the Firm.

### **Investment Specialization**

Crystal Rock's area of investment specialization is equities. The Firm performs fundamental analysis to determine individual stock selection and manages relatively concentrated equity portfolios. Stock selection is based on traditional, bottom-up, fundamental equity analysis with a goal of developing longer-term investment insights. As part of the investment process, the Firm employs a proprietary cash flow-based valuation framework.

### **Types of Investments.**

Crystal Rock provides investment advice on the following types of investments.

- Exchange-listed stocks
- Stocks traded over-the-counter
- Foreign stocks

Crystal Rock may also utilize No-Load Mutual Funds or Exchange Traded Mutual Funds on a limited basis.

Crystal Rock does not provide advice on warrants, corporate debt securities (other than commercial paper), commercial paper, certificates of deposit, municipal securities, variable life insurance, variable annuities, United States government securities, options contracts on securities and commodities, futures contracts on tangibles and intangibles, interests in partnerships investing in real estate, oil and gas interests, hedge funds and other types of private (i.e., non-registered) securities.

### **Assets Under Management**

As of December 31, 2018, the firm manages \$133,330,425 and all assets are managed on a discretionary basis.

## **Item 5 – Fees and Compensation**

Crystal Rock's objective is to produce superior risk adjusted equity investment returns through a disciplined process of individual stock selection and constructing and managing a "high-conviction" concentrated portfolio. The Firm charges the fees for its services that are outlined below.

### **Management Fee – Fund**

For its services to the Fund, Crystal Rock will be paid a monthly management fee based on the following schedule:

Investor Capital Account NAV	Monthly Percentage	Annual Percentage
0 - \$10 Million	0.125%	1.5%
Amounts in excess of \$10 Million	.083%	1.0%

Investors in the Fund will pay the Firm, for acting as the investment manager of the Fund, a monthly management fee equal to the applicable percentage of the NAV (defined below) of the investor's capital account in the Fund. All management fees will be charged in advance and typically will be deducted within 15 days after the start of the month. Should Crystal Rock not provide investment management services for a full month, all fees will be charged on a pro-rata basis.

### ***Management Fee – Managed Accounts***

Crystal Rock's fee management fee schedule for Managed Accounts is as follows:

Managed Account NAV	Monthly Percentage	Annual Percentage
0 - \$10 Million	0.125%	1.5%
Amounts in excess of \$10 Million	.083%	1.0%

A monthly management fee equal to the applicable percentage of the NAV of the Managed Account will be billed in arrears and due within 30 days after month-end. Should Crystal Rock not provide investment management services for a full month, all fees will be charged on a pro-rata basis.

For purposes of this Brochure, "NAV" means the fair market value of the assets less liabilities of the Fund, any investor's capital account therein, or of a Managed Account, as the case may be, as of the relevant period.

Crystal Rock may waive or reduce the management fee with respect to any or all investors in the Fund or for a Managed Account client. In addition to a fee "breakpoint" for investments larger than \$10 million, Crystal Rock reserves the right to negotiate fee structures for other sizeable investors or clients.

### ***Other Fees and Expenses***

The Fund and the Managed Accounts will be charged other fees and expenses in addition to the management fee described above. Brokerage and other investment transaction expenses are charged to the Fund and to the Managed Accounts. The Fund also incurs operating expenses for services including third party accounting, financial statement preparation, audit, tax statement preparation, legal fees, research services and other miscellaneous costs. Such operating expenses are capped at 30 basis points annually. For 2017 these expenses totaled 7 basis points of the average NAV of the Fund.

The Fund also will pay the Incentive Allocation to Holdings, as described in Item 6 - Performance-Based Fees and Side By Side Management, below. Performance-based fees may or may not be charged to Managed Accounts, as agreed between Crystal Rock and the particular client.

### ***Termination of Services***

The Fund Offering Materials provide that Crystal Rock may not be removed as the investment manager of the Fund by the investors in the Fund. As provided for in the Fund Offering Materials, investors in the Fund generally may withdraw from the Fund as of the end of any calendar quarter upon no less than 45 days' prior written notice following their first year of investment. Managed Account clients may terminate their Investment Management Agreement with Crystal Rock upon such terms as are set forth in such agreement.

