

## Item 1-Cover Page

### ADV PART 2A - FIRM BROCHURE

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# Cacti Asset Management, LLC

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SEC File Number: 801-72215

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January 8, 2024

This brochure provides information about the qualifications and business practices of Cacti Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at 404-869-1469 or [jsp@cactipartners.com](mailto:jsp@cactipartners.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Cacti Asset Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

References herein to Cacti Asset Management, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

## Item 2-Material Changes

There have been no other material changes to our Brochure since our last annual amendment filing on January 19, 2023.

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## Item 4-Advisory Business

- A. Joshua S. Pechter founded Cacti Asset Management, LLC (“Cacti Asset Management”) in 2001. Mr. Pechter is the Managing Member, Chief Compliance Officer, and sole principal owner of Cacti Asset Management.
- B. **Investment Advisory Services.** Cacti Asset Management offers investment advisory services on a fee-only basis to its clients, who are generally comprised of high net worth individuals and trusts. Cacti Asset Management is a journalistic research based investment adviser. Its primary investment strategy, which it applies to all client accounts, is to concentrate investments in common and preferred stocks which in its estimation offer attractive return potential relative to the risk of permanent loss.

**Affiliated Private Investment Fund.** In addition to the above, Cacti Asset Management serves as the general partner and investment adviser to Cacti Partners, L.P. an affiliated private investment fund (the “Private Fund”). Cacti Asset Management may recommend, on a non-discretionary basis, that qualified clients allocate a portion of their investment assets to the Private Fund. To the extent that Cacti Asset Management’s individual advisory clients qualify and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as limited partners of the Private Fund. The terms and conditions for participation in the Private Fund are set forth in the Private Fund’s offering documents (discussing fees-including fees payable to the General Partner, conflicts of interest, risk factors, and liquidity constraints), which each prospective investor client shall receive, and shall be required to complete and submit the corresponding Subscription Agreement to the General Partner in order to demonstrate qualification for investment in the Private Fund.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

**Conflict Of Interest:** Because Cacti Asset Management and/or its affiliates could potentially earn compensation from the Private Fund (both management fees and incentive compensation) that may exceed the fee that Cacti Asset Management would earn under its standard asset based fee schedule referenced in Item 5 below, the recommendation that a client become a Private Fund investor could present a conflict of interest. No client is under any obligation to become a Private Fund investor.

**Limitation of Investment Strategy.** Client accounts will generally be exclusively comprised of individual equity positions and may not constitute a fully diversified or balanced portfolio that is suitable for investment of all of a client's investment assets (accounts will generally not contain any fixed-income investments).

**Portfolio Activity.** Cacti Asset Management has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Cacti Asset Management will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including but not limited to investment performance, fund manager tenure, style drift, account additions or withdrawals, the client's financial circumstances, and changes in the client's investment objectives. Based upon these and other factors, there may be extended periods of time when Cacti Asset Management determines that changes to a client's portfolio are neither necessary nor prudent. Notwithstanding, there can be no assurance that investment decisions made by Cacti Asset Management will be profitable or equal any specific performance level(s).

**Client Obligations.** In performing our services, Cacti Asset Management shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify us if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising our previous recommendations and/or services.

**Cash Positions.** Cacti Asset Management continues to treat cash as an asset class. As such, unless otherwise determined, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating Cacti Asset Management's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), Cacti Asset Management may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, Cacti Asset Management's advisory fee could exceed the interest paid by available money market funds.

**Cash Sweep Accounts.** Account custodians generally require that cash proceeds from account transactions or cash deposits be swept into and/or initially maintained in the custodian's sweep account. The yield on the sweep account is generally lower than those available in money market accounts. To help mitigate this issue, Cacti Asset Management shall generally purchase a higher yielding money market fund available on the custodian's platform with cash proceeds or deposits, unless Cacti Asset Management reasonably anticipates that it will utilize the cash proceeds during the subsequent 30-day period to purchase additional investments for the client's account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to, the amount of dispersion between the

sweep account and a money market fund, an indication from the client of an imminent need for such cash, or the client has a demonstrated history of writing checks from the account.

**Cybersecurity Risk.** The information technology systems and networks that Cacti Asset Management and its third-party service providers use to provide services to Cacti Asset Management's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in Cacti Asset Management's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and Cacti Asset Management are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although Cacti Asset Management has established its systems to reduce the risk of cybersecurity incidents from coming to fruition, there is no guarantee that these efforts will always be successful, especially considering that Cacti Asset Management does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

**Disclosure Statement.** A copy of Cacti Asset Management's written disclosure statement as set forth on Part 2 of Form ADV and its Client Relationship Summary as set forth in Form CRS shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement.

**No Financial Planning or Non-Investment Consulting/Implementation Services.** Cacti Asset Management does not provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc.

Cacti Asset Management does not serve as an attorney, accountant, or insurance agency, and no portion of its services should be construed as legal or accounting services. Accordingly, Cacti Asset Management does not prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Cacti Asset Management may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc). Clients are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by Cacti Asset Management or its representatives.

If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Cacti Asset Management, shall be responsible for the quality and competency of the services provided.

- C. Cacti Asset Management provides investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Cacti Asset Management will allocate or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on Cacti Asset Management's services.
- D. Cacti Asset Management does not participate in a wrap fee program.
- E. As of December 31, 2023, Cacti Asset Management had \$ 1,265,197,519 in assets under management on a discretionary basis.

## **Item 5-Fees and Compensation**

- A. The client can engage Cacti Asset Management to provide on-going discretionary investment management services on a negotiable fee-only basis. Cacti Asset Management's investment management fee is based upon a percentage (%) of the market value and type of assets placed under its management, which is generally one percent (1.00%) per year. Cacti Asset Management, in its sole discretion, may charge a lesser investment management fee based upon certain criteria, including but not limited to: anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, and negotiations with the client.
- B. Clients may elect to have Cacti Asset Management's investment management fee deducted from their custodial account. Both Cacti Asset Management's Investment Advisory Agreement and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of Cacti Asset Management's investment advisory fee and to directly remit that management fee to Cacti Asset Management in compliance with regulatory procedures. In the limited event that Cacti Asset Management bills the client directly, payment is due upon receipt of Cacti Asset Management's invoice.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Cacti Asset Management will generally recommend that the client select U.S. Bank Institutional Trust & Company ("US Bank") or Pershing, LLC ("Pershing"), to act as the broker-dealer/custodian for the client's investment management assets.

Broker-dealers may charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds). In addition to Cacti Asset Management's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level and disclosed in the applicable prospectus (e.g., management fees and other fund expenses).

The types of securities for which transaction fees, commissions, and/or other type fees (as well as the amount of those fees) shall differ depending upon the broker-dealer/custodian. While certain custodians, including Pershing, generally (with the potential exception for large orders) do not currently charge fees on individual equity transactions (including ETFs), others do. There can be no assurance that Pershing will not change their transaction fee pricing in the future. Pershing may also assess fees to clients who elect to receive trade confirmations and account statements by regular mail rather than electronically.

The fees charged by the applicable broker-dealer/custodian, and the charges imposed at the fund level, are in addition to Cacti Asset Management's investment advisory fees referenced in this Item 5.

- D. Cacti Asset Management's annual investment management fee shall be prorated and paid quarterly, in arrears, based upon the market value of the assets under management on the last business day of the previous quarter.
- E. Neither Cacti Asset Management, nor its representatives accept compensation from the sale of securities or other investment products.

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

Except with respect to the Private Fund, neither Cacti Asset Management nor any of its supervised persons accepts performance-based fees.

## **Item 7-Types of Clients**

Except with respect to the Private Fund, Cacti Asset Management's clients generally include high net worth individuals, foundations and trusts, reinsurance companies, and other Registered Investment Advisors.

Cacti Asset Management generally requires a minimum asset level of \$1,000,000 for investment management services, which it may reduce or waive in its sole discretion based upon certain criteria.

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

- A. Cacti Asset Management is a journalistic research based investment adviser. It generally utilizes following method of security analysis, which does not necessarily apply to the Private Fund (which utilizes those methods as set forth in the forth in the Private Fund's offering documents):

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)

Cacti Asset Management may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

**Investment Risk.** Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Cacti Asset Management) will be profitable or equal any specific performance level(s). The specific risks for the Private Fund are set forth in its offering documents.

- B. Cacti Asset Management's methods of analysis and investment strategies do not present any significant or unusual risks, except as set forth in the offering documents for the Private Fund.

Notwithstanding, every method of analysis has its own inherent risks. To perform an accurate market analysis Cacti Asset Management must have access to current/new market information. Cacti Asset Management has no control over the dissemination rate of market information; therefore, unbeknownst to Cacti Asset Management, certain analyses may be compiled with outdated market information, severely limiting the value of Cacti Asset Management's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Cacti Asset Management's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example longer term investment strategies require a longer investment time period to allow for the strategy to



potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

- C. Currently, Cacti Asset Management primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, and/or exchange traded funds (“ETFs”) on a discretionary basis in accordance with the client’s designated investment objective(s).

## **Item 9-Disciplinary Information**

Neither Cacti Asset Management, nor its representatives, have been the subject of any disciplinary actions.

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

- A. Neither Cacti Asset Management, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Cacti Asset Management, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. Affiliated Private Investment Fund. Cacti Asset Management serves as the adviser and General Partner of the Private Fund. Cacti Asset Management may recommend, on a non-discretionary basis, that qualified clients allocate a portion of their investment assets to the Private Fund. To the extent that Cacti Asset Management’s individual advisory clients qualify and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as limited partners of the Private Fund. The terms and conditions for participation in the Private Fund are set forth in the Private Fund’s offering documents (discussing fees-including fees payable to the General Partner, conflicts of interest, risk factors, and liquidity constraints), which each prospective investor client shall receive, and shall be required to complete and submit the corresponding Subscription Agreement to the General Partner in order to demonstrate qualification for investment in the Private Fund.

**Conflict Of Interest.** Because Cacti Asset Management and/or its affiliates can earn compensation from the Private Fund (both management fees and incentive compensation) that may exceed the fee that Cacti Asset Management would earn under its standard asset based fee schedule referenced in Item 5 above, the recommendation that a client become a Private Fund investor presents a conflict of interest. No client is under any obligation to become a Private Fund investor.

**Cacti Asset Management's Chief Compliance Officer, Joshua S. Pechter, remains available to address any questions regarding this conflict of interest.**

- D. Cacti Asset Management does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. Cacti Asset Management maintains an investment policy relative to personal securities transactions. This investment policy is part of Cacti Asset Management's overall Code of Ethics, which serves to establish a standard of business conduct for all of Cacti Asset Management's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request. Cacti Asset Management also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Cacti Asset Management or any person associated with Cacti Asset Management.
- B. As disclosed above, Cacti Asset Management and/or its affiliates have a financial interest in the Private Fund. Cacti Asset Management, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the Private Fund. The terms and conditions for participation in the Private Fund, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the Private Fund's offering documents. Cacti Asset Management's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).
- C. Cacti Asset Management and/or representatives of Cacti Asset Management may buy or sell securities that are also recommended to clients. This practice may create a situation where Cacti Asset Management and/or representatives of Cacti Asset Management are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Cacti Asset Management did not have adequate

policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of Cacti Asset Management’s clients) and other potentially abusive practices.

Cacti Asset Management has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Cacti Asset Management’s “Access Persons”. Cacti Asset Management’s securities transaction policy requires that an Access Person of Cacti Asset Management must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person’s current securities holdings at least once each twelve (12) month period thereafter on a date Cacti Asset Management selects; provided, however that at any time that Cacti Asset Management has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Cacti Asset Management and/or representatives of Cacti Asset Management may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Cacti Asset Management and/or representatives of Cacti Asset Management are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C, Cacti Asset Management has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Cacti Asset Management’s Access Persons.

## **Item 12-Brokerage Practices**

- A. Cacti Asset Management’s Clients who maintain separately managed accounts generally select the broker-dealer/custodian for those accounts. Notwithstanding, in the event that the client requests that Cacti Asset Management recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Cacti Asset Management to use a specific broker-dealer/custodian), Cacti Asset Management generally recommends that investment management accounts be maintained at US Bank or Pershing. Prior to engaging Cacti Asset Management to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Cacti Asset Management setting forth the terms and conditions under which Cacti Asset Management shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Cacti Asset Management considers in recommending Pershing (or any other broker-dealer/custodian) to clients include historical relationship with Cacti Asset Management, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Cacti Asset

Management's clients shall comply with Cacti Asset Management's duty to seek best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Cacti Asset Management determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Cacti Asset Management will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Cacti Asset Management's investment management fee. Cacti Asset Management's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits. Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Cacti Asset Management receives from Pershing (or another broker-dealer/custodian investment platform, vendor and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist Cacti Asset Management to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Cacti Asset Management may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Cacti Asset Management in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received may assist Cacti Asset Management in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Cacti Asset Management to manage and further develop its business enterprise.

There is no corresponding commitment made by Cacti Asset Management to Pershing or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

**Cacti Asset Management's Chief Compliance Officer, Joshua S. Pechter, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.**

2. Cacti Asset Management does not receive referrals from broker-dealers.
3. Directed Brokerage. Except with respect to separately managed accounts as discussed in Item 12A above, Cacti Asset Management does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Cacti Asset Management will not seek better execution services or prices from other broker-dealers or be able to “batch” the client's transactions for execution through other broker-dealers with orders for other accounts managed by Cacti Asset Management. As a result, clients may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Higher transaction costs adversely impact account performance.

In the event that the client directs Cacti Asset Management to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Cacti Asset Management.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

**Cacti Asset Management's Chief Compliance Officer, Joshua S. Pechter, remains available to address any questions that a client or prospective client may have regarding the above arrangement.**

To the extent that Cacti Asset Management provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Cacti Asset Management decides to purchase or sell the same securities for several clients at approximately the same time. Cacti Asset Management may (but is not obligated to) combine or “bunch” such orders to: seek best execution; negotiate more favorable commission rates; and/or equitably allocate differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently among Cacti Asset Management's clients. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Cacti Asset Management shall not receive any additional compensation or remuneration as a result of such aggregation.

## Item 13-Review of Accounts

- A. Joshua S. Pechter monitors all client accounts on periodic (typically, daily) basis for composition and market movement.
- B. Joshua S. Pechter may also conduct account reviews on non-periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Cacti Asset Management also provides its clients with quarterly investor letters discussing the performance of investments and accounts.

## Item 14-Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Cacti Asset Management receives economic benefits from Pershing. Cacti Asset Management including support services and/or products without cost or at a discount, which may include direct monetary assistance from Pershing to obtain certain services or products.

There is no corresponding commitment made by Cacti Asset Management to Pershing or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

**Cacti Asset Management's Chief Compliance Officer, Joshua S. Pechter, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest any such arrangement creates.**

- B. Cacti Asset Management does not compensate, directly or indirectly, any person, other than its representative(s) for client referrals.

## Item 15-Custody

Except with respect to the Private Fund, Cacti Asset Management does not have custody of client funds or securities. However, because Cacti Asset Management is the general partner of the Private Fund, it is considered to have custody of the cash and securities held in the Private Fund (which are maintained in Pershing's custody). This practice requires disclosure at the Custody section of Part 1 of Form ADV. Cacti Asset

Management engages Eliott Davis Decosimo, a PCAOB registered and inspected accounting firm, to audit the Private Fund's financial statements annually and sends a copy of the audited financial statements each year to every Private Fund investor within 120 days of fiscal year end.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Cacti Asset Management may also provide a written periodic report summarizing account activity and performance.

To the extent that Cacti Asset Management provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Cacti Asset Management with the account statements received from the account custodian.

The account custodian does not verify the accuracy of Cacti Asset Management's advisory fee calculation.

## **Item 16-Investment Discretion**

The client can determine to engage Cacti Asset Management to provide investment advisory services on a discretionary basis. Prior to Cacti Asset Management assuming discretionary authority over a client's account, the client shall be required to execute an Investment Advisory Agreement, naming Cacti Asset Management as the client's attorney and agent in fact, granting Cacti Asset Management full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Cacti Asset Management on a discretionary basis may, at any time, impose restrictions, in writing, on Cacti Asset Management's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Cacti Asset Management's use of a particular strategy, etc.).

## **Item 17-Voting Client Securities**

- A. Except with respect to the Private Fund, Cacti Asset Management does not vote client proxies and therefore, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Cacti Asset Management to discuss any questions they may have with a particular solicitation.

## **Item 18-Financial Information**

- A. Cacti Asset Management does not solicit fees of more than \$1,200.00 per client, six months or more in advance.
- B. Cacti Asset Management is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Cacti Asset Management has not been the subject of a bankruptcy petition.