

# **HM International L.L.C.**

1608 West 5<sup>th</sup> Street, Suite 200  
Austin, TX 78703-5498

March 2024

## **Item 1 – Cover Page**

### **FORM ADV PART 2A FIRM BROCHURE**

This brochure provides clients with information about the qualifications and business practices of HM International L.L.C. (“**HM International**”, the “**Firm**”, or the “**Advisor**”). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or the SEC, or by any state securities authority. Registration as an investment adviser does not imply that HM International or any individual providing investment advisory services on behalf of HM International possesses a certain level of skill or training.

Please contact HM International at (918)-664-1914 or [ir@hmintl.com](mailto:ir@hmintl.com) if you have any questions about the contents of this brochure. Additional information about HM International is available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This is the annual amendment to HM International’s Brochure last updated July 26, 2023; no material changes have occurred since that filing. However, non-material updates have been included such as updated regulatory assets under management.

Investors are encouraged to carefully review this brochure in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable documents governing the Funds (as defined below). In the event of a conflict between the information set forth herein and the applicable governing documents, the information set forth in the applicable governing documents shall control.

### **Item 3 – Table of Contents**

<b>Item 1 – Cover Page.....</b>	<b>1</b>
<b>Item 2 – Material Changes .....</b>	<b>2</b>
<b>Item 3 – Table of Contents .....</b>	<b>3</b>
<b>Item 4 - Advisory Business .....</b>	<b>4</b>
<b>Item 5 - Fees and Compensation.....</b>	<b>6</b>
<b>Item 6 – Performance-Based Fees and Side-By-Side Management .....</b>	<b>8</b>
<b>Item 7 - Types of Clients.....</b>	<b>9</b>
<b>Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>10</b>
<b>Item 9 - Disciplinary Information .....</b>	<b>19</b>
<b>Item 10 - Other Financial Industry Activities and Affiliations.....</b>	<b>19</b>
<b>Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</b>	<b>20</b>
<b>Item 12 - Brokerage Practices.....</b>	<b>21</b>
<b>Item 13 - Review of Accounts.....</b>	<b>24</b>
<b>Item 14 - Client Referrals and Other Compensation .....</b>	<b>25</b>
<b>Item 15 - Custody .....</b>	<b>25</b>
<b>Item 16 - Investment Discretion.....</b>	<b>25</b>
<b>Item 17 - Voting Client Securities.....</b>	<b>25</b>
<b>Item 18 - Financial Information .....</b>	<b>26</b>

## Item 4 - Advisory Business

### A. The Firm

HM International L.L.C. is an Oklahoma limited liability company that was formed in 2004 to provide tax, financial reporting and administrative services to the Funds and other entities owned by members of the Meinig Family (as defined below) and the Hojel Family (as defined below). Prior to the registration of the Firm under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”), the Firm’s activities have been limited to providing such services. Upon the registration of the Firm under the Advisers Act, the Firm commenced providing investment advisory services to the Funds as described in more detail below. The Firm’s principal place of business is located in Austin, Texas.

As used herein, the term “Meinig Family” means (i) Nancy E. Meinig, (ii) all lineal descendants (by birth or adoption before age 18) of Peter C. Meinig and Nancy E. Meinig and (iii) all spouses of lineal descendants described in clause (ii) above. The term “Hojel Family” means (i) Phyllis S. Hojel, (ii) all lineal descendants (by birth or adoption before age 18) of Richard C. Hojel Sr. and Phyllis S. Hojel and (iii) all spouses of lineal descendants described in clause (ii) above.

The principal and sole owner of HM International is PM Operating Ltd., a Texas limited partnership.

### B. Advisory Services

#### Investment Management Services

Based on a client’s goals, objectives and risk tolerance, HM International provides investment strategy, asset allocation analysis, third-party investment manager analysis and performance monitoring and consulting services. The Firm provides clients with information and research on various investments and assists its clients in selecting investment products that best fit each client’s individual investment objectives, strategies and investment criteria.

HM International provides the investment advisory and investment management services described above to privately placed pooled investment vehicles, which in some cases may be funds of funds. In most cases, the primary investments made by these pooled investment vehicles fall within one of the following categories: (i) investments in interests in or securities of hedge funds and private equity funds, (ii) direct investments in interests in or securities of private companies, (iii) investments in publicly traded equity securities, (iv) fixed income investments, (v) credit investments, (vi) investments in mutual funds and (vii) investments in real estate.

HM International currently provides discretionary investment advisory and investment management services to the following six privately placed pooled investment vehicles that are owned exclusively by members of either the Meinig Family or the Hojel Family: PM Operating, Ltd., NPM Family Partnership, Ltd., Power of One LP, Hook Investments LP, Hojel Interests LP, and PSH Investments, Ltd. (the “**Funds**”). The first three entities listed above are owned exclusively by members of the Meinig Family. The last three entities listed above are owned exclusively by Members of the Hojel Family. At the present time, HM International does not have any clients other than the Funds.

### Family Offices Services

In addition to investment advisory and investment management services, HM International may also provide one or more of the following family offices services:

- Tax return preparation and other tax services
- Financial reporting and administrative services
- Bill paying
- Cash management
- Estate planning
- Philanthropy planning; and
- Coordination of professional and other services (i.e., accounting, legal, insurance, home repair, property management, public relations).

### **C. Client Tailored Services and Client Imposed Restrictions**

HM International creates a customized investment strategy to meet a client's individual investment objectives, by providing clients with information and research on various investments and assisting each client in selecting tailored investment products.