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

Performance based-fees can only be offered to “qualified clients”. The definition of “qualified clients” can be found in Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

“Qualified client” pursuant to Rule 205-3 means:

- (i) A natural person who or a company that immediately after entering into the contract has at least \$1,000,000 under the management of the investment adviser;
- (ii) A natural person who or a company that the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, either:
  - (A) Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,000,000, at the time the contract is entered into; or
  - (B) Is a qualified purchaser as defined in section 2(a)(51)(A) of the Investment Company Act of 1940 (15U.S.C. 80a-2(51)(A)) at the time the contract is entered into.

Crystal Rock Holdings, LLC, an affiliate of Crystal Rock and a special member of the Fund, receives a performance-based special profit allocation (the “Incentive Allocation”) equal to 15% of all New Net Profits (defined below) experienced by each investor’s capital account in the Fund, in excess of the Hurdle Return Amount (defined as equaling an annual rate of 5% multiplied by the NAV of such capital account as of the first business day of the subject calendar year).

“New Net Profits” means the amount by which the NAV of an investor’s capital account on the last day of the calendar year exceeds the NAV of the investor’s capital account as of the last date on which an Incentive Allocation was previously made with respect to the investor’s capital account, or if no Incentive Allocation has ever been made, then the NAV of the capital account as of the date the capital account was established. The Incentive Allocation is thus calculated on a “high water mark” basis. New Net Profits takes into account both realized and unrealized gains and losses and is adjusted for redemptions and contributions. (Please refer to the Fund’s Offering Materials for more specific details on the calculation of the Incentive Allocation.)

Once an Incentive Allocation is made with respect to a capital account in the Fund, it will be retained by Holdings despite the fact that such capital account may incur losses in the future. Crystal Rock and Holdings may withdraw any amounts of their investments in the Fund at any time, without notice to the other investors.

The Incentive Allocation generally will be determined annually as of the end of each calendar year and upon a withdrawal by the investor. Crystal Rock may waive or reduce the Incentive Allocation with respect to any or all investors.

Crystal Rock does not represent that the amount of profits interests retained by Holdings is consistent with other private pooled investment vehicle arrangements. The percentage of profits retained by Holdings may be higher or lower than the fees charged and profits retained by other fund managers for the same or similar services.



Managed Account clients may or may not be charged a performance-based fee, as agreed between the client and Crystal Rock. The terms of any such performance-based fees will be as set forth in the client's Investment Management Agreement. As of the date of this Brochure, no Managed Account clients are charged performance-based fees.

Performance-based fees generally give investment managers an incentive to trade in a riskier fashion for client accounts that are charged such fees than for client accounts that are not charged such fees, and to favor performance fee-paying accounts over non-performance fee-paying accounts in the allocation of investment opportunities. However, Crystal Rock has procedures to ensure that all client accounts are treated fairly and equitably, and to prevent these conflicts from influencing the allocation of investment opportunities.

### **Item 7 – Types of Clients**

Crystal Rock provides asset management services to the Fund and a limited number of Managed Accounts for individual, corporate and institutional clients. There is no set minimum investment amount to invest in the Fund or to open a Managed Account, although all investment amounts are subject to approval by Crystal Rock in its sole discretion. Investors in the Fund must be an “accredited investor” as defined in Regulation D of the Securities Act of 1933, as amended, and a “qualified client” as defined in Rule 205-3 of the Advisers Act of 1940, as amended (“Advisers Act”), except as Crystal Rock otherwise permits in its sole discretion. Clients opening Managed Accounts must satisfy any specific eligibility requirements set by Crystal Rock for the particular account, as set forth in the Investment Management Agreement. In the event that a Managed Account client is charged a performance-based fee, such client will be required to be a qualified client as defined under the Advisers Act.

