



## **Investment Adviser Brochure Part 2A**

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This brochure provides information about the qualifications and business practices of Good Steward Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (520) 300-6539.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Good Steward Capital Management, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The use of the term registered investment adviser does not imply a certain level of skill or training.

**January 31, 2019**

## **Item 2 – Material Changes**

No Material Changes

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## **Item 4 – Advisory Business**

Good Steward Capital Management, Inc. (“the Adviser”) has been in business since 2012, Titan Holdings Group, Inc. dba Good Steward Financial Services is the principal owner and Robert Barr is the principal owner of Titan Holdings Group, Inc.

### **Investment Management Services**

The Adviser provides investment management services to its clients on a discretionary and non-discretionary basis. When the Adviser manages client assets on a discretionary basis, the Adviser executes securities transactions for clients without having to obtain specific client consent prior to each transaction. Discretionary authority is limited to investments within a client's managed accounts. However, clients may impose restrictions on investing in certain securities or types of securities.

When the Adviser manages client assets on a non-discretionary basis, the Adviser notifies the client and obtains permission prior to the sale or purchase of each security within the managed account. Clients may decide not to invest in certain securities or types of securities and may refuse to approve securities transactions.

The Adviser provides investment management services that include, among other things, advice regarding asset allocation and the selection of investments, portfolio design, investment plan implementation and ongoing investment monitoring. The Adviser relies on the stated objectives of the client and considers the client's risk profile and financial status prior to making any recommendations.

The Adviser doesn't participate in wrap fee programs by providing portfolio management or any other services.

### **Private Fund Services**

The Adviser offers investment management services to pooled investment vehicles such as real estate funds. The Adviser also serves as the general partner to certain real estate funds. These entities will be collectively known as “the Funds”.

### **Custody**

The Adviser may maintain physical possession of the funds or securities of the Funds and has access to the Funds bank accounts for the purpose of administration, bookkeeping, and operations. The Funds may also enter into custodial agreements with other various qualified custodians.

In addition, the Funds will be audited at least annually and will distribute audited financial statements within 120 days of the end of each fiscal year, or within 180 days if it is a fund-of-funds.

Statements will be prepared in accordance with generally accepted accounting principles and in some case in accordance with international accounting standards. Account

statements will be distributed to all Fund Investors, members, other beneficial owners or their independent representatives.

The Adviser will provide clients with a written notice that contains the qualified custodian's name, address, and the manner in which the funds or securities are maintained promptly upon opening an account and following any changes to this information.

Generally, withdrawals will be permitted with at least thirty (30) days advance written notice and will be effective the last business day of any fiscal quarter. The Adviser may, at its sole discretion, waive or modify the conditions of withdrawal or suspend the Fund Investors' withdrawal rights when it believes it is in the best interest of the Fund. The Adviser may voluntarily withdraw all or any portion of its Capital Account at any time without giving notice to the Fund Investors.

### **Assets Under Management**

As of December 31, 2018, the Adviser manages \$4,700,000 in client assets broken down as follows:

- Discretionary \$4,700,000
- Non-Discretionary \$0

### **Financial Planning & Consulting Services**

The Adviser provides financial planning and consulting services consistent with a client's financial and tax status, in addition to their risk tolerance and investment objectives. Financial planning services generally include budgetary, estate, tax, business and other planning services as needed. The Adviser starts the comprehensive financial planning process by taking a financial inventory. This generally involves gathering enough data to perform an analysis of client liabilities, cash flow, net worth and tax assessments. The Adviser also evaluates client insurance coverage and needs.

The Adviser's next step typically involves assisting clients with formalizing their goals and plotting their investment timeline as part of the financial planning process.

### **Financial Planning Conflicts of Interest**

There is a potential conflict of interest because there is an incentive for the Adviser offering financial planning services to recommend products or services for which the Adviser or an associated person may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of the Adviser or to execute any transactions through the Adviser or an associated person if they decide to follow the recommendations.

## **Conflicts of Interest**

All material conflicts of interest are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice, are disclosed within this brochure.

## **Item 5 – Fees and Compensation**

### **Investment Management Fees**

The Adviser is compensated for investment management services based on a client's assets under management. Fees are paid quarterly in arrears and may be negotiable. Fees are due on the first day of the calendar quarter and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. The Adviser invoices clients or deducts fees directly from client accounts.

### **Annualized Fees**

Assets under management	Per Year
\$0 - \$2,000,000	1.75%
\$2,000,001 - \$5,000,000	1.50%
\$5,000,001 – No limit	1.25%

The Adviser will charge NO fees to clients that are invested in a Private Fund where the Adviser has executed an Investment Management Agreement and is being compensated by the Private Fund.

The account custodian may charge fees, which are in addition to and separate from advisory fees. Accounts may incur transaction costs, retirement plan administration fees, mutual fund annual expenses and other fees. Clients should note that fees for comparable services vary and lower or higher fees may be charged by different providers for similar services.

Clients will have a period of five (5) business days from the date of signing an advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the advisory agreement with 30 days written notice. Since fees are payable only after services are provided, there are no unearned fees and the client will not have a refund due upon early termination of the advisory agreement. However, the Adviser will prorate fees to the date of termination. Existing clients may pay fees as a different rate.

### **Private Fund Fees**

The Adviser charges an annual management fee of 1.00% to Private Fund Investment Vehicles where it has executed an Investment Management Agreement. Management fees are payable quarterly in arrears and are based on the market value of the assets under management when assets are placed in the portfolio or sold and the 4<sup>th</sup> quarter

fee is adjusted based on the 4<sup>th</sup> quarter market value. The Adviser prorates fees for Fund investments that are at times other than the start of a calendar quarter. The Adviser deducts fees directly from Fund accounts. Private fund management fees are negotiable with the Fund managers and may be paid from the fees charged by the Fund managers on a different schedule than quarterly. Investors should note that lower or higher fees for comparable services may be available from other sources.

The fees cover the normal operating expenses of the Adviser and the Funds will cover all other expenses. The Adviser reserves the right to waive or reduce its management fee to certain Fund investors.

### **Financial Planning & Consulting Fees**

The Adviser charges clients an hourly or fixed fee for financial planning and consulting services. Fees are based on the complexity of the plan or project and the range of services provided. Clients are billed at the rate of \$175 an hour or a fixed fee that generally ranges from \$1,000 to \$10,000 based on the range and complexity of the services provided. Advisory clients should note that fees for comparable services vary and lower or higher fees for comparable services may be available from other sources.

The Adviser provides clients with an estimate of the amount of time a financial plan or project will take and upon signing an agreement, a deposit of 50% of the estimated fee is required. The balance is due upon delivery of the financial plan or completion of the service.

If clients elect to implement recommendations made in a financial plan, their accounts may incur transaction costs, retirement plan administration fees, and other mutual fund annual expenses that are charged by broker-dealers, plan administrators or mutual fund companies that sell securities or provide additional services to Adviser clients. These fees are in addition to and separate from planning and consulting fees.

The Adviser anticipates that the financial plan produced will be delivered within six months or sooner of the date of the agreement. The Adviser considers fees for financial planning or a consulting project to be earned as progress is realized toward creation of the plan or completion of the service. Under no circumstances will the Adviser earn fees in excess of \$1,200 more than six months in advance of services rendered.

Clients will have a period of five (5) business days from the date of signing an agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the agreement prior to delivery of the plan or completion of the services with written notice. Upon termination, the Adviser will prorate fees to the date of termination and will refund any unearned portion of the fee.

### **Receipt of Additional Compensation**

Neither the Adviser nor any supervised person is associated with any broker dealer or accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

The Adviser may charge qualified clients an annual performance fee. The Adviser assesses the fee at the end of the year if there has been a net asset increase that is above any net asset decrease in the account value. The fee ranges from 1% to 5% based on the percentage of the net increase.

Clients that are charged a performance-based fee must be “qualified clients” under federal securities laws. Qualified clients are clients that have at least \$1,000,000 invested with the Adviser or have a net worth of more than \$2,000,000 at the time of entering into an agreement.

Performance fees may create an incentive for the Adviser to make investments that involve more risk and are more speculative than would be the case in the absence of a performance-based fee. Performance fees are calculated based on unrealized appreciation as well as realized gains in client accounts so the Adviser may receive increased compensation based on this method of calculation.

The Adviser manages accounts where a performance fee is charged as well as accounts where this is not the case. This creates an incentive for Adviser personnel to place qualified clients into accounts that are subject to performance fees. Management personnel review and approve all client accounts before they are opened. As part of their review, management personnel check for suitability of performance based accounts and will not approve the opening of such accounts if they are unsuitable for clients.

## **Item 7 – Types of Clients**

The Adviser provides advisory services to:

- Individual – Trusts, estates, 401(k) plans and IRAs of a household count as one individual.
- High net worth individual – An individual who is a “qualified client” under rule 205-3 of the Advisers Act of 1940 or is a “qualified purchaser”.
- Business entities including sole proprietorships
- Investment companies including mutual funds
- Pooled investment vehicles (e.g., private funds)



## **Account Minimums**

The Adviser requires a minimum of \$100,000 to establish a new investment management account; however, the minimum may be waived at the sole discretion of the Adviser. In addition, the Adviser may continue to service existing accounts that have values that are below the minimum. Accounts are generally subject to a \$1,000 minimum fee per year.

## **Account Minimums Private Funds**

Each Limited Partner will be required to make a minimum initial investment upon subscription to a Private Fund. The minimum initial investment may vary from Private Fund to Private Fund.

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

### **Method of Analysis**

The Adviser's main sources of financial information are prospectuses, research materials prepared by others, corporate rating services, annual reports and company press releases. The Adviser may utilize official statements, continuing disclosures and other information available through the MSRB's Electronic Municipal Market Access system (EMMA) when analyzing municipal securities.

#### *Fundamental Analysis*

The Adviser uses fundamental analysis. Fundamental analysis involves predicting the price movement of an asset based on measures that are related to the underlying business. This method is used to judge the performance of management. (Although it is important to note that things outside of management's control can impact performance.) Comparing the margins of the company and its relative performance to that of two or three of its peers will give an idea of whether the performance is potentially outside of management's control.

#### *Technical Analysis*

The Adviser uses technical analysis. Technical analysis involves predicting the price movement of an asset based on factors unrelated to the underlying business (price, volume, and open interest, among other factors, to detect and interpret patterns to predict the movement of individual securities, an industry or the broad market).

Charting is a subsector of technical analysis and also focuses on predicting price movements of assets based on patterns that are formed by the price movements.

## **Public Equity**

A corporation may issue stock to the general public after registration. Stock represents an ownership interest in a company. The Adviser uses valuation measures and financial information, evaluates the regulatory environment, analyzes products or services that are available or under development and the factors that can impact them to predict the price movement of a company's stock. The Adviser also makes comparisons to the company's peers and to the broader market.

## **Corporate Debt & Municipal Securities**

The Adviser generally analyzes the current yield, yield to maturity, yield to call, call and default risks, and interest coverage.

Debt is issued by federal, state and foreign governments and corporations to finance their operations. Debt represents their promise to repay the borrowed amount with interest according to the terms and conditions of the debt instrument.

Debt obligations offer limited participation in the upside of a business. In exchange holders receive interest and a position that is generally senior to equity in a bankruptcy.

## **Private Securities**

Some securities are acquired in unregistered, private sales from the issuer or from an affiliate of the issuer typically through Regulation D or other private placement offerings or employee stock benefit plans as compensation for professional services, or in exchange for providing start-up capital. The Adviser reviews the applicable offering documents. The Adviser may analyze:

- Management structure
- Backgrounds of management personnel
- Management and director compensation
- Financial statements
- Regulatory environment
- Competitors
- Products and services differentiators
- Threats to a company's ability to execute its business plan

In the case of pooled investments the Adviser may also analyze:

- Allocation of profits, losses and taxes
- Custody of securities and cash
- Lock-up period or any limitations towards the redemption of interest
- Exemptions from registration and types of investors
- Investment strategy, objective and the use of leverage
- Conflicts and potential conflicts of interest

- Performance information Gross or net and how calculated
- Valuation particularly of illiquid securities and hard assets

### **Investment Strategies**

The Adviser works with each client to design an appropriate investment strategy based on their financial and tax status, risk tolerance and investment objectives. The Adviser usually recommends investment strategies for the long-term, but may occasionally recommend short-term investment and hedging strategies. The Adviser generally recommends a target asset mix with periodic rebalancing.

### **Risk of Loss**

Clients are advised that investing in securities involves the risk of loss of the entire principal amount invested including any gains. Clients should not invest unless they are able to bear this risk. Any of the above investment strategies may lead to a loss on investments.

Even hedging strategies may fail if markets move against the hedged investments. In addition, investing carries with it opportunity risk it is impossible to accurately predict the sectors of the market or asset classes that will have more favorable returns for a given period.

### **Item 8.A – Frequent Trading of Securities**

One of the strategies that the Adviser may employ is the frequent trading of securities. Strategies involving frequent trading can affect investment performance, particularly through increased brokerage costs, commissions, transaction costs and taxes. These additional costs can lower the value of investment gains and even principal.

### **Item 8.B – Material Risks of Particular Securities**

The Adviser doesn't recommend any type of security that involves significant or unusual risks except for the following which may present material risks to investors:

**Small and Micro-cap equity securities** (shares in companies that have a market capitalization of less than \$500 million) – Small and micro-cap stocks are stocks in companies that tend to have smaller market capitalization. Share prices can be extremely volatile and are prone to great fluctuations. This is primarily because of their smaller capitalization which can allow stock prices to be more easily influenced by a small number of large trades. This potential volatility presents a material risk for investors who could quickly lose a large part of their investments during a brief market downturn.

**Municipal securities** – Municipal securities are backed by either the full faith and credit of the issuer or by revenue generated by a specific project (like a toll road or parking garage) for which the securities were issued. The latter type of securities could quickly lose value or even become virtually worthless if the expected project revenue does not meet expectations.

**Partnership interests** (real estate, oil and gas interests) – Investment partnerships are typically composed of a limited number of partners and at least one general partner. The liability of the limited partners is restricted to the amount of each partner's investment. The liability of the general partner is theoretically unlimited and extends beyond the amount invested to personal or corporate assets. Because of this increased exposure, the general partner manages the partnership, makes the investment decisions and receives management fees and a higher portion of the return on partnership investments.

Because of the nature of the limited partnership structure partnership investments should be considered long term and illiquid. There are typically no secondary markets in which these types of investments trade. Therefore, if the value of the underlying assets should decline, the value of partnership shares would also decline and unlike other types of securities, an investor may find it hard to quickly sell shares in an illiquid market.

**High-Yield Corporate Debt Securities** – High-Yield Corporate Debt Securities are bonds that are typically issued by corporations that have lower credit ratings. Because of these lower ratings, corporate issuers must offer higher rates of return to attract investors. The issuing corporations may not be as financially solvent as other issuers with higher credit ratings so bondholders assume a greater risk that an issuer may default on its repayment obligations causing investors to lose some or all of their investments. In addition, if the issuer suffers financial setbacks the bonds may suffer dramatic losses in value in the secondary markets causing investors to be unable to sell the bonds without sustaining substantial financial losses.

**Real Estate Investment Trusts (“REITs”)** – An REIT is a tax designation for an entity investing in real estate that reduces or eliminates corporate income taxes. A REIT can be a corporation, business trust, or association managed by one or more trustees or directors who pool the resources of individual investors for passive investment in real estate. REITs are required to distribute 90% of their income to investors so they have the potential to be good for investors that seek a steady income from their investments.

REITs typically receive special tax considerations and offer investors high yields. Individuals can invest by purchasing shares directly on an open exchange or by investing in a mutual fund that specializes in public real estate; so REITs can be highly liquid. REIT investing is not without risk. Real estate construction projects have a long timeline which can result overbuilding of types of properties owned by REITs. Higher interest rates may increase borrowing costs for construction, financing of the purchase of REIT owned properties and operating costs for existing REIT owned business properties. Any of these events may cause a substantial decline in the value of REIT investments.

Clients should consult the Adviser if they have questions concerning the basic characteristics of these or other investment products or about the risks and potential rewards of investing.

## **Item 9 – Disciplinary Information**

The Adviser does not have any disciplinary information to disclose.

### **Item 9.A – Criminal or Civil Actions**

Neither the Adviser nor any management person has been found guilty of or has any criminal or civil actions pending in a domestic, foreign or military court.

### **Item 9.B – Administrative Proceedings**

Neither the Adviser nor any management person has any administrative proceedings pending before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

### **Item 9.C – Self-Regulatory Organization (“SRO”) Proceedings**

Neither the Adviser nor any management person have been found by any SRO to have caused an investment-related business to lose its authorization to do business, or to have been involved in violating the SRO’s rules, or were barred or suspended from membership or from associating with other members, or were expelled from membership, otherwise significantly limited from investment-related activities, or fined.

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

### **Item 10.A – Broker-Dealer Registration**

Management of the Advisor owns a minority share of, and is the CEO of, QuantmRE Securities, Inc. which currently has a pending application for membership with FINRA to register as a securities broker-dealer.

### **Item 10.B – Futures Commission Merchant/Commodities**

Neither the Adviser nor any management person is a commodity broker/futures commission merchant, a commodity pool operator, commodity trading advisor or an associated person for the foregoing entities; nor do they have any registration applications pending.

### **Item 10.C – Relationships with Related Persons**

#### **Accounting**

Good Steward Account Servicing, Inc., is an accounting firm offering tax planning, tax preparation, accounting and consulting services.

This represents a potential conflict of interest since Adviser clients are likely to be referred for accounting or tax preparation services if these services are determined to be necessary in conjunction with the services provided by the Adviser.

However, clients are under no obligation to utilize these services and are free to select any provider of accounting or tax services that they may wish to employ.

### **Mortgage Broker**

Good Steward Lending Services, Inc., is a mortgage broker and acts as an intermediary who brokers mortgage loans primarily on behalf of businesses. This represents a potential conflict of interest since Adviser clients are likely to be referred for mortgage brokerage services.

Good Steward Lending Services, Inc., provides real estate loan origination services including document preparation and underwriting. Additionally, Good Steward Lending Services, Inc., provides ongoing loan servicing after origination which includes payment processing, loan status monitoring, borrower statements and communication and foreclosure services.

The clients are under no obligation to purchase any products through Good Steward Lending Services, Inc. or to purchase any products recommended by Good Steward Lending Services, Inc. The Adviser will ensure that all compensation received for any referrals is fully disclosed to clients and that the clients are made aware if higher fees may apply based on these arrangements.

### **Real Estate**

Good Steward Lending Services, Inc. is a licensed real estate agency primarily involved in commercial real estate transactions. This represents a potential conflict of interest since Adviser clients are likely to be referred for real estate service needs.

The clients are under no obligation to make any real estate purchases or sales recommended Good Steward Lending Services, Inc. or use Good Steward Lending Services, Inc. for those transactions if they decide to follow the recommendations. The Adviser will ensure that all compensation received for any referrals is fully disclosed to clients and that the clients are made aware if higher fees may apply based on these arrangements.

### **Private Funds**

The Adviser serves as the general partner or managing member to one or more private investment funds. The Funds operate as pooled investment vehicles intended to provide diversification, management expertise and other advantages to clients.

Clients may invest in investment funds where the Adviser will serve as general partner, managing member and/or investment adviser. The Adviser may make investments in

those funds available to qualified clients whose investment strategies are consistent with those of the investment pools.

The Adviser does not intend to advise clients as to the appropriateness of investing in such private investment pools, and the Adviser will not receive any compensation for doing so (except to the extent that the Adviser receives advisory and other fees from the private investment pools) or for selling interests in such private investments pools. However, because of the relationship between the Adviser and such private investment pools, the Adviser could be considered to have recommended the investment should a person who is otherwise a client of the Adviser invests.

### **Other Conflicts of Interest**

Even when there are no direct monetary benefits derived from any referral arrangements, they are mutually beneficial and provide an incentive to recommend service providers who will also refer clients.

### **Item 10.D – Relationships with Other Advisers**

Neither the Adviser nor any of its management persons have any other material relationships or conflicts of interest with any related financial industry participants other than those discussed above.

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

### **Item 11.A – Code of Ethics**

The Adviser has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel and to address conflicts that arise from personal trading by advisory personnel. Advisory personnel are obligated to adhere to the Code of Ethics, and applicable securities and other laws.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

### **Item 11.B – Participation or Interest in Client Transactions**

#### **Principal Trading**

Neither the Adviser nor any affiliated broker-dealer affects securities transactions as principal with the Adviser's clients. Neither the Adviser nor any associated person acting

as a principal, buys securities from (or sells securities to) clients, acts as general partner in a partnership in which Adviser solicits client investments, or acts as an investment adviser to an investment company that the Adviser recommends to clients.

### **Agency-Cross Action Transactions**

Neither the Adviser nor any associated person recommends that clients buy from or sell securities to other clients.

### **Item 11.C – Personal Trading by Associated Persons**

The Adviser recommends that clients invest in various types of assets. The Adviser and its associated persons may invest in the same types of assets. Permitted investments for associated persons are all asset classes.

See Item 11.D for information concerning conflicts of interest.

### **Item 11.D – Conflicts of Interest with Personal Trading by Associated Persons**

Associated persons may own an interest in or buy or sell for their own accounts the same securities, which may be recommended to advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients.

### **Private Fund Managers**

The Adviser may offer its clients an opportunity to invest in private investment pools to which the Adviser or a related person is a general partner. The Adviser will furnish each offeree with a copy of the offering documents, which disclose the relationship between the Adviser and the investment pool.

## **Item 12 – Brokerage Practices**

### **Item 12.A – Factors in Selecting or Recommending Broker-Dealers**



The Adviser makes custodial recommendations that are based on the Adviser's perception of the breadth of services offered, and quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to act on the recommendations of the Adviser.

#### **Item 12.A1 – Research and Other Soft Dollar Benefits**

The Adviser does not receive soft dollars generated by clients' securities transactions. The term "soft dollars" refers to funds which are generated by client trades being used by the Adviser to purchase products or services (such as research and enhanced brokerage services) from or through the broker-dealers whom the Adviser engages to execute securities transactions.

#### **Item 12.A2 – Brokerage for Client Referrals**

The Adviser does not refer clients to particular broker-dealers in exchange for client referrals from those broker-dealers.

#### **Item 12.A3 – Directed Brokerage**

The Adviser does not recommend or require that clients direct their brokerage business to any particular broker-dealer.

#### **Item 12.B – Trade Aggregation**

In placing orders to purchase or sell securities in accounts, the Adviser may elect to aggregate orders. In so doing, the Adviser will not aggregate transactions unless aggregation is consistent with its duty to seek best execution and the terms of the Adviser's investment advisory agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all of the Adviser's transactions in that security on a given business day, with transaction costs shared pro-rata based on each client's participation in the transaction; adviser will prepare, before entering an aggregated order, a written statement specifying the participating client accounts and how it intends to allocate the securities purchased among those clients.

If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the written statement. If the order is partially filled, it will be allocated pro-rata based on the written statement.

Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the written statement if all client accounts receive fair and equitable treatment and the reason for different allocation is explained in writing and approved in writing by the Adviser's compliance officer no later than one hour after the opening of the markets on the trading day following the day the order was executed.

The Adviser's books and records will separately reflect, for each client account, the orders which are aggregated, the securities held by, and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the client's cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis.

Cash or securities held collectively for clients will be delivered to the custodian bank or broker-dealer as soon as practicable following the settlement. The Adviser will receive no additional compensation of any kind as a result of the proposed aggregation and individual investment advice and treatment will be accorded to each client.

## **Item 13 – Review of Accounts**

Robert Barr perform reviews of all investment advisory accounts no less than quarterly. Associates review accounts for consistency with the investment strategy and performance chosen by clients (among other things). Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews. There is currently no limit on the number of accounts that can be reviewed by Robert Barr.

In addition, brokerage statements are generated no less than quarterly and the account custodian sends copies directly to clients. These reports list the account positions, activity in the account over the covered period and other related information. The custodian also sends confirmations following each brokerage account transaction unless confirmations have been waived.

### **Account Reviews by Private Funds**

Principals of the Adviser review account transactions on an ongoing basis. The Adviser will provide each Limited Partner with periodic reports no less frequently than annually. Reports generally include financial statements, information concerning valuations, profits, gains and losses. In addition, the Adviser will provide each Limited Partner with tax related information on an annual basis.

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

The Adviser may also employ/engage solicitors to whom it will pay cash or a portion of the fees paid by clients referred by those solicitors. All solicitors who refer clients will be in compliance with the requirements of the jurisdiction where they operate. When applicable the solicitors will be licensed as investment advisers or notice filed in the appropriate jurisdictions.

Whenever the Adviser compensates solicitors for referrals, the effected clients will receive a disclosure document discussing the referral fees paid and informing the client about whether the client or the Adviser pays the fee.

## **Private Funds**

The Adviser may also employ solicitors to whom it will pay cash or a portion of the fees paid by investors referred to it by those solicitors.

In such cases, The Adviser will comply with Rule 206(4)-3 promulgated under the Investment Advisers Act of 1940, as amended. The Adviser may engage underwriters, broker-dealers, or solicitors to assist in the offering of interests in the Funds.

Except for commissions on brokerage transactions (which will be paid by the Funds), the Adviser will pay (and will not charge the Funds) fees and commissions that may be payable to any such brokers or finders for assisting in the offering or sale of interests.

## **Item 15 – Custody**

The Adviser maintains custody of client funds and/or securities. This means that the Adviser has control of client funds and/or securities or has the ability to obtain such control. In order to help safeguard client assets, a qualified custodian (such as a bank or broker-dealer that maintains those assets) will send regular account statements directly to the clients.

Clients should carefully review these account statements on a regular basis. The Adviser will also send account statements to clients. The Adviser urges clients to compare the account statements they receive from the qualified custodian with those they receive from the Adviser. Comparing statements will allow clients to determine whether account transactions, including deductions to pay advisory fees, are proper.

## **Item 16 – Investment Discretion**

The Adviser will have discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. The Adviser will not have discretion over the selection of the broker to be used or the commission rates to be paid.

### **Investment Discretion-Private Funds**

The Adviser will have complete discretion over the amount of assets to allocate to any investment within the guidelines of the advisory agreement without obtaining specific client consent. The Adviser will have discretion over the selection of the broker to be used and will negotiate the commission rates to be paid.

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

The Adviser does not accept authority to vote proxies on behalf of clients as a matter of policy. Clients will receive their proxy information directly from their custodian. Clients

may contact the Adviser with questions about a particular solicitation by telephone at (520) 300-6539.

## **Item 18 – Financial Information**

There is no financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual commitments to its clients. The Adviser anticipates that the financial planning services will be completed within six months or sooner of the date of the agreement. The Adviser considers fees for financial planning services to be earned as services are provided. Under no circumstances will the Adviser earn fees in excess \$1,200 more than six months in advance of services being rendered.

### **Private Funds**

Clients receive an audited balance sheet that is prepared in accordance with generally accepted accounting principles. The balance sheet shows the Fund's assets and liabilities at the end of the most recent fiscal year.

The balance sheet is accompanied by a note stating the principles used to prepare it, the basis of securities included, the market or fair value of securities included at cost and any other explanations required for clarity.

The balance sheet is also audited by an independent public accountant. The qualifications of the independent public accountant and report conform to Article 2 of SEC Regulation S-X.