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This Brochure provides information about the qualifications and business practices of Alta Capital Management. If you have questions about the contents of this Brochure, please contact us at 801-274-6010. 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. Alta Capital Management is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. Additional information about Alta Capital Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

Alta Capital Management, LLC (“Alta Capital”) reports the following material changes to its business since its last annual filing of this Brochure on March 21, 2023:

- As outlined in Items 4, 8, and 10 through a new intercompany arrangement, Alta Capital has launched three new strategies: International Equity Select, Global Dividend, and Quality Dividend Enhanced Income. Also, as outlined in Items 4 and 8 through an existing sub-advisory arrangement, Alta Capital has made available the Fundamental Global Equity strategy. Fee schedules for these strategies are as follows:

International Equity Select:

Amount	Annual Fee
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.80%
Next \$15,000,000	0.70%
Next \$25,000,000	0.60%
Excess over \$50,000,000	Negotiable
Account minimum: \$250,000	

Global Dividend:

Amount	Annual Fee
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable
Account minimum: \$250,000	

Quality Dividend Enhanced Income:

Amount	Annual Fee
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable
Account minimum: \$250,000	

Fundamental Global Equity:

Amount	Annual Fee
Flat Fee	1.00%
Account minimum: \$100,000	

The following material changes were previously reported to you on June 16, 2023:

- Guardian Capital LLC (“Guardian”), as part of a broader expansion strategy in the United States, has purchased an additional 24% of Alta Capital’s membership interests, bringing Guardian’s ownership level to 94%. Guardian intends to acquire the remaining 6% of Alta Capital’s outstanding membership interests at a future date, which would bring its ownership of Alta Capital to 100%. Guardian’s acquisition of incremental ownership of Alta Capital facilitates strategic investments and operational plans to expand Guardian’s business in the United States through Alta Capital.
- Alta Capital has eliminated minimum fees from its fee schedules.

Other routine changes were made to the Brochure. We believe that these changes are not material, however it is recommended that this Brochure be read in its entirety. Alta Capital will provide clients with a summary of any material changes to this Brochure since its last annual update within 120 days of Alta Capital’s fiscal year end. Alta Capital will provide additional interim disclosure about material changes, if warranted. Current or prospective clients of Alta Capital can request a copy of the current Brochure at any time by contacting Haley Hammond, Chief Compliance Officer, at (801) 274-6010 or via email at hhammond@altacapital.com. Additional information about Alta Capital is available on the SEC’s website at www.adviserinfo.sec.gov, searching by the firm’s CRD #106786.

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Item 4: Advisory Business

Alta Capital Management, LLC (“Alta Capital”) is an investment management firm based in Salt Lake City, Utah, and established in 1981. Alta Capital’s principal owner is Guardian Capital LLC (“Guardian”). Guardian is part of a diversified financial services firm founded in 1962 and based in Toronto, Canada.

Alta Capital follows a quality growth investment discipline in all equity investment portfolios. This discipline is implemented through several strategies including Large Cap Quality Growth, All Cap Quality Growth, SMID, Quality Dividend Growth, Select, Emerging Markets, and Fundamental Global Equity. Fixed Income and Balanced portfolios are available as well to complement any of the above equity strategies. Client accounts are managed to a model as determined by the Investment Committee. Alta Capital’s strategies are offered directly to institutional and private investors and accessible through multiple financial advisory partners. Direct relationships are considered non-wrap programs whereas client relationships through financial advisory partners are noted as wrap programs. In the case of wrap programs, Alta Capital does receive a portion of the wrap fee for management of the accounts. Accounts are managed to the same model, regardless of the type of program. Client initiated restrictions will be reasonably considered depending on the situation and asset level. In some cases, Alta Capital does offer financial planning services. No additional fees are charged for such services.

Use of Sub-advisers

Alta Capital utilizes the services of sub-adviser Drive Wealth Management, for the Fixed Income portion of certain client accounts. More information about Drive Wealth Management is available at <https://adviserinfo.sec.gov/firm/summary/174728>.

Alta Capital utilizes the services of sub-adviser GuardCap Asset Management Limited (“GuardCap”), for the Emerging Markets and Fundamental Global Equity strategies. GuardCap provides a Model Portfolio of securities recommendations, while Alta Capital maintains full discretion to apply recommendations in a client portfolio. GuardCap is paid 50% of any management fees paid to Alta Capital for accounts in this strategy. This fee is paid quarterly in arrears.

Participating Affiliate

In providing services to clients invested in the Emerging Markets and Fundamental Global Equity strategies, Alta Capital relies upon the resources of its non-U.S. affiliate pursuant to a participating affiliate agreement (“Participating Affiliate”) with GuardCap. This arrangement is further discussed under “Other Financial Industry Activities and Affiliations.”

Wrap Fee Programs

Alta Capital offers investment advice to some of our clients through ‘wrap fee’ programs. These programs are sponsored by brokerage firms to give their clients access to various non-affiliated investment advisers of which Alta Capital is a participating adviser. If a sponsor’s client selects Alta Capital to manage assets within a separately managed account, the sponsor pays Alta Capital a portion of the fee charged by the sponsor to the client. In some circumstances, clients will see those fees payable to Alta Capital itemized, and in other cases, they will be bundled together with the fees charged by the wrap sponsor. Duties related to overall account management are shared between Alta Capital and the wrap sponsor, although Alta Capital generally retains full discretion over investment decisions. In this regard, wrap accounts are managed in a similar fashion to direct accounts within the same strategy.

Clients participating in wrap fee programs also pay other fees, including certain brokerage charges, as further detailed in Items 5 and 12 below, and other custodial or administrative charges. In particular, clients pay additional brokerage commissions when their transactions are stepped out, as described more fully in Item 12. For a more complete description of the fees involved with wrap programs, please see Item 5 of this Brochure and the wrap sponsors’ Form ADV Brochure.

Unified Managed Accounts

Alta Capital provides model portfolio services to several Unified Managed Account (“UMA”) programs that are managed by unaffiliated investment advisory firms. A UMA combines all of a client’s assets into a single account. These services require Alta Capital to provide these programs with daily changes to our model portfolios and are submitted in accordance with directed trading procedures, as discussed in Item 12. As the investment adviser to UMA portfolios, we are paid to share day-to-day portfolio strategy, while the program sponsors retain final discretion to implement the modeled strategy. Program sponsors manage all trading and administrative aspects of client account management. Fees and brokerage arrangements for model portfolio services differ from more traditional asset management, as described in Items 5 and 12 of this Brochure.

Performance Differences between Wrap and UMA Accounts

While Alta Capital wrap and UMA accounts utilizing the same investment strategy generally perform similarly, there will be performance differences between them, primarily because Alta Capital does not retain trading discretion over UMA accounts, and fees and expenses vary across sponsors. For more information about Alta Capital’s trading policies and procedures, please see Item 12 of this Brochure.

Sub-advisory Arrangements

Effective April 19, 2018, Alta Capital began to sub-advise the Guardian U.S. Equity All Cap Quality Growth Fund, a Canadian registered mutual fund.

Effective January 21, 2019, Alta Capital began to sub-advise the Alexandria All Cap Quality Growth Fund, a fund registered in the Cayman Islands.

Effective April 19, 2020, Alta Capital began to sub-advise the Guardian U.S. Equity Fund, a Canadian registered mutual fund.

Each of the above advisers who have designated Alta Capital as a sub-adviser are affiliated with Alta Capital through common parent company ownership. Unitholders and shareholders are urged to review the fund’s prospectus or supplement, as applicable, for a complete discussion of the investment strategy, fees, investment minimums, risks, and conflicts of interest associated with a fund investment.

Other Advisory Arrangements

Effective December 19, 2018, Alta Capital has been named Investment Adviser to the Alta Quality Growth Fund, which is organized as a series of the Capitol Series Trust by Ultimus Fund Solutions, LLC. This Fund is managed to the Large Cap Quality Growth strategy.

Before investing in this fund, shareholders are urged to review the fund’s prospectus, , for a complete discussion of investment strategy, fees, investment minimums, risks, and conflicts of interest associated with a fund investment.

Intercompany Arrangements and Shared Employees

To expand offerings to clients and leverage knowledge and expertise, Alta Capital has entered into intercompany service agreements with certain affiliates. As part of this arrangement, shared employees are made available to provide investment advisory and portfolio management services, or to provide administrative or non-advisory services to Alta Capital. To mitigate conflicts of interest, shared employees are subject to the oversight and control

of both parties to ensure compliance with applicable compliance policies and regulations. Each shared employee is subject to Alta Capital's Code of Ethics and applicable policies within Alta Capital's Compliance Manual. No shared employee may exercise discretionary authority with respect to a client's account unless specifically authorized by Alta Capital to do so. Shared employees are required to act at all times in a manner consistent with the fiduciary duties owed to clients to ensure that clients are treated fairly and equitably over time and information about any investment advisory or trading activity applicable to a particular client or group of clients is not used to benefit the shared employees or parties to the intercompany services agreements.

Assets under Management

Alta Capital's Regulatory Assets Under Management as of 12/31/23 totaled \$1,710,281,631, all managed on a discretionary basis. In addition, Alta Capital has assets under administration or Unified Managed Account ("UMA") program assets of \$1,593,116,500.

Item 5: Fees and Compensation

Alta Capital's standard fee schedule for investment services is as follows for specific investment portfolios for clients invested directly with Alta Capital (we do maintain lower fee schedules for various wrap, UMA, and dual contract programs and platforms):

Institutional

Large Cap Quality Growth, All Cap Quality Growth, Select and Quality Dividend Growth:

<u>Amount</u>	<u>Annual Fee</u>
First \$25 million:	0.60%
Next \$25 million:	0.50%
Next \$25 million	0.40%
More than \$75 million:	0.35%

Minimum account size: \$5 million

SMID:

<u>Amount</u>	<u>Annual Fee</u>
First \$10 million:	0.80%
Next \$15 million:	0.70%
More than \$25 million:	Negotiable

Minimum account size: \$5 million

Retail**Large Cap Quality Growth:**

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

All-Cap Quality Growth:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.80%
Next \$15,000,000	0.70%
Next \$25,000,000	0.60%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

Balanced:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	0.85%
Next \$4,000,000	0.75%
Next \$5,000,000	0.60%
Excess over \$10,000,000	Negotiable

Account minimum: \$300,000

Fixed Income:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	0.50%
Next \$4,000,000	0.45%
Next \$5,000,000	0.40%
Excess over \$10,000,000	Negotiable

Account Minimum: \$500,000

Select:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

Quality Dividend Growth:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

SMID:

<u>Amount</u>	<u>Annual Fee</u>
First \$5 million:	1.00%
Next \$5 million:	0.80%
Next \$15 million:	0.70%
More than \$25 million:	Negotiable

Emerging Markets

Flat Annual Fee	1.00%
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Account minimum: \$150,000

International Equity Select:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.80%
Next \$15,000,000	0.70%
Next \$25,000,000	0.60%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

Global Dividend:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

Quality Dividend Enhanced Income:

<u>Amount</u>	<u>Annual Fee</u>
First \$1,000,000	1.00%
Next \$4,000,000	0.90%
Next \$5,000,000	0.70%
Next \$15,000,000	0.60%
Next \$25,000,000	0.50%
Excess over \$50,000,000	Negotiable

Account minimum: \$250,000

Fundamental Global Equity:

Flat Annual Fee	1.00%
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Account minimum: \$100,000

Fees are billed quarterly in advance or in arrears as directed in the client's investment advisory agreement and calculated based on the market value of assets in the investment account on the last trading day of the calendar quarter. In any partial calendar quarter, fees are pro-rated based on the number of days in which the account is open during the quarter. For the purposes of calculating Alta Capital's advisory fees, the market value of assets in the investment account shall consist of the market value of securities and other investments held in the account, including cash. Cash is treated as an asset class and in certain interest rate environments, the management fee could exceed the yield on cash positions. If mandated in the investment management agreement, the market value will represent the full value of invested assets including any margin balances. Because Alta Capital earns a higher fee when clients use margin, we have a disincentive to encourage the client to trim or eliminate the margin balance. To mitigate this conflict, Alta Capital does not typically recommend that clients use margin to buy securities in their managed account; the decision to do so, if at all, is initiated by the client. Please reference your individual investment management agreement for billing details, including more information about how margin is treated for purposes of fee calculation. If mandated in the investment management agreement, the market value will typically include accrued interest. Client fees vary and, in some cases, are higher based on an historical fee schedule applicable at the time they became a client. Additionally, Alta Capital often manages client accounts for employees and family members of employees under discounted or waived fee arrangements.

