

**Part 2A of Form ADV: *Firm Brochure***

**Imperial Fund Asset Management, LLC**

851 W Cypress Creek Rd  
Fort Lauderdale, FL 33309

Telephone: +1 (855) 226-5200 [info@ifcapitalpartners.com](mailto:info@ifcapitalpartners.com)

August 30, 2024

This brochure provides information about the qualifications and business practices of Imperial Fund Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at [info@ifcapitalpartners.com](mailto:info@ifcapitalpartners.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Imperial Fund Asset Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by Imperial Fund Asset Management, LLC's unique identifying number, known as a CRD number which is 317525.

## **Item 2      Material Changes**

This Firm Brochure replaces the last version of Imperial Fund Asset Management, LLC's Firm Brochure dated March 25, 2024. Imperial Fund Asset Management, LLC is filing its other than annual amendment as of August 30, 2024.

Registered investment advisers are required to amend their Form ADV Part 2A Firm Brochure when information contained therein becomes materially inaccurate. If there are any material changes to this Firm Brochure, we are required to notify you and provide you with a description of the material changes.

Since our previous filing dated March 25, 2024, we have made the following material changes:

- Updated the entity name to Imperial Fund Asset Management, LLC, and changed the address in Item 1;
- Updated the regulatory assets under management in Item 4 as of August 30, 2024; and
- Made changes to Item 4 to add additional private fund.

### Item 3      Table of Contents

Item 1	Cover Page .....	<b>Error! Bookmark not defined.</b>
Item 2	Material Changes.....	2
Item 3	Table of Contents .....	3
Item 4	Advisory Business.....	4
Item 5	Fees and Compensation .....	6
Item 6	Performance-Based Fees and Side-By-Side Management.....	8
Item 7	Types of Clients.....	9
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss .....	9
Item 9	Disciplinary Information.....	11
Item 10	Other Financial Industry Activities and Affiliations.....	11
Item 11	Code of Ethics, Participation/Interest in Client Transactions & Personal Trading.....	13
Item 12	Brokerage Practices .....	15
Item 13	Review of Accounts.....	15
Item 14	Client Referrals and Other Compensation .....	16
Item 15	Custody.....	16
Item 16	Investment Discretion.....	16
Item 17	Voting Client Securities.....	17
Item 18	Financial Information .....	17

## **Item 4        Advisory Business**

Imperial Fund Asset Management, LLC (“Imperial,” “the Firm,” “we” or “us”) is an investment adviser with its principal place of business located in FL. Listed below are the Firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Victor Kuznetsov; and
- Maksim Slyusarchuk

Imperial offers the following advisory services to our clients:

### **INDIVIDUAL PORTFOLIO MANAGEMENT**

The Firm provides asset management of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on the client's particular circumstances are established, we develop the client's personal investment policy. We create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we may also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on either a non-discretionary or discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Once the client's portfolio has been established, we review the portfolio quarterly and if necessary, rebalance the portfolio on an annual basis, based on the client's individual needs.

Our investment recommendations are not limited to any specific product or service offered by a broker/dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Corporate debt securities (other than commercial paper)
- Private Placements

Because some types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

### **PRIVATE FUNDS**

Investment in private funds offered through affiliated entities is only suitable for sophisticated investors and requires the financial ability and wherewithal to accept high risk and lack of liquidity. The following private funds are managed by entities under common ownership and/or control of Victor Kuznetsov and Maksim Slyusarchuk. For more information and details regarding these funds, we urge qualified and eligible clients to review the organizational documents, offering memorandum and subscription agreements. Imperial expects each private fund on its platform to qualify for an exception from the definition of “investment company” under the Investment Company Act of 1940, as amended (“1940 Act”)

and to offer interests to Investors pursuant to Regulation D under the Securities Act of 1933, as amended (“1933 Act”). As a result, this brochure could discuss information relevant to such investors, as necessary or appropriate. Nonetheless, this brochure is designed solely to provide information about Imperial and should not be considered to be an offer of interests in any private fund. It is also not an offer of, or agreement to provide, advisory services directly to any recipient. Rather, this brochure is designed solely to provide information about Imperial for the purpose of compliance with certain obligations under the Advisers Act and, as such, responds to relevant regulatory requirements under the Advisers Act.

### **Imperial Fund I, LLC**

The Imperial Fund I, LLC (“Imperial I,” “Fund I” or together with Imperial Fund II, LLC and Atlas A&D Opportunity Fund III, LLC, “the Funds”) is a Florida limited liability company, whose investors desire to purchase limited liability company interests of Fund I. The primary focus of Fund I is to acquire newly originated non-agency residential loans to capitalize on what the Fund I believes to be an opportunity to earn premium spreads from credit-worthy borrowers who are no longer adequately served by traditional lending sources. Fund I may also invest in other real estate lending markets and asset classes that share similar investment characteristics, such as small balance transitional commercial loans.

### **Imperial Fund II, LLC**

The Imperial Fund II, LLC (“Imperial II,” “Fund II” or together with Imperial I and Atlas A&D Opportunity Fund III, LLC, “the Funds”) is a Florida limited liability company, seeking to raise capital commitments from investors who desire to purchase limited liability company interests of Fund II. The primary focus of Fund II is to acquire newly originated non-agency residential loans to capitalize on what Fund II believes to be an opportunity to earn premium spreads from credit-worthy borrowers who are no longer adequately served by traditional lending sources. Fund II may also invest in other real estate lending markets and asset classes that share similar investment characteristics.

### **Atlas A&D Opportunity Fund III, LLC**

The Atlas A&D Opportunity Fund III, LLC (“Imperial III,” “Fund III” or together with Imperial I and Imperial II, “the Funds”) is a Delaware limited liability company, seeking to raise capital commitments from investors who desire to purchase limited liability company interests of Fund III. The primary focus of Fund III is to acquire newly originated non-agency residential loans to capitalize on what Fund III believes to be an opportunity to earn premium spreads from credit-worthy borrowers who are no longer adequately served by traditional lending sources. Fund III may also invest in other real estate lending markets and asset classes that share similar investment characteristics.

## **FINANCIAL PLANNING**

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.

- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid and elder law.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

Typically, the financial plan is presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

### **WRAP FEE PROGRAM**

We are both the sponsor and portfolio manager of a wrap fee program. Please refer to our *Part 2A of Form ADV: Appendix 1 Wrap Fee Program Brochure* for more details about this program.

### **AMOUNT OF MANAGED ASSETS**

As of August 20, 2024, we have \$ 6,980,959,545 in assets under management that are managed on a discretionary basis.

## **Item 5 Fees and Compensation**

### **PORTFOLIO MANAGEMENT SERVICES FEES**

Our annual fees for Portfolio Management Services are based upon a percentage of assets under

management and generally range from 0.25% to 2.00%.

A minimum of \$250,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. Imperial may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

***Limited Negotiability of Advisory Fees:*** Although Imperial has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the Firm and each client.

Discounts on fees, although not generally available to our advisory clients, are offered to associated persons of the Firm as well as family members and friends of associated persons of the Firm.

### **PRIVATE FUND FEES**

As indicated above, Imperial can offer certain qualified clients the investment services provided by a limited partnership of our affiliates. Fees and expenses of those Funds are described to Investors, in detail, in each Fund's Operating Agreement. The Funds' fees vary depending on the nature of the services provided and the investment strategy used.

### **FINANCIAL PLANNING FEES**

Imperial's Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Financial Planning fees are calculated and charged on a fixed fee basis, typically ranging from \$500 to \$5,000, depending on the specific arrangement reached with the client.

We may request a retainer upon completion of our initial fact-finding session with the client; however, advance payment will never exceed \$500 for work that will not be completed within six months. The balance is due upon completion of the plan.

The client is billed quarterly in arrears based on actual hours accrued.

### **GENERAL INFORMATION**

**Termination of the Advisory Relationship:** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 60 days written notice. As disclosed above, certain fees are paid in advance of services provided.

***Mutual Fund Fees:*** All fees paid to Imperial for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each Fund's Operating Agreement. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by the Firm

which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Separately Managed Account Fees:*** Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by the Firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Advisory Fees in General:*** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

***Limited Prepayment of Fees:*** Under no circumstances do we require or solicit payment of fees in excess of \$500 more than six months in advance of services rendered.

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

### **PERFORMANCE-BASED FEES**

When certain performance hurdles are met, Imperial may be entitled to receive a distribution of the investment proceeds ("Net Profits") as performance-based incentive compensation. The payment of this performance-based fee may be subject to certain conditions being satisfied depending on which class of interest one holds in the Funds (Series A-Series E). These particular conditions are identified and described in the respective class schedules of the Funds' Operating Agreements. The existence of this incentive fee program may create an impetus for Imperial to cause the Funds to make riskier or more speculative investments than would be the case in the absence of such a fee. For more information regarding the specific terms of this performance-based fee, please consult each of the Funds' Operating Agreement.

Managing funds with different performance-based or management fee structures, alongside portfolios with lower fees will create additional conflicts of interest. Imperial has adopted shared policies and procedures to address the potential conflicts of interest described above through careful review of investment opportunities, including review of available capital, anticipated duration of the investment, likelihood of profitability, portfolio diversification requirements, liquidity requirements and other appropriate factors. Imperial will seek to address such conflicts on a fair and equitable basis in its good faith discretion.



## **Item 7      Types of Clients**

Imperial provides investment advisory services to two pooled investment vehicles operating as private funds. In addition, Imperial provides advisory services to the following types of separately managed account clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Corporations

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

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

***Risks for all forms of analysis.*** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

### **INVESTMENT STRATEGIES**

We use the following strategies to manage client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

***Long-term purchases.*** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

***Short-term purchases.*** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

***Trading.*** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

***Private Funds.*** Investors in private funds should understand that these funds are speculative, and the interests are illiquid or of limited liquidity. Ownership interests in a private fund requires the ability to tolerate a high degree of risk. Each private fund will be subject to additional risks, that are described in the funds offering memorandum, which investors should review carefully.

### **MATERIAL RISKS**

All investing strategies we offer involve risk and may result in a loss of your original investment, which

you should be prepared to bear. Material risks associated with our investment strategies are listed below.

**Equity Securities.** Equity investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the lack of public information with respect to such issuers, less governmental regulation of stock exchanges and issuers of securities traded on such exchanges and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to the investor. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

**Exchange-Traded Funds (ETFs).** ETFs are typically investment companies that are legally classified as open-end mutual funds or Unit Investment Trusts. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. The difference between the bid price and the ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company.

**Market Risk.** The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in Client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

**Bonds.** Corporate debt securities (or “bonds”) are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default, and; when the bond is set to mature. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to “call” all or part of the issue before the bond’s maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, clients are exposed to reinvestment rate risk – clients will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

**Conflicts of Interest.** In administering client portfolios and financial reporting, advisers face inherent interest conflicts. They mitigate these conflicts through comprehensive written supervisory compliance policies and procedures, which provide that the client's interest is always held above that of the Firm and its employees.

**Force Majeure.** Investments (including specific properties) may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other

serious public health concern, war, terrorism, and labor strikes). Some force majeure events may adversely affect the ability of a party to perform its obligations until it is able to remedy the force majeure event. In addition, the cost of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which clients may invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over certain assets, could result in a loss to clients. Any of the foregoing may therefore adversely affect the performance of a clients' investments.

***Cybersecurity and Disaster Recovery.*** Cyber incidents affecting the Firm and its various service providers have the ability to disrupt and impact business operations, potentially resulting in financial losses, interference with an advisor's ability to value its client's securities or other investments, impediments to trading, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of invested securities, counterparties to transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. In addition, substantial costs may be incurred to prevent any cyber incidents in the future. While business continuity plans and risk management systems are designed to prevent and mitigate cyber incidents and other disasters, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Imperial has limited cyber security and disaster recovery plans for its operations and relies on outside parties for some key operational functions, who in turn may also have limited cyber security and disaster recovery plans, which could negatively impact investors.

***Inflation & Interest Rates.*** Security prices and portfolio returns will likely vary in response to inflation and interest rates changes. Inflation causes future dollars to be worth less and may reduce the purchasing power of a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed-income investments to decline.

***Illiquid Investments.*** The investments selected by the Firm may be illiquid, due to transfer restrictions, the size of an interest held in a particular investment or for other reasons. As a result, it may be necessary to hold these investments for an indefinite period of time. Generally, a less liquid investment bears more risk than a more liquid one. For example, if the Firm is unable to liquidate an investment as its value declines, the Firm will be unable to limit losses. Similarly, if the Firm is unable to liquidate an investment at a time when cash is needed, the Firm may miss other investment opportunities or be forced to sell other investments at unfavorable times.

## **Item 9      Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

The Firm and its management personnel have no reportable disciplinary events to disclose.

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

### ***Affiliated Broker/Dealer***

In addition to Imperial being a registered investment adviser, the Firm is under common ownership and

control with IF Securities LLC, which is a FINRA registered broker-dealer. A list of affiliated broker-dealers is specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1, which can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

### ***Management Personnel***

Certain Management personnel of the Firm are separately licensed as registered representatives of IF Securities LLC, an affiliated FINRA member broker-dealer.

These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

While Imperial and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Victor Kuznetsov and Maksim Slyusarchuk of Imperial are also controlling officers of Imperial Manager I, LLC, Imperial Manager II, LLC and Imperial Manager III, LLLC, which manage the Imperial I, Imperial II and Imperial III, respectively. This arrangement creates a conflict of interest when we recommend to clients that they invest in the Funds from which Imperial (and/or its personnel making the recommendation) will receive compensation.

Our affiliates typically recommend Imperial to their clients in need of advisory services. Conversely, Imperial typically recommends its affiliates to advisory clients in need of such services. The services provided by our affiliates are separate and distinct from our advisory services and are provided for separate and typical compensation. There are no referral fee arrangements between the Firms for these recommendations. No Imperial client is obligated to use any of our affiliated companies for any services and conversely, no client is obligated to use the advisory services we provide.

Clients should be aware that the receipt of additional compensation by Imperial and its management persons or employees creates a conflict of interest that may impair the objectivity of the Firm and these individuals when making advisory recommendations. Imperial endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for the Firm and its employees to earn compensation from advisory clients in addition to the Firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- the Firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by the Firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

### ***Other Affiliations***

A&D Mortgage LLC (“A&D”) is a Florida limited liability company and under common ownership and control with Imperial. A&D is one of the Funds’ service providers, and may originate and sell mortgage loan portfolios to one or both of the Funds. The Funds also may use A&D as the servicer of any loans that the Fund invests in. Although A&D is expected to originate a portion of the Funds’ loan portfolios, A&D does not sell loan portfolios exclusively to the Funds. Similarly, the Funds may also purchase mortgage loans from another third-party originator and/or lending company. While this may present a conflict of interest in that Imperial may indirectly benefit from the Funds’ purchasing of loan portfolios through its affiliate lender, Imperial mitigates this conflict by subjecting each mortgage loan portfolio to a rigorous underwriting process in order to ensure that they are making market competitive analysis and selections of their mortgage lenders.

### ***Conflicts related to our affiliates and service providers***

As noted above, Imperial has contracted with its affiliate, A&D, to originate and sell mortgage loans to its Funds. A&D is also one of the Firm’s clients. Consequently, a conflict of interest exists because the Firm has an incentive to treat A&D better than it would clients with whom it does not have a business relationship. However, as a fiduciary, Imperial is obligated to treat all of its clients fairly and not put any client's interest ahead of any other client, nor to put the Firm’s own interests ahead of its clients. Imperial therefore has implemented policies and procedures to ensure that any business relationship it has with a client does not interfere with its fiduciary duties.

## **Item 11 Code of Ethics, Participation/Interest in Client Transactions & Personal Trading**

The Firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Imperial and its personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the Firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Imperial's Code of Ethics further includes the Firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to nonpublic information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [info@ifcapitalpartners.com](mailto:info@ifcapitalpartners.com).

Imperial and individuals associated with the Firm may from time to time engage in or initiate principal transactions on behalf of the Firm, in which case the Firm will comply with the requirements of Section 206(3) of the Advisers Act and provide written notification to the affected

client and obtain the client's consent prior to settlement of the transaction.

Imperial and individuals associated with the Firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

The Firm and/or individuals associated with the Firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security which may also be recommended to a client.

It is the expressed policy of the Firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro rata, with each account paying the average price. Our employee accounts will be excluded in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing the Firm's Code of Ethics, to ensure the Firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of the Firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of the Firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of the Firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. The Firm requires prior approval for any IPO or private placement investments by related persons of the Firm.
5. We maintain a list of all reportable securities holdings for the Firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by the Firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered, except in situations where the Firm is granted discretionary authority.

9. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
10. We require delivery and acknowledgement of the Code of Ethics by each supervised person of the Firm.
11. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
12. Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of the Firm are separately registered as securities representatives of a broker-dealer. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

## **Item 12 Brokerage Practices**

Imperial does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

Imperial requires that clients provide us with written authority to determine the broker-dealer to use and the commission costs that will be charged to our clients for these transactions.

These clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

As a matter of policy and practice, Imperial does not generally block client trades and, therefore, we implement client transactions separately for each account. Consequently, certain client trades may be executed before others, at a different price and/or commission rate.

Additionally, our clients may not receive volume discounts available to advisers who block client trades.

## **Item 13 Review of Accounts**

### **PORTFOLIO MANAGEMENT SERVICES**

**REVIEWS:** While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

**REPORTS:** In addition to the monthly statements and confirmations of transactions that Portfolio Management Services clients receive from their broker-dealer, Imperial will provide quarterly reports summarizing account performance, balances and holdings.

### **FINANCIAL PLANNING SERVICES**

**REVIEWS:** While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

**REPORTS:** Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

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

Imperial has entered, and may in the future enter, into arrangements to compensate firms or individuals that are independent of and unaffiliated with Imperial for referrals that result in a prospective investor becoming an investor in Fund I and/or Fund II, and/or Fund III. Imperial intends to pay such consideration in compliance with applicable SEC rules and other laws and regulations that may be in effect from time to time.

It is Imperial's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

## **Item 15      Custody**

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that the Firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Because an entity related to Imperial serves as a general partner or managing member of affiliated the Funds, the Firm is also deemed to have custody over the Funds within the meaning of the Custody Rule. To comply with this rule, the general partner provides each Investor in the Funds with audited financial statements within 120 days following the Funds' fiscal year end. The audit is conducted by a PCAOB registered and inspected firm. The Client should review these audited financial statements carefully. If the Client has invested in a Private and has not received audited financial statements timely, the Client should contact us immediately.

## **Item 16      Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with the Firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by



once again providing us with written instructions.

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

As a matter of Firm policy, we do not vote proxies on behalf of clients. Therefore, although the Firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially 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. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We do not offer any consulting assistance regarding proxy issues to clients.

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

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Imperial has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$500 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Imperial has not been the subject of a bankruptcy petition at any time during the past ten years.