The respective governing documents of the Funds specify the types of investments to be made by or on behalf of each Fund. In addition, clients may impose reasonable restrictions on investing in certain securities or types of securities on their behalf; provided, however, that some restrictions applicable to other investment categories may not extend to indirect investments utilizing Exchange Traded Funds, private funds or with respect to certain third-party investment managers. In addition, a restriction or investment request may not be approved by the Advisor if it is fundamentally inconsistent with HM International's investment philosophy, runs counter to the client's stated investment objectives, or would prevent HM International from properly servicing client accounts.

### **D. Wrap Fee Programs**

HM International does not provide portfolio management services to a wrap fee program(s).

### **E. Assets Under Management**

As of December 31, 2023, after giving effect to the registration of the Advisor under the Advisers Act, the Advisor had approximately \$809,939,422 discretionary assets under management at December 31, 2023. The Advisor does not manage any client assets on a non-discretionary basis.

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

### **A. Advisory Fees**

HM International is compensated through fees paid by the Funds. The type and amount of fees payable to HM International is negotiated between the Firm and each Fund.

#### Management Fees

Each of the Funds the Firm advises pays a management fee (the “**Management Fee**”) to the Firm. The Management Fee to which HM International is entitled is in an annual amount equal to the product of (i) a specified number of basis points and (ii) the assets under management (as defined by the applicable Fund documents) at the beginning of the calendar year. The Management Fee is paid in advance in quarterly installments equal to one-fourth of the annual amount described above on the first day of each calendar quarter, or as otherwise agreed to between a Fund and the Firm.

#### Performance Fees

Currently, the Firm is not entitled to a performance fee for any Fund it advises. It is expected, however, that the Firm will charge a performance fee to one or more Funds in the future, as agreed to between the Firm and such Funds.

#### Family Office Service Fees

The fee charged by the Firm for the family offices services is a fixed fee for each Fund and other entities owned by members of the Meinig Family and the Hojel Family to which such services are provided. The amount of the fixed fee is determined on a case-by-case basis and is intended to approximate the general and administrative costs incurred by HM International in providing family office services. HM International reserves the right to waive the fee for the family offices services in its entirety on a client-by-client basis.

## **B. Payment Method**

HM International notifies each Fund of the amount of the fees due and payable to HM International pursuant to the Firm's advisory agreement with such client. Each Fund then directs its qualified custodian to pay such fees to HM International to defray the applicable fees for investment management, investment advisory or family office services, as the case may be. The fees are typically paid on a quarterly basis as agreed upon with each client.

## **C. Additional Fee Information and Expenses**

### Fees Negotiable

Subject to limitations in its advisory agreements with each client, HM International retains the right to modify fees in its sole and absolute discretion, on a client-by-client basis. Factors considered include the complexity and nature of the advisory services provided, anticipated amount of assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, and account composition. The specific fee schedule is identified in the advisory agreement entered into with the client.

### Miscellaneous Expenses

HM International's Management Fee with respect to each Fund does not include certain other charges and expenses to be paid by its clients, including (a) brokerage and other transactional charges, which are paid on a transactional basis, (b) dealer mark-ups or mark-downs on securities purchased or sold for an account through third party dealers, (c) custodian fees and (d) taxes.

### Professional Fees

The investment advisory, investment management and family office fees charged by the Firm do not include the costs, fees or expenses associated with the services of any co-fiduciaries, accountants, broker-dealers or attorneys. Accordingly, the fees of any additional professionals engaged on behalf of a client will be allocated among the Funds in a manner that HM International considers to be reasonable.

### Fund Fees and Expenses

HM International provides investment advice to the Funds. To the extent permitted under the applicable Fund's governing documents, each Fund bears its own expenses, including, but not limited to, the investment advisory fee; investment expenses (e.g., expenses that the general partner or manager of the Fund reasonably determines to be related to the investment of the Fund's assets, such as brokerage commissions (see Item 12 for more information on brokerage expenses), research expenses, interest on margin accounts, administration fees, expenses relating to short sales, clearing and settlement charges, custodial fees, bank service fees and interest expenses); legal expenses; insurance expenses; compliance expenses; professional fees (including, without limitation, expenses of consultants) relating to investments; accounting expenses (including the cost of accounting software packages); auditing and tax preparation expenses; applicable outside director fees, costs of printing and mailing reports and notices; entity-level taxes; corporate licensing; regulatory expenses (including filing fees);

organizational expenses; indemnification payments and insurance expenses and other similar expenses related to the Funds; and extraordinary expenses. Please refer to the governing documents for each Fund for additional information.

#### Third-Party Investment Managers Fees and Expenses

All fees paid to HM International for its investment advisory, investment management and family office services are separate and distinct from the fees and expenses that may be charged by third-party investment managers.

Each third-party investment manager used involves different custodial, administrative, and fee arrangements, and may require certain minimum initial account investments. These fees may include performance-based fees, management fees and possible other fees. The fees charged by third-party investment managers may differ from and be higher or lower than the fees charged by the Firm.

#### **D. Termination and Refunds**

Clients should consult the applicable advisory agreement with respect to any termination rights. As a general matter, if an account is terminated during a calendar quarter, fees will be adjusted *pro rata* based upon the number of calendar days in the calendar quarter that the investment management agreement was effective.

When possible, HM International will credit a client's account for the amount of the refund.

#### **E. Additional Compensation**

Neither HM International nor its supervised persons receive commissions or other compensation for the sale of securities or other investment products in which clients invest, or on the sale of mutual funds to its clients.