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

#### **Methods of Analysis in Formulating Investment Advice**

Crystal Rock's stock selection approach is based upon traditional, bottom-up, fundamental equity analysis with a goal of developing and valuing longer-term investment insights. These insights attempt to look beyond readily apparent short-term investment information and, necessarily, differ from marketplace consensus.

Crystal Rock does not strive to conform to any one traditional investment management “style” box. Crystal Rock believes that profitable investment opportunities may present themselves in differing sizes and shapes, and that a flexible approach will best leverage its collective investment experience and core competencies. Crystal Rock intends to consistently employ a well-defined, disciplined investment approach based on fundamental research, individual security selection, a longer-term investment horizon, and the firm's proprietary expertise utilizing a market-based discounted cash flow framework, towards its goal of constructing and managing a “high-conviction,” concentrated portfolio.

Crystal Rock recognizes the highly competitive nature of equity markets, yet believes its potential competitive advantage stems from the following:

- **Investment experience.** Relevant investment experience may not be replaced with a model or screening tool, and Crystal Rock's principals collectively bring more than 50 years of relevant experience to understanding longer-term value creation.
- **Investment Capacity.** Crystal Rock is aware of the inherent trade-offs between fund raising, asset growth, and investment performance, and does not intend to sacrifice investment performance for the sake of asset growth.
- **Investment horizon.** Crystal Rock believes that a longer-term investment horizon, i.e., one measured in years and not weeks, allows Crystal Rock to take advantage of the fact that investor perceptions often fluctuate more than underlying fundamentals. This time frame is not only consistent with a more strategic and patient approach to investing, but can also promote tax efficient returns. Additionally, avoiding the increasingly crowded marketplace of investors focused on frenetic trading activity can enable client portfolios to reduce portfolio transaction costs, further maximizing investment returns.
- **Index agnostic investment decision-making process.** Crystal Rock's investment decisions are based on the relative investment attractiveness of individual security selection, and not on benchmark or index weightings. We intend to strive for capital preservation and absolute returns, not performance "relative" to any particular benchmark.
- **Proprietary valuation approach.** Crystal Rock uses a proprietary analytic and valuation tool--Crystal Rock Value-Added ("CVA")--developed and marketplace-tested by one of Crystal Rock's principals. CVA is a market-based discounted cash flow approach that, in Crystal Rock's judgment, can enable it to better read investor expectations embedded in a current stock price, to determine the likely company-specific drivers of future value creation (and potential share price movement), better define the potential value of its differentiated investment insight, and more accurately evaluate investment opportunities both within and across different sectors.

### **Investment Strategies when Managing Client Assets and/or Providing Investment Advice**

Crystal Rock intends to consistently employ a well-defined, disciplined investment approach based on fundamental research, individual security selection, a longer-term investment horizon, and the Firm's proprietary expertise utilizing a market-based discounted cash flow framework, towards its goal of constructing and managing a "high-conviction," concentrated portfolio.

The following are some general investment strategies Crystal Rock uses when managing client portfolios.

**Long term purchases.** Investments held at least a year.

**Short term purchases.** Investments sold within a year.

**Trading.** Investments sold within 30 days.

### **Risk of Loss**

Investing in securities involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and investors in the Fund should be prepared to bear investment loss, including loss of original investment.

Because of the inherent risk of loss associated with investing in securities, Crystal Rock is unable to represent, guarantee, or even imply that its services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients or investors from losses due to market corrections or declines. There are a number of risk factors disclosed in the Fund Offering Materials that relate to the Fund specifically; prospective investors are urged to review such risk factors carefully prior to making an investment. In addition, the primary risk factors applicable to Crystal Rock's investment programs for its client accounts generally include:

- Market Risk –The markets, as a whole, could collapse, resulting in a decrease in the value of client investments. This is also referred to as systematic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company and Industry Risk - When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Management Risk – Crystal Rock's investments will be subject to investment management risk. The success and failure of the Firm's investment strategies, research, analysis and determination of portfolio securities will affect the value of Crystal Rock's investments for our clients.
- Small Company Risk - Investments in small companies may be riskier than investments in larger, more established companies. Small companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets, or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger companies.
- Concentration Risk – Crystal Rock manages relatively concentrated investment portfolios (in relation to capital), with the result that a loss in any single position could have a more severe adverse impact on the performance of the client's portfolio overall than it would in a more diversified portfolio.

