

Item 1. Cover Page

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Part 2A of Form ADV
(The “Brochure”)

October 11, 2024

This Brochure provides information about the qualifications and business practices of the Adviser. If you have any questions about the contents of this Brochure, or to request a current copy of it free of charge, please contact the Adviser’s Chief Compliance Officer, Patrick Joseph (“Joe”) Clough at (646) 843-4803 or jclough@hvm.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration with the SEC does imply a certain level of skill or training.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

The Adviser updated its responses to Item 11 of Part 1A and Item 9 of this Brochure. The Adviser does not consider there to be any other material changes from the information contained in its most recent previously filed version dated March 22, 2024.

The Adviser's current and future investors are encouraged to read this Brochure and all of the governing documents applicable to their current or prospective investment, in their entirety. To receive a copy of this Brochure free of charge by contacting Joe Clough, Chief Compliance Officer, by telephone at (646) 843-4803.

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Item 4. Advisory Business

The Adviser is an investment adviser with its principal place of business in Norwalk, Connecticut. The Adviser commenced operations as an investment adviser on March 12, 2008. Richard L. Selvala, Jr. and Curtis Brockelman are the owners of the Adviser.

The Adviser provides investment advisory services on a discretionary basis to its clients, which include but is not limited to separately managed accounts (the “Accounts”), investment companies, and corporations (collectively referred to herein as, “Clients”).

The Adviser provides advice to Clients based on the specific investment objectives and strategies that are set forth in the investment management agreement (“IMA”) or other governing documents applicable to each Client (collectively “Governing Documents”). The Adviser generally does not provide investment advice, nor accept investment restrictions, based on the individual objectives of investors (“Investors”).

The Adviser has built a team of veteran investment professionals with decades of experience in advising, structuring and managing option strategies and solutions. The Adviser maintains broad investment discretion as set forth in the Governing Documents.

In addition, the Adviser utilizes distinct investment strategies, including: Collateral Yield Enhancement Strategy (“CYES”), Dynamic Delta Overlay Strategy (“DDOS”), and Delta Lite (“DLIT”).

CYES is an index option-based overlay strategy seeking to generate incremental cash flow and improve risk-adjusted returns on existing portfolio holdings. CYES seeks to generate returns by “harvesting” the time decay of option premium by actively managing a portfolio of short-dated index option spreads on the S&P500 index (“SPX”). CYES sells options to generate premium/income while simultaneously purchasing further out-of-the-money strikes to contain and quantify risk. The Adviser has a disciplined investment process combined with active management that seeks to defensively adjust positions at specific risk thresholds to strive to mitigate market directional risk. Additionally, the Adviser proactively adjusts positions seeking to reduce exposure to event risk ahead of large potential market-moving events and seeks to opportunistically close out positions ahead of option expiration (assuming return objectives have been achieved or risk management benefits have been depleted).

DDOS is an options-based overlay strategy that seeks to deliver S&P 500 equity market exposure with an actively managed hedge and minimal capital commitment. Ultimately, DDOS seeks to be down less than SPX in the most negative months, while seeking to keep up with SPX in the most positive months. In calmer months DDOS seeks to outperform SPX via time decay of option premium.

DLIT is an option-based overlay that seeks to deliver incremental returns that are correlated to SPX but with an actively managed hedge (leading to lower volatility and smaller potential drawdowns). It seeks to take advantage of option skew, asymmetric risk/reward and time decay while being net long vega (volatility). It is actively managed seeking to maintain the above – especially as options approach expiration and/or the strategy faces the known unknowns of key data releases, Federal Open Market Committee (“FOMC”) decisions and potential political events.

To the extent Accounts are managed under wrap fee programs, the Adviser manages such Accounts the same as non-wrap fee Accounts and receives a portion of the wrap fees for its services.

As of December 31, 2023, the Adviser had approximately \$216,622,498 of regulatory assets under management, all of which is managed on a discretionary basis.

Item 5. Fees and Compensation

Asset-Based Compensation

The Adviser charges the Clients investment management fees based on either the daily notional account value, mandate size, net asset value or synthetic net asset value (determined by adding/subtracting the performance from the Adviser's trading activity net of management fees and brokerage commissions), depending on the relevant strategy and terms of the Governing Documents in place. Investment management fees are charged either monthly or quarterly in advance or in arrears depending on the particular strategy and the arrangement between the Adviser and the individual Client as set forth in the Governing Documents. When management fees are charged in advance, a Client will receive a refund of the unused portion of any pre-paid management fees. If a new Account is established during a quarter or month, or a Client or Investor makes an addition to its account during a quarter or month, the management fee will be charged as of the effective date of the IMA or the date of the additional contribution based on the value of the assets as of the applicable date and will be prorated for the number of days remaining in the quarter or month. Generally, the Adviser charges its Clients a management fee ranging from 0.25% to 0.85%. For separately managed accounts, the management fee is individually negotiated by product and set forth in the applicable Governing Documents, which all investors and potential investors should review carefully before making or maintaining an investment.

Clients are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by the Adviser. Please see Item 12 of this Brochure regarding broker/custodian arrangements.

Please refer to the applicable Governing Documents for more specific information on fees and expenses applicable to Clients.

Performance-Based Compensation

The Adviser at times will also be paid a performance-based fee or allocation, which is compensation that is based on realized and unrealized appreciation, less management fees, of a Client. This compensation at times is to be paid to the Adviser at a rate of 10% performance in any given calendar year. The performance fee is typically subject to a loss carryforward (sometimes referred to as a "high-water mark"). While the Adviser does not directly deduct the investment management fee from the Accounts in most cases, the Accounts have granted authority to the Adviser to instruct the Account's custodian to deduct the investment management fee from the Client's account. Still other Accounts require pre-approval prior to the custodian deducting applicable investment management fees. In any case, the Adviser prepares bills and makes them available to all Clients.

While the amount of compensation is generally not negotiable, the Adviser from time to time, in its sole discretion, may waive or reduce the management fee and/or performance-based fee for certain investors that are members, principals, employees or affiliates of the Adviser or friends and relatives of such persons and for certain strategic investors.

Other Expenses

With respect to the Accounts, in addition to paying investment management fees and, if applicable, performance-based fees or other compensation, Client accounts will also be subject to other investment expenses such as custodial charges, brokerage fees, commissions and related costs; interest margin expenses; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; revenue sharing; and costs, expenses and fees (including, investment advisory and other fees charged by investment advisers with, or funds in, which the Client's account invests) associated with products or services that may be necessary or incidental to such investments or accounts.

A pooled investment vehicle Client, in addition to paying investment management fees, will also be subject to other investment expenses such as legal, compliance, audit, accounting and third party administrator fees and expenses; organizational expenses; investment expenses such as brokerage commissions, research fees and expenses; interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; insurance costs related to the pooled investment vehicle; and any other expenses related to the purchase, sale or transmittal of Client assets.

Please refer to Item 12 of this Brochure for a discussion of the Adviser's brokerage practices.

Item 6. Performance-Based Fees and Side-by-Side Management

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple Clients. The Adviser is entitled to be paid performance-based compensation from certain of its Clients. Certain Clients or Investors may have different investment management fees or performance-based compensation arrangements than other Clients or Investors. When the Adviser and its investment personnel manage more than one Client account, a potential conflict exists where one Client account may be favored over another Client account; the Adviser and its investment personnel have a greater incentive to favor Client accounts that pay the Adviser (and indirectly the portfolio manager) performance-based compensation or higher fees.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities generally require that similarly managed accounts participate in investment opportunities pro rata based on asset size or in a manner otherwise determined fair and equitable by the Adviser. The Adviser may also take into account the Client's investment objectives, strategies and risk profile; any restrictions placed on a Client's portfolio by the Client or by federal or state law; the size of the account; the total portfolio invested position; the nature of the security to be allocated; the size of the available position; the supply or demand for a security at a given price level; the current market conditions; the timing of cash flows and account liquidity; and any other information determined to be relevant to the fair allocation of securities. The Adviser's procedures also require that, to the extent orders are aggregated, the Client orders are price-averaged. Finally, the Adviser's procedures also require that limited opportunities (such as initial public offerings and private placements) be allocated in any manner deemed appropriate by the Adviser under the circumstances. These areas are monitored by the Adviser's Chief Compliance Officer.

Item 7. Types of Clients

As noted above in Item 4, the Adviser's Clients are intended for high-net-worth individuals, family offices, corporations and other sophisticated or institutional investors.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include use of technical analytical tools and approaches as well as fundamental research.

For information regarding the Adviser's investment strategies, please refer to Item 4 above and the applicable Governing Documents, which must be reviewed carefully in connection herewith.

The Adviser employs the following investment methods and techniques:

Leverage. The Adviser's investment program utilizes leverage on a Client's underlying collateral positions which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments. Therefore, performance can be more volatile if a Client's account employs leverage.

Option Trading. The Adviser engages in various option trading investment strategies. Options are investments whose ultimate value is determined from the value of the underlying investment. Investing in options involves risk of loss, and every investor must be prepared to bear the loss of its entire investment. Options are a form of derivative instrument that often have risks similar to its underlying instrument and has additional risks, including imperfect correlation between the value of the derivative and the underlying instrument, magnification of losses incurred due to changes in the market value of the securities, instruments, currencies, indices or interest rates to which they relate, changes in the market's perception as to the future price behavior of the underlying asset, and risks that the instruments may not be liquid and could be difficult to value, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller may be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value, or make payment to cover a substantial cash settlement. Over-the-counter options generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. Certain of the over-the-counter market for options may be illiquid, particularly for relatively small transactions.

Short Selling. The Adviser engages in short selling strategies. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline. The Adviser makes short sales in order to maintain flexibility and for profit.

Short-Term Market Timing. The Adviser engages in a short-term market timing investment strategy where the Adviser attempts to anticipate the market price of a security before the security's price reacts to market forces by analyzing macroeconomic and market trends.

Interest Rate Risks. Generally, the value of fixed-income securities changes inversely with changes in

interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities.

Issuer-Specific Changes. Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

Lack of Diversification. Client accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, Client portfolios are subject to more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments.

Relative Value Risk. In the event that the perceived mispricings underlying the Adviser's relative value trading positions were to fail to converge toward, or were to diverge further from, relationships expected by the Adviser, Client accounts can incur a loss.

Short Selling Risk. The Adviser's investment program includes a significant amount of short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Trading Expenses. The Adviser's primary strategy uses frequent trading which results in significantly higher commissions and charges to Client accounts due to increased brokerage, which will offset Client profits.

The risks associated with types of securities that are primarily recommended by the Adviser are set forth below.

Derivatives. Swaps, certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the Client or the Adviser. Further, transactions in derivative instruments may not be undertaken on recognized exchanges, and can expose the Client's account to greater risks than regulated exchange transactions that may provide greater liquidity and more accurate valuation of securities.

Fixed-Income and Debt-Related Securities. Investment in fixed-income and debt-related securities, such as options on fixed-income indices, subject a Client's portfolio to the risk that the value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio's income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that debt to decline. Lastly, investments in debt-related securities will also subject the investments to the risk that the securities may fluctuate more in price, and are less liquid than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially, and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.

Security Futures and Options. In connection with the use of futures contracts and options, there may be an imperfect correlation between the change in market value of a security and the prices of the futures contracts and options in the Client's account. In addition, the Adviser's investments in security futures and options can encounter a lack of a liquid secondary market for a futures contract and the resulting inability to close a futures position prior to its maturity date.

Risk of Default or Bankruptcy of Third Parties. Clients engage in transactions in securities or other financial instruments and other assets that involve counterparties. Under certain conditions, a Client could suffer losses if a counterparty to a transaction were to default or if the market for certain securities or other financial instruments and/or other assets were to become illiquid. In addition, a Client could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which a Client does business, or to which securities or other financial instruments and/or other assets have been entrusted for custodial purposes.

These methods, strategies and investments involve risk of loss to Clients and Clients must be prepared to bear the loss of their entire investment.

The preceding risks do not purport to be a complete explanation of all the risks applicable to investing in HVM products. Investors should review the terms of the applicable Governing Documents for additional information which is unique to an individual Client before engaging the Adviser. Certain, but not all, of the material risks relating to the Adviser's investment strategies are set forth below.

Item 9. Disciplinary Information

On September 25, 2024, the SEC announced an agreement with Harvest to settle findings relating to Harvest's implementation of the terms of certain Investment Management Agreements ("IMAs") in managing an options overlay strategy for certain clients referred by Merrill Lynch, Pierce, Fenner & Smith. Specifically, the SEC found that Harvest purchased and sold options contracts at levels materially above the levels clients authorized in IMAs in its Collateral Yield Enhancement Strategy ("CYES"). The SEC also found that Harvest failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and rules thereunder in connection with its execution of CYES with respect to authorized notional amounts. Without admitting or denying the SEC's findings, Harvest agreed to the entry of an administrative order containing findings that Harvest violated Sections 206(2) and 206(4) of the Advisers Act and Rule 206(4)-7 promulgated there under. Harvest paid disgorgement of \$2,500,000, pre-judgment interest of \$1,000,000, and a civil monetary penalty of \$2,000,000 on October 9, 2024.

Item 10. Other Financial Industry Activities and Affiliations

While the Adviser does not have any financial industry affiliations, such as a Broker-Dealer, Commodity Trading Advisor, Commodity Pool Operator or Futures Commission Merchant, certain of the Adviser's employees are also employed by other investment advisers.

Curtis Brockelman is a Managing Member of Intersect Capital Management LLC, an exempt reporting adviser. Intersect is not directly or indirectly controlled by, or under common control with the Adviser.

Richard L. Selvala, Jr. is the Managing Member of Visdom Investment Group LLC, an investment manager that is conditionally registered as an investment adviser with the SEC under a 120-day approval.

The Adviser has implemented policies and procedures to guard against any conflicts and risks that may be enhanced by having Access Persons associated with two advisers at one time, including but not limited to conflicts of interest, misappropriation, proprietary or private information, and any other form of market manipulation.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its personnel to put the interests of the Adviser's Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Clients or prospective Clients may obtain a copy of the Code by contacting Joe Clough, Chief Compliance Officer, by telephone at (646) 843-4803. See below for further provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by related persons.

The Adviser, in the course of its investment management and other activities (e.g., board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of Clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a Client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to Clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the Client or using such information for the Client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the Client for not disclosing such information to the Client (or the fact that the Adviser possesses such information), or not using such information for the Client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

In addition, the Adviser or its related persons invests in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or a related person recommends to Clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect Clients (e.g., place their own trades before or after Client trades are executed in order to benefit from any price movements due to the Clients' trades). In addition to affecting the Adviser's or its related person's objectivity, these practices by the Adviser or its related persons may also harm Clients by adversely affecting the price at which the Clients' trades are

executed. The Adviser has adopted the following procedures in an effort to minimize such conflicts: The Adviser requires its employees to pre-clear all transactions in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its Clients. In addition, the Adviser's Code prohibits the Adviser or its employees from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All of the Adviser's employees are required to disclose their securities transactions on a quarterly basis and holdings on an annual basis. All of the Adviser's employees are also required to provide broker confirmations of each transaction in which they engage. Trading in employee accounts will be reviewed by the Chief Compliance Officer or her delegate and compared with transactions for the Client accounts and reviewed against the restricted securities list.

To the extent that the Adviser or a related person or any of their employees own securities with voting rights that the Adviser or its related person also recommends to Clients, such Clients' proxies will be voted according to predetermined guidelines rather than subject to the Adviser's (or its related person's) discretion. Please refer to Item 17 for further information regarding the Adviser's proxy voting policy and procedures.

Any time an individual is associated with more than one investment adviser, there are inherent risks including but not limited to: insider trading, frontrunning, market manipulation, appropriation of another adviser's property, confidential information, and/or privacy concerns. Due to certain duly supervised Access Persons of the Adviser, the Adviser has implemented compliance processes and procedures regarding duly supervised personnel.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors may include financial stability of the broker; the actual executed price of the security and the broker's commission rates; research, custodial and other services provided by such brokers and/or dealers that are expected to enhance the Adviser's general portfolio management capabilities; the size and type of the transaction; the difficulty of execution and the ability to handle difficult trades; the operational facilities of the brokers and/or the dealers involved; and the ability to handle a block order for securities and distribution capabilities. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a Client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser's Chief Compliance Officer and traders meet periodically to evaluate the broker-dealers used by the Adviser to execute Client trades using the foregoing factors.

It is the current policy of the Adviser not to enter into traditional "soft dollar" arrangements. However, the Adviser may receive unsolicited research or other products or services other than execution (collectively the "Free Services") at no apparent additional charge and not pursuant to any written "soft dollar" arrangement from a broker-dealer in connection with Client securities transactions. To the extent that the receipt of such Free Services is deemed an economic benefit or a "soft dollar" relationship, the Adviser will limit the Free Services to items that constitute research and brokerage within the meaning of section 28(e) of the securities exchange act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and

rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

Should the Adviser use Client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser's Chief Compliance Officer will meet with the Adviser's head trader periodically to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or the Adviser's overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of Client commissions (or markups or markdowns) to obtain research and brokerage products and services would raise conflicts of interest. For example, the Adviser would not have to pay for the products and services itself. This would create an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services.

The Adviser may obtain a product or service that is used, in part, by the Adviser for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, the Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). Such determination will be made based on the actual use of the product or service by the Adviser's personnel. The proportion of the product or service attributable to assisting the Adviser in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the Adviser from its own resources. The determination of the appropriate allocation of "mixed use" products and services creates a potential conflict of interest between the Adviser and Clients.

Under certain circumstances, the Adviser may permit Clients to direct the Adviser to execute the Client's trades with a specified broker-dealer. When a Client directs the Adviser to use a specified broker-dealer to execute all or a portion of the Client's securities transactions, the Adviser treats the Client direction as a decision by the Client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the Client's account. Although the Adviser attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. Transactions in the same security for accounts that have directed the use of the same broker may be aggregated. When the directed broker-dealer is unable to execute a trade, the Adviser may select broker-dealers other than the directed broker-dealer to effect Client

securities transactions. A Client who directs the Adviser to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the Client. Such costs may include higher brokerage commissions (because the Adviser may not be able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the Client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a Client to direct the Adviser to execute the Client's trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the Client and, as a result, in some transactions such Clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as number of shares, round and odd lots and the market for the security. The commissions charged to Clients that direct the Adviser to execute the Client's trades through a specified broker-dealer may in some transactions be materially different than those of Clients who do not direct the execution of their trades. Clients that direct the Adviser to execute the Client's trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other Clients of the Adviser.

The Adviser often purchases or sells the same security for many Clients contemporaneously and may use the same executing broker. It is the Adviser's practice, where possible, to aggregate Client orders for the purchase or sale of the same security submitted contemporaneously for execution with the same floor broker. The Adviser may also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Such aggregation may enable the Adviser to obtain for Clients a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to account for differences in Client objectives and strategies, risk tolerances, tax status and other criteria. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to Clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating Clients. Clients may be subject to clearing fees and ticket charges by executing brokers. Certain clients that are part of a "wrap fee" program may be subject to asset-based transaction fees, in which they are typically charged a minimum fee per month, instead of paying brokerage commissions. HVM is not a sponsor of any wrap fee program. Clients that are part of a "wrap fee" program should consult with their program sponsor for details on fees and expenses applicable to such client.

Item 13. Review of Accounts

Each Client account is reviewed by the Adviser on an ongoing basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each Client.

Significant market events affecting the prices of one or more securities in Client accounts may trigger reviews of Client accounts on other than a periodic basis.

Unless otherwise agreed to by the Client and its custodian, each Account will receive monthly reports from its custodian describing investments in the Account, summarizing that period's activities and comparing

the market value of the securities in the Account for that period with the Account's performance for prior periods. Additionally, for certain strategies managed by the Adviser, the Adviser prepares a daily statement and makes such statement available to Clients upon request.

Investors and Clients receive reports from the Adviser pursuant to the terms agreed upon in the applicable Governing Documents. Such reports may be delivered electronically to the Client in accordance with the Client's agreement with the Adviser.

Item 14. Client Referrals and Other Compensation

It is a strict current policy of the Adviser not to enter into traditional "soft dollar" arrangements. However, the Adviser may receive unsolicited research or other products or services other than execution (collectively the "Free Services") at no apparent additional charge and not pursuant to any written "soft dollar" arrangement from a broker-dealer in connection with Client securities transactions. To the extent that the receipt of such Free Services is deemed an economic benefit or a "soft dollar" relationship, the Adviser will limit the Free Services to items that constitute research and brokerage within the meaning of Section 28(e). These services may create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its Clients. Please see Item 12 for further information on the Adviser's "soft-dollar" practices, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

The Adviser makes cash payments to third-party solicitors for Client referrals. The Adviser maintains well-established relationships with its financial advisers where they provide continual Client referrals to the Adviser. Where applicable, cash payments for Client solicitations will be structured to comply fully with the requirements of the SEC and related SEC staff interpretations.

Item 15. Custody

The Adviser does not have custody over our Clients' assets. The assets of the Clients are held by a custodian as disclosed in the applicable Governing Documents or as chosen by the Client. The Adviser is not authorized to open accounts in the name of a Client. At times, the Adviser will debit certain fees from their Clients' accounts. Each Client is urged to carefully review the statements it receives from the broker-dealer, bank or other custodian and compare such statements to any statements received from the Adviser.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to Clients. Please see Item 4 for a description of any limitations Clients may place on the Adviser's discretionary authority.

Prior to assuming full discretion in managing a Client's assets, the Adviser enters into an IMA or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary Client, the Adviser has the authority to determine: (1) which securities or instruments to buy or sell; (2) total amount of securities or instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions. Because of the differences in Client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Clients in invested

positions and securities held, and it is possible that different Clients will hold opposing positions.

Item 17. Voting Client Securities

To the extent the Adviser is delegated proxy voting authority on behalf of its Clients, the Adviser will comply with its proxy voting policies and procedures, which are designed to ensure that in cases where the Adviser votes proxies with respect to Client securities, such proxies are voted in the best interests of its Clients.

Clients can obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a Client's proxies by contacting Joe Clough, Chief Compliance Officer, by telephone at (646) 843-4803.

Item 18. Financial Information

Balance Sheet

The Adviser is not required to attach a balance sheet because it does not require or solicit the payment of fees six months or more in advance.

Contractual Commitments to Our Clients

The Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to its Clients.

Bankruptcy Petitions

The Adviser has never been the subject of a bankruptcy petition.