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

At the present time, HM International does not charge any fees based on a share of the capital gains or capital appreciation (i.e., growth in value) of the investments held by a Fund (also known as “performance-based fees”). It is expected, however, that the Firm will charge a performance fee to one or more Funds in the future as agreed to by such Fund and the Firm.

In addition, since the Firm provides investment advisory and investment management services to multiple clients with similar investment strategies and different or potentially different fee levels on a side-by side basis, the Firm may have conflicts of interest in: (i) allocating its time, attention and activity among the multiple investment portfolios; (ii) allocating investments among the multiple portfolios; and (iii) effecting transactions among the multiple investment portfolios, including ones in which principals, and/or affiliates of HM International may have a greater financial interest. These conflicts of interest may create an incentive for the Firm to favor one Fund in which affiliates of the Firm have a greater financial interest with respect to allocation of time, attention and activity, limited investment opportunities, or, if HM International implements a performance-based fee, investments that the Firm regards as more attractive or better performing investments.



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

### **A. Clients**

HM International provides investment advisory services to the Funds as described in Item 4, above. Interests in the Funds are offered only to sophisticated and qualified investors, all of whom are members of the Meinig Family or the Hojel Family. It is not expected that interests in the Funds will be offered to persons who are not members of the Meinig Family or Hojel Family, with the possible exception of one or more professionals who are employed by HM International.

Investors are generally required to be sophisticated in financial matters, “accredited investors” within the meaning of Regulation D under the Securities Act of 1933, as amended, and “qualified purchasers” under the Investment Company Act of 1940, as amended, and the regulations thereunder.

### **B. Engaging the Services of HM International**

Any new clients that engage HM International for investment management or other services must first sign the applicable advisory agreement and other required documentation provided by the Firm. The advisory agreement will describe the services and responsibilities of HM International to the client. The advisory agreement will also outline HM International’s fees in detail.

### **C. Conditions for New Clients**

HM International intends to continue to limit its clients to entities owned by the Meinig Family or Hojel Family. As a condition for starting and maintaining a relationship, HM International or its affiliates may impose a minimum requirement for assets under management. If such a requirement is imposed, HM International may, in its sole discretion, require a larger amount or accept a smaller amount of initial assets from a potential client depending on the complexity and nature of the investment advisory or investment management services provided, or for any other reason deemed appropriate by HM International.

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

### **A. Methods of Analysis and Investment Strategies**

HM International provides investment advisory and investment management services to its clients pursuant to the client's individual investment objectives, policies and strategies as described in the advisory agreement with such client.

As described in Item 4 above, HM International pursues a specially pooled vehicle strategy and a fund-of-fund strategy and selects underlying third party managers of funds (the "portfolio investments") on behalf of the clients. This investment strategy involves significant risk and is suitable only for investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance HM International will achieve the investment objectives of each of its clients. Each prospective Fund investor should carefully review the applicable governing documents and related investment documents of a Fund prior to investing in such Fund.

### **B. Risks Associated with Investment Strategies and Methods of Analysis**

*Investment decisions made by HM International by or on behalf of the Funds involve a high degree of risk and prospective investors and clients should carefully consider the below risks, among other risks, that are inherent in and affecting the Fund's investments and strategies. Any of the below-described risks could adversely affect the Fund's investments, financial condition and returns or losses on such investments. HM International cannot guarantee that any investment decisions that it makes will ever achieve the desired results.*

#### *Risk Associated with Methods of Analysis*

All investment analysis requires subjective assessments and decision-making by experienced investment professionals. There is, however, always the risk of an error in judgment and decision-making. HM International's investment analysis methods rely on the assumption that HM International is provided complete, accurate and unbiased data. While HM International is alert to indications that data may be incorrect or incomplete, there is always the risk that the Firm's analysis, judgment and decision-making may be compromised by incomplete, inaccurate or misleading information.

A risk associated with all investment analysis of the type performed by HM International is that the past performance of specific types of investments does not guarantee future results. In addition, HM International's subjective judgment may prove incorrect or unanticipated future events may result in a failure to deliver desired results or result in substantial losses for the clients.

Investing in securities involves substantial risk of loss that each client should be prepared to bear. The value of a client's investment may be affected by one or more of the following risks, any of which could cause the return achieved on the investments with respect to which HM International provides investment advisory and investment management services to fluctuate:

- *Market Risk.* The value of certain types of portfolio assets will fluctuate as the stock market or bond market fluctuates. The value of investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that

affect large portions of the market and are outside of the control of the Firm or its clients.