#### **Item 9 – Disciplinary Information**

This item is not applicable to the Brochure because neither the Firm nor any "Management Person" (as defined in SEC rules) of the Firm has been involved in any legal or disciplinary events that are material to a current or prospective client's or investor's evaluation of the Firm's business or integrity.

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

### ***Crystal Rock***

Crystal Rock's business is to serve as the investment manager of the Fund and a select number of Managed Accounts. Crystal Rock is not engaged in any other business activities and offers no services other than those described in this Brochure.

Please refer to Item 4 – Advisory Business for a description of Crystal Rock's affiliation with the Fund.

Please refer to Item 5 – Fees and Compensation and Item 6– Performance-Based Fees and Side By Side Management, for a description of the material financial interest Holdings has in the Fund, and conflicts of interest.

### ***Crystal Rock Advisors, LLC***

Jay H. Freedman also is Managing Member of Crystal Rock Advisors, LLC which is an Illinois limited liability company that was established to provide consulting services to business owners. Mr. Freedman devotes approximately 2 days per quarter to this business activity.

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

### **Code of Ethics Summary**

As an investment adviser, Crystal Rock has established a Code of Ethics. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each client at all times. This fiduciary duty is considered the core underlying principle for the Code of Ethics, which also covers Insider Trading and Personal Securities Transactions Policies and Procedures. Crystal Rock is committed to conducting business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Full disclosure of all material facts and conflicts of interest will be provided. Business and investor dealings will be honest, ethical and fair. Crystal Rock will attempt to avoid or at least disclose all circumstances that might negatively affect or appear to affect its duty of loyalty to our clients.

This disclosure is provided as a summary of the Firm's Code of Ethics. However, if you would like to review the Firm's Code of Ethics in its entirety, a copy will be provided promptly upon request.

### **Employee and Affiliate Personal Securities Transactions Disclosure**

Crystal Rock's employees and affiliates may buy or sell investments that are also held by Crystal Rock's client accounts for their own personal accounts. In order to minimize the potential for conflicts and the risk that corporate opportunities of client accounts be usurped by the Firm's employees or affiliates, the Firm does not allow purchase or sale of any investment on the same day that a transaction in the same security is being implemented for any client account. Therefore, accounts of Firm affiliates will only invest in the same investments considered by Crystal Rock for its client accounts after the decision has been made for client accounts as to whether to invest in the particular security and all investment transactions have been executed.

Jay Freedman, Crystal Rock's Chief Compliance Officer will be involved in all questions or queries regarding conflicts of interest and all personal trades in equity securities should be cleared by Jay Freedman prior to execution.

## **Item 12 – Brokerage Practices**

Equity trading for client accounts is typically performed by Nate Fleming, Jay Freedman, or Daniel Angel. Compliance and trade reporting is supervised by Jay Freedman. Prior to, or on a contemporaneous basis with, trades being placed with brokers or electronically, a compliance email is composed and circulated that times and dates the Firm's exact intentions regarding the allocation for the various client accounts that will participate in the trade.

As an investment manager, Crystal Rock has a duty to select broker/dealers based on the best interest of its client accounts. In this regard, the primary factor in selecting a broker/dealer is that the services of the broker/dealer are provided in a cost-effective manner. Best execution of client transactions is an obligation Crystal Rock takes seriously and is a catalyst in the decision of selecting a broker/dealer. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. As a result, the commission rates and dealer spreads paid by client accounts may not be the lowest available. The trading process of any broker/dealer selected must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, statement preparation, the financial strength of the firm and the investment research services provided by the firm to Crystal Rock relating to its management of the portfolio are some of the other factors determined when selecting a broker/dealer.