Alta Capital will not be compensated on the basis of a share of capital gains or capital appreciation of client accounts. Fees can be negotiable. Factors considered in negotiation include the duration of the relationship, the overall size of the relationship, as well as resources required to service the relationship. Alta Capital can deduct the management fee from the client's account or bill the client directly for management services. Providing 30 days written notification to Alta Capital, clients can terminate the investment advisory contract. Upon termination, fees are refundable on a pro-rata basis. In addition to Alta Capital's management fees, clients pay commissions, custodian fees and/or wrap fees, where applicable, through its custodian. For additional information, please see Item 12 (Brokerage Practices) and Item 15 (Custody).

Wrap Program Fees

Alta Capital is retained as an adviser under certain wrap fee arrangements, through broker-sponsored programs, where the broker directly charges end clients asset-based fees. Under a wrap fee arrangement, client funds are placed with one or more money managers and all administrative and management fees, including commissions, are wrapped into one comprehensive fee charged by the sponsor. Clients pay all fees under these arrangements to the wrap sponsor each quarter, with Alta Capital receiving a share of these fees from the sponsor. Alta Capital negotiates fees under wrap arrangements separately with each wrap sponsor. Further fee details are available in the wrap sponsor's Form ADV Part 2A and/or Appendix 1 which the wrap sponsor delivers directly to clients.

Fees paid by sponsors to Alta Capital in conjunction with a wrap fee program are lower than our standard fee schedule because services provided by us are limited solely to asset management. The broker is paid to: (a) perform due diligence on Alta Capital and other qualified advisers; (b) pay our advisory fee; (c) monitor and evaluate our performance; (d) execute client portfolio trades without a separate commission charge; (e) prepare client account statements; (f) in most cases, act as custodian; and (g) provide any combination of these or other services. When evaluating wrap fee programs, clients should consider portfolio activity, custody, and all other services provided by the wrap sponsor. Clients should also consider whether the wrap fee could exceed the cost of these services if provided separately and the effect on your account if Alta Capital were free to choose broker-dealers to execute portfolio transactions.

UMA Fees

When Alta Capital acts as a model portfolio provider under UMA arrangements, we receive a fee from the program sponsor based on total client account assets. Client fees are determined by the program sponsor.

Contractual Arrangements – Wrap and UMA Programs

Clients who select Alta Capital to manage their separate account assets within wrap fee programs will do so under either a “single contract” or “dual contract” arrangement. Under a single contract arrangement, the client pays an asset-based fee to the wrap sponsor and, out of that fee, the wrap sponsor is responsible for paying an investment advisory fee to Alta Capital. In these programs, the wrap sponsor and Alta Capital enter into a sub-advisory or other agreement under which Alta Capital agrees to manage the assets. As part of that agreement, Alta Capital and the wrap sponsor agree on the investment advisory fees to be charged by Alta Capital on the assets. Alta Capital’s advisory fees are negotiable and will vary from program to program. There are other non-asset-based fees that will be charged to the client as discussed below and in Item 12 of this Brochure.

Under a dual contract arrangement, the client has one contract with the wrap sponsor and another contract with Alta Capital. As such, the client pays Alta Capital an investment advisory fee in addition to the asset-based fee they pay to the wrap sponsor for investment advice, custody, execution, and reporting. Alta Capital’s advisory fee is negotiable, while other fees will also apply and are discussed in more detail below and in Item 12 of this Brochure.

Specific information on the investment advisory fees payable to Alta Capital under a wrap fee program will be provided by the applicable wrap sponsor. For information on the asset-based fees and other fees and expenses charged by the wrap sponsor, clients should consult with the wrap sponsor or refer to the sponsor’s Form ADV Brochure.

As noted above, Alta Capital has agreements with certain sponsors to provide model portfolios to UMA clients for a negotiated fee. Under these arrangements, Alta Capital will not have any direct agreement or communication with the client. Alta Capital’s advisory fees are negotiable and will vary from program to program. UMA clients seeking information on the specific billing schedule that would be applicable to an account should contact their UMA sponsor.

Advisory and Sub-advisory Fee Arrangements

When Alta Capital acts as an adviser or sub-adviser to a registered fund, we will receive a fee from the trust based on the total fund assets. For a complete explanation of the management fees Alta Capital receives for its role as investment adviser or sub-adviser to a registered fund, and the factors that may reduce the fees received, please refer to the applicable mutual fund prospectus and statement of additional information. Information about all investor fees, expenses, and share class options, if applicable, is also available within the relevant prospectus and statement of additional information.

Portfolio Valuation for Fee Calculation

Alta Capital utilizes, to the fullest extent possible, recognized, and independent pricing services for timely valuation information for advisory client portfolio securities. Primarily, Alta Capital utilizes custodian pricing. If custodian pricing is unavailable, it is Alta Capital’s policy that all remaining month-end valuations are provided through a third-party pricing vendor. The third-party pricing vendor used is Interactive Data Corporation (IDC). If month-end valuation information is not available through our third-party pricing vendor, Alta Capital will obtain and document price information from a reputable, independent source. Alta Capital maintains valuation policies and procedures in such event.

Other Fees and Expenses

Aside from advisory fees paid to Alta Capital, clients may incur additional expenses. For example, clients will pay, when applicable, brokerage commissions, custodial fees, SEC fees on sell transactions or other fees and taxes related to the trade execution and settlement process. These expenses are paid by clients to third parties and do not accrue to Alta Capital. Clients who select a custodian that charges per-trade fees will pay higher transaction fees than other clients who are not subject to these fees, especially when Alta Capital's portfolio turnover rates rise.

Termination of Account

Clients can close their accounts by giving Alta Capital written notice at least 30 days in advance, although this time period requirement may be waived. Final client fees will be prorated through the termination date. Wrap fee and UMA program clients should refer to the respective program sponsor's agreement for termination methodologies and charges.

Additional Compensation

Alta Capital and its employees do not accept compensation, including sales charges or service fees, for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Alta Capital does not currently have any performance-based fee clients.

Alta Capital seeks best execution on all transactions and upholds its fiduciary duty to all clients. Our trade management policy is designed to ensure that we treat client accounts equitably under all circumstances. We do not intend to favor any clients or subsets of clients when we engage in side-by-side investing of separate accounts, wrap accounts, UMA portfolios, funds, or sub-advisory arrangements. Please see item 12 for more information on how Alta Capital manages directed brokerage arrangements as compared to our fully discretionary accounts. Portfolio holdings tend to vary from one client account to another within a specific investment strategy due to unique client objectives, restrictions, and/or cash flows. Please see Item 12 for more information about brokerage practices.

Item 7: Types of Clients

Alta Capital provides management services to several types of clients including Association, Corporate, Endowment, Foundation, Individuals, High Net Worth Individuals, Public Funds, Religious, Union Taft-Hartley, Insurance, Limited Partnership, Financial Advisory programs (e.g., Wrap and UMA programs), Investment Companies, UCITS fund(s), and unregistered Pooled Investment Vehicles.

Alta Capital advises several clients that are governed by the Employee Retirement Income Security Act ("ERISA"). As such, Alta Capital manages such client accounts in accordance with the fiduciary standards required under ERISA. Alta Capital manages client assets consistent with the "prudent man rule", maintains any ERISA bonding as required, delivers required service and compensation disclosures, and obtains written investment guidelines/policy statements, as appropriate.

Alta Capital's account minimum for institutional clients is \$5,000,000. Alta Capital's account minimum for retail accounts is \$250,000 for equity accounts (we maintain lower minimums through 3rd party programs and platforms).

The retail balanced account minimum is \$300,000 while the retail fixed income account minimum is \$500,000. Exceptions to the minimum account size can be made at our discretion. Alta Capital does not have the ability to impose minimums on UMA accounts. For investment minimums related to registered investment companies for whom Alta Capital serves as adviser or sub-adviser, please see the applicable fund prospectus.

Please see Item 5 (Fees and Compensation) for additional information regarding minimums. Alta Capital will decline an account if we believe that our investment approach does not match the prospective client's needs, or if we determine that an account is too small to efficiently execute our strategy.

Additionally, Alta Capital often manages client accounts for employees and family members of employees under discounted or waived fee arrangements.

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

Quality Growth Investment Management Process: Large Cap Quality Growth, All Cap Quality Growth, Select, and SMID

For more than four decades, Alta Capital Management LLC ("Alta Capital") has managed high-conviction, fundamentally researched US equity portfolios using an investment discipline that is defined by "Alta Capital Quality".

At Alta Capital, we believe Quality is best accessed via an actively managed portfolio constructed from the bottom up through fundamental stock analysis. The three most popular index providers (MSCI, FTSE Russell and S&P Dow Jones) define Quality using a limited number of metrics, with only one metric from one index provider considering a time period longer than one year. We believe assessments of additional factors that quantitatively constructed indices do not track, in combination with the consideration of data over longer time periods, provide a more complete picture of a company's Quality. This defines our assessment of Alta Capital Quality: a multi-faceted approach encompassing both qualitative and quantitative metrics and a long analysis horizon.

Philosophy

The Alta Capital Quality Growth strategy upholds the following foundational principles:

- A concentrated portfolio offers the best opportunity to produce alpha.
- High-quality companies have demonstrated a greater ability to deliver more consistent returns over the long-term while exhibiting lower volatility than the broad market.
- Companies with exceptional free cash flow growth offer investors the best risk/return opportunity.
- While growth is important, it is the profitability of a company that leads to high free cash flow growth
- Discipline and patience are essential for investment success in an industry negligent of such qualities.