- *Management Risk.* A client's portfolio is subject to management risk because it is actively managed by HM International's investment professionals. HM International will apply its investment strategies and techniques and risk analysis in making investment decisions for a client's portfolio, but there is no guarantee that these strategies, techniques and analysis will produce the intended results.
- *Interest Rate Risk.* Changes in interest rates will affect the value of a portfolio's investments in certain types of securities, including fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tend to fall and such decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- *Credit Risk.* An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- *Allocation Risk.* The allocation of investments among different asset classes may have a significant effect on portfolio value when one of these asset classes is performing more poorly than the others. As investments will be periodically reallocated, there will be transaction costs associated therewith which may be, over time, significant. In addition, there is a risk that certain asset allocation decisions may not achieve the desired results and, as a result, a client's portfolio may incur significant losses.
- *Foreign (Non-U.S.) Risk.* A portfolio's investments in securities of non-U.S. issuers may involve more risk than those of U.S. issuers. These non-U.S. securities may be more volatile and experience greater price fluctuations, may be less liquid and may be affected by adverse market, economic, political, regulatory or other factors.
- *Emerging Markets Risk.* Securities of companies in emerging markets may be more volatile than those of companies in developed markets. By definition, markets, economies and government institutions are generally less developed in emerging market countries. Investment in securities of companies in emerging markets may entail special risks relating to the potential for social instability and the risks of expropriation, nationalization or confiscation. Investors may also face the imposition of restrictions on foreign investment or the repatriation of capital and a lack of hedging instruments.
- *Currency Risk.* Fluctuations in currency exchange rates may negatively affect the value of a portfolio's investments or reduce its returns.
- *Derivatives Risk.* Certain strategies involve the use of derivatives to create market exposure. Derivatives may be illiquid, difficult to price and leveraged so that small changes may produce disproportionate losses for a client's portfolio and may be subject to counterparty risk to a greater degree than more traditional investments. Because of their complex nature, some derivatives may not perform as intended. As a result, a portfolio may not realize the anticipated benefits from a derivative it holds or it may

realize losses. Derivative transactions may create investment leverage, which may increase a portfolio's volatility and may require the portfolio to liquidate portfolio securities when it may not be advantageous to do so.

- *Capitalization Risk.* Investments in small- and mid-capitalization companies may be more volatile than investments in large-capitalization companies. Investments in small-capitalization companies may have additional risks because these companies have limited product lines, markets or financial resources.
- *Liquidity Risk.* Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing HM International from selling such illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk also tend to involve greater liquidity risk.
- *Issuer Specific Risk.* The value of an equity security or debt obligation issued by a specific issuer may decline in response to developments affecting such issuer, even if the overall industry or economy is unaffected. These developments may be attributable to a number of different factors, including, but not limited to, management issues or other corporate disruption, political factors adversely affecting governmental issuers, a decline in revenues or profitability, an increase in costs, or an adverse effect on the issuer's competitive position.
- *Concentrated Portfolios Risk.* Certain investment strategies focus on particular asset classes, countries, regions, markets, industries, sectors or types of investments. Concentrated portfolios are an aggressive and highly volatile approach to trading and investing. Concentrated portfolios hold fewer different stocks than a diversified portfolio and are much more likely to experience sudden dramatic prices swings. In addition, the rise or drop in price of any given holding is likely to have a larger impact on portfolio performance than a more broadly diversified portfolio.
- *Leverage Risk.* While leverage presents opportunities for increasing a client's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment of a client's account would be magnified to the extent the investment is leveraged. The cumulative effect of the use of leverage in a market that moves adversely to such client's investments could result in a substantial loss to such client which would be greater than if such account was not leveraged.
- *Legal or Legislative Risk.* Legislative changes or court rulings may impact the value of investments or the securities' claim on the issuer's assets and finances.

### **C. Risks Associated with Specific Securities Utilized**

Either the Funds or third-party investment managers retained by them may invest in all or some of the following types of securities, with each bearing their own risks including, but not limited to, such risks described under each of the following:

#### Common Stocks

The major risks associated with investing in common stocks relate to the issuer's capitalization, quality of the issuer's management, quality and cost of the issuer's services, the issuer's ability to manage costs, operations, efficiencies in the manufacturing or service delivery process, management of litigation risk and the issuer's ability to create shareholder value (i.e., increase the value of the company's stock price).

### Preferred Stocks

Preferred stock dividends are generally fixed in advance. Unlike requirements to pay interest on certain types of debt securities, the company that issues preferred stock may not be required to pay a dividend and may stop paying the dividend at any time. Preferred stock may have more limited rights than common stock and may also be subject to mandatory redemption provisions and an issuer may repurchase these securities at prices that are below the price at which they were purchased by the investor. Under these circumstances, a client account holding such preferred securities could sustain substantial losses.

### Convertible Stocks

The value of a convertible security is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value.”

The investment value of a convertible security is influenced by changes in interest rates, the credit standing of the issuer and other factors. The conversion value of a convertible security is determined by the market price of the underlying common stock. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. A convertible security will often be subject to redemption at the option of the issuer at a price established in the convertible security’s governing instrument. If a convertible is called for redemption, a client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on a client’s ability to achieve their investment objective.

### Warrants and Rights

Warrants are securities, typically issued with preferred stocks or bonds, which give the holder the right to purchase a given number of shares of common stock at a specified price and time. The price of a warrant usually represents a premium over the applicable market value of the common stock at the time of the warrant’s issuance. Warrants have no voting rights with respect to the common stock, receive no dividends and have no rights with respect to the assets of the issuer.

Investments in warrants and rights involve certain risks, including the possible lack of a liquid market for the resale of the warrants and rights, potential price fluctuations due to adverse market conditions or other factors and failure of the price of the common stock to risk. If the warrant is not exercised within the specified time period, it becomes worthless.

### Fixed-Income Securities

Different forms of fixed-income instruments, such as bonds, money market funds, and certificates of deposit may be affected by various forms of risk, including the following:

- *Interest Rate Risk.* The risk that the value of the fixed-income holding will decrease because of an increase in interest rates.