From time to time, a portion of the commissions generated by Crystal Rock on securities transactions for its client accounts may generate "soft dollar" credits that Crystal Rock may use to pay for investment research services that it uses in making portfolio decisions for its client accounts, in compliance with the soft dollar "safe harbor" in Section 28(e) of the Securities Exchange Act of 1934, as amended. Crystal Rock will not use any such credits to pay for non-research related services or goods.

Currently, Wells Fargo Prime Services is the Fund's introducing broker for trading, reporting, and customer service functions (the "Introducing Broker"). Goldman Sachs Execution & Clearing is the Fund's prime broker for custody and clearing purposes (the "Prime Broker"). Crystal Rock may replace the Introducing Broker and the Prime Broker or select additional brokers in its discretion.

Crystal Rock will deposit all of the Fund's assets with the Prime Broker or a bank account used to affect wire transfers. Crystal Rock expects the portfolio transactions of its clients to consist primarily of transactions executed on securities exchanges and markets through various executing brokers and dealers. From time to time, Crystal Rock may also direct its clients to purchase securities in principal-to-principal transactions directly from issuers, such as in private investments in public equity (PIPE) transactions. Crystal Rock will select such executing brokers and dealers and negotiate the terms of the Firm's transactions with those firms, principally brokerage commission rates and dealer spreads.

## **Item 13 – Review of Accounts**

### **Account Reviews and Reviewers**

Crystal Rock has contracted with NAV Consulting Inc. (“NAV Consulting”) for the preparation and delivery of monthly and annual statements, performance reporting and updated account balances for investors in the Fund. The Firm has established an internal process performed by Jay Freedman to perform supervision and verification of the activities performed by NAV Consulting. Correspondence regarding the Fund performance and an overview of portfolio activity is provided on a quarterly basis via investor letter written by Jay Freedman. Jay Freedman typically handles or oversees pertinent client and investor inquiries. Managed Accounts receive information directly from their custodian, which may be a different institution than the Prime Broker.

### **Statements and Reports**

NAV Consulting provides each investor in the Fund with monthly and annual statements of activity, a summary of the account’s performance and updated account balances. Managed Accounts receive this information directly from their custodian, which may be a different institution than the Prime Broker.

Please refer to **Item 15 - Custody** for an explanation of the other reports that are provided to clients and investors.

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

Crystal Rock does not directly or indirectly compensate any person or entity for client referrals. The only compensation received from advisory services is the fees charged for providing investment advisory services as described in Item 5 of this Disclosure Brochure. Crystal Rock receives no other forms of compensation in connection with providing investment advice.

Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.

## **Item 15 – Custody**

Crystal Rock is deemed to have custody of the Fund’s assets, securities and cash because Crystal Rock serves as the Managing Member of the Fund, and, as such has access to the Fund’s securities and other funds. As a result Crystal Rock will maintain the Fund’s accounts at the Prime Broker or registered broker/dealer that serves as the Fund’s “qualified custodian” for purposes of Crystal Rock’s compliance with the applicable requirements under the SEC’s custody rule.

For accounts in which Crystal Rock is deemed to have custody (such as the Fund), the Firm has established procedures and requires multiple signatures on checks and wire transfers to ensure all client funds and securities are held safely at a qualified custodian. With respect to accounts for which the Firm does not have custody (such as Managed Accounts), clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian’s name, address and the manner in which the funds or securities are maintained. Finally, with respect to the Fund, account statements are delivered directly from NAV Consulting to each Fund investor monthly, while Managed Account clients will receive statements from the account custodian

selected by client. Investors and clients should carefully review those statements/reports. When investors have questions about their account statements/reports, they should contact Crystal Rock or NAV Consulting, while Managed Account clients should contact their custodian.

Crystal Rock shall provide the investors in the Fund with notice of the qualified custodian that is holding the Fund's accounts. Additionally, the Fund will engage a public accounting firm to audit the Fund at least annually and distribute audited financial statements (prepared in accordance with generally accepted accounting principles in all material respects) to all investors within 120 days after the end of the Fund's fiscal year. The Fund's auditor is RSM US LLP.

It is anticipated that commentary on the Fund's activity will be provided to the investors via email and/or mail for periodic updates and overview.

It is not expected the Crystal Rock will have custody of client funds and securities in its clients' Managed Accounts.

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

As investment manager to its client accounts, the Firm will have discretionary authority to manage securities accounts owned by its clients in such accounts. The Firm will have the authority to determine the type of securities and the amount of securities that can be bought or sold for its clients' portfolios. However, it is the Firm's policy to consult with Crystal Rock's Chief Investment Officer prior to making significant changes in the portfolio holdings.

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

As investment manager, the Firm will be responsible for voting securities on behalf of each client, except as otherwise directed by the client. If the Firm recognizes a conflict of interest with respect the voting of proxies on behalf of its clients, the Firm will consult with outside counsel to assist with the voting. When the Firm votes proxies, the objective is to maximize the value of the securities held in each client's portfolio. A copy of Crystal Rock's proxy voting policies and procedures is available upon request.

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

The Firm does not solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, the Firm is not required to include its balance sheet for the most recent fiscal year. The Firm is not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients. Finally, the Firm has not been the subject of a bankruptcy petition at any time.

## CRYSTAL ROCK CAPITAL MANAGEMENT, LLC PRIVACY POLICY

**OUR COMMITMENT TO PROTECTING YOUR PRIVACY.** Crystal Rock Capital Management, LLC (“we”) consider customer privacy to be fundamental to our relationship with our investors and clients. In the course of acting as investment manager to Crystal Rock Fund, LLC (the “Fund”) or to your separately managed account (“Managed Account”), we collect personal information about you (“nonpublic personal information”). We collect this information to know who you are and to meet our obligations under the laws and regulations that govern us.

We are committed to maintaining the confidentiality, integrity and security of our investors’ nonpublic personal information. It is our policy to respect the privacy of our current and former investors and clients and to protect the nonpublic personal information entrusted to us. This Privacy Policy describes the standards we follow for handling your nonpublic personal information, with the dual goals of meeting your financial needs while respecting your privacy.

### **1. Information We Collect**

We collect nonpublic personal information about you from three sources:

- Information on subscription agreements or other forms. This category may include your name, address, tax identification number, age, marital status, number of dependents, assets, debts, income, employment history and personal bank account information.
- Information from your transactions with us, such as your investment history with us and your investment balance.
- Information obtained from others.

### **2. Information We Disclose**

We may disclose any of the nonpublic personal information we collect with unaffiliated third parties only if necessary to act as investment manager to the Fund or to your Managed Account, as applicable, or to complete a transaction for the Fund or your Managed Account.

For example, we may disclose nonpublic personal information about you to the unaffiliated third parties and in the circumstances described below, as permitted by applicable laws and regulations:

- Companies with whom we have contracted to provide Fund or Managed Account-related services.
- Our lawyers, accountants, auditors, regulators and advisers.
- If we suspect fraud.
- To protect the security of our records and communications facilities.
- Information you have authorized us to disclose.

### **3. Protecting Your Information**

We limit access to the nonpublic personal information we have about you to our employees who need to know such information in order for us to act as investment manager to the Fund or to your Managed Account, as applicable. In addition, we maintain appropriate physical, electronic and procedural safeguards to protect your nonpublic personal information.



#### **4. Former Investors and Clients**

We treat nonpublic personal information concerning our former investors and clients the same way we treat nonpublic personal information about our current investors and clients.

#### **5. Keeping You Informed**

We will send you a copy of this Privacy Policy annually. We will also send you all changes to this Privacy Policy as they occur.

\* \* \*

Should you have any questions regarding this Privacy Policy, please contact Jay H. Freedman at (847) 282-7011 (office) or (847) 404-8304 (mobile) or by email at [jay@crystalrockcap.com](mailto:jay@crystalrockcap.com). Thank you.

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