Investment Process

Stage 1: Identification

-- Screening--

The investment process begins with the creation of the Alta Capital Quality Growth universe. The universe is comprised of all domestic publicly-traded stocks with a minimum capitalization as mandated by the specific strategy:

Strategy	Capitalization Range
All Cap Quality Growth	\$200 million and up
Large Cap Quality Growth	\$2 billion and up
Select	\$200 million and up
SMID	\$200 million - \$25 billion

We screen on 9 specific fundamental growth, profitability and valuation criteria and only those companies which meet each criterion will continue on in the process. Key metrics include:

EPS Growth

Sales growth

Return on Equity

Return on Invested Capital

Operating Margin

Price to Earnings

This dynamic screening model is executed on a weekly basis and provides approximately 130 to 150 companies.

Stage 1: Identification

--Earnings Analysis--

The Earnings Analysis Model is a proprietary model that quickly identifies companies with the greatest potential to provide favorable future returns to shareholders. This ranking mechanism is driven by a company's future earnings potential and valuation, and quickly eliminates those companies that do not demonstrate enough growth and/or are trading at unattractive valuations. The Earnings Analysis Model is built using a dividend discount model framework that is adjusted for our conservative assumptions on growth and discount rate. Earnings are estimated out 10 years based on a conservative growth rate which is multiplied by a terminal P/E ratio. This terminal 10-year value is then added to the expected future dividends and discounted back to its present value. The result of this

process is an Implied Annual Return for each company which must meet our hurdle rate and should exceed the Implied Annual Return for the S&P 500.

Stage 2: Fundamental Research

The fundamental research stage is the crux of the process, where we add the most value through fundamental bottom-up equity analysis. We are looking for quality businesses that have strong growth potential throughout the cycle. Our focus is on free cash flow growth, which we believe is ultimately driven by sustainable revenue growth throughout the cycle. In assessing quality, we are looking for consistent profitability in excess of cost of capital, an economic moat and a strong balance sheet. Historical financial statements are analyzed to determine a company's immunity to economic cycles and policy changes. Our goal is to have a clear understanding of the company's revenue and earnings predictability into the future. In general, we pride ourselves in picking stocks and diversifying across industries that are likely to outperform regardless of macroeconomic trends.

Other desired company characteristics include:

- Management commitment and incentives
- Strong business model
- Business efficiency
- Undiscovered franchise value
- Clear and understandable product development strategy

Alta Capital performs all company research in-house with limited use of sell side and independent research. Our use of outside research focuses on an industry's current conditions and future expectations.

The research team works to identify a company's true intrinsic value and potential for share price outperformance. At the heart of Alta Capital's research process is assessing a company's free cash flow stream. With free cash flow, a company can acquire other businesses, pay dividends, pay down debt, increase reserves and build shareholder equity. Cash is ultimately what will be returned to shareholders and is less vulnerable to accounting manipulation.

Alta Capital's proprietary free cash flow model, also known as the Alta Intrinsic Value (AIV), was designed to find a conservative estimate of a company's future distributable cash flows. By analyzing past financial trends, we conservatively forecast a company's ability to generate cash flow in the future, maintaining an adequate margin of safety while focusing on a realistic value for the entity. In making adjustments and assumptions inherent in our model, we are cognizant of the company's competitive advantage, patents, brand value, franchise value, etc. We also assess the industry in which the company competes, looking at barriers to entry, differentiation factors, as well as customer loyalty and switching ability. If a company is trading at a 20% discount or more to its AIV, we will continue to consider it for inclusion into the portfolios.

Those companies that differentiate themselves during this process will be presented to the Investment Committee for consideration.

Stage 3: Nomination

Upon identification of a potential candidate within the Research List, a portfolio manager or research analyst prepares a recommendation report on the security and presents it to the Investment Committee for consideration.

The Investment Committee is the focal point of the portfolio management process. Formally meeting once a week, the Committee reviews the current portfolio's holdings, weightings, and sector allocations. Any potential investment that might be added to the portfolio is presented to the Investment Committee and discussed. The person presenting the security to the Investment Committee is the advocate for the security and must effectively argue its merits and defend its deficiencies. From a qualitative perspective, the sponsoring analyst focuses on three main points:

1. Does the firm have headroom to grow?
 - a. What are the future growth prospects of the firm? What are its growth drivers?
 - b. How healthy is the industry and does the company hold an attractive position?
 - c. What are the prospects for margin expansion?
2. Does the company have a solid business model?
 - a. Does the firm have good profitability?
 - b. What are the barriers to entry?
 - c. Does the company have a sustainable competitive advantage?
3. Does the company have the financial flexibility to weather economic weakness?
 - a. Is leverage at acceptable levels?
 - b. Does the company generate enough free cash flow to fund growth?
 - c. Is that cash flow sustainable?

The quantitative portion of the discussions focuses on the company's AIV (Alta Intrinsic Value). Close inspection of the company's AIV is made by each member of the committee and discussions revolve around key points such as:

1. How conservative are the assumptions with regard to revenue growth and margin expansion? Are they conservative enough to provide an adequate margin of safety while remaining realistic over the foreseeable future?
2. What are the changes from a historic trend? What are the key drivers of revenue and margins?
3. How conservative is the capital structure used in the model?
4. What is the projected Free Cash Flow to Sales as compared to historic levels?

If deemed appropriate, the security will be placed on the Watch List and potentially added to the portfolios if/when the valuation and timing are compelling enough to warrant inclusion.

Stage 4: Watch List

The Watch List is a staging area for those stocks that have satisfied each of the hurdles in our investment process and that are competing for entry into the portfolio. We endeavor to keep the watch list timely with fresh ideas that we consider to be the life blood of our business. Securities placed on the Watch List continue to be evaluated and are not yet approved for purchase. As a result the watch list has a very high turnover rate. A security will be considered for portfolio entry if:

- 1) it presents enough of a discount to intrinsic value at time of consideration,
- 2) it represents a better risk-return opportunity than another name already in the portfolio.

Stage 5: PORTFOLIO CONSTRUCTION

Large Cap Quality Growth and All Cap Quality Growth

Each strategy comprises a concentrated holding of 30-35 names. Once the decision is made to add a security to the model portfolio, an initial position of 2.5% is established in most cases. Sector weighting within the portfolio will generally range from 0 to 2x the strategy's benchmark weighting. The Large and All Cap portfolio's maximum weighting in any one security will generally be the lesser of a 6% active or a 10% absolute weight, where an active weight is defined as the portfolio's weighting in a given security minus that security's corresponding weight in the core benchmark. From a capitalization perspective, the All Cap portfolio's objective is to have a minimum of 40% of the portfolio invested in large capitalization companies and no more than 20% invested in small capitalization companies.

Select

The Select strategy comprises a concentrated holding of 18 to 22 names. Companies for inclusion will be analyzed on the same quality growth factors that we utilize with the other Alta Capital portfolios. Once the decision is made to add a security to the model portfolio, an initial position of 4-6% is established in most cases. The portfolio's maximum weighting in any one security will generally be the lesser of a 6% active or a 12% absolute weight, where an active weight is defined as the portfolio's weighting in a given security minus that security's corresponding weight in the benchmark. Sector weighting within the portfolio will be based on the fundamental merits of the underlying positions with less attention paid to benchmark weights. From a capitalization perspective, the Select portfolio's objective is to have a minimum of 40% of the portfolio invested in large capitalization companies and no more than 10% invested in small capitalization companies.

SMID

The SMID strategy comprises a concentrated holding of approximately 30 to 40 names. Companies for inclusion will be analyzed on the same quality growth factors that we utilize with the other Alta Capital portfolios. Once the decision is made to add a security to the model portfolio, an initial position of 1-3% is established in most cases with no more than 8% in any one security. Sector weighting within the portfolio will be based on fundamental merits of the underlying positions and will generally range from 0 to 3x the strategy's benchmark weighting. The SMID portfolio broadly consists of mid and small capitalization companies.

Sell Discipline

Considerations that would lead us to sell:

- Valuation fulfillment
- Change in investment thesis or opportunity set
- Deterioration of fundamental and quantitative metrics

A 20% relative pullback in either holding period or two year look back period from high water mark triggers a full re-pitch of the investment idea to the Investment Committee presented by a different member of the investment team other than the covering analyst. The review includes an update of the investment thesis, risks, and an analysis of the recent performance. A healthy and informed discussion leads to a decision: an immediate sell, additional time to assess the company's merits, or adding to the position on conviction. The underperforming company will be reviewed weekly until which time it has been sold or recovers.

Investment Management Process: Quality Dividend Growth

Philosophy

The Alta Capital Quality Dividend Growth strategy upholds the following foundational principles:

- A concentrated portfolio offers the best opportunity to produce alpha.
- High-quality companies have demonstrated a greater ability to deliver more consistent returns over the long-term while exhibiting lower volatility than the broad market.
- Companies with exceptional free cash flow growth offer investors the best risk/return opportunity.
- While growth is important, it is the profitability of a company that leads to high free cash flow growth
- Returns are driven by the appropriate combination of earnings growth, dividend yield and sensible valuations.
- Discipline and patience are essential for investment success in an industry negligent of such qualities.

Investment process

Stage 1: Identification

-- Screening and Earnings Analysis--

The investment process begins with creating the Alta Capital Quality Dividend Growth universe. The universe is comprised of all domestic publicly-traded stocks with a minimum capitalization of \$2 billion.

We screen on growth, profitability, valuation, and yield criteria and only those companies which meet each criterion will continue in the process. Key metrics include:

- EPS Growth
- Sales growth
- Return on Equity
- Return on Invested Capital
- Operating Margin
- Price to Earnings
- Dividend Yield
- Dividend Growth

This dynamic screening model is executed on a weekly basis.

The Earnings Analysis Model is a proprietary model that quickly identifies companies with the greatest potential to provide favorable future returns to shareholders. This ranking mechanism is driven by a company's future earnings potential and valuation, and quickly eliminates those companies that do not demonstrate enough growth and/or are trading at unattractive valuations. The Earnings Analysis Model is built using a dividend discount model framework that is adjusted for our conservative assumptions on growth and discount rate. Earnings are estimated out 10 years based on a conservative growth rate multiplied by a terminal P/E ratio. This terminal 10-year value is then added to the expected future dividends and discounted back to its present value. The result of this process is an Implied Annual Return for each company.

Stage 2: Fundamental Research

The fundamental research stage is the core of the process, where we add the most value through fundamental bottom-up equity analysis. We are looking for quality companies with proven business models and a track record of delivering results throughout the cycle. Our focus is on dividend growth, which we believe is ultimately driven by sustainable cash flow growth. In assessing quality, we are looking for consistent profitability over the cost of capital, an economic moat, and a strong balance sheet. Historical financial statements are analyzed to determine a company's immunity to economic cycles and policy changes. Our goal is to have a clear understanding of the company's revenue and earnings predictability into the future. In general, we pride ourselves in picking stocks and diversifying across industries that are likely to outperform regardless of macroeconomic trends.

Other desired company characteristics include:

- Responsible management team.
- Proven and sustainable business model
- Wide economic moat
- Cash generation is sufficient to ensure continued dividend payments and proper reinvestment in the business
- Strong potential for growth of dividends in the future

Alta Capital performs all company research in-house with limited use of sell side and independent research. Our use of outside research focuses on an industry's current conditions and future expectations.