- *Liquidity Risk.* The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed-income securities are generally liquid (e.g., corporate bonds), there are liquidity risks to be considered such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also the risk of not being able to purchase a particular issue at a desired price.
- *Credit Risk.* The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments.
- *Reinvestment Risk.* With declining interest rates, investors may have to reinvest income or principal at a lower rate.
- *Duration Risk.* Duration is a measure of a bond’s volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

### High-Yield Securities

High-yield corporate debt securities with credit ratings below investment grade (commonly referred to as “junk bonds”) may be subject to potentially higher risks of default and volatility than other debt securities, including risks that the issuer may not be able to meet its obligations to repay principal or interest. These types of debt securities are more susceptible to credit risk than investment grade securities and are considered to be more speculative in nature than higher-quality fixed-income securities. In addition, issuers of high-yield securities may not be as strong financially as those issuing debt securities with higher credit ratings.

### Municipal Bonds

In addition to the risks set forth under “Fixed-Income Securities” above, municipal bonds are susceptible to events in the municipality that issued the bond or the security posted for the bond. These events may include economic or political policy changes, changes in law, tax base erosion, state constitutional limits on tax increases, budget deficits or other financial difficulties and changes in the credit rating assigned to municipal issues.

### Commercial Paper and Certificates of Deposit

Commercial Paper and Certificates of Deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank and the length of maturity. With respect to certificates of deposit, depending on the length of maturity, there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

### Federal Agency Securities

Although the issuer may be chartered or sponsored by an act of the U.S. Congress, the issuer is not funded by Congressional appropriations and its debt and equity securities are neither guaranteed nor insured by the U.S. Government. Without a more explicit commitment, there can be no assurance that the U.S. Government will provide financial support to such issuers or

their securities.

### Exchange Traded Funds (ETFs)

An ETF holds a portfolio of securities designed to track a particular market segment or index. Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent net asset value (NAV), which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV.

ETFs are subject to risks similar to those of stocks. Investment returns will fluctuate and are subject to market volatility, so that when shares are sold they may be worth more or less than their original cost. ETF shares are bought and sold at market price (not NAV) and are not individually redeemed from the fund. There is also the risk that a manager may deviate from the stated investment mandate or strategy of the ETF which could make the holdings less suitable for a client's portfolio. ETFs may also carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. In addition, while many ETFs are known for their potential tax efficiency and higher "qualified dividend income" (QDI) percentages, there are assets classes within these ETFs that may not benefit from these attributes. Shorter holding periods, as well as commodities and currencies that may be part of an ETF's portfolio, may be considered "non-qualified" under certain tax code provisions.

There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### Mutual Funds - Equity Funds

The common risks associated with investing in equity mutual funds are similar to the risks associated with investing directly in equity securities, including market risk, which includes the risk that investment returns will fluctuate and are subject to market volatility, so that an investor's shares, when redeemed or sold, may be worth more or less than their original cost. Other risks include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification and the type and amount of sector diversification within specific industries. In addition, there is the risk that a manager may deviate from the stated investment mandate or strategy of the mutual fund which could make the holdings less suitable for a client's portfolio. Also, mutual funds tend to be tax inefficient and therefore investors may be required to pay capital gains taxes on fund investments while not having yet sold their shares in the fund. Mutual funds may also carry additional costs, fees and expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees.

### Mutual Funds - Fixed-Income Funds

In addition to the risks associated with investing in equity mutual funds, fixed-income mutual

funds also have risks similar to those set forth under “Fixed-Income Securities” listed above.

#### Mutual Funds - Index Funds

Index Funds have the potential to be affected by “tracking error risk” which means a deviation from a stated benchmark index. Since the core of a portfolio may attempt to closely replicate a benchmark, the source of the tracking error (deviation) may come from a “sample index” that may not closely align to the benchmark. In addition, while many index mutual funds are known for their potential tax efficiency and higher “qualified dividend income” (QDI) percentages, there are assets classes within these funds or holding periods that may not benefit from these attributes. Shorter holding periods, as well as commodities and currencies that may be part of a fund’s portfolio, may be considered “non-qualified” under certain tax code provisions.

#### Options

There are numerous risks associated with transactions in options on securities or securities indexes. A decision as to whether, when and how to use options involves the exercise of analytics, skill and judgment, and even a well-conceived and well-executed transaction strategy may be unsuccessful to some degree because of market behavior or unexpected events. In the case of index options, the client incurs basis risk between the performance of the underlying portfolio and the performance of the underlying index. For example, the underlying portfolio may decline in value while the underlying index may increase in value, resulting in a loss on the call option while the underlying portfolio declines as well.

#### Real Estate Related Securities

Investing in real estate related securities includes, among others, the following risks: possible declines in the value of real estate; risks related to general and local economic conditions, including increases in the rate of inflation, possible lack of availability of mortgage funds, overbuilding, extending vacancies of properties, increases in competition, property taxes and operating expenses, changes in zoning laws, costs resulting from clean-up of, and liability to third-parties for damages resulting from, environmental problems, casualty and condemnation losses, uninsured damages from floods, earthquakes or other natural disasters, limitations on and variations in rents and changes in interest rates. Investing in Real Estate Investment Trusts (“REITs”) involves certain unique risks in addition to those risks associated with investing in real estate in general. REITs are dependent upon the skills of management, are not diversified and are subject to cash flow dependency, default by borrowers and self-liquidation.

#### Structured Products

A portfolio’s investments in structured finance arrangements, including Collateralized Mortgage Obligations (CMOs), Collateralized Bond Obligations (CBOs) Collateralized Debt Obligations (CDOs) and Collateralized Loan Obligations (CLOs), involve the risks associated with the underlying pool of securities or other assets, as well as risks different or greater than the risks affecting the underlying assets. In particular, these investments may be less liquid than other debt obligations, making it difficult to value an investment or sell the investment in a timely manner or at an acceptable price.

