

Part 2A of Form ADV: Firm Brochure
Item 1 – Cover Page

Paradigm Capital Management, Inc.

Nine Elk Street

Albany, NY 12207

Phone: (518) 431-3500

Website: www.paradigmcapital.com

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This brochure provides information about the qualifications and business practices of **Paradigm Capital Management, Inc.** ["Paradigm" or the "Adviser"]. If you have any questions regarding the contents of this Brochure, please contact us at (518) 431-3500 and/or via electronic mail at gmler@paradigmcapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Paradigm is registered as an investment adviser with the SEC. Registration of an investment adviser does not imply any certain level of skill or training.

Additional information about Paradigm is available on the SEC's website at www.adviserinfo.sec.gov. You can search for advisers on this site by using a unique identification number, known as a CRD number. Paradigm's CRD number is 107982.

Item 2 – Material Changes

The last annual update to our brochure was filed on March 30, 2023. The material changes to the last Brochure are as follows:

We have no material changes to report.

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Item 4 – Advisory Business

Paradigm has been in business since 1994 and offers the investment advisory services described below primarily to corporations, pension and profit sharing plans, foundations, individuals, investment funds, trusts and individuals (including high net worth individuals), other separate accounts, and pooled investment vehicles such as private investment limited partnerships. Paradigm provides investment management services, defined as making investments for a client based on specific investment objectives and strategies.

In general, Paradigm has developed and continues to develop certain investment strategies based largely on the needs identified by its clients. Please see Item 8 for more information on the types of strategies and investments that are primarily offered to clients. To the extent it believes appropriate, Paradigm may then make these investment strategies available for other clients or potential clients. Clients generally select the strategy which is most appropriate for their overall investment needs. Paradigm permits its clients to make certain modifications to the strategy selected (e.g. restricting certain identified securities or groups of securities) and such changes would be evidenced in the agreement governing the relationship, typically an investment management agreement. Such modifications would typically be made to accommodate the unique risk or contractual or regulatory conditions to which the client is subject and would generally not materially impact the overall integrity of the strategy. However, any change to the model strategy made at the request of a client will likely cause the portfolio's performance to differ from that of the relevant model portfolio. Each pooled investment vehicle managed or otherwise advised by Paradigm is managed in accordance with its investment guidelines and restrictions and is not tailored to the individualized needs of any particular fund investor, and an investment in such a vehicle does not, in and of itself, create an advisory relationship between the investor and the Adviser.

Paradigm does not sponsor any "wrap fee" programs.

The Adviser is a wholly-owned subsidiary of Paradigm Capital Holdings, Inc. ("Paradigm Holdings"), a Delaware corporation. Paradigm Holdings is owned primarily by Candace King Weir, Director, Chief Executive Officer, President, Chief Investment Officer, and Portfolio Manager of the Adviser.

As of December 31, 2023, Paradigm managed discretionary client assets valued at \$1,950,752,259. Paradigm does not manage assets on a non-discretionary basis.

Portfolio Management Services

Item 5 – Fees and Compensation

Fees charged to clients for investment advisory services are fully set forth in the investment advisory agreement executed by the client at the commencement of the advisory relationship. Paradigm generally charges advisory fees based on a percentage of assets under management, including in certain instances cash. The Adviser's standard annual fee schedule for retail and institutional accounts is 1.0% on all assets. Nothing precludes the Adviser from charging a higher or lower fee based upon negotiations with the client. Fees and account minimums for all services are negotiable based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, competitive considerations, etc.). Discounts, not generally available to Paradigm's advisory clients, will be offered to principals, directors, officers and/or employees (collectively, "Employees") of Paradigm and/or its affiliates and family members of Employees.

Unless the investment advisory agreement provides otherwise, advisory fees shall be calculated through the last day of the quarter and paid in arrears within 30 days after the last business day of such quarter, based upon the average month-end value of the managed assets for such quarter, as calculated by the Adviser based on values generally obtained from third-party pricing sources. In the absence of such information, the fair value will be reasonably determined by the Adviser on the payable date of each such

stated period.

Fees will be debited directly from the account, unless other arrangements are made for payment of fees. The client shall be provided with quarterly statements detailing the activity of the managed assets from the Adviser and/or their designated custodian.

The Adviser and any client may discontinue the advisory relationship and terminate the investment advisory agreement upon written notice to the other party. If the advisory relationship is terminated prior to the end of the quarterly period, the quarterly fee shall be pro-rated and paid through the termination date.

Client assets invested in money market funds, ETFs or other mutual funds managed by independent managers, including funds at custodian banks, broker-dealers or other custodians, would be subject to management fees charged by the manager of these funds which are in addition to management fees charged by the Adviser.

As stated first in Item 4, the Adviser also renders investment advice to pooled investment vehicles such as investment partnerships, and affiliates, or related persons, of the Adviser act as general partner to these vehicles. In these arrangements, the general partner will participate in a pro-rata share of the profits of the partnership. The Adviser's advisory fee and performance-based compensation would be waived, in whole or in part, under certain circumstances, including for investors in the investment partnerships who are Employees and members of their immediate families. Investors in these private funds will be ultimately responsible for all costs and expenses which are identified in the relevant fund's governing documents and which are charged to and paid by the relevant fund. Generally, such costs and expenses will include but may not be limited to custodian charges, research/brokerage and related charges and expenses, audits, trustee fees, filing fees, and legal fees. A separate private placement memorandum for each private fund is furnished to investors.

In addition to Paradigm's advisory fees, clients are also responsible for brokerage and other transaction costs imposed by broker-dealers which effect transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information on brokerage. Additionally, a client for which Paradigm provides separate account services will have responsibility for payment of their custodian's fees. Such fees would be the subject of agreement between the client and their chosen custodian.