The research team works to identify a company's true intrinsic value and potential for share price outperformance and dividend growth. At the heart of Alta Capital's research process is assessing a company's free cash flow stream. A company can pay dividends, pay down debt, increase reserves, and build shareholder equity with free cash flow. Cash is ultimately what will be returned to shareholders and is less vulnerable to accounting manipulation.

Alta Capital's proprietary free cash flow model, also known as the Alta Intrinsic Value (AIV), was designed to find an estimate of a company's future distributable cash flows. By analyzing past financial trends, we forecast a company's ability to generate cash flow in the future, maintaining an adequate margin of safety while focusing on a realistic value for the entity. In making adjustments and assumptions inherent in our model, we are mindful of the company's competitive advantage, patents, brand value, franchise value, etc. We also assess the industry in which the company competes, looking at barriers to entry, differentiation factors, as well as customer loyalty and switching ability.

Stage 3: Nomination

Upon identifying a potential candidate within the Research List, a portfolio manager or research analyst prepares a recommendation report on the security and presents it to the Investment Committee for consideration.

The Investment Committee is the focal point of the portfolio management process. Formally meeting once a week, the Committee reviews the current portfolio's holdings, weightings, and sector allocations. Any potential investment that might be added to the portfolio is presented to the Investment Committee and discussed. The person presenting the security to the Investment Committee is the advocate for the security and must effectively argue its merits and defend its deficiencies. From a qualitative perspective, the sponsoring analyst focuses on three main points:

- Does the company have a solid business model?
 - Does the firm have good profitability?
 - What are the barriers to entry?
 - Does the company have a sustainable competitive advantage?
- Does the company have the financial flexibility to weather economic weakness?
 - Is leverage at acceptable levels?
 - Does the company generate enough free cash flow to fund growth and continue its dividend?
 - Is that cash flow sustainable?
- What are the future growth prospects?
 - What are its growth drivers?
 - How healthy is the industry and does the company hold an attractive position?
 - What are the prospects for continued dividend growth?

The quantitative portion of the discussions focuses on the company's AIV (Alta Intrinsic Value). Each member makes close inspection of the company's AIV of the Committee, and discussions revolve around key points such as:

5. How conservative are the assumptions concerning growth and margin expansion? Are they conservative enough to provide an adequate margin of safety while remaining realistic over the foreseeable future?
6. What are the changes from a historic trend? What are the key drivers of revenue and margins?
7. How conservative is the capital structure used in the model?
8. What is the projected Free Cash Flow to Sales as compared to historic levels?

If deemed appropriate, the security will be placed on the Watch List and potentially added to the portfolios if/when the valuation and timing are compelling enough to warrant inclusion.

Stage 4: Watch List

The Watch List is a staging area for those stocks that have satisfied each of the hurdles in our investment process and are competing for entry into the portfolio. We endeavor to keep the watch list timely with fresh ideas that we consider to be the lifeblood of our business. Securities placed on the Watch List continue to be evaluated and are not yet approved for purchase. As a result, the watch list has a very high turnover rate. A security will be considered for portfolio entry if:

- 1) it presents enough of a discount to intrinsic value at time of consideration
- 2) it represents a better risk-return opportunity than another name already in the portfolio.

Stage 5: PORTFOLIO CONSTRUCTION

The Dividend Growth strategy comprises a concentrated holding of 18 to 25 names. Once the decision is made to add a security to the model portfolio, an initial 2-5% position is established in most cases. The portfolio's maximum weighting in any one security will generally be the lesser of a 6% active or a 12% absolute weight, where an active weight is defined as the portfolio's weighting in a given security minus that security's corresponding weight in the benchmark. Sector weighting within the portfolio is based on the underlying position's fundamental merits, with less attention paid to benchmark weights. From a capitalization perspective, the Dividend Growth portfolio's objective is to have a minimum of 40% of the portfolio invested in large capitalization companies and no more than 10% invested in small capitalization companies.

Sell Discipline

Considerations that would lead us to sell:

- Valuation fulfillment
- Change in investment thesis or opportunity set
- Deterioration of fundamental and quantitative metrics

A 30% relative pullback from the high water mark triggers a full re-pitch of the investment idea to the Investment Committee, which is presented by an investment team member other than the covering analyst. The review includes an update of the investment thesis, risks, and an analysis of the recent performance. A healthy and

informed discussion leads to a decision: an immediate sell, additional time to assess the company's merits, or adding to the position on conviction. The underperforming company will be reviewed weekly until which time it has been sold or recovers.

Strategic

Risk mitigation is a key element in portfolio capital preservation. As a stock pulls back from its high-price point, the stock is monitored for both absolute and relative performance.

A 20% pullback from high price relative to the security's sector or portfolio's index prompts a full fundamental review by the analyst to the Investment Committee. One important question must be answered: "Why is the market selling this stock?" (i.e., "What is the bear case?"). If the Investment Committee reaffirms its confidence in the investment thesis and the sector/industry views are favorable, a floating stop-loss is set based on relative performance to its sector and the portfolio's index. Should the stock violate this floating stop-loss, it is sold to mitigate risk and preserve capital. Typically, the stop-loss price is no more than 35% from the high or purchase price relative to the market.

Utilizing a disciplined sell process in conjunction with our disciplined purchase process allows us to move away from underperforming names and into new ideas in a timely and effective fashion while removing emotion from the equation. By honoring the stop loss, we strive to ensure that quality names dominate portfolios while providing adequate room for short term market inefficiencies.

Environmental, Social, Governance (ESG)

Alta Capital has adopted a Responsible Investing Policy. Alta Capital's approach to responsible investing integrates considerations of environmental, social and governance ("ESG") matters into our investment analysis and stewardship activities with the objective of enhancing long-term investment performance for our clients. We believe that business organizations that engage in sustainable environmental practices, consider the effects of their operations on the communities in which they operate, and have proper governance practices that protect the interests of all stakeholders, will likely be better long-term investments than organizations that downplay or ignore these practices.

Our responsible investing approach seeks to demonstrate alignment between our investment activities and the long-term interests of society with regards to Environmental, Social, and Governance standards.

In addition to research provided by third-party ESG firms, company sustainability reports and proxy statements, we are aided by two internally developed tools:

- **Our ESG One Pager** compiles external ESG ratings used to flag "high-risk" areas.
- **Our proprietary scoring rubric** is organized in 3 broad sustainability categories, E, S and G, plus a fourth that encompasses other sustainability topics including any that are company-specific. 20 data points are evaluated.

In addition to the ESG Integration process described above, Alta Capital engages in active ownership which includes proxy voting, as appropriate to the applicable asset class, as one of the key tools to carry out active ownership. Please see potential ESG investing risks outlined below.

Investment Management Process – Emerging Markets Strategy

The Emerging Markets strategy will invest primarily in equity listed on recognized markets of emerging market countries or in securities listed in developed markets where the underlying business has significant exposure to emerging markets. The average number of holdings in this strategy is 25-30 securities. The investment objective of

the portfolio is to seek long-term growth of capital by investing primarily in equity and similar securities issued by companies with exposure to emerging market countries. The portfolio is a benchmark agnostic concentrated global emerging market long only strategy with 25-30 companies which are either listed in emerging markets, derive a substantial portion of their revenues (typically more than 50%) from emerging markets, or have substantial operations in emerging markets. The emerging markets strategy revolves around sustainability of growth – companies will only be investment targets if they are thought capable of sustaining earnings growth beyond the timeframe normally considered by the markets. The stocks must also meet certain quality criteria, being well-established, well-managed businesses with appropriate financial leverage and good standards of corporate governance in the emerging market context. The strategy employs a rigorous long term valuation process which aims to ensure that these companies are not invested in at points when they are overvalued in relation to their long term valuation potential.

Authorized investments of the Emerging Markets strategy are:

- Securities contained within the MSCI Emerging Markets Index¹;
- Listed securities within international developed exchanges (typically including the United States, Europe, and developed Asia) which derive a substantial portion of their revenues from, or have substantial operations in, emerging markets; and
- Cash

Country weightings in the Emerging Markets strategy are driven by stock selection decisions rather than “top down” asset allocation activities. Typically, holdings will be companies which are listed on emerging market stock exchanges, but the strategy will also include companies which have exposure to emerging markets but are listed on developed market exchanges found in the US, Europe, and developed Asia.

Investment Management Process – Quality Dividend Enhanced Income Strategy

Alta Capital’s Quality Dividend Enhanced Income Strategy uses a fundamental bottom-up approach to security analysis. The strategy maintains a U.S. quality dividend equity focus and invests primarily in securities of mid- to large-size companies that have a track record of sustained earnings and dividend growth. The strategy seeks to enhance income and risk-adjusted total return. Alta Capital selects the universe of portfolio securities. Through an intercompany arrangement and shared employees with an Alta Capital affiliate, covered call option over-writing recommendations are made, which are based on quantitative factors such as equity valuations and fundamentals, and other factors such as premium return thresholds and technical prices considerations. Call option contracts are typically short in duration to maximize time value of money receipts and visibility of equity market catalysts. The strategy invests through the use of derivatives including covered call options. Options will typically be traded on U.S. Exchanges and cleared through the Option Clearing Corporation. The Alta Capital Quality Dividend Enhanced Income Strategy employs this strategy to enhance premium income and cushion market declines, while recognizing that the strategy may not fully benefit from strong equity market growth. The strategy will maintain a U.S. equity focus and will be broadly diversified, generally holding between 18-25 securities, with all options over-written on those underlying securities. Please see potential derivative risks outlined below.

¹ The MSCI Emerging Markets Index captures large and mid-cap representation across 26 Emerging Markets (EM) countries.

Investment Management Process – International Equity Select

The International Equity Select strategy uses a bottom-up research process to build concentrated, high-quality portfolios which are diversified across sector and country. Securities are selected primarily from developed markets and a pool of mid to large cap international companies (MSCI EAFE²) with a track record of revenue growth, consistent profit gains and proven capital stewardship. This investment process ranks the quality of each portfolio holding and makes an assessment of long-term sustainable return on equity and dividend payout. The strategy seeks to provide a high level of stable income, with an attractive total return, by investing in 15-30 international dividend-paying equity securities in developed European and Asian markets.

Investment Management Process – Global Dividend

The Global Dividend strategy relies on a systematic, bottom-up analysis and seeks to find companies with the potential over time for dividend growth, sustainable income, and capital appreciation. In selecting securities, the investment team uses a process that primarily relies on bottom-up analysis to select portfolio holdings, and seeks to identify companies that have the potential for dividend growth, sustainable income, and capital appreciation over time. The investment team combines relative, intrinsic and artificial intelligence models to rank companies within each economic sector. Multiple factors are considered, including earnings growth, dividend growth, value, yield, momentum, and quality. The analysis projects future cash flow growth and uses customized discount rates to arrive at an intrinsic valuation target. The Artificial intelligence component forecasts expected dividend growth rates and also the probability of a dividend cut. A team of portfolio managers then constructs the portfolio based upon the above stock selection process and assessment of the macro environment and portfolio risk constraints. The outcome is a diversified portfolio of dividend-paying equity securities that seeks to provide above average yield and dividend growth. The strategy has, as its primary objective, the achievement of long-term capital appreciation through investment in 30-80 global dividend-paying equity securities.

Investment Management Process – Fundamental Global Equity

The Fundamental Global Equity Strategy is a long-only global equity strategy, targeting long-term absolute investment returns. Client portfolios invest primarily in shares and related instruments of shares issued by high quality companies and listed in countries which are members of the Organization of Economic Co-operation and Development (“OECD”). Typical portfolios hold 20-25 stock positions, seeking returns which exhibit lower volatility than their benchmark over the long-term.

RISK OF LOSS

Investors generally face three types of risk when investing in the capital markets:

- Manager selection – risks associated with investment manager selection and their chosen strategy
- General market risk – risks of participating in the capital markets, whether domestic or foreign
- Specific risk – risks associated with asset class, sector, security selection, and data reliance

Despite our investment management experience, investing in securities involves the risk of loss. Below we highlight the most important, but perhaps not all risks of investing with Alta Capital:

² The MSCI EAFE Index is a stock market index that measures the performance of large- and mid-cap companies across 21 developed markets countries around the world. Canada and the USA are not included. EAFE is an acronym that stands for Europe, Australasia, and the Far East.

Risk of loss: Investing in securities involves risk of loss that clients should be prepared to bear.

No guarantee: Performance of any investment is not guaranteed. There is a risk of loss of the assets we manage that is out of our control.

Market fluctuation: Financial markets and the value of investments vary substantially over time, which may lead to realized and unrealized losses in the value of client portfolios, especially in the short run.

Liquidity: Liquidity risk exists when particular investments are difficult to purchase or sell. Such securities may become illiquid under adverse market or economic conditions and/or due to specific adverse changes in the condition of a particular issuer. If the portfolio invests in illiquid securities or securities that become illiquid, portfolio returns may be reduced because we may be unable to sell the illiquid securities at an advantageous time or price.

Equity investments: Equities are exposed to general stock market swings and changes in the business cycle which may alter market opinions about the short-term or long-term prospects for an issuer of equity securities.

Smaller and mid-cap companies: Equity investments in smaller companies involve added risks such as limited liquidity and greater fluctuations in their perceived value which may impact our ability to sell these investments at a fair and competitive price in a timely manner.

Growth stocks: Returns on growth stocks may not move in tandem with returns on other categories of stocks or the market as a whole. Growth stocks may be particularly susceptible to larger price swings or to adverse developments. Growth stocks as a group may be out of favor and underperform the overall equity market for a long period of time, for example, while the market favors “value” stocks.

Fixed income investments: Prices of fixed income (debt) securities typically decrease in value when interest rates rise. This risk is usually greater for longer-maturity debt securities. Investments in debt with lower credit ratings (and non-rated credits) are subject to a greater risk of loss to principal and interest than those with higher credit ratings.

Exchange-Traded Funds (“ETFs”): ETFs are utilized, upon client request, in cases of client mandated tax loss harvesting instructions. ETFs are subject to risks similar to those of stocks and may not be suitable for all investors. Shares can be bought and sold through a broker, and the selling shareholder may have to pay brokerage commissions in connection with the sale. Investment returns and principal value will fluctuate so that when shares are redeemed, they may be worth more or less than original cost. Shares may only be redeemed directly from the fund. There can be no assurance that an active trading market for the shares will develop or be maintained, and shares may trade at, above or below their NAV. ETFs incur fees that are separate from those fees charged by the investment adviser.

Foreign Investment Risk: Investments in securities of foreign issuers involve risks which could include adverse fluctuations in currency exchange rates, political instability, confiscations, taxes or restrictions on currency exchange, difficulty in selling foreign investments, and reduced legal protection. These risks tend to be more pronounced for investments in developing countries.

ADR Risk: American Depositary Receipts (“ADRs”) are typically issued by a US bank or trust company and represent ownership of underlying foreign securities. Positions in those securities are not necessarily denominated in the same currency as the common stocks into which they are converted. Generally, ADRs, in registered form, are designed for the U.S. securities markets. In addition to the risks presented in any investment – changes in value,

changes in demand – there are several risks unique to ADRs that must be considered. For instance, while they will react to normal market fluctuations like regular stocks, ADRs are still vulnerable to currency risks. If the value of the company's home currency falls too much relative to the US Dollar, the effect will eventually trickle down to the ADR. The same can be said for changes in the home country's government.

Emerging Market Securities Risk: Certain client portfolios hold investments in various markets, some of which are considered "emerging markets", or in companies with material exposure to emerging markets. Many emerging markets are developing both economically and politically and may have relatively unstable governments and economies based on only a few commodities or industries. Many emerging market countries do not have firmly established product markets and companies may lack depth of management or may be vulnerable to political or economic developments such as nationalization of key industries. Emerging market securities risks include: (i) greater risk of expropriation, confiscatory taxation, nationalization, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) the relatively small current size of some of the markets for securities and other investments in emerging markets issuers and the current relatively low volume of trading, resulting in lack of liquidity and in price volatility; (iii) certain national policies which may restrict a portfolio's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; (iv) the absence of developed legal structures governing private or foreign investment and private property; (v) the potential for higher rates of inflation or hyper-inflation; (vi) currency risk and the imposition, extension or continuation of foreign exchange controls; (vii) interest rate risk; (viii) credit risk; (ix) lower levels of democratic accountability; (x) differences in accounting standards and auditing practices which may result in unreliable financial information; and (xi) different corporate governance frameworks. Furthermore, emerging markets are characterized by numerous market imperfections, analysis of which requires long experience in the market and a range of complementary specialist skills. In the recent past, the tax systems of some emerging markets countries have been marked by rapid change, which has sometimes occurred without warning and has been applied with retroactive effect.

Currency Risk: Securities denominated in foreign currencies may be adversely affected by changes in currency rates and by substantial currency conversion costs. Currency rates may fluctuate significantly over short periods of time for a number of reasons. As a result, investments in foreign currency-denominated securities may reduce the returns of a Fund.

Foreign Custody Risk: One or more strategies may hold foreign securities and cash with foreign banks, agents, and securities depositories. Such foreign banks or securities depositories may be subject to limited regulatory oversight. The laws of certain countries also may limit the Fund's ability to recover its assets if a foreign bank or depository enters into bankruptcy.

Large Company Risk : Larger, more established companies may be unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion. Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors, potentially resulting in lower market prices for their common stock.

Mid-Cap Company Risk: Investments in securities of mid-cap companies may be riskier, more volatile, and more vulnerable to economic, market and industry changes than investments in larger, more established companies. As a result, share price changes may be more sudden or erratic than the prices of other equity securities, especially over the short term.

Technology Sector Risk: Stock prices of technology companies may experience significant price movements as a result of intense market volatility, worldwide competition, consumer preferences, product compatibility, product obsolescence, government regulation, or excessive investor optimism or pessimism.

Non-Diversification Risk:- A strategy which is deemed to be non-diversified invests in the securities of a limited number of issuers which exposes the portfolio to greater market risk and potentially greater market losses than if its investments were diversified in securities issued by a greater number of issuers. A non-diversified strategy is permitted to hold substantial positions in the same security or groups of securities at the same time. This overlap in investments may subject the portfolio to additional market risk and potentially greater market losses.

Regulatory Risk: Changes in government regulations may adversely affect the operations and value of a portfolio or the companies in which it invests. Industries and markets that are not adequately regulated may be susceptible to the initiation of inappropriate practices that adversely affect a portfolio or the companies in which it invests. Before investing in a mutual fund, investors are urged to review the prospectus for a complete list of risks.

Pandemics and Public Health Emergencies: Occurrences of epidemics or pandemics, depending on their scale, may cause different degrees of damage to global, national, and local economies. COVID-19 (also known as novel coronavirus or coronavirus disease 2019) presents unique, rapidly changing, and hard to quantify risks. In general, it has resulted in a significant reduction in commercial activity on a global scale that has adversely impacted many businesses. Governments, on the national, local, and state level, have instituted a variety of measures including lockdowns, quarantines, and states of emergencies, which materially slowed the global economy. The effects of COVID-19 have and may continue to adversely affect the global economy, which may materially and adversely impact the volatility, value and performance of the securities held in client accounts and our ability to buy or sell such securities at an advantageous time and/or price. The long-term impact of the accommodative monetary policy in the United States is unknown. However, any meaningful and sustained rise in inflation could further adversely impact the volatility, value and performance of the securities held in client accounts.

Cybersecurity Risk: As the use of technology has become more prevalent in the course of business, Alta Capital has become more susceptible to operational and information security risks. Cyber incidents can result from deliberate attacks or unintentional events and include, but are not limited to, gaining unauthorized access to electronic systems for purposes of misappropriating assets, personally identifiable information (“PII”) or proprietary information (e.g., trading models and algorithms), corrupting data, or causing operational disruption, for example, by compromising trading systems or accounting platforms. Other ways in which the business operations of Alta Capital, other service providers, or issuers of securities in which Alta Capital invests a client’s assets may be impacted include interference with a client’s ability to value its portfolio, the unauthorized release of PII or confidential information, and violations of applicable privacy, recordkeeping and other laws. A client and/or its Account could be negatively impacted as a result. While Alta Capital has established internal risk management security protocols designed to identify, protect against, detect, respond to and recover from cybersecurity incidents, there are inherent limitations in such protocols including the possibility that certain threats and vulnerabilities have not been identified or made public due to the evolving nature of cybersecurity threats. Furthermore, Alta Capital cannot control the cybersecurity systems of third-party service providers or issuers. There currently is no insurance policy available to cover all of the potential risks associated with cyber incidents. Unless specifically agreed by Alta Capital separately or required by law, Alta Capital is not a guarantor against, or obligor for, any damages resulting from a cybersecurity-related incident.

ESG Investing Risk: An investment process incorporating ESG considerations may result in a strategy directly or indirectly investing or avoiding/not investing in securities or industry sectors that may underperform the market as a whole at any given point in time. In addition, securities selected for inclusion in a portfolio may not always exhibit positive or favourable ESG characteristics and may shift into and out of a particular ESG classification

depending on market and economic conditions. Investors may also differ in their views of what constitutes positive and negative ESG characteristics. As a result, a strategy may directly or indirectly invest in sectors and/or issuers that do not reflect the beliefs and values of any particular investor.

Climate Change Risk: Climate change and the transition toward a low-carbon economy could result in physical and transition risks to portfolio companies and may give rise to increasing operating or capital costs that could be material financially for certain companies.

Risks related to Ongoing Military Conflicts and Global Unrest: There is currently an ongoing military conflict between Russia and the Ukraine which, has caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. In addition, in October 2023, Hamas terrorists infiltrated Israel's southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on Israeli population and industrial centers located along Israel's border with the Gaza Strip and in other areas within the State of Israel. These attacks resulted in extensive deaths, injuries and kidnapping of civilians and soldiers. Following the attack, Israel's security cabinet declared war against Hamas and a military campaign against these terrorist organizations commenced in parallel to their continued rocket and terror attacks. Moreover, the clash between Israel and Hezbollah in Lebanon, may escalate in the future into a greater regional conflict. However, the ultimate impact of the Russia-Ukraine and Israel-Hamas conflicts and their effect on global economic and commercial activity and conditions, and on the operations, financial condition, and performance of investments or any particular industry or business and the duration and severity of those effects, are difficult to predict.

Social Media Risks: The dissemination of negative or inaccurate information via social media about issuers in which client accounts are invested could harm their business, reputation, financial condition, and results of operations, which could adversely affect client portfolios and, due to reputational considerations, influence our decision as to whether to remain invested in such issuers.

Derivatives Risk: Derivatives are investments whose value is based on, or derived from, an underlying asset, such as a stock or a market index. Derivatives are not a direct investment in the underlying asset itself. Derivatives are often contracts with another party to buy or sell an asset at a later date. Some common derivatives are: (a) a futures or forward contract, which is an agreement to buy or sell currencies, commodities or securities for a set price at a specified future date; or (b) an option, which gives the buyer the right, but not the obligation, to buy or sell currencies, commodities or securities at a set price within a certain time period; and the seller, an obligation, to sell or buy respectively. A strategy may use derivatives to limit potential gains or losses caused by changes in exchange rates, stock prices or interest rates. This is called hedging. The strategy may also use derivatives for non-hedging purposes, such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets or increasing speed and flexibility in making portfolio changes. In addition, derivatives can be used to earn incremental income. Any use of derivatives has risks, including:

- The hedging strategy may not be effective;
- There is no guarantee that a market for the derivative contract will exist when the strategy looks to buy or sell;
- There is no guarantee that the strategy will be able to find an acceptable counterparty willing to enter into a derivative contract;
- The counterparty to the derivative contract may not be able to meet its obligations;
- A large percentage of the assets in an account may be placed on deposit with one or more counterparties, which exposes the account to the credit risk of those counterparties;

- Securities exchanges may set daily trading limits or halt trading, which may prevent an account from selling a particular derivative contract;
- The price of a derivative may not accurately reflect the value of the underlying asset.

Leverage Risk: When an account makes investments in derivatives for non-hedging purposes, borrows cash for investment purposes, or sells short equity securities, fixed income securities or other portfolio assets, leverage may be introduced into that account. Leverage occurs when an account's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the underlying asset or interest may amplify losses compared to those that would have been incurred if the underlying asset or interest had been directly held by an account, and may result in losses greater than the amount invested in the derivative itself. Leverage may increase volatility, may impair an account's liquidity and may cause an account to liquidate positions at unfavourable times. Many leveraged transactions involve the posting of collateral. Increases in the amount of margin or similar collateral could result in the need for trading at times or prices that are disadvantageous to an account and which could result in a loss for an account.

Item 9: Disciplinary Information

As a registered investment adviser, we must disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Alta Capital or the integrity of our management. We are pleased to inform you that Alta Capital has no information to report applicable to this Item.

Item 10: Other Financial Industry Activities and Affiliations

As noted in Item 4 – Advisory Business, as a result of the ownership structure, Alta Capital is affiliated through Guardian with numerous financial service entities located outside the United States (listed below). Alta Capital does not share client information with affiliates for marketing purposes. This list is subject to change, wherein such changes will not be deemed material to this filing unless Alta Capital determines to do business with such affiliates. Certain entities affiliated with Alta Capital through common Guardian ownership are foreign domiciles, and include: Guardian Capital LP (Guardian also serves as investment adviser to Guardian Dividend Growth Fund, an investment company established in the United States under the Investment Company Act of 1940), Guardian Capital Advisors LP, GuardCap, Guardian Capital Real Estate Inc., Alexandria Bancorp Limited, Alexandria Global Investment Management Ltd., Modern Advisor Canada, Inc., Guardian Partners, Inc and Rae & Lipskie Investment Counsel Inc (a registered investment adviser in the U.S. and Canada). Through Guardian Capital, Alta Capital is also affiliated with Agincourt Capital Management, LLC, a fixed income manager based in Richmond, Virginia.

GuardCap, a wholly-owned subsidiary of Guardian Capital LP indirectly controlled by Guardian Capital Group Limited, is registered in the United Kingdom (and is registered with the SEC) and advises certain of the Alta Capital strategies. Prior to GuardCap's recent SEC investment adviser registration, Alta Capital entered into a Participating Affiliate arrangement. Under this arrangement, GuardCap acts as a "Participating Affiliate" in accordance with a series of SEC staff no-action letters. To better serve our clients' needs, Alta Capital engages this Participating Affiliate and their personnel to assist in managing emerging market and global equity client mandates, including the provision of research and portfolio management. Personnel of the Participating Affiliate that assist in providing investment advice to Alta Capital are subject to the oversight of both Alta Capital and the SEC. Alta Capital and its Participating Affiliate may have conflicts in allocating their personnel's time and services among client accounts. Alta Capital and its Participating Affiliate will devote as much time to each client account as it deems appropriate to perform its duties in accordance with each client agreement. However, Alta Capital and its

Participating Affiliate have a fiduciary duty to provide unbiased advice and to disclose any material conflicts of interest to its clients, as mandated under the Advisers Act. It is Alta Capital and its Participating Affiliate's goal to act in good faith and to treat all client accounts in a fair and equitable manner over time, regardless of the client's strategy, fee arrangements, or affiliate arrangements. Important Note: In December 2020, the SEC accepted GuardCap's application to become registered as an investment adviser. The Participating Affiliate arrangement discussed above was put in place prior to GuardCap's SEC registration. As of the date of this Brochure, GuardCap's compliance program is fully functional whether acting directly for a client as an SEC registrant or indirectly as a Participating Affiliate under an arrangement with another affiliate.

As noted in Item 4 – Alta Capital sub-advises the Guardian U.S. Equity All Cap Quality Growth fund and the Guardian U.S. Equity Fund. These funds are managed to the All Cap Quality Growth and Large Cap Quality Growth strategies, respectively.

Alta Capital is the Investment Adviser to the Alta Quality Growth Fund, which is organized as a series of the Capitol Series Trust by Ultimus Fund Solutions, LLC. This Fund is managed to the Large Cap Quality Growth strategy.

Alta Capital sub-advises the Alexandria All Cap Quality Growth fund. This Fund is managed to the All Cap Quality Growth strategy.

We do not believe that these arrangements create material conflicts of interest between Alta Capital and other clients that are invested in this strategy. We follow written policies and procedures designed to manage such conflicts of interest by ensuring that all clients are treated fairly, regardless of the investment strategy, investment vehicle, portfolio size, and fee schedule associated with the account. Shareholders are urged to review the fund's supplement for a complete discussion of investment strategy, fees, investment minimums, risks, and conflicts of interest associated with a fund investment.

Certain supervised persons of Alta Capital are registered representatives through an independent broker-dealer, Foreside. This registration is being held through ACA Foreside due to the potential for engaging prospective clients with registered investment companies advised by Alta Capital.

Intercompany Arrangements and Shared Employees

To expand offerings to clients and leverage knowledge and expertise, Alta Capital has entered into intercompany service agreements with certain affiliates. As part of this arrangement, shared employees are made available to provide investment advisory and portfolio management services, or to provide administrative or non-advisory services to Alta Capital. To mitigate conflicts of interest, shared employees are subject to the oversight and control of both parties to ensure compliance with applicable compliance policies and regulations. Each shared employee is subject to Alta Capital's Code of Ethics and applicable policies within Alta Capital's Compliance Manual. No shared employee may exercise discretionary authority with respect to a client's account unless specifically authorized by Alta Capital to do so. Shared employees are required to act at all times in a manner consistent with the fiduciary duties owed to clients to ensure that clients are treated fairly and equitably over time and information about any investment advisory or trading activity applicable to a particular client or group of clients is not used to benefit the shared employees or parties to the intercompany services agreements.

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

Alta Capital has adopted a Code of Ethics in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. Alta Capital has developed this Code to promote the highest levels of ethical conduct among our officers, directors, and employees. Among the purposes of the Code are to: (1) educate employees regarding Alta Capital's expectations and the securities laws governing their conduct; (2) remind employees that they are in a position of

trust and must act with complete propriety at all times; (3) protect the reputation of Alta Capital; (4) guard against violation of the securities laws; (5) protect Alta Capital's clients by deterring misconduct; and (6) establish procedures for employees to follow so that Alta Capital can assess whether our employees are complying with the firm's ethical principles.

The Code addresses outside activities, personal trading and other securities-related conduct of Alta Capital's employees and is an integral aspect of Alta Capital's compliance program. This Code applies to each of Alta Capital's directors, officers, and employees, all of whom are Alta Capital "access persons" for purposes of the Code.

Personal Trading

Alta Capital's access persons are permitted to purchase the same securities in their personal accounts as held in client portfolios. Each access person must receive approval from the Chief Compliance Officer prior to placing trades in personal accounts. Alta Capital maintains strict personal securities transactions and insider trading policies. In the case of a strategy-wide buy or sell, Alta Capital's access persons must wait until the business day following client account trading to personally trade the security. Due to individual client withdrawal and/or deposit requests, it is possible for Alta Capital to purchase and sell the same security on any given day for clients and/or personal securities transactions.

Watch List

Alta Capital maintains a Watch List which represents a list of securities ineligible for personal securities transactions by access persons and household members due to a potential or real conflict of interest. No access person may effect for himself or herself or for his or her immediate family member (i.e. spouse, minor children, and adults living in the same household as the access person and trusts for which the access person serves as a trustee or in which the access person has a beneficial interest) any transactions in a Watch List security. The Chief Compliance Officer is responsible to maintain/update the Watch List, while all access persons are responsible to notify the Chief Compliance Officer if they come into possession of material nonpublic information about a securities issuer, wherein the Chief Compliance Officer will add such issuer to the Watch List. From time to time, Alta Capital access persons are restricted from personally trading in the public securities of its majority owner, Guardian Capital, as deemed appropriate under the Code of Ethics. The Chief Compliance Officer has the authority to waive restrictions under circumstances of an employee's hardship, as long as doing so does not compromise Alta Capital's ability to meet its fiduciary duty to clients.

Insider Trading

Alta Capital prohibits any access person from acting on, misusing, or disclosing any material nonpublic information, also known as 'inside information.' We monitor risks associated with inside information by:

- Facilitating periodic access person education and training.
- Restricting access person service on Boards of public companies.
- Monitoring and restricting personal trading of access persons and certain family/household members.
- Accounts of access persons that are managed by Alta Capital are traded along with client orders to prevent conflicts of interest. Access person accounts do not receive preferential treatment in the trade allocation process.
- Implementing a rigorous compliance program to monitor access person outside business activities and certain industry relationships.

From time to time, Alta Capital is restricted from trading on behalf of clients in the public securities of its majority owner, Guardian Capital.

Gifts, Entertainment, and Political Contributions

As fiduciaries, we must continuously ensure that we place client interests ahead of our access persons and the firm. We follow strict policies related to gifts, entertainment, and political contributions to uphold our high fiduciary standards. We monitor and control these areas by:

- Requiring access persons to report or receive pre-approval for gifts, entertainment, and political contributions
- Limiting the dollar value of gifts given and received
- Limiting the number and dollar value of entertainment events
- Requiring pre-approval of all firm-sponsored advertising and promotion

A copy of Alta Capital's Code of Ethics is available to any client or prospective client upon request by calling (801) 274-6010.

Item 12: Brokerage Practices

With the exception of UMA accounts, Alta Capital has sole discretion to determine the amount and securities to be bought and sold. Alta Capital also has discretion to select a broker or dealer to be used for a purchase or sale of securities for a client's account in step out situations. In such situations, Alta Capital seeks to negotiate commission rates to be paid to a broker or dealer for a client's securities transactions.

Alta Capital will accept the broker/dealer chosen by the client or, if requested by the client, Alta Capital will suggest a broker/dealer that charges competitive commission rates. When a client chooses a particular broker/dealer, the client may be forgoing certain benefits (including lower commissions or greater reliability and efficiency in executing trade orders) that might be obtained if Alta Capital were to suggest a broker/dealer on the client's behalf. At times, Alta Capital batches transactions for multiple clients to seek to obtain the best price on a given security. However, such 'step out' transactions often result in disparate commissions being charged depending on the commission rate imposed by each client's broker/dealer. Please see below for additional details on Alta Capital's best execution process.

In selecting a broker/dealer for any transaction, Alta Capital considers many factors, including:

- Price (best execution)
- Fees
- Reputation
- Financial strength and stability
- Efficiency of execution
- Operational support and error resolution
- Block trading capability
- Ability to execute difficult transactions in the future

Best Execution

Alta Capital's primary trade execution objectives include providing all clients with the best possible order execution with the lowest dispersion of price and minimal market impact, while minimizing transaction costs. Approximately half of all allocations are handled electronically. The other half is handled manually by Alta Capital's Trading Team via electronic entry on broker-dealer/platform websites or email notification. To this end, Alta Capital's trading policy is as follows:

- In-Line, Volume Weighted Average Price ("VWAP"), Time Weighted Average Price ("TWAP"), or percentage of volume orders are placed when appropriate.
- We strive for timely and consistent executions for all clients – regardless of account size, custodian, or platform.
- We negotiate with broker-dealer "BD" firms to ensure our clients receive competitive commissions which reflect our assessment of prevailing market conditions.
- In most cases where deemed advantageous to participating client accounts, we aggregate or block trades and 'step out' the trades to different BD firms to achieve best execution. For clients involved in wrap fee programs where Alta Capital is permitted to trade away from the wrap fee program provider, we will choose in most cases to trade away when we believe that client accounts will benefit from such execution relative to any additional costs that step-outs incur. Wrap program clients should be mindful that a separate commission will be paid by the client, above and beyond any commission charges bundled in a wrap fee program. These additional commissions range from 1 to 3 cents per share.

Trade Preparation

Trade rotation between broker-dealer firms and model-based platforms is based on Alta Capital's goal of achieving best execution for our clients with minimal market impact. To achieve this, the following pattern will be followed for all strategy change trades:

Determine time frame for trade based on liquidity:

- 1) The Trading Team prepares the trade in the systems and calculates the number of shares that need to be executed.
- 2) The Trading Team estimates the time frame to complete the trade, taking into account market conditions and liquidity.
- 3) The Trading Team meets with the Portfolio Manager to discuss the security's trade strategy. As part of this discussion, the security's average daily volume is evaluated. If the trade will encompass more than 20% of a security's volume, the trade must be broken into multiple days.

Fair and Equitable Trade Rotation

Alta Capital fully randomizes block trading, directed trading and non-discretionary model-based program trade submissions. The Trading Team determines each trade sequence through a randomization program for all trading desks, regardless of Alta Capital's trading authority (full trading discretion or non-discretionary model-based programs). This process ensures all clients are treated in a fair and equitable manner on a consistent basis. Once the trade sequence is determined, trade execution begins.

Trade Execution

The Trading Team executes and instructs the trade in a numerical sequence based on the randomizer results. Depending on the type of counter party, the trade is completed in one of the following ways:

Block Trading

Minimizing market fluctuations is achieved through the practice of block trading. Block trading aggregates multiple accounts that hold a single security in common and offers clients the same average execution price. The Trading Team has the discretion to trade the security in the most efficient manner including placing the trade with a BD firm that will result in a step-out trade situation for some clients.

- For fully discretionary trades, a trading desk is selected based on research, cost to trade, trade efficiency, and overall best execution.
- The Trading Team provides instructions to the trading desk to work the order over a specified time frame in a simple algorithm (In-Line, TWAP, VWAP, straight % of volume, etc.).

Directed Trading

Certain clients request that Alta Capital place trades with specific BD firm's trading desks. In this environment, the client's trading mandate takes precedence. Clients should recognize Directed Trading involves the following:

- The BD is assigned to us by the client.
- Trades are spread out throughout the designated time frame in which Alta Capital is trading in a given security.
- Alta Capital provides the instructions to the trading desk to work the order over the specified time frame in a simple algorithm (In-Line, TWAP, VWAP, straight % of volume, etc.).
- Trading commissions are at times higher.

Step-Out Trades

Certain clients enter into relationships with Registered Investment Advisors ("RIAs") who serve as both the broker-dealer and custodian. These programs are identified as Wrap Programs and the client agrees to a program fee arrangement which includes all fees associated with account management. Trading costs are included within the fee if the trade is placed directly with the RIA. Clients acknowledge under this arrangement that Alta Capital can trade directly with the RIA without additional commission cost, but that it is also subject to the trading efficiency of the RIA.

For clients involved in Wrap Programs, the Trading Team has full trading discretion and may choose to place a trade with a BD trading desk not associated with the Wrap Program. This step-out discretion is employed when Alta Capital believes that client accounts will benefit from such execution relative to any additional costs that step-outs incur, if any.

A step-out trade is typically utilized in the event of a large block trade. This action generally benefits the client by increasing the liquidity of a stock as a result of a natural buyer or seller of a particular stock. This process involves trading the stock as a net trade (one to three cents per share is added to the price of the trade) with an institutional trading desk, and then stepping out allocations to different firms. Benefits from this action include the efficient movement into and out of a stock and decreased performance dispersion of the portfolio. Furthermore, the block trading portion will help control trade flow and generally enhance best execution.

Non-Discretionary Model-Based Platforms

Alta Capital does not retain discretionary trade authority within model-based platforms. Alta Capital is required to instruct platforms of model portfolio changes in accordance with legal agreements specified between Alta Capital and the platform sponsor. Deadlines for trade submission vary by sponsor. Alta Capital will rotate model change callouts as noted above to the platform sponsor but in certain cases does not wait for confirmation of trade execution prior to moving to the next BD in the trade rotation.

Wrap Programs

In cases where Alta Capital has trading discretion over a client account, we typically perform two types of trades for our clients. One type of trade is called a “model” or “strategy” trade, which is the purchase or sale of securities for client portfolios across one or more strategies. By its nature, a model/strategy trade will affect many client accounts at once. For most but not all wrap programs, model/strategy trades are almost always executed through a “step-out transaction,” meaning that they are traded away from the client’s wrap sponsor for best execution purposes.

The second type of trade is referred to as a “maintenance” trade which reflects individual activity in a client’s account, such as initial investment positioning, rebalancing due to additions or withdrawals of cash or securities, account liquidations, or other account-specific transactions such as client-directed tax transactions. These trades are generally executed with the client’s wrap sponsor at prevailing market prices. Placing these trades with another broker-dealer (other than the client’s wrap sponsor) will not likely add value since the relatively small number of shares involved in each transaction will not merit other types of trading.

With respect to certain transactions, including, without limitation, block trades in which Alta Capital aggregates securities purchases or sales for a client account with those of one or more of its other clients, Alta Capital will often, pursuant to its duty to seek best execution, determine to execute using step-out transactions (also referred to as “trade-aways”), even though such transactions require payment of a commission that is not covered by the wrap fee. Whenever Alta Capital makes a determination with respect to such a transaction, Alta Capital will cause the account and, in the case of a block trade, any other included client accounts, to pay the executing broker-dealer the commission such broker-dealer requires. These commissions are charged to the client’s account in addition to the wrap fee paid to the wrap sponsor and are netted into the price received for a security (one to three cents per share is added to the price of the trade) and will not be reflected as individual items on the client trade confirmation. Because Alta Capital has found that step-out transactions for model/strategy trades almost always allow it to obtain better trade executions for its clients, all or nearly all of the transactions in some client accounts will be traded away from the wrap sponsor via step-out transactions. Given Alta Capital’s trading practices, a wrap account with Alta Capital as the appointed investment manager is not in all cases suitable for clients with minimal maintenance trades. Alta Capital makes no guarantee that step-out trades result in better trade execution in all cases.

In most cases, under a typical wrap fee program, clients are not charged a commission on trades executed through the wrap sponsor. It may be an option for clients to select what is known as an “unbundling option,” which allows a client to disaggregate certain trading fees from the wrap fee. If “unbundling” is selected, the client will be charged separately for transactions in the account. These step-out commissions would be in addition to the wrap fee negotiated between the client and the wrap sponsor and in addition to any commissions paid as a result of Alta Capital’s step-out transactions. Because Alta Capital places a significant number of trades away from most (but not all) wrap sponsors, and the commissions or other fees for these trades, if any, are considered redundant to the wrap fee, clients should explore the unbundling option to determine if it would be advantageous if offered by the financial advisor’s wrap sponsor.

Some wrap sponsors do not permit the use of step-out trades for their accounts. Clients/firms that do not allow Alta Capital to engage in step-out trades will not benefit from our judgment when we believe it would be beneficial overall to implement trades in this manner. In evaluating the wrap fee arrangement, a client should recognize that brokerage commissions for the execution of transactions in the client’s account through the wrap sponsor are solely determined by the wrap sponsor. It is our understanding that these transactions are generally executed without commissions and a portion of the wrap fee is generally considered as being in lieu of brokerage commissions. When placing trades through wrap sponsors (instead of stepping them out), we will generally aggregate orders where it is possible and when we believe it is in the best interests of participating clients to do so.

Both in deciding to execute step-out securities transactions and in selecting a broker-dealer to do so, Alta Capital considers various factors, including the size of the assets in a given wrap program, the ability to achieve best execution, and the factors outlined earlier in this Item 12.

Item 13: Review of Accounts

Alta Capital reviews its accounts on a weekly basis. Employees conducting the review include the Director of Trading, Portfolio Managers, and Trading Associates. Outside of the weekly review cycle, client account reviews are triggered by various factors including portfolio model changes, changes in client investment objectives, account deposits and withdrawals, and volatile markets. Alta Capital representatives are available to meet with clients upon request.

Clients receive written account statements from their chosen custodian at least quarterly. Clients should review these statements carefully as they are the official records for your account. Alta Capital does not produce regular written client reports, although if a client should request monthly or quarterly reporting from Alta Capital, we urge you to compare these reports against the statements received from your custodian.

We encourage clients to consult with us about their portfolios and reports. We request that clients promptly notify us of any change in investment objective or investment policy statement.

Item 14: Client Referrals and Other Compensation

Alta Capital receives client referrals from Charles Schwab & Co. Inc. ("Schwab") through Alta Capital's participation in the Schwab Advisor Network ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker/dealer independent of and unaffiliated with Alta Capital. Schwab does not supervise Alta Capital and has no responsibility for Alta Capital's management of clients' portfolios or Alta Capital's other advice or services. Alta Capital pays Schwab fees to receive client referrals through the service. Alta Capital's participation in the service raises potential conflicts of interest as described below.

Alta Capital pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab. The Participation Fee paid by Alta Capital is a percentage of the fees the client owes to Alta Capital. Alta Capital pays Schwab the Participation Fee for as long as the referred clients' accounts remains in custody at Schwab. The Participation Fee is billed to Alta Capital quarterly and may be increased, decreased, or waived by Schwab from time to time. The Participation Fee is paid by Alta Capital and not by the client. Alta Capital has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Alta Capital charges clients with similar portfolios who were not referred through the Service.

For accounts of Alta Capital's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Alta Capital's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker/dealers other than Schwab. Schwab's fees for trades executed at other broker/dealers are in addition to other broker/dealer's fees. Thus, Alta Capital has an incentive to cause trades to be executed through Schwab rather than another broker/dealer which is a conflict of interest. Alta Capital, nevertheless, acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab are usually executed through a different broker/dealer than trades for Alta Capital's other clients. Thus, trades for accounts custodied at Schwab are often executed at different times and different prices than trades for

other accounts that are executed at other broker/dealers.

As noted in Item 11, Alta Capital receives from certain broker-dealers/custodians without cost (and/or at a discount) support services and/or products, certain of which assist Alta Capital to better monitor and service client accounts maintained at such institutions. See Item 11 for more information about these services and/or products.

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Alta Capital receives from certain broker-dealers/custodians without cost (and/or at a discount) support services and/or products, certain of which assist Alta Capital to better monitor and service client accounts maintained at such institutions. Included within the support services obtained by Alta Capital may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, contributions to charitable causes associated with Alta Capital and/or its representatives, computer hardware and/or software and/or other products used by Alta Capital in furtherance of its investment advisory business operations.

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

Item 15: Custody

Direct Fee Debit

Custody occurs when an adviser or related person directly or indirectly holds client funds or securities or has the ability to gain possession of them. Alta Capital does not have direct custody over client funds or securities; however, as described in Item 5, we deduct advisory fees in certain client accounts, which the SEC defines as constructive custody. We have adopted policies and procedures to safeguard client assets, including assets maintained in client accounts where Alta Capital personnel have the authority to deduct advisory fees. Clients are responsible to select qualified custodians to hold funds and securities within investment accounts managed on their behalf. For those accounts where Alta Capital has a direct fee deduction arrangement, it is our policy to send the client an invoice notice detailing the fee calculation. Further, for such accounts, Alta Capital performs a specific due inquiry to ascertain that the qualified custodian sends an account statement, at least quarterly, to each client for which the qualified custodian maintains funds or securities. Custodians do not verify the accuracy of Alta Capital fees.

Our clients work with various broker/dealers, banks and other qualified custodians who provide periodic statements of all securities and funds held. Clients should receive at least quarterly, statements from the qualified custodian that holds and maintains investment assets. We urge clients to carefully review statements, which represent official custodial records, and compare them to the account statements that we provide. Alta Capital statements at times vary from custodial statements based on differences between accounting procedures, reporting dates, or valuation methods for certain securities.

Third-Party Standing Letters of Authorization

In accordance with regulatory guidance, Alta Capital has custody if it has the authority to transfer funds to a non-account owner pursuant to a Standing Letter of Authorization ("SLOA"). Under a third-party SLOA, the client account owner generally executes a document for the custodian that permits Alta Capital to transfer funds from the account to a person or entity other than the account owner (i.e., for payment of bills, insurance premiums, taxes, etc.) on

an ongoing basis (rather than requiring the account owner to pre-authorize the transfer, in writing, each time), after having provided standing written instructions to do so.

In accordance with regulatory guidance, and to avoid a surprise custody exam, Alta Capital only permits third party SLOAs when ALL the following seven criteria are met:

- Written instruction from client to custodian, signed by client, and includes recipient's name and address or name and account number at the custodian to which the transfer is to be directed.
- Client provides written authorization to adviser (on custodial form or separately), to direct transfers to the third party either on a specified schedule or from time to time.
- Client's custodian verifies client's instruction, such as signature review or other method, and provides transfer of funds notice to client promptly after each transfer.
- Client has ability to terminate or change instruction to custodian.
- Alta Capital has no authority or ability to designate or change the identity of the third party, address, or any other information about the third party.
- Alta Capital maintains records showing that the third party is not a related party of adviser or located at the same address as adviser.
- Custodian sends the client initial and annual written notices confirming the instruction.

First-Party Standing Letters of Authorization

In certain situations, custody includes first party transfers of funds among a client's own accounts held at different custodians. For Alta Capital to avoid a surprise custody exam, the client must provide written, signed authorization to the sending custodian, specifying the name and account numbers on the sending and receiving accounts (routing number or name of receiving custodian), such that the sending custodian has a record that the client has identified the accounts for which the transfer is being effected as belonging to the client. If these criteria cannot be satisfied, then Alta Capital must treat the situation as a third-party SLOA, as discussed above.

Employee Retirement Accounts

In certain situations, Alta Capital has custody if it manages an employee retirement account while serving as trustee on the account. As a result, Alta Capital is subject to an annual surprise examination of these assets to comply with Rule 206(4)-2 of the Investment Advisers Act of 1940. Alta Capital utilizes the services of Ashland Partners & Company LLC to fulfill this responsibility.

Item 16: Investment Discretion

With the exception of UMA arrangements outlined in Item 4 above, Alta Capital does accept discretionary authority to manage securities accounts on behalf of clients. At the outset of the advisory relationship, Alta Capital requires clients to execute and deliver limited powers of attorney authorizing us to act on their behalf, in such form as is required by various brokerage firms, banks, custodians, etc. We obtain discretionary investment authority from you through the execution of an investment management agreement at the outset of the advisory relationship. Discretion is exercised in a manner consistent with stated investment objectives for your account pursuant to the fiduciary standard of care which we must discharge.

Clients are permitted to impose reasonable restrictions on Alta Capital's trading authority which must be provided in writing and approved in advance.

When a client delegates investment discretion to Alta Capital, the client authorizes us to make decisions in line with the client's investment objectives without seeking client approval, including the following:

- Determine which securities to buy and sell
- Decide total amount of securities to buy and sell
- Select broker-dealers through whom we buy and sell securities (unless directed)
- Negotiate commission rates paid for securities transactions
- Choose prices at which we buy and sell securities, which in certain cases include broker-dealer transaction costs

When Alta Capital is engaged to advise or sub-advise a registered fund, our authority to trade securities is limited by certain federal securities and tax laws that require diversification of investments.

Alta Capital Portfolio Managers are responsible for all discretionary investment decisions but do assign discretion to the Traders for individual portfolio rebalancing and client-initiated events such as new account opening, liquidation, deposits, withdrawals, and tax strategy requests.

Under UMA arrangements, Alta Capital does not retain discretionary authority to execute transactions on behalf of clients participating in such programs. UMA clients should review the UMA sponsor's Form ADV Brochure to obtain information about the sponsor's discretionary authority.

In some cases, Alta Capital will receive guidance from a sub-adviser for the fixed income portions of certain accounts. However, the ultimate investment decision and trading authority relative to implementation of the sub-adviser's recommendations is vested in Alta Capital. Please see additional detail in Item 4.

Item 17: Voting Client Securities

Beginning late 2021, Alta Capital began voting proxies for client securities in newly opened accounts under Alta Capital's updated 2021 Investment Management Agreement. Prior to this, Alta Capital only voted proxies if requested by a client. If clients would like to have their proxies voted by Alta Capital, they are encouraged to contact Alta Capital to complete paperwork to add this service to their account.

The responsibilities of proxy voting have been assigned to members of Alta Capital's Investment Committee. The Committee's duties consist of analyzing proxy statements of issuers whose stock is owned in the client accounts. Alta Capital's proxy voting is based on its experience with voting corporate governance issues. Each proxy will be considered based on the relevant facts and circumstances. One of the primary factors Alta Capital considers when determining the desirability of investing in a particular company is the quality and depth of that company's management. Accordingly, the recommendation of management on any issue is one of the factors considered in determining how proxies should be voted. Additionally, Alta Capital considers the advice of a proxy advisory firm, Institutional Shareholder Services (ISS). Alta Capital monitors the services provided by ISS to evaluate whether it has the capacity and competency to adequately analyze proxy issues and make recommendations in an impartial manner, and in the best interests of our clients. From time to time, Alta Capital reviews its proxy voting policies and the services provided by ISS to determine whether the continued use of ISS and the ISS Recommendations is in the best interests of clients. Mechanically, proxy voting (by Alta Capital's instruction) is effected electronically by ISS solution.

The primary focus of our management of proxy voting is to maximize shareholder value. One of the ways of ensuring that companies focus attention on maximizing value for shareholders is through corporate governance. Well-managed companies, with strong, focused governance processes, generally, produce better long-term investment returns for all investors. Alta Capital also takes into consideration the investee company's commitment to sustainable environmental practices, and consideration of social policies that foster the well-being of all stakeholders, when voting proxies.

Alta Capital recognizes the proxy vote as one of the tools to exercise active ownership with respect to environmental, social, and governance (“ESG”) issues. Active ownership is consistent with our fiduciary obligations and does not require Alta Capital to become a shareholder activist.

Where a conflict, or potential conflict, exists between the interest of a client and the interest of Alta Capital or an Alta Capital affiliate or Alta Capital Associate, proxies are voted in accordance with investment considerations and investment merits, without regard to any other business relationship that may exist between Alta and the portfolio company.

Examples of possible conflicts include:

- Voting proxies for all accounts in a certain way to retain or obtain business
- Situations where Alta Capital manages money for a portfolio company
- Situations where a significant personal relationship exists between an Alta Capital Associate and a proponent or beneficiary of a proxy proposal

Clients may direct Alta Capital on how to vote on a particular matter. Any such direction will be clearly documented.

Clients can obtain information about how securities were voted or request a copy of Alta Capital’s proxy voting policy by calling (801) 274-6010.

Alta Capital does engage a third-party service provider, Broadridge Investor Communication Solutions, Inc. (“Broadridge”), to file claims for class action lawsuits on behalf of clients. When eligible, settlement claims are filed automatically on behalf of clients. Broadridge charges a 20% contingency fee and any settlement funds (less the contingency fee) are sent directly to the client. Alta Capital does not receive any portion of class action settlement funds. Certain wrap platforms assume responsibility for filing class action claims, in which case Alta Capital is not responsible in these situations. Due to regulatory changes, effective December 31, 2022, Alta Capital’s class action filing services vendor, Broadridge, is no longer able to provide filing services with respect to fair funds matters. If clients wish to participate in fair funds matters, Alta Capital is pleased to provide data by request to complete these filings independently.

If clients wish to opt out of this service, they can do so at any time by contacting Alta Capital at (801) 274-6010.

Item 18: Financial Information

As an SEC-registered investment adviser, we must disclose information about our financial condition. We are pleased to report that Alta Capital has no financial obligation that impairs the firm’s capacity to meet contractual and fiduciary commitments to our clients, nor has the firm been the subject of any bankruptcy proceedings. Alta Capital does not solicit fees of more than \$1,200, per client, six months or more in advance.