#### Master Limited Partnerships



Master Limited Partnerships (MLPs) are a type of limited partnership that is publicly traded and sells like a common stock on the major stock exchanges. There are two types of partners in this type of partnership: (i) the limited partner is the person or group that provides the capital to the MLP and receives periodic income distributions from the MLP's cash flow, and (ii) the general partner is the party responsible for managing the MLP's affairs and receives compensation that is linked to the performance of the venture. MLP investors face several kinds of risk that are inherent in these types of investments and in the market, including loss of money, volatility and interest rate risk.

### Alternative Investments

The performance of alternative investments (e.g., commodities, futures, derivative securities, hedge funds; funds of hedge funds, private equity or other types of limited partnerships) can be volatile. Alternative investments generally involve various risk factors and liquidity constraints. Due to the speculative nature of alternative investments a client must satisfy certain income or net worth standards prior to investing.

### Private Equity Funds

Private Equity Funds may be affected by various forms of risk, including:

- *Long-term Investment.* Unlike mutual funds, which generally invest in publicly traded securities that are relatively liquid, private equity funds generally invest in illiquid securities from private companies or other assets that cannot be sold and disposed on liquid markets. Depending on the strategy used, private real estate funds will have large quantities of illiquid underlying investments, and investors may have to wait for improvements or development before receiving any distributions or, if applicable, effecting a redemption. Given the illiquid nature of the underlying purchases made by private equity and private real estate managers, private equity and private real estate funds are considered long-term investments. Private equity funds are generally set up as 10 (or in some cases 15)-year investments with little or no provision for investor redemptions. Private real estate funds are generally seven- to ten-year investments and also have limited or no provisions for redemptions. With long-term investments, clients should consider their financial ability to bear large fluctuations in value and hold these investments over a number of years.
- *Difficult Valuation Assessment.* The portfolio holdings in private equity and private real estate funds may be difficult to value, because they are not usually quoted or traded on any financial market or exchange. As such, no easily available market prices for most of a fund's holdings are available. Additionally, it may be hard to quantify the impact a manager has had on underlying investments until those investments are sold.
- *Lack of Liquidity.* Interests in private equity and private real estate funds are not liquid, and the interests are typically subject to transfer restrictions under securities laws and are non-transferable without the consent of a fund's general partner or managing member. As a result, private equity and private real estate funds are generally only suitable for sophisticated investors who have carefully considered their financial capability to hold these investments for the long term.
- *Capital Call Default Consequences.* Contributing funds in response to capital calls is a

contractual obligation of each investor in a private equity fund or private real estate fund. Failure to meet a capital call obligation in a timely manner could result in significant adverse consequences, including, without limitation, the forfeiture of all or part the defaulting investor's interest in the fund.

- *Leverage.* Private equity and private real estate funds may use leverage in connection with certain investments or participate in investments with highly leveraged capital structures. Although the use of leverage may enhance returns and increase the number of investments that can be made, leverage also involves a high degree of financial risk and may increase the exposure of such investments to factors such as rising interest rates, downturns in the economy or deterioration in the condition of the assets underlying such investments.
- *Lack of Transparency.* Private equity and private real estate funds are generally not required to provide investors with information about their underlying holdings or provide periodic pricing and valuation information. Therefore, although investors generally receive information on investment strategies and objectives, they are often putting their complete trust in the managers' abilities to implement their funds' strategies and meet their objectives, without the benefit of knowing their investment selections. This lack of information may make it more difficult for investors to evaluate the risks associated with the funds.
- *Manager Risk.* Private equity and private real estate fund managers have total investment authority over their funds, and the managers' skill is normally responsible for the investment returns. Therefore, if the founder or key person departs, the returns of the fund may be impacted. Investors have no control or influence in the management of the fund, although they generally receive periodic reports from the fund manager. Also, investment in one fund that uses a generally similar investment strategy as another fund could lessen overall diversification, and consequently, increase investment risk.
- *Regulation.* Private equity and private real estate funds are subject to fewer regulatory requirements than mutual funds and other registered investment company products and thus may offer fewer legal protections than an investor would have if they invested in more traditional investments.

*The risks described herein are not intended to be an exhaustive list of all risks associated with an investment, and no single risk factor is determinative. There may be other circumstances not described here that could adversely affect a client's investment and prevent their portfolio from reaching its objectives or desired results. HM International's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above risks.*

## **Item 9 - Disciplinary Information**

HM International is required to disclose any legal or disciplinary events that are material to a client's or a prospective client's evaluation of the Firm's advisory business or the integrity of HM International's management. As of the date of this brochure, neither HM International nor any member of its management has been involved in a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization preceding that would reflect poorly upon HM International's advisory business or the integrity of the Firm.

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

### **A. Broker-Dealer Registration and Registered Representatives**

HM International is not registered, nor does it have an application pending to register, as a broker-dealer.

### **B. Futures and Commodity Registration**

HM International is not registered, nor does it have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor. No management person of HM International is registered, nor does any management person have an application pending to register, as an associated person of a futures commission merchant, commodity pool operator or a commodity trading advisor.

### **C. Financial Industry Affiliations**

HM International's primary business is as an investment advisor as described in this brochure.

### **D. Selection of Other Advisers**

HM International does not receive, directly or indirectly, compensation from investment managers that it selects for its clients.

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

### **A. Code of Ethics**

HM International has adopted a written Code of Ethics adopted pursuant to Rule 204A-1 under the Advisers Act that is intended to prevent violations of applicable federal and state securities laws. HM International's Code of Ethics is predicated on the principle that the Firm owes a fiduciary duty to its clients. Accordingly, HM International expects all of its associated persons to act with honesty, integrity and professionalism and to adhere to federal and state securities laws. All officers, managers, directors, members and employees of the Firm and any other persons who provide advice on behalf of HM International and are subject to HM International's control and supervision are required to adhere to the Code of Ethics. At all times, the firm and its associated persons must (i) place client interests ahead of the Firm's; (ii) engage in personal investing that is in full compliance with the Firm's Code of Ethics; and (iii) avoid taking advantage of their position. A copy of HM International's Code of Ethics is available to any client or prospective client upon request. For a copy, please contact HM International at (918)-664-1914.

### **B. Invest in Same Securities as Clients**

From time to time, individuals associated with HM International may buy, sell, or hold in their personal accounts the same securities that are held in client accounts. To minimize conflicts of interest, and consistent with the fiduciary responsibility HM International has to its clients, the firm has established a personal securities transaction policy that allows it to monitor the personal securities transactions and securities holdings of each of HM International's "access persons." HM International's securities transaction policy requires that access persons must provide the Chief Compliance Officer with a written report of their current securities holdings within ten (10) days after becoming an access person. Additionally, each access person must provide the Chief Compliance Officer with a written report of the access person's current securities holdings at least once each twelve (12) month period thereafter on a date HM International selects. The Chief Compliance Officer is required to review these reports to verify that personal securities transactions are conducted in accordance with the Code of Ethics.

In addition, HM International and its eligible personnel or related persons may also invest in private equity and other private Funds of its or their choosing but are not required to invest in the Funds. It is expected that, if such investments are made, the size and nature of these investments will change over time. Neither HM International nor its personnel are required to keep any minimum investment in any of the Funds.

### **C. Engaging in Transactions at Same Time as Client**

From time to time, individuals associated with HM International may, at or about the same time, buy, sell, or hold in their personal accounts the same securities that the Firm recommends to its clients. This practice may create a situation where such individuals are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.B, HM International has a personal securities transaction policy in place to mitigate any potential conflicts of interest.

## **D. Additional Information**

From time to time, HM International or its related persons may purchase securities that it deems appropriate only for its or their own account. Based on the experience of HM International or its related persons holding the securities and on further research and due diligence, HM International may at a later time purchase such securities for client accounts at prices which might be higher or lower than those originally paid.

## **Item 12 - Brokerage Practices**

Except for the general investment guidelines set forth in the governing documents of each Fund, there are no limitations on the authority of the Firm with respect to investment or brokerage discretion. HM International does not intend to enter into agreements with broker-dealers regarding specific amounts of brokerage, nor does HM International intend to enter into soft-dollar arrangements. HM International selects broker-dealers based on the overall benefit and quality of the services that they provide and not solely based on the amount of their fees. In some cases, federal and state laws may limit or restrict the selection of broker-dealers.

### **A. Brokerage Selection**

For those situations where HM International makes discretionary decisions regarding a direct securities investment (e.g., publicly traded equity, ETFs, money market funds) in a client's account, HM International will direct transactions through broker-dealers that it reasonably believes will provide "best execution."

#### Best Execution

Best execution has been defined by the SEC as the "execution of securities transactions for clients in such a manner that the client's total cost or proceeds in each transaction is the most favorable under the circumstances." The best execution responsibility applies to the circumstances of each particular transaction and an investment adviser must consider the full range and quality of a broker-dealer's services, including, among other things, execution capability, commission rates, the value of any research, financial responsibility and responsiveness.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while HM International will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

HM International will periodically and systematically review its policies and procedures regarding recommending broker-dealers to its clients in light of its duty to obtain best execution.

#### Broker Analysis

HM International evaluates a wide range of criteria in seeking the most favorable price and

market for the execution of transactions. These include the broker-dealer's trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving HM International.

HM International are responsible for continuously monitoring and evaluating the performance and execution capabilities of brokers that transact orders for client accounts to ensure consistent quality executions. In addition, HM International periodically reviews its transaction costs in light of current market circumstances and other relevant information.

#### Soft Dollar Benefits

HM International does not have any commitments or understandings to trade with specific brokers or to generate a specific level of brokerage commission with a particular broker to receive discounted brokerage or research services.

### **B. Trade Aggregation and Allocation**

HM International does not aggregate client trades.

For the Funds or Fund accounts which do trade, trades generally will be processed in the order that they are placed with the broker or counterparty selected by HM International. As a result, certain trades in the same security for one client (including a client in which HM International and its personnel may have a direct or indirect interest) may receive more or less favorable prices or terms than another client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. The use of derivative instruments for certain client accounts may also result in different effective net prices from other accounts.

### **C. Investment Allocation**

HM International may give advice or take action with respect to the investments of one or more client accounts that may not be given or taken with respect to other client accounts with similar investment programs, objectives and strategies. Accordingly, client accounts with similar strategies may not hold the same securities or instruments or achieve the same performance. HM International also may advise accounts with conflicting programs, objectives or strategies. These activities also may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more client accounts. Finally, HM International and its personnel may have conflicts in allocating their time, attention and services among the client accounts. HM International will devote as much time and attention to each client account as HM International deems appropriate to perform its duties in accordance with the applicable advisory agreements.

HM International manages investments on behalf of a number of clients. Certain clients have investment programs that are similar to or overlap and may, therefore, participate with each other in investments. It is the policy of HM International to allocate investment opportunities among its clients fairly and equitably, to the extent possible, over a period of time. HM International, however, will have no obligation to purchase, sell or exchange any security or financial instrument for an account which HM International may purchase, sell or exchange for

another client account if HM International believes in good faith at the time the investment decision is made that such transaction or investment would be unsuitable, impractical or undesirable for a particular account.

HM International generally makes investment decisions among clients depending on the particular investment strategy pursued by each client. Allocations are made in a manner that is consistent with the investment strategy outlined in the governing documents of the client. In cases where clients have the same or a substantially similar investment strategy, allocations among client accounts are then made generally on a pro rata basis in proportion to the relative value of each account eligible net assets, or on a pro rata basis in proportion to the actual position size held by each client account. However, HM International may take into consideration a number of additional factors, including, among others, the nature and size of the proportion of a securities issue likely to be available HM International or the nature and size of the proposed sale; the investment objectives and investment strategy, tax consequences (if applicable), risk tolerances, time horizons and restrictions and guidelines of client accounts; the eligibility to invest in initial public offerings; the relative size and cash availability of the applicable strategy within the account; the ability to borrow and the cost of borrowed funds; legal restrictions, including those that may arise in foreign jurisdictions; the liquidity of the investment relative to the need of each account; the degree of specialization of a client account relative to the investment offered; the relative historical participation of a client account in the investment; the difficulty of liquidating an investment for more than one client; the possibility that an allocation may result in a small or odd lot; new clients with a substantial amount of investable cash; and other factors that may be considered relevant.

Investment opportunities considered by HM International to be appropriate for client accounts following similar investment strategies will generally, over time, be equitably allocated based on considerations such as relative capital, specific investment guidelines, composition of the portfolios at the time of purchase and tax considerations.

HM International's investment professionals are responsible for the investment decisions made by them on behalf of clients.

## **Item 13 - Review of Accounts**

### **A. Periodic Reviews**

HM International and its management personnel performs various periodic reviews of each Fund portfolio and arranges for the delivery of reports to investors in each Fund of the type and at such intervals as described below.

### **B. Other Reviews**

More frequent reviews may be triggered by material changes in variables such as a client's individual circumstances, or the market, political or economic environment.

### **C. Reports**

HM International will generally provide annual audited financial statements of the relevant Funds, among other things, to their partners/shareholders within 120 days of the applicable Fund's fiscal year end (or 180 days for those Funds designated as "fund-of-funds"). In addition, as soon as practicable after the end of each fiscal year, each investor will be provided the information necessary to complete federal and state tax or information returns.

HM International's personnel may participate in periodic portfolio reviews with clients at HM International's discretion, which are attended by the appropriate members of HM International's investment staff.

While all investors generally receive similar information, to the extent an investor receives additional information (that other investors have not received), which is in addition to information provided in a Fund's regular reports to investors, such information may provide such investor with greater insight into the Fund's activities.



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

HM International does not receive an economic benefit from third parties for providing investment advisory or other advisory services to its clients. HM International does not pay any third parties for referrals and does not receive any special or added compensation from any sub-advisers or other unrelated third parties for client referrals.

## **Item 15 - Custody**

### Funds

HM International may be deemed to have custody over the assets of the Funds because it is the investment adviser of the Funds and HM International or its related persons have access to such assets.

Funds in which HM International serves as investment adviser are subject to audit at least annually (commencing with the year ending December 31, 2022) and audited financial statements prepared in accordance with generally accepted accounting principles are to be distributed to all limited partners within 120 days of the end of its fiscal year (or 180 days for those Funds designated as “fund-of-funds”).

## **Item 16 - Investment Discretion**

HM International exercises discretion in managing its client’s investments based on the investment objectives, policies, and strategies disclosed in the applicable governing documents of each Fund.

HM International generally will consult with the general partner or manager of each Fund, but not the Fund’s investors, to make investment decisions as to when the investments are to be entered into or exited as well as the total dollar amount to be invested.

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

HM International has adopted and implemented policies and procedures for voting proxies with respect to portfolio securities held by HM International on behalf of its clients. The policies and procedures are reasonably designed to ensure that proxies are voted in the clients’ best interest, in accordance with the Firm’s fiduciary duties and Rule 206(4)-6 under the Advisers Act. HM International considers the “best interests” of its clients to mean their best long-term economic interests.

### General Statement of Policies and Procedures

HM International votes proxies for the exclusive benefit, and in the best economic interest, of its clients. Such exercise of voting rights shall be subject to the same standard of care as is generally applicable to HM International’s performance of its duties, as set forth in the advisory agreement with each client. The policies and procedures described here are designed to be guidelines. However, each vote is ultimately cast on a case-by-case basis, taking into

consideration the relevant facts and circumstances at the time of the vote. HM International endeavors to resolve any material conflicts that may arise in the best interests of its clients.

Clients may obtain a copy of HM International's complete proxy voting policies and procedures upon request.

Clients may also request and obtain additional information from the Firm on any proxies voted by HM International on behalf of their account(s).

## **Item 18 - Financial Information**

### **A. Prepayment of Fees**

Because HM International does not require, solicit or accept prepayment of more than \$1,200 in fees six months or more in advance, HM International is not required to include a balance sheet with this Firm brochure.

### **B. Financial Condition**

HM International does not have any financial condition that is reasonably likely to impair the Firm's ability to meet contractual and fiduciary commitments to its clients.

### **C. Bankruptcy**

HM International has never been the subject of a bankruptcy petition.