Shareholders of investment companies managed by Paradigm Funds Advisor LLC, an affiliate of the Adviser, are indirectly charged an annualized advisory fee. This fee is accrued daily by the fund's custodian based on the average daily net assets of the respective investment company and paid monthly.

Cash and Margin Holdings:

Unless agreed otherwise, any and all account asset classes, including cash positions, are included in the firm's advisory fee calculation. At certain times our advisory fee may exceed the money market yield for cash assets.

Unless agreed otherwise, any accounts with utilized margin are billed on the higher-margin value. This presents a potential conflict because we earn a higher fee and have a disincentive to advise clients to reduce or eliminate the margin balance.

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

Affiliates to the Adviser have entered into performance allocation arrangements with the private funds to which they provide administrative services. These performance allocation arrangements are structured subject to Section 205(a)(1) of the Investment Advisers Act of 1940 in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, the realized and unrealized capital gains and losses are considered.

Performance based allocation arrangements by the affiliates may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such performance based allocation arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. When the Adviser and its investment personnel manage more than one client account, a potential exists for one client account to be favored over another client account.

The Adviser as a whole will not restrict a security from being used by another manager or strategy. Accordingly, it is possible for two or more managers or portfolio strategies to own the same security. The Adviser has adopted and implemented policies and procedures intended to address potential conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The performance of similarly managed accounts is regularly compared to determine whether there are any unexplained significant discrepancies. The following factors, among others, may additionally be taken into account by the Adviser in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. In no case may allocations of trades be based upon account performance, the amount of management fees charged, or whether the account is public or private. Finally, the Adviser's procedures also require the objective allocation for limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts.

Item 7 – Types of Clients

Paradigm offers investment supervisory services to:

- A. pension and profit sharing plans;
- B. foundations and endowment organizations;
- C. investment funds;
- D. trusts and individuals (including high net worth and other individuals);
- E. corporations or other businesses not listed above;
- F. other separate accounts; and
- G. private funds to which the Adviser acts as the investment manager.

With respect to any client that is a private fund, any initial and additional subscription minimums are disclosed in the offering memorandum for the pooled investment vehicle. In all cases, Paradigm retains the discretion to accept a lesser amount than the applicable specified minimum amount. Acceptance of any new client/account is determined by the Advisor on a case-by-case basis.

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

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

Paradigm believes the equity markets are inefficient with investor psychology and sentiment having a significant impact on short-term pricing. It is Paradigm's opinion that extensive academic research supports the Adviser's assessment that these phenomena are especially prevalent in the smaller end of the market capitalization spectrum. Investor expectations are volatile, and investors often overreact to news, both positively and negatively. Thus, Paradigm believes that disciplined fundamental research can identify

mispriced small-capitalization equities whose short-term pricing does not accurately reflect the true earning potential of the company. The Adviser looks for what it believes to be high-quality companies trading at discounts to Paradigm's assessment of intrinsic value. However, fundamental research does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. Therefore, unforeseen market conditions and/or company developments may result in significant price fluctuations that can lead to investor losses.

Paradigm believes the best investment decisions come from an efficient research process that gives portfolio managers individual responsibility for their investment choices. Paradigm's investment team typically meets weekly to discuss ideas and market trends, but the portfolio managers are empowered to make independent buy and sell decisions. Paradigm's Chief Investment Officer reviews portfolio characteristics regularly to assist in monitoring risk.

Also, clients may invest in registered investment companies or other pooled investment vehicles (available to qualified investors) managed by Paradigm or an affiliated adviser. See Item 10 below for more detail regarding these products. However, six strategies are primarily offered to clients as investable products: Micro-Cap, Small-Cap, SMid-Cap, Value, High Net Worth, and Defensive. Clients can select which management approach they would like for their account(s).

Micro-Cap: Under normal circumstances, the Micro-Cap strategy is focused on identifying undervalued domestic micro-cap companies with what management believes to be strong catalysts for accelerated earnings. The Adviser generally considers a company to be a micro-cap company if, at the time of purchase, its market capitalization is within the range of capitalizations of companies in the Russell Microcap® Index. These market capitalization measures will fluctuate over time. The strategy may be overweight in certain sectors at various times. Stocks are sold when they have realized the value anticipated by the Adviser or if new investment opportunities with higher expected returns are acquired. Portfolio managers maintain ongoing dialogues with senior management of portfolio holding companies to enhance information flow and provide competitive industry insight.

Small-Cap: Paradigm's fundamental, bottom-up process for the Small-Cap strategy is focused on identifying undervalued small-cap companies in the \$100 million to \$2 billion range with strong management teams and underestimated earnings growth potential. The firm utilizes a definitive research process to identify mispriced small-cap equities, employing a contrarian view based on experience and disciplined research. Portfolio managers maintain ongoing dialogues with senior management of portfolio holding companies to enhance information flow and provide competitive industry insight.

SMid-Cap: The investable universe of this strategy consists of domestic small- and mid-cap companies with market capitalizations typically ranging from \$500 million to \$5 billion at acquisition. This universe is screened to focus on profitable, positive cash flow-generating companies, which are then ranked according to proprietary valuation criteria. The bulk of the investment process is concentrated on conducting company research. The portfolio managers develop a watch list. Companies on the watch list go through extensive financial analysis and review of public information. Companies that meet our financial criteria are then subject to management interviews and competitive analysis. The portfolio managers develop their own models and financial projections based on this analysis.

Value: The investable universe of this strategy consists of domestic small cap companies with market capitalizations typically ranging from \$50 million to \$2 billion. This universe is screened to focus on profitable, positive cash flow-generating companies, which are then ranked according to proprietary valuation criteria. The bulk of the investment process is concentrated on conducting company research. The portfolio managers develop a watch list. Companies on the watch list go through extensive financial analysis and review of public information. Companies that meet our financial criteria are then subject to management interviews and competitive analysis. The portfolio managers develop their own models and financial projections based on this analysis.

High Net Worth: The High Net Worth strategy invests primarily in equity securities with an emphasis on small cap securities, but has the ability to invest in all market capitalization ranges.

Defensive: The Defensive strategy invests primarily in equity securities with an emphasis on dividend producing, stable companies, but has the freedom to invest in all market capitalization ranges. The strategy has a defensive focus with a goal of capital preservation.

Material Risks

In all cases, investment in securities involves risk of loss that clients must be prepared to bear including to principal. In addition, each of Paradigm's strategies has certain risks that are largely a function of the overall asset class and specific investment focus. The list of risk factors below is not a complete enumeration or explanation of the risks involved in an investment through Paradigm or any of the client portfolios it manages. Clients investing in registered investment companies or other pooled investment vehicles managed by Paradigm or an affiliated adviser should refer to the applicable prospectus or offering memoranda for a more detailed discussion of the relevant risks.

Securities Market Risk is the risk that the value of securities may go up or down, sometimes rapidly or unpredictably, due to factors affecting particular companies or the securities markets generally. A general downturn in the securities market may cause multiple asset classes to decline in value simultaneously, although equity securities generally have greater price volatility than fixed income securities. In addition, clients could experience a loss when selling securities in order to meet unusually large or frequent redemption requests in times of overall market turmoil or declining prices for the securities sold.

Diversification Risk is the risk that a single name (or sector) may have a more pronounced impact on the performance of the strategy. Although each strategy should typically be diversified, certain strategies may invest in securities of a limited number of issuers or may target a more narrow investment universe in an effort to achieve a potentially greater investment return than a strategy that invests in a larger number of issuers or achieve a specific investment objective. As a result, price movements of a single issuer's securities (or the target sector) will have a greater impact on the strategy's value and may also cause greater volatility in the strategy's performance than may be experienced from a more widely diversified strategy.

Redemption Risk is the risk that a client could experience a loss when selling securities to meet redemption requests if the redemption requests are unusually large or frequent, occur in times of overall market turmoil or declining prices for the securities sold, or when the securities to be liquidated are illiquid.

Allocation Risk is the risk that Paradigm may not allocate assets of the strategy among investment management styles in an optimal manner, if, among other reasons, it does not correctly assess the attractiveness of an investment style and in which case performance may be impacted.

Trading in Small, Mid and Micro-Capitalization Markets. Paradigm invests in the stocks of micro, small and mid- capitalization companies. The earnings and prospects of these companies are generally more volatile than larger companies. Micro, small and mid-capitalization companies may experience higher failure rates than do larger companies. The trading volume of the securities of these companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. These securities entail more risk (and potentially more benefit) than investments in shares of companies with higher market capitalizations because of market conditions in general, especially in times of market volatility and illiquidity. In addition, failed expectations concerning particular industries or companies and negative analyst comments could have a relatively dramatic effect on the prices of these securities.

Value Investing. Value investing attempts to identify companies selling at a discount to their intrinsic value. Value investing is subject to the risk that a company's intrinsic value may never be fully realized by the market or that a company judged by the Adviser to be undervalued may actually be appropriately priced. Paradigm's value-oriented equity strategies may underperform when growth investing is in favor.

Growth Investing. Growth Investing is the risk of investing in growth stocks that may be more volatile than other stocks because they are more sensitive to investor perceptions of the issuing company's growth potential. Paradigm's growth-oriented equity strategies may underperform when value investing is in favor.

Sector risk. Sector risk is the possibility that all stocks within the same group of industries will decline in price due to sector-specific market or economic developments. The Adviser's client portfolios may be overweight in certain sectors at various times.

Speculative Purchases of Securities. Client portfolios may also make certain speculative purchases of securities. Such purchases may include securities which the Adviser believes to be undervalued, or where a significant position in the securities of the particular issuer has been taken by one or more other persons or where other companies in the same or a related industry have been the subject of acquisition attempts. There can be no assurances that securities which the Adviser believes to be undervalued are in fact undervalued, or that undervalued securities will increase in value. If Paradigm purchases securities in anticipation of an acquisition attempt or reorganization, which does not in fact occur, the client portfolio may experience losses. Further, in such cases, a substantial period of time may elapse between the purchase of the securities and the acquisition attempt or reorganization. During this period, a portion of the portfolio's funds would be committed to the securities purchased.

Speculative Short Sales of Securities. Certain client portfolios may maintain short positions. This means that the Adviser may purchase and hold those securities for client accounts which the Adviser believes are likely to increase in market value and, at the same time, sell or be short in other securities in an attempt to realize gain or protect the value of the client's portfolio against declines in security prices. Potential losses on short positions are greater than potential losses on securities owned by the portfolio, since the portfolio is obligated to purchase the security and return it to the person from whom it has borrowed, regardless of the cost. When a security is heavily shorted or in limited supply in the market, the portfolio, in order to cover its short position, may have to pay a price higher than the Adviser anticipated in order to replace the security since it will be competing for the supply with other short sellers as well as with purchasers of regular "long" positions.

A short sale is effected by selling a security that the client portfolio does not own. In order to make delivery to the purchaser, the portfolio must borrow the security and may have to pay a premium to the lender of the security. In so doing, the portfolio will become obligated to replace that security, whatever its price may be at the time the portfolio purchases it for delivery to the lender. The portfolio must also pay to the lender of the security the dividends or interest payable during such period.

Risks from Hedging Activities. The Adviser will, from time to time, employ various hedging techniques to attempt to reduce the risk of highly speculative investments in securities. There remains a substantial risk, however, that hedging techniques may not always be effective in limiting losses. If the Adviser analyzes market conditions incorrectly or employs a strategy that does not correlate well with portfolios' investments, the hedging techniques could result in a loss, regardless of whether the intent was to reduce risk or increase return. Further, a specific hedge may not be available with respect to a particular investment and even if available, may not perfectly match the position which is sought to be hedged. These hedging techniques may also increase the volatility of client portfolios; may involve a small investment of cash relative to the magnitude of the risk assumed; or result in a loss if the other party to the transaction does not perform as promised.

Lack of Liquidity. The Adviser monitors the liquidity of strategy holdings in making decisions regarding the client investments. However, certain investments may have to be held for a substantial period of time before they can be liquidated to the portfolio's greatest advantage or, in some cases, at all. In addition, portfolios may hold securities for which no market exists and which have restricted transferability under United States federal or state securities laws, and it may be able to dispose of these securities only at substantial discounts or losses. Portfolios may also hold securities for which a market exists but which generally have a relatively low trading volume. Portfolios may not be able to dispose of such securities at the most favorable price or time if there is limited demand when the Adviser wishes to sell them.

Exchange Traded Funds. Paradigm may also invest in exchange traded funds (ETFs). Investment in an ETF carries security specific risk and the market risk. Also, if the area of the market representing the underlying index or benchmark does not perform as expected for any reason, the value of the investment in the ETF may decline. In addition, due to transactions via market prices rather than at net asset value, the performance of an ETF may not completely replicate the performance of the underlying index.

Foreign Risk. Paradigm may invest in foreign equity securities including American Depositary Receipts ("ADRs"). To the extent Paradigm invests in foreign securities or ADRs, portfolios may be subject to risks not usually associated with owning securities of U.S. issuers. These risks can include fluctuations in foreign currencies, foreign currency exchange controls, political and economic instability, differences in financial reporting, differences in securities regulation and trading, and taxation issues.

New Issues. Paradigm may also purchase so-called "new issue" securities for client accounts. The risk of loss associated with securities purchased in initial public offerings is greater than those in connection with general securities trading. While the Adviser believes that "new issues" offer significant potential for gain, the prices of newly issued securities may not increase as expected, and in fact may decline to a significant extent. The Adviser will have access to new issue markets only if it is able to generate relationships with broker-dealers. Also, if the Adviser is not correct in its assessment of which new issues will appreciate, portfolios will suffer losses. If the Adviser is unable to liquidate such positions in a timely manner, portfolios will be exposed to further losses which could be considerable.

Style Drift. Portfolio Managers have authority to invest in securities that they believe will help the portfolio achieve its respective investment objective. While periodic review of investment allocation occurs, Portfolio Managers may periodically remove, substitute, modify or otherwise deviate from their stated investment strategies. Unexpected changes to investment strategies may adversely affect the portfolio and may result in a manager making investments in an area in which it has limited experience or knowledge.

Portfolio Management Changes. The performance for actively managed accounts is dependent upon the selection of individual securities by Portfolio Managers of the related investment strategy. Changes in the Portfolio Managers could result in a different decision-making process and security selection for accounts in an investment strategy.

Fixed Income Securities Risk

Interest Rate Risks. Prices of fixed income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed income securities fall. Interest rate changes have a greater effect on the price of fixed income securities with longer maturities.

Credit Risks. Credit risk is the possibility that an issuer or counterparty will default on a security or repurchase agreement by failing to pay interest or principal when due. If an issuer defaults, the client's portfolio holding securities of that issuer may lose money. Lower credit ratings correspond to higher credit risk. Bonds rated BBB or Baa have speculative characteristics.

Call Risks. If the fixed income securities in which a portfolio managed by Paradigm invests are redeemed by the issuer before maturity (or "called"), the portfolio may have to reinvest the proceeds in securities that pay a lower interest rate, which may decrease the portfolio's overall yield. This will most likely happen when interest rates are declining.

Government Obligations Risks. No assurance can be given that the United States government will provide financial support to United States government-sponsored agencies or instrumentalities where it is not obligated to do so by law. As a result, there is risk that these entities will default on a financial obligation.

High Yield Securities Risk. High Yield Securities Risk is the risk that high yield securities or unrated securities of similar credit quality (commonly known as "junk bonds") are more likely to default than higher rated securities. The market value of these securities is more sensitive to corporate developments and economic conditions and can be volatile. Market conditions can diminish liquidity and make accurate valuations difficult to obtain.

Finally, Paradigm may also use other investment strategies not listed above, as may be agreed to with a client, and in which case, Paradigm would provide appropriate risk disclosures in the applicable governing documents.

ESG/SRI Risk:

Socially Responsible Investing (SRI) involves the incorporation of Environmental, Social and Governance (“ESG”) considerations into the investment due diligence process. There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by Paradigm), there can be no assurance that investment in ESG securities or funds will be profitable, or prove successful.

Conflicts of Interest

As further described elsewhere in this Brochure, certain conflicts exist that provide Paradigm with incentives not to act in clients’ best interest at times. Paradigm seeks to identify and address each material conflict of interest. This Brochure describes in Item 6 the conflicts of interest associated with performance based fee accounts. In Items 10-12, this Brochure describes affiliated entities and conflicts of interest that exist as a result of these affiliated entities. These conflicts of interest include the increased compensation received by arranging securities transactions through a broker-dealer affiliated with Paradigm, investing client assets directly into the Paradigm Funds or the Private Funds, the incentive to allocate certain investment opportunities to personal accounts of Employees and accounts affiliated with Paradigm, the additional incentive to engage in certain principal or agency-cross transactions in client accounts, and the receipt of other services from broker-dealers. In Item 14, this Brochure describes the conflict of interest that exists resulting from the payment of referral fees to employees soliciting prospective clients.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to evaluating the Adviser or the integrity of its management.

On June 16, 2014, Without admitting or denying the SEC’s allegations, Paradigm consented to the entry of an Order finding that it violated Section 206(3) and 207 of the Advisers Act and Section 21F(h) of the Exchange Act. Paradigm established a conflicts committee to comply with Section 206(3)’s disclosure and consent requirements for principal transactions between a Paradigm-managed hedge fund and an affiliated broker-dealer, but the SEC found that committee deficient because one of its members was also an employee of the broker-dealer. So, without suggesting that Paradigm ever acted other than in the best interests of its investors, the SEC nonetheless found the principal trades were made without effective disclosure to, or consent from, the fund. Paradigm agreed to certain undertakings as part of the settlement, including engaging an outside compliance consultant and disgorgement in the form of a distribution to eligible investors in the fund. The SEC further alleged that Paradigm retaliated against an employee, resulting in his resignation. Paradigm’s majority owner, Candace King Weir, without admitting or denying the allegations, consented to the entry of an Order finding that she caused Paradigm’s violation of Section 206(3).

On April 18, 2016, a Complaint was issued by the Financial Industry Regulatory Authority (“FINRA”) against CL King & Associates, Inc. (“CL King”), Paradigm Capital Management, Inc.’ s broker-dealer affiliate, alleging that CL King violated FINRA Rules 2010, 3110, and 3310, as well as NASD Conduct Rule 3010 and 3011. The allegations related to certain former clients of CL King that engaged in trading of low priced securities principally in 2013, as well as a client that engaged in certain bond redemptions during that same period. None of these activities involved Paradigm. After a FINRA Extended Hearing Panel issued an initial decision, CL King sought review with the National Adjudicatory Counsel (“NAC”). On October 2, 2019, the NAC concluded that the firm had not made material misrepresentations or violated federal securities law in processing redemptions of debt securities and vacated certain findings and fine imposed in the initial decision. The NAC did conclude that CL King violated the alleged FINRA and NASD

Rules in connection with its processing of low priced securities and bond redemptions. In connection with these violations, CL King was fined a total of \$342,000. Gregg Alan Miller, then AML Compliance Officer and later Chief Compliance Officer of C.L. King & Associates, was fined \$20,000 and suspended in all principal and supervisory capacities for three months from December 2, 2019 through March 2, 2020 and required to requalify as principal before resuming his principal and supervisory activities.

See additional disclosure about current practices related to principal transactions in Item 11 below.

Item 10 – Other Financial Industry Activities and Affiliations

Candace King Weir owns a majority of the outstanding voting stock of both Paradigm Holdings (the sole owner of Paradigm Capital Management, Inc.) and C.L. King. C.L. King is a registered broker-dealer pursuant to the Securities Exchange Act of 1934, various state securities laws, and is a member of the Financial Industry Regulatory Association (FINRA). Mrs. Weir serves as the President of C.L. King and as the Chief Executive Officer and Chief Investment Officer of Paradigm.

Mr. Robert Benton, is the Senior Vice President and Director of Paradigm and serves as its Chief Financial Officer. In addition, Mr. Benton is the Chief Financial Officer and a Director of C.L. King.

C.L. King shares in interest revenues earned by RBC Clearing & Custody (“RBC”), its clearing broker, on cash assets in Paradigm separately-managed client accounts. This sharing arrangement results in a potential conflict of interest in creating an incentive to allocate more interest-bearing cash assets to client accounts.

C.L. King engages in a general securities business including equity and debt trading and execution and underwriting. Paradigm recommends C.L. King as broker-dealer for its retail clients (typically includes individuals, family accounts and small businesses). Institutional clients may also use C.L. King as broker-dealer. Paradigm utilizes C.L. King to effect securities transactions for the accounts of clients who consent to use C.L. King as its broker or agent for such transactions. Paradigm and its personnel have an incentive to utilize C.L. King for brokerage transactions in client accounts because of their financial interest in C.L. King. While best price may not be achieved on every transaction, Paradigm seeks best execution for client securities transactions including securities transactions effected through C.L. King. Nonetheless, Paradigm is conflicted in making best execution determinations with respect to C.L. King, since certain members of the Paradigm best execution committee (“Best Execution Committee”) are also affiliated with C.L. King. See Item 12 for more information about the selection of brokers for securities transactions.

Paradigm Funds Advisor LLC, an affiliate of the Adviser which is owned primarily by Candace King Weir, is the adviser to the Paradigm Funds, a series of registered investment companies. Paradigm Funds Advisor LLC is registered separately from Paradigm as an investment adviser and shares common ownership, personnel and office space with Paradigm. Under the terms of the management agreement, Paradigm Funds Advisor LLC manages the investment portfolio of the Paradigm Funds subject to policies adopted by the Paradigm Funds’ Board of Trustees. Paradigm Funds Advisor LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. In addition, Paradigm has agreed to act as Paradigm Funds Advisor LLC’s guarantor in the event that Paradigm Funds Advisor LLC is unable to meet any obligation to the Paradigm Funds or its shareholders. Under the management agreement, Paradigm Funds Advisor LLC, at its own expense and without reimbursement from the Paradigm Funds, furnishes office space and all necessary office facilities, equipment and executive personnel necessary for managing the assets of the Paradigm Funds. Paradigm Funds Advisor LLC also pays the salaries and fees of all of its Employees that serve as officers and trustees of the Paradigm Funds. Paradigm Funds Advisor LLC pays all operating expenses of Paradigm Funds Advisor LLC, with the exception of taxes, borrowing expenses (such as (a) interest and (b) dividend expenses on securities sold short), brokerage commissions and extraordinary expenses. Although Paradigm may recommend that certain clients invest their assets directly into the Paradigm Funds, i.e. when an investment is deemed to be in the best interest of the clients or for accounts with asset sizes too small to manage separately, Paradigm and its principals do not receive direct compensation for such recommendation and receive a management fee on the Paradigm Fund designated portion only from the management fee charged to the relevant Paradigm Fund and not additionally from the separate account.

Mr. Robert Benton is also the CFO of Paradigm Fund Advisor LLC.

As previously referenced, among Paradigm’s clients are three private funds (PCM Partners L.P. I, PCM Partners L.P. II, and PCM Partners International Ltd.) wherein limited partnership units and shares respectively are available to qualified investors. PCM Partners L.P. I is an investor in PCM Partners L.P. II.

PCM Partners L.P. II, and PCM Partners International Ltd. principally take positions in the same equities on both the long and short side. Additionally, PCM Partners L.P. II, and PCM Partners International Ltd. may from time to time borrow on margin to purchase securities if conditions warrant.

In addition to recommending that certain clients invest their assets directly into the Paradigm Funds, Paradigm may also recommend its clients, who are qualified investors, to invest in PCM Partners L.P. I or PCM Partners L.P. II. Clients of Paradigm therefore may also be limited partners in PCM Partners L.P. I, PCM Partners, L.P. II and /or PCM Partners International Ltd. All such clients receive additional disclosures and subscription documentation, all of which should be carefully reviewed before execution of the relevant document that authorizes the investment.

As also referenced on page 5 of this Brochure, Candace Weir and other controlling persons of Paradigm are also the controlling persons of the three affiliated private funds. Depending on a client's fee arrangement with Paradigm, a client could be subject to greater fees that provide Paradigm or its affiliates with more compensation by investing in the three affiliated funds, or the Paradigm Funds, rather than through a separate account. Paradigm will only recommend investments that are consistent with its fiduciary duty to the client(s). Clients should review the fees of any private investment partnerships in which they are solicited by Paradigm and Paradigm personnel to invest, and compare those fees to Paradigm's other available services such as the separate account services.

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

Paradigm maintains a Code of Ethics (the "Code"), which is designed to alert our supervised persons and certain other individuals to the ethical and legal obligations that result from their association with the Adviser and which must be fulfilled in order to maintain the confidence and trust of our clients and to protect the assets entrusted to us. The Code requires that all supervised persons comply fully with applicable federal securities laws, including the laws prohibiting insider trading.

The principal objectives of the Code are (a) to provide guidelines and procedures consistent with applicable laws and regulation, including Section 204A of the Investment Advisers Act of 1940 and Rule 17j-1 under the Investment Company Act of 1940; and (b) to ensure that personal trading activities of Paradigm Employees are conducted in a manner consistent with applicable laws and regulations and the general principles set forth in the Code. The Code is designed to avoid even the appearance of impropriety.

In general, the Code requires supervised persons to obtain approval prior to opening a brokerage account outside of C.L. King. When holding accounts with unaffiliated brokers, Paradigm supervised persons are required to request that duplicate confirmations and periodic statements be sent to Paradigm's Compliance Department. Such outside accounts may not invest in (1) any issuers held by clients of Paradigm or Paradigm Funds Advisor LLC (collectively the "Company"); and (2) any issuer or name on the Company's restricted/watch list unless the trade is cleared by the Compliance Department. For those Employee accounts at C.L. King, supervised persons can generally trade in an issuer held by or to be contemporaneously acquired by a Company client if the Employee trade is bunched with a trade for a Company client or if the trade is cleared by the Compliance Department. In cases of partial fills, client and Company accounts (including Employee and proprietary accounts of Paradigm and its affiliates ("Proprietary")) may receive an allocation when the allocation is performed on a pro-rata basis subject to certain exceptions. The Code requires approval before a supervised person may sell a security that is also then owned by a client. For additional information regarding Paradigm's trade aggregation practices and the conflicts of interest raised by trade aggregation, please see Item 12 below. If bunching of trades is not possible, the Compliance Department is required to review the facts and circumstances of the trade to avoid a possible conflict of interest. Supervised persons are also precluded from investing in initial public offerings or unregistered securities without prior written approval from the Chief Compliance Officer. The Code requires supervised persons to certify their holdings, including those in investment companies advised by the Company, on an annual basis. Also, on an annual basis, all Paradigm supervised persons acknowledge their receipt and understanding of the Code and affirm their commitment to comply with the Code.

In addition, there may be times where Employees may wish to personally invest in the same securities Paradigm is purchasing or selling on behalf of a client. This practice causes a conflict of interest where the person making a trade may be inclined to place his or her interests above that of Paradigm client's and, in any case, the implementation of any personal trade could adversely impact the price paid or received by

Paradigm managed client accounts. The Adviser has addressed this conflict of interest by adopting the Code which incorporates various procedures designed to guard against impropriety. The processes which relate to personal trading by all Paradigm supervised persons are described in more detail above.

A copy of the Adviser's Code of Ethics is available to our clients and prospective clients. Please contact Gregg Miller, Chief Compliance Officer, at (518) 431-3500 for a copy of the Code of Ethics.

Principal and Agency-Cross Transactions

Paradigm has engaged in principal and agency-cross transactions with client accounts, and may do so in the future subject to client consent. Paradigm will only engage in principal transactions or agency-cross transactions when it is determined that such transactions are in the best interests of clients.

A principal transaction is a transaction in which an adviser acting as principal purchases or sells a security from or to a client account for its own or its related account. Paradigm has an incentive to engage in principal transactions involving its account(s) or related accounts; including personal accounts of Paradigm's principal owners or controlling persons, and the corporate accounts of Paradigm and its affiliated entities including those of C.L. King and the affiliated private investment partnerships managed by Paradigm. When engaging in such transactions with clients, Paradigm, an affiliate of Paradigm, or a principal of any of the foregoing (each a "Related Person") may face various conflicts of interest including but not limited to the fact that the Related Person may have an incentive to (1) price securities in a principal transaction in a manner that advantages the Related Person; (2) sell unwanted securities from the Related Person to a client; or (3) cause the Related Person to purchase desirable securities from the client. Such actions could be to the detriment of a client's best interests. Paradigm has developed internal controls to address these conflicts of interest.

Pursuant to Section 206(3) of the Advisers Act, Paradigm will only complete a principal transaction involving a client account after receiving informed client consent on a transaction-by-transaction basis. When requesting consent, Paradigm will describe the manner in which the security will be priced and/or provide the client with comparable, relevant market information for each transaction. If a principal transaction is contemplated involving a client that is a private investment partnership, the general partner of the investment partnership has the power to appoint an independent authorized representative ("Authorized Representative") or a Limited Partner committee ("Limited Partner Committee") to approve principal transactions on behalf of the partnership. The Adviser will not engage in a principal transaction without the consent of either the Authorized Representative or the Limited Partner Committee. The manner in which such consents will be granted is described in the particular partnership's offering memorandum. Any separate account client also may appoint an independent Authorized Representative to provide such consent. No client, Authorized Representative or Limited Partner Committee as applicable is under any obligation to provide such consent, and may deny consent for the transaction, in which case the principal transaction will not be completed. C.L. King and Paradigm will not charge commissions and/or mark-ups on principal transactions.

An agency-cross transaction is a transaction in which an adviser or its affiliate trades a security between an advisory client account and a brokerage client account in which the adviser or an affiliated company of the adviser receives brokerage compensation and acts as broker to both parties to the transaction. Paradigm has an incentive to engage in agency-cross transactions between client accounts to allocate investments with potentially more profit to accounts with higher fees including incentive fees. See Item 6 above. When engaging in agency-cross transactions, Paradigm's affiliate C.L. King also receives compensation by receiving commissions, mark-ups/mark-downs or other fees by acting as broker on the transactions. Thus, Paradigm may have an incentive to execute agency-cross transactions because of the brokerage fees C.L. King receives from such transactions rather than based on what is in the best interests of its clients. Rule 206(3)-2 under the Advisers Act permits an adviser to engage in agency-cross transactions without obtaining the client's prior consent to each transaction, provided that the adviser obtains a prior consent for these types of transactions from the client, and complies with other, enumerated conditions. Paradigm receives this consent in its standard investment advisory agreements with clients. With respect to a client that is a private investment partnership, the investment partnership has the power to appoint an Authorized Representative or Limited Partner Committee to provide the necessary consents

and receive the required disclosures for agency-cross transactions in the manner described in the particular partnership's offering memorandum.

Clients are under no obligation to consent to principal or agency-cross transactions. Paradigm does not engage in principal or agency-cross transactions on behalf of registered investment company clients or clients that are covered plans under Title 1 of the Employee Retirement Income Securities Act.

Item 12 – Brokerage Practices

Paradigm is responsible for, i.e., has the discretionary authority for, the decisions to buy and sell securities for clients, the selection of brokers and dealers, and the negotiation of brokerage commissions, if any. In carrying out these responsibilities, Paradigm has (1) responsibility to act as a fiduciary, (2) the duty to seek best execution and (3) a duty to manage the account consistent with clients' investment guidelines and restrictions; confidential offering memorandum; mutual fund prospectuses and statements of additional information and other related documents. Errors created in an advisory account will be corrected so as not to harm any advisory client. Paradigm corrects trade errors through its "trade error account" and will be responsible for any losses in the account.

In purchasing and selling securities, primary consideration will be given to obtaining the most favorable prices and efficient execution of transactions. When securities transactions are effected on a stock exchange or on an agency basis, clients will pay commissions which are considered by Paradigm to be fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, Paradigm will rely on its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage and research services received from the broker effecting the transaction. These determinations are necessarily subjective and imprecise, as in most cases an exact dollar value for those services is not ascertainable.

When placing client transactions through multiple broker-dealers, Paradigm will have no specific order in which brokers are contacted. The order in which brokers are contacted shall be at the discretion of Paradigm's traders ("Traders"). Other than a certain number of accounts for a small portion of the firm's overall assets under management with C.L. King as broker-dealer, market conditions and volume limitations will be considered when placing orders. To ensure fair and equitable treatment, Traders may also implement trade rotations based on client needs.

Paradigm recommends C.L. King as a broker-dealer for its retail clients. Institutional clients may also use C.L. King as broker-dealer. Paradigm and C.L. King are both principally owned by Candace King Weir and managed by officers, some of which have roles in both companies. The use of C.L. King for brokerage transactions in advisory accounts provides additional compensation to C.L. King and therefore to Candace King and the other affiliated persons. See Item 10 above for additional information on this conflict. Paradigm may also arrange principal and agency-cross transactions for advisory clients through C.L. King. See Item 11 above for a further description of these transactions, Paradigm's conflicts of interest, and Paradigm's procedures for handling such transactions fairly and in clients' best interests.

Clients who select C.L. King as a broker-dealer generally will be charged the same commission rates charged to C.L. King brokerage customers who are not Paradigm advisory clients. However, there may be exceptions to the standard rates charged based on the size of the investment advisory relationship and the frequency of transactions, and prior or on-going relationships. Brokerage commission rates may be negotiated between C.L. King and individual clients. C.L. King may negotiate different rates with different advisory clients. This may result in different advisory clients, whose orders are aggregated, paying different commission rates to C.L. King in the same transaction. C.L. King, when executing trades in over the counter securities on behalf of an advisory client of Paradigm, may acquire such over the counter securities from broker-dealers who are market makers. As such, a client may pay commission charges to C.L. King based on the price at which C.L. King is able to acquire the security from the other broker-dealer.

Soft Dollars

Paradigm also selects non-affiliated broker-dealers to execute orders on behalf of accounts based on the ability of such broker-dealer to provide the best possible execution, the broker-dealer's commission rates, and the value of products and services made available to Paradigm. Paradigm receives research or brokerage execution services from broker-dealers and/or third parties in connection with client securities transactions. This is known as a "soft dollar" relationship. Thus, Paradigm will receive a benefit because Paradigm does not have to produce or pay for the research, products, or services. Paradigm will limit the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations. In return for these products and services, clients may pay higher commissions than those obtainable from other broker-dealers. Paradigm has an incentive to select or recommend a broker-dealer based on Paradigm's interest in receiving the research or other products or services, rather than on the client's interest in receiving the most favorable execution.

Paradigm is authorized to pay to a broker or dealer who provides such brokerage and research services a commission for executing a portfolio transaction which is in excess of the amount of commission another broker or dealer would have charged for effecting that transaction. Paradigm will determine in good faith that such commission was reasonable in relation to the value of the brokerage and research services provided. There is no policy that the research obtained will be used in selecting investments for the account that generated commissions used to acquire the research. Accounts that do not pay for the soft dollars will benefit. Paradigm does not limit the soft dollar benefits to only those accounts that paid for the benefits. Research obtained from the broker-dealer in exchange for orders is generally used by Paradigm in selecting investments for other clients of Paradigm and related accounts.

C.L. King has trading and execution relationships with some broker-dealers whereby the broker-dealer has provided C.L. King with dedicated communications, trading software and/or equipment. Such arrangements provide an incentive to C.L. King to utilize such broker-dealers; however, C.L. King will only do so when it concludes that the prices and terms offered are consistent with seeking the best execution.

Aggregation of Client Transactions

The portfolio manager in his or her individual discretion determines how much of a security should be purchased or sold for each client account based on several factors, including, but not limited to, each client's investment objective, policies and restrictions, the amount of cash available in the client's account, the tax state of the account and the anticipated number of shares available in the transaction. Orders for the same security entered on behalf of more than one client will generally be aggregated. Instances in which client orders will not be aggregated include, but are not limited to, the following: (a) Clients directing Paradigm to use certain broker-dealers, in which case such orders may be separately effected; (b) Traders and/or portfolio managers determine that aggregation is not appropriate because of market conditions; and (c) Portfolio managers must effect the transactions at different prices, making aggregation unfeasible. Proprietary and Employee accounts may also be aggregated with client transactions when a particular security is bought or sold. Paradigm will not aggregate client transactions unless it believes such

aggregation is consistent with the obligation to seek best execution for each client and is consistent with terms of the investment advisory agreement between the client and Paradigm.

Where the full amount of an aggregated transaction is not executed, the partial amount actually executed shall be allocated pro rata based on the amount initially intended to be executed for each account among the participating managed accounts (including Employee and Proprietary accounts), provided, however, allocations of an aggregated trade may be made on a basis other than pro-rata if an appropriate reason for the deviation from pro-rata allocation exists, including but not limited to: (1) De Minimis Allocation – Small orders may be filled before larger orders in the discretion and at the direction of the portfolio managers or traders responsible for such orders, in such circumstances when a position otherwise allocated pro rata to a larger account is considered to be too small to be meaningful to the account. In such an event, the allocation otherwise intended for such account will be allocated pro rata to the remaining accounts on the allocation statement; (2) Security Position Weightings – Orders for new accounts may be filled before existing accounts in the discretion and at the direction of the portfolio manager responsible for such orders, when it is deemed necessary in order to achieve consistent position weightings across all accounts participating in the aggregated trade; and (3) Priority for Specialized Accounts – In the event that an order is more suitable for a particular account participating in the aggregated execution due to specialized or unique investment policies or guidelines associated with that order, such account shall have priority over other accounts participating in the aggregated order for the allocation of particular securities. When client trades are aggregated, generally, clients will receive the average price obtained by Paradigm for such security traded during the course of the day which could be higher or lower than would have been received by a client had the transaction been executed for such client individually. Unless, you have negotiated a specific client commission rate or a trade is subject to minimum ticket charges, generally, transaction costs will be shared on a pro rata basis based on the average transaction rate received for the security during the trading day.

When Paradigm seeks the same investment opportunities for more than one client, the aggregation policies discussed above are designed to fairly allocate the investment opportunities between such clients on an overall basis. However, if Paradigm did not manage multiple client accounts each client individually would be able to receive or sell a greater percentage of limited opportunity securities. Consequently, when multiple clients participate in limited opportunity trades, each participating account reduces the opportunity available to other participating accounts. It is expected that many aggregated trades will be limited opportunity transactions, since a large portion of the securities Paradigm trades have relatively low trading volumes. It should also be noted that Paradigm's aggregation of Proprietary and Employee accounts with clients in limited opportunity transactions significantly reduces the opportunity available to clients in such trades since the majority of the assets that participate in such aggregated trades consist of Proprietary and Employee assets.

Client Directed Brokerage

Clients are permitted to direct Paradigm to execute transactions through a specified broker-dealer, without subjecting such arrangements to the most favorable execution of client transactions. Any client who so directs Paradigm to use a specific broker (including C.L. King) may pay higher commission rates or receive less favorable execution on the same transactions as non-directing clients, at least in part because the directed broker may maintain a higher commission schedule or provide less favorable service and/or execution. Directed brokers may also create additional credit and/or settlement risk. In addition, directed brokerage transactions may be excluded from aggregated or block orders and any resulting corresponding economies of scale. Furthermore, