

Item 1: Cover Page



3rd Creek Investments, Inc.

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Firm CRD #: 115945

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This brochure provides information about the qualifications and business practices of 3rd Creek Investments, Inc., also referred to as “3rd Creek Investments,” “3CI,” or the “Advisor.” If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Gwen Straley, at 775-832-9222 or gstraley@3rdcreek.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

3rd Creek Investments, Inc. is a registered investment advisor, registered with the Securities and Exchange Commission. Please note that registration does not imply a certain level of skill or training.

Additional information about 3rd Creek Investments is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Form ADV is the primary disclosure document prepared by registered investment advisors. This section addresses only “material changes” to this Brochure since the Advisor’s previous filing. The Advisor will deliver to all clients at no charge a summary of all material changes to this Brochure, if any, within 120 days of our fiscal year end or more often if necessary.

Clients or prospective clients of the Advisor may request a copy of the current Brochure at any time by contacting us at 775-832-9222 or gstraley@3rdcreek.com. Additional information about 3rd Creek Investments is available on the SEC website at: www.adviserinfo.sec.gov.

Since our last annual update on 01/25/2023, we have the following material change(s) to report:

Charles Schwab & Co., Inc. (“Schwab”) has completed its acquisition of our previously recommended custodian, TD Ameritrade, Inc. As a result of the acquisition, we have amended Items 12 and 14 to disclose that we currently only recommend Schwab as a custodian for client accounts.

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Item 4: Advisory Business

A. General Description of Advisory Firm

3rd Creek Investments, Inc. has been a Registered Investment Advisor since 2001. It is a privately held S-Corporation located in the State of Nevada and registered with the Securities and Exchange Commission. Dave B Straley is the company's founder and owns 100% of the firm. As a registered investment advisor, 3rd Creek Investments is a fiduciary, and as such, we are obligated by law to put our clients' interests before our own. We are committed to eliminating or mitigating conflicts of interest that could affect our independence, objectivity, or loyalty to our clients.

Our investment philosophy at 3rd Creek Investments, Inc. is rooted in the belief that diversification and disciplined asset allocation are the keys to the successful management of client investments. Our strategy is to determine the best mix of investments depending on client goals, time horizon, and tolerance for risk. Upon request, we also specialize in helping clients invest in alignment with their social and environmental values. While our core advisory service is focused on publicly traded securities, we also provide other advisory consulting services, which may include advising across a variety of private investment vehicles when appropriate for the client.

B. Advisory Services Offered

Core Investment Advisory Services

We provide personalized investment advisory services primarily to individuals, families, and charitable organizations. We also service some private companies and company retirement plans. Our core portfolio management service model includes (but is not limited to) the following:

- Develop and Implement Investment Plan
- Purchasing and Selling Stocks, Bonds, Options, ETFs, and Mutual Funds
- Regular Performance Monitoring
- Periodic Rebalancing (at least quarterly)
- Quarterly Performance Reports
- Market and/or Investment Topic Analysis and Review
- On Call Consultation

We manage separate accounts wherein we select securities with full discretionary authority. We invest primarily in mutual funds and exchange-listed securities. We also invest in issuers whose securities trade in the US in the form of American Depository

Receipts (“ADRs”). From time to time, we also invest in non-US equities that trade on international exchanges. Our portfolios emphasize diversification.

Other Advisory Consulting Services

Kindly note that the Other Advisory Consulting Services listed below are contracted on a case by case basis, and generally only available to a client who exceeds a minimum of \$1,000,000 in assets under management with our firm or if the client engages in a fixed fee contract for such services.

Impact Investing & Values Aligned Investing

When clients emphasize that they would like their investments to align with their values, we offer customized advisory services to help them achieve this. We first establish an Investment Plan that outlines the Values-Alignment Strategy in addition to the Investment Strategy. We then engage in selecting stocks, bonds, ETFs, and mutual funds that incorporate environmental, social, and governance (ESG) standards. In addition to making the investments ourselves, we may also select ESG focused sub-advisors whose strategies we deem to align with the client’s investment and values objectives.

Similarly, when clients emphasize that they would like their investments to further their social and/or environmental impact objectives, we offer customized advisory services to help them achieve this. When appropriate (if they are an accredited investor), we establish an Impact Investing Strategy based on both the client’s financial/investment objectives and their impact objectives, which applies much more extensively to investing in private offerings rather than publicly traded securities. To implement the impact investing strategy, we review and advise on private debt and equity funds, cash and cash equivalent opportunities (often including Community Development Financial Institutions, CDFIs), real estate opportunities, and debt and/or equity opportunities with individual companies. We apply this Impact Investing Advisory Service to investment vehicles in the United States as well as international.

For private foundations or other charitable organizations, we also provide specific advisory services relating to program-related investments.

Financial Planning

3rd Creek Investments provides financial planning services, either on a standalone basis or as part of its provision of investment management services. Our financial planning services include, in all or part, but are not limited to, the preparation, annual review, and/or periodic monitoring of a financial plan, or specific area(s) of financial plan. Examples of specific financial planning areas we specialize in include:

- Charitable Giving Strategies
- Tax planning
- Trust and Estate Planning
- Retirement Planning
- Education, and Other “Life Event” Planning
- Personal Budgeting

Accounting & Tax

Through our related company, Dave B. Straley, CPA, (now 3rd Creek Accounting), we can offer clients tax preparation and accounting services such as bookkeeping, payroll, and bill-pay. These engagements are typically contracted directly between the client and 3rd Creek Accounting, but share the same managers and supervised persons of 3rd Creek Investments, Inc.

Private Placement, Alternatives, and Angel Investing

For clients who are qualified or accredited investors and when appropriate, 3rd Creek Investments may provide advisory services related to private placement investments, alternatives, or angel investing. It is possible for this service to at times overlap with some of the impact investing services listed above. 3rd Creek Investments may make recommendations in this asset category to add diversification to an accredited investor’s portfolio.

C. Availability of Customized Services

3rd Creek Investments, Inc. advises clients based on their individual needs and preferences. We first conduct an initial consultation to determine the level of service the client is seeking and assess their financial goals and objectives. We also gather additional information, including their current financial situation, cash flow needs, time horizon, risk tolerance, and whether or not they are interested in values aligned investing. We then analyze the information to create an overall plan, which includes asset allocation, investing, monitoring, and quarterly reporting. We render our additional services on a case by case basis with each individual client.

If a client wishes to exclude a particular investment type or category, we accommodate that request where reasonable for our business. For example, some clients request to have their portfolios invested in equities only and to avoid fixed income investments.

There are some instances where we are unable to provide customized services for a client. For example, if a client requests that we engage in day trading or market timing, we would decline this request as these are services that we do not provide.

D. Wrap Fee Programs

3rd Creek Investments, Inc. does not participate in wrap fee programs.

E. Assets Under Management

As of December 31st, 2023, 3rd Creek Investments managed \$116,792,602 on a discretionary basis and \$12,489,734 on a non-discretionary basis. 3rd Creek Investments managed a total of \$129,282,336 in client assets.

Item 5: Fees and Compensation

A. Fees & Compensation

For Core Investment Advisory Services, 3rd Creek Investments charges an asset-based fee, meaning the fee is based on a percentage of assets under management, including all securities and cash held in the client portfolio. The fee on an annual basis is equal to 0.75% of the value of the account (0.1875% quarterly).

If we select a sub-advisor to assist with managing your account, they will charge you a fee ranging from 0.40% to 1.50%. The sub-advisor's fee is in addition to our fee and will be automatically deducted from your account.

For clients who also request our Other Advisory Consulting Services, including but not limited to financial planning, accounting services, values-aligned/impact investing, or other services, 3rd Creek Investments, Inc. may charge a fixed fee instead of basing its fee on percentage of assets under management. While negotiable, the rate of the fixed fee depends on the level, scope, and timeline of the services and the professional rendering of the specific Other Advisory Consulting Services provided. Typically, fees will range between \$2,000 and \$250,000 for Other Advisory Consulting Services.

In some cases, 3rd Creek Investments charges an hourly fee for providing Other Advisory Consulting Services. This fee typically ranges from \$125 - \$500 per hour, depending on the specific nature of the client's needs, the complexity of the client's investment profile, the size of the asset pool, service requirements, and the full extent of the client's relationship with us. Hourly fees are generally only applied to financial planning or other advisory consulting services, not to core investment management services.

Advisory fees are negotiated on a client-by-client basis, depending on such details as, but not limited to, the type of client/account, portfolio size, service requirements, and the full extent of the client's relationship with 3rd Creek Investments, Inc.

B. Payment of Fees

Asset-based fees are calculated and due quarterly in advance. This means that the fee is calculated based on the fair market value of the client's assets under 3rd Creek Investments' supervision as of the close of business on the last business day of the immediately preceding calendar quarter. Certain private investments will be valued based on their most recently available valuation. Fees can be directly deducted from the account 14 days after a bill is sent to the client, or can be paid directly by check upon client request. The client's independent custodian sends statements at least quarterly showing the market values for each security included in the assets and all account disbursements, including the amount of advisory fees paid to 3rd Creek Investments. Clients will provide authorization permitting 3rd Creek Investments to be paid directly by these terms. 3rd Creek Investments will send an invoice directly to the custodian. The client is always presented with a bill explaining how the fee was calculated with at least 14 days to dispute the bill before the fee is deducted. Clients are encouraged to verify the accuracy of the fee stated on each bill.

A client who becomes a client other than on the last day of a calendar quarter pays 3rd Creek Investments a prorated fee for the first partial calendar quarter during which the investment advisory contract is in effect.

Hypothetical \$1,000,000 Portfolio		Annual Fee of 0.75%	
15-Jan	Client Receives Bill for Period Jan 1-Mar 31	29-Jan	3CI Collects Bill (\$1,875)
15-Apr	Client Receives Bill for Period Mar 1-June 30	29-Apr	3CI Collects Bill (\$1,875)
15-Jul	Client Receives Bill for Period June 1-Sept 30	29-Jul	3CI Collects Bill (\$1,875)
15-Oct	Client Receives Bill for Period Oct 1-Dec 31	29-Oct	3CI Collects Bill (\$1,875)

Fixed fees for annual services are generally billed quarterly in advance. Fixed fees for specific, time constrained projects, such as specific financial planning requests, are typically billed in arrears, following the end of the engagement period, and payable upon the Client's receipt of the invoice. In some cases, we may bill a Client for a mutually agreed upon portion of the estimated fee upon the execution of the engagement letter for the fixed fee service, and then we will bill for the remaining portion of the fee following the end of the engagement period. 3rd Creek Investments does not require or solicit prepayment for services of more than \$1,200 in fees six months or more in advance.

Our hourly fees are billed at the end of the engagement period, and payable upon the Client's receipt of the invoice.

Either party may terminate the agreement by providing written notice to the other party. In the event a client terminates our contract agreement, the balance of the client's unearned fees (if any) will be refunded to the client. We will pro-rate the refund based on the date that the client transfers the assets in the account from our management or based on the date that either party removes 3rd Creek Investments as an authorized investment advisor on the account.

If termination occurs within five business days of entering into an agreement for such services, the client is entitled to a full refund.

C. Additional Fees and Expenses

3rd Creek Investments' fees are separate from the brokerage commissions, transaction fees, and other related costs and expenses that will be incurred by the Client. Clients may incur certain charges imposed by mutual funds, ETFs, or sub-advisors; they may also incur charges imposed by custodians and brokers, such as custodial fees, odd-lot differentials, transfer taxes, trading fees, and transaction fees. (Please see Item 12 below for more information.) If a client holds interests in limited partnerships or private placements, they will be subject to any fees charged by those managers under separate arrangements.

D. Prepayment of Fees

Asset-based fees and certain fixed fees are paid quarterly in advance. A client whose advisory contract is terminated other than at the end of a calendar quarter will receive a refund of any prepaid but unearned fee.

E. Additional Compensation

Neither 3rd Creek Investments nor any of its related persons receives compensation or commission for the sale of securities or any other financial products.

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

3rd Creek Investments does not receive performance-based fees. Some clients hold investments managed by outside managers; some of those investments may be subject to a performance-based fee. Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients & Account Requirements

3rd Creek Investments offers services to many different types of clients. Currently we offer services to individuals, trusts, non-profit organizations including foundations, defined contribution plans, defined benefit plans, other profit-sharing plans, and corporations. The minimum new account size for 3rd Creek Investment clients is \$500,000 for Investment Advisory Services, and \$1,000,000 for Investment Advisory Services plus Other Advisory Consulting Services. However, we reserve the right to waive this minimum and to accept or decline a potential client for any reason.

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

A. Methods of Analysis & Investment Strategies

3rd Creek Investments, Inc.'s investment advisory service focuses primarily on allocating and diversifying the investments held in a client's portfolios to manage risk while also attempting to earn a reasonable rate of return commensurate with the client's needs and goals. This takes into consideration the client's current financial situation, investment objectives, cash flow needs, time horizon, and risk tolerance, among other considerations.

Generally, we recommend a higher percentage of a client's portfolio be invested in equities if the client presents a higher risk tolerance and/or a long time horizon (for example, 15+ years). Conversely, we generally recommend a lower percentage of a client's portfolio be invested in equities if the client presents a lower risk tolerance and/or time horizon. We also strive to diversify all client portfolios across several industry groups and market sectors. For equities, we diversify across US headquartered stocks, International Developed Country headquartered stocks, and Emerging Market headquartered stocks. We also diversify a portion of the client portfolio in Real Estate Investment Trust securities (REITs), and natural resources. For fixed income, we strive to diversify across short term bonds, long term bonds, international bonds, and high yield bonds.

3rd Creek Investments invests primarily in diversified mutual funds and exchange traded funds for stocks and bonds. However, we also invest in individual stocks, and occasionally in individual bonds, options, or accounts managed by sub-advisors.

Within each asset class, 3rd Creek Investments uses a variety of evaluation techniques, which may include in part or in total, but not limited to the following: evidence-based analysis on where markets have delivered premiums historically, fundamental analysis,

industry and sector analysis, rating services, and environment, social, and governance (ESG) analysis to decide which securities we will buy or sell.

We generally employ a buy and hold strategy, seeking efficient portfolios that minimize trading costs, taxes, and turnover.

Investing in securities involves risk of loss, which clients should be prepared to bear.

B. Risks

Security markets are volatile and investing in them involves risk of loss of value. The price of both equities and fixed income securities are influenced by a wide range of economic, geo-political, and other random events outside of an investor's control. While investing in diversified portfolios over a long period has tended to be rewarding, there have been periods where significant loss was realized, particularly by those liquidating their portfolio.

Below we highlight some, yet not all, possible risks of investing with 3rd Creek Investments, Inc.

Market Risk – The risk that market conditions can negatively impact investment returns. Market risk is generally dependent on valuation and economic conditions such as inflation, consumer sentiment, or credit availability. This risk includes the daily fluctuation in the share price of the investment. Cyclical market downturns are unavoidable.

Company Risk – Any risk that lowers a business's net assets or net income could potentially lower the return of any security based on it. Any single company has the potential to fail due to unforeseen circumstances.

Industry Risk – The possibility that a group of stocks in a single industry will decline in price due to developments in that industry.

Inflation Risk – The value of investments may not keep pace with inflation. If the after-tax return on an investment is less than the rate of inflation, then the value of the investment will decline.

Credit Risk – The possibility that a bond issuer will fail to repay interest and principal in a timely manner.

Country Risk – The possibility that certain political, financial/economic, or natural disaster events could weaken a country's economy and cause investments in that country to decline.

Currency (or Exchange Rate) Risk – The possibility that returns could be reduced for US dollar based investors investing in foreign securities because of a rise in the value of the US dollar against foreign currencies.

Non-diversification risk – Clients who prefer values-aligned investing and wish to restrict their exposure from certain sectors, geographies, markets, etc. will be more susceptible to concentration risk, and to risks associated with a single economic, political, or regulatory occurrence than a more diversified portfolio may be.

Manager Risk – The possibility that an actively managed mutual fund or sub-advised account's investment managers will fail to execute the fund's investment strategy effectively resulting in the failure of the stated objectives.

ESG Risk – Clients who request values-aligned strategies that rely on ESG analysis may underperform strategies that do not utilize ESG considerations such as broad-based diversified portfolios. ESG Investing maintains a focus on Environmental, Social, and Governance issues. ESG investing may be referred to in many different ways, such as sustainable investing, socially responsible investing, and impact investing. ESG practices can include, but are not limited to, strategies that select companies based on their stated commitment to one or more ESG factors; for example, companies with policies aimed at minimizing their negative impact on the environment, social issues, or companies that focus on governance principles and transparency. ESG practices may also entail screening out companies in certain sectors or that, in the view of the investor, demonstrate poor management of ESG risks and opportunities or are involved in issues that are contrary to the investor's own principles.

Risks associated with ESG Investing include:

- *Lack of Standardization Risk:* Variability and imprecision of industry ESG definitions and terms can create confusion among investors if investment advisers and funds have not clearly and consistently articulated how they define ESG criteria and how they use ESG-related terms, especially when offering products or services to retail investors. Additionally, actual portfolio management practices of investment advisers and funds may not be consistent with their disclosed ESG investing processes or investment goals.
- *Implementation Risk:* Actual implementation of ESG investment practices may result in:
 - The actual implementation practices differing from client disclosures in required documents (*e.g.*, Form ADV Part 2A) and other client/investor-facing documents (*e.g.*, advisory agreements, offering materials, responses to requests for proposals, and due diligence questionnaires). For example, a firm that claims adherence to global ESG frameworks may lack adherence to these standards during their day-to-day trading activities.

- A firm holding funds that are predominated by issuers with low ESG scores.
- A firm not having adequate controls around implementation and monitoring of clients' negative screens (*e.g.*, prohibitions on investments in certain industries, such as alcohol, tobacco, or firearms), especially if the directives were ill-defined, vague, or inconsistent.
- A firm not having adequate systems to consistently and reasonably track and update clients' negative screens leading to the risk that prohibited securities could be included in client portfolios.
- Client preferences to favor certain industries or issuers not being effectuated because of challenges with implementation and monitoring, despite contrary marketing claims touting processes for implementing clients' positive screens.
- *Proxy Voting Risk:* Inconsistencies between public ESG-related proxy voting claims and internal proxy voting policies and practices may occur such as public statements that ESG-related proxy proposals would be independently evaluated on a case-by-case basis to maximize value, while internal guidelines generally do not provide for such case-by-case analysis.
- *Disclosure Risk:* Lack of policies and procedures to ensure firms obtained reasonable support for ESG-related marketing claims, and inadequate policies and procedures regarding oversight of ESG-focused sub-advisers is also a risk. Firms have also had difficulties in substantiating adherence to stated investment processes, such as supporting claims made to clients that each fund investment had received a high score for each separate component of ESG (*i.e.*, environmental, social, and governance), when relying instead on composite ESG scores provided by a sub-adviser.

Fundamental Analysis – Fundamental analysis involves looking at qualitative and quantitative factors related to a company. For example, fundamental analysis often involves considering a company's profitability, liquidity, activity, debt, competitive advantage, management, and business model to estimate its current value and potential future growth. There are innumerable factors that can change and/or negate both quantitative and qualitative analysis. Some risks associated with fundamental analysis can include but are not limited to: A company's financial statements are not reported immediately, so evaluations are based on historical data; companies may misrepresent their finances and commit fraud in their financial reporting without our knowledge; economic data released by the Fed and bureaus are often updated retroactively and reflect only samples; strategies based on fundamental analysis may, over the long term, fail to outperform the market, which many consider to efficiently price all stocks on an ongoing basis.

Ratings Risk – We review different ratings services from time to time when making investment decisions. Rating services are not always accurate, and the ratings may reflect institutional or analyst biases in their evaluations. In addition, when certain information

that impacts a security is released to the public, it may swiftly result in a dramatic change to market prices, sometimes making rating services less reliable or even obsolete.

No Guarantee – Performance of any investment is not guaranteed. In particular, the historic performance of a security or asset class does not guarantee similar future performance. There is a risk of loss of the assets we manage and advise upon that may be out of our control.

Rebalancing Risk – While we perform rebalancing to reduce risk in client portfolios, there is also some risk that when we sell assets that are over-weighted in the portfolio, those assets may continue to perform well, meaning clients can miss out on potential capital appreciation.

Options-Related Risk – We occasionally use options in a client portfolio to generate additional income; however the options can limit the upside and not fully eliminate the risk for loss.

C. Primary Security Type

3rd Creek Investments does not primarily recommend a single type of security.

Item 9: Disciplinary Information

There have been no disciplinary actions against 3rd Creek Investments or any employee of 3rd Creek Investments.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration Status

3rd Creek Investments, including management persons, is not registered as, and has no application pending to be, a broker-dealer or a registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration Status

3rd Creek Investments, including management persons, is not registered as, and has no application pending to be, a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

C. Material Relationships or Arrangements with Related Persons

3rd Creek Investments is affiliated with the CPA firm, Dave B. Straley, CPA dba 3rd Creek Accounting. Clients are free to purchase tax and accounting services from any business they choose. However, it is our experience that some clients find it beneficial to have their tax and accounting completed with our affiliated company, in part due to the efficiency and convenience of a “one stop shop” for financial services. In some cases, 3rd Creek Accounting may charge an additional fee for tax preparation, which is outlined in an engagement letter between 3rd Creek Accounting and the mutual client.

Dave B. Straley is a founder in the following companies, each of which is engaged in venture capital and angel investing: 3rd Creek Ventures, 3rd Creek Medical Ventures, 3rd Creek Norway Ventures, and 3rd Creek Vietnam Ventures. Gwen Straley has various minority ownership stakes in 3rd Creek Ventures and 3rd Creek Medical Ventures. Harris Kirschner has various minority ownership stakes in 3rd Creek Medical Ventures and 3rd Creek Vietnam Ventures. 3rd Creek Medical Ventures owns a majority share of 3rd Creek Vietnam Ventures.

From time to time, 3rd Creek Investments may introduce or recommend to accredited investors or qualified clients, investments in individual companies that are held in one of the above-mentioned venture companies. A conflict of interest exists because 3rd Creek Investments may be incentivized to introduce and/or recommend an investment opportunity to a client when it may not be suitable, but would provide additional investment to support a company that the managers of 3rd Creek Investments have an interest in. To mitigate this conflict of interest, 3rd Creek Investments always discloses this information and potential conflict to clients. Neither 3rd Creek Investments nor any of its managers receive any compensation for an introduction or referral.

While the managers do not actively seek out opening private venture capital companies in partnership with clients, they may do so from time to time. If the Advisor or a supervised person owns a closely held partnership with one or more clients of 3rd Creek Investments, the Advisor and/or supervised person will ensure that each investor receives ownership for the same price, proportional to their investment. In other words, no investor should receive special treatment pricing. Neither 3rd Creek Investments nor its supervised persons currently charge clients any fees for administrative services provided in co-owned venture partnerships. When 3rd Creek Investments or its supervised persons co-own venture capital companies or partnerships, a conflict of interest exists because 3rd Creek Investments may be incentivized to introduce and/or recommend investment opportunities to a client that may not be suitable for the client but would be attractive to 3rd Creek Investments or its supervised persons. 3rd Creek Investments always discloses this conflict of interest prior to establishing a partnership with clients, and commits to upholding its fiduciary duty to put the client’s interest before its own. Lastly, 3rd Creek Investments and its supervised persons will not commingle funds unless there are reasonable circumstances for doing so. If this is the case, 3rd Creek Investments will be

considered to hold custody of client funds and will follow the policies described in Item 15.

3rd Creek Foundation (3CF) is a private family foundation founded by Dave B. Straley and his wife, Pamela J. Straley in 2007. Its assets are managed by 3rd Creek Investments. 3rd Creek Foundation supports sustainable development initiatives through grant-making and impact investing partnerships with nonprofits and social enterprises that are working to alleviate extreme global poverty. 3rd Creek Foundation's mission is to help individuals achieve economic independence.

3rd Creek Foundation engages in mission-related investing and program related investing. The foundation has experience making co-investments with other private foundations, some of whom are clients of 3rd Creek Investments. A potential conflict of interest exists whereby the Advisor may be incentivized to encourage co-investment in order to decrease 3rd Creek Foundation's exposure to risk in a given investment. To mitigate this from happening, 3rd Creek Investments always discloses this conflict of interest when reviewing potential co-investment opportunities with clients. When co-investments take place, the funds are never intermingled.

D. Material Conflicts of Interest Relating to Other Investment Advisors

While we may recommend or select other investment advisors for our clients from time to time, we do not receive compensation directly or indirectly from those advisors. We do not know of any a material conflict of interest with regards to the selection or recommendation of other advisors.

Item 11: Code of Ethics, Participation of Interest in Client Transactions and Personal Trading

A. Code of Ethics

Our Code of Ethics emphasizes the firm's commitment to its fiduciary duty to always act in good faith and in the best interests of its clients. The Code of Ethics requires all supervised persons to put the client's interest above their own and to uphold a professional standard of business conduct with uncompromising integrity. To meet the 3rd Creek Investments standard of business conduct, all *supervised persons* must:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, advisory clients, prospective advisory clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;

- Place the integrity of the investment profession and the interests of advisory clients above their own personal interests;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets; and
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

A complete copy of our ethics statement is available upon request to any client or prospective client.

B-D. Personal Trading – Participation or Interest in Client Transactions

3rd Creek Investments and its related persons are permitted to buy or sell securities that 3CI also recommends to clients, consistent with the company's policies and procedures. 3CI representatives and employees are also prohibited from preferring their own interest to that of the client. Therefore, when making trades with securities for clients and/or related persons that take place on the same day, 3CI assures that all clients receive the same price by employing block trades.

Investing in securities that our clients also invest in presents a potential conflict of interest because we could be incentivized to use client investments to increase the value of our own positions in those securities. However, we believe this conflict is substantially reduced if not eliminated because we typically invest in widely traded and publicly held securities and mutual funds, plus we do not generate the trading volumes that would be required to significantly influence market movements. If 3rd Creek Investments or a related person wants to purchase or sell a security that he/she knows will be purchased or sold for a client, then 3CI or the related person may not "front-run" the transaction and must either participate in the block trade or make the transaction after the client transactions in the same security have been completed. This does not apply to trading mutual funds.

3CI maintains a list of all securities held by its officers and staff and related persons. Personal transactions from 3rd Creek Investments' related persons are reported and reviewed quarterly to confirm compliance with the Personal Trading Policy.

Item 12: Brokerage Practice

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

3rd Creek Investments considers several key factors when choosing broker-dealers, including transaction costs and commissions, abilities of the broker-dealer, the financial wherewithal and strengths of the broker dealer, and the quality of customer service offered.

1. 3rd Creek Investments does not have any soft dollar arrangements in place but will receive research or other products or services in connection with client securities as discussed below.
2. We do not receive client referrals from broker-dealers as incentive for using the broker-dealer to execute client transactions.
3. 3rd Creek Investments does not routinely recommend, request, or require clients to direct us to execute transactions through a specific broker-dealer or custodian. We do not accept directed brokerage instructions from clients.

3rd Creek Investments uses Charles Schwab & Company, Inc. (“Schwab”) to maintain custody of clients’ assets and to effect trades for their accounts. Schwab is a registered broker-dealer and member of SIPC. 3rd Creek Investments is independently owned and operated, and we are not affiliated with Schwab.

Schwab provides 3CI with access to their institutional trading and custody services, which are typically not available to Schwab retail investors.

These services generally are available to independent investment advisors on an unsolicited basis, at no charge to advisors. Schwab’s services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For 3CI client accounts maintained in their custody, Schwab does not charge separately for custody services. Instead, account holders compensate Schwab through transaction-related fees for securities trades that Schwab executes or that settle in Schwab accounts. For those funds that do not charge a transaction fee, the fund company directly compensates Schwab for providing sub accounting to the fund.

Schwab also makes available to 3CI other products and services that benefit 3rd Creek Investments but may not directly benefit every client account. These benefits may include national or regional educational events sponsored by the custodian. Other potential benefits may include occasional business entertainment of 3rd Creek Investments

personnel, including meals, invitation to sporting events, and other forms of entertainment, some of which may accompany educational opportunities.

Other of these products and services assist 3rd Creek Investments in managing administering clients' accounts. These include software and other technologies (and related training) that: (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); (iii) provide research, pricing and other market data; (iv) facilitate payment of 3CI' fees from its clients' accounts; (v) assist with back-office training and support functions, record keeping and client reporting; and (vi) integrate client data across several technology platforms. Schwab also offers other services intended to help 3CI manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management, information technology, regulatory compliance, and business succession; and (iii) employee benefits providers, human capital consultants, insurance, and marketing providers. In addition, Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to our company. Schwab may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to 3CI.

B. Trade Aggregation and Allocation

3rd Creek Investments typically effects transactions for each client account independently, and therefore is usually unable to aggregate client orders. However, when buying or selling an individual equity security for multiple clients, 3rd Creek Investments aggregates trades by executing block trades. Trade aggregation, or "bunching of orders," results in consistent prices for all clients engaged in the trade, and may result in better execution and/or better realized prices. Because our investment management services utilize various types of investments and securities across more than one custodian, it is not always possible to bunch orders through block trades. Alternatively, even when possible, we may not be able to execute all shares of an aggregated trade because of prevailing market conditions and other variables, in which case the firm will allocate the trade among participating accounts in an equitable manner determined prior to execution of the trade. In certain cases, 3rd Creek Investments may not be able to purchase or sell the same security for all clients that could transact in the security, which is generally based on various factors such as the type of security, size of the account, cash availability and account restrictions.

At times, 3rd Creek Investments will also delegate trade management authority to one or more sub-advisers. Each sub-adviser is expected to follow its written trade aggregation and allocation policies, which are summarized in applicable sub-advisory Form ADV Brochures.

Item 13: Review of Accounts

A. Periodic Review of Client Accounts – Core Investment Advisory Services

Our company regularly reviews client accounts to ensure that portfolios comply with the investment strategy described in their Investment Policy Statement. Reviews of client accounts take place no less frequently than quarterly and include a review of how the client portfolio's actual asset allocation compares to its target asset allocation model. Reviews also include looking over all holdings in the portfolio. The review of the clients' accounts is completed by at least two of the three Investment Advisor Representatives at our company: Harris Kirschner, Gwen Straley, and Dave Straley.

There are some cases where reviews of a client's account may be less frequent than quarterly, for example, if a client's account is invested in one or more mutual funds that auto-rebalance, such as target retirement date funds.

We review all transactions in client accounts as part of our weekly operations.

In cases where a client's account is managed by a sub-advisor, that sub-advisor is responsible for regular client account reviews in accordance with its Form ADV Brochure disclosures and internal compliance policies.

B. Other than Periodic Review of Client Accounts – Core Investment Advisory Services

3rd Creek Investments also reviews client accounts upon client request at any time, at the time of material cash or security additions or withdrawals, if client investment objectives change, or when extreme market conditions warrant.

In cases where a client's account is managed by a sub-advisor, that sub-advisor is responsible for regular client account reviews in accordance with its Form ADV Brochure disclosures and internal compliance policies.

C. Content and Frequency of Client Reports

3rd Creek Investments' clients receive written statements (electronic or paper) from their custodian on a monthly basis. Custodial statements of each account include a summary of account activity for the period as well as a detailed listing of holdings, transactions, changes in market value, and fees.

3rd Creek Investments also sends clients quarterly reports (electronic) for their portfolios. These reports include an asset allocation report, a performance report, a holdings statement, and a copy of the bill. We also include a market outlook and/or investment topic summary, which we compile from various sources.

Clients who receive financial planning or Other Advisory Consulting Services receive written reports as contracted at the inception of the engagement on a case-by-case basis.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Clients

3rd Creek Investments is not party to any arrangement whereby we or our employees receive any compensation for client referrals to any third-party entity. We do not receive an economic benefit from a third party for providing services to our clients.

B. Compensation to Non-Supervised Persons for Client Referrals

3rd Creek Investments does not compensate any person or entity for client referrals.

Item 15: Custody

All of our client accounts are held with a qualified custodian. Clients receive account statements directly from the custodian at least quarterly. We urge clients to review those statements and compare them to any portfolio reports they may have received from 3rd Creek Investments. The reports and materials provided by 3rd Creek Investments to clients are generated by our internal accounting system, and while they contain information obtained from the account's custodian or other reliable sources, the client statement from the custodian is the official record of the account.

3rd Creek Investments, and/or 3rd Creek Accounting (formerly Dave B. Straley, CPA) has custody of some client funds held in accounts at Schwab, and in a small number of other accounts where we use a login permissioned to view account activity and download statements, or where we serve as a trustee or power of attorney. We have custody in these situations because we can direct clients' funds. Like all of our client accounts, these accounts are held by a qualified custodian and receive statements directly from the custodian at least quarterly. We encourage clients to review these statements carefully. In addition, an independent accountant performs a surprise audit on these custody accounts each year to verify their holdings.

In addition, 3rd Creek Investments has custody of client funds invested in affiliated venture capital companies. The client funds and securities of which our firm has custody are verified by actual examination at least once during each calendar year by an independent public accountant (“IPA”) registered with the Public Company Accounting Oversight Board (“PCAOB”), at a time that is chosen by the accountant without prior notice or announcement to our firm and that is irregular from year to year. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

On February 21, 2017, the SEC issued a no-action letter (“Letter”) with respect to Rule 206(4)-2 (“Custody Rule”) under the Investment Advisers Act of 1940 (“Advisers Act”). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of authorization (“SLOA”) is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with Schwab:

- The client provides an instruction to the qualified custodian, in writing, that includes the client’s signature, the third party’s name, and either the third party’s address or the third party’s account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client’s qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client’s authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client’s qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client’s instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client’s qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

Clients have the option of providing 3rd Creek Investments with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting

investment discretion, 3rd Creek Investments is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Should clients grant 3rd Creek Investments non-discretionary authority, our firm would be required to obtain the client's permission prior to effecting securities transactions. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with 3rd Creek Investments' written acknowledgement.

Item 17: Voting Client Securities

When providing portfolio management services, 3rd Creek Investments accepts authority and responsibility for voting client securities. Clients also have the option to vote proxies themselves. When 3CI votes proxies, it does so based on the guidelines we have developed. We utilize the stewardship grading system of Morningstar to evaluate a company's performance based on five categories: transparency, shareholder friendliness, incentive, ownership, and stewardship. If Morningstar rates a company's stewardship as "poor," 3CI votes in opposition of the board's proposals. If Morningstar rates a company's stewardship as "standard" or "exemplary," 3rd Creek Investments votes in favor of the board's proposals. If Morningstar does not rate the stewardship of a company, 3rd Creek Investments will vote "abstain."

3rd Creek Investments keeps a record of its voting history. Clients may obtain a copy of our proxy policy and/or a record of how we voted any proxies on behalf of their account(s) upon request.

Item 18: Financial Information

A. Prepayment of fees six months or more in advance

3rd Creek Investments does not require or solicit prepayment for services of more than \$1,200 in fees six months or more in advance.

B. Financial Condition

Our company neither has nor foresees a financial condition (insolvency or bankruptcy) that would impair our ability to meet contractual commitments to clients.

C. Subject of a Bankruptcy Petition

3rd Creek Investments has never been the subject of a bankruptcy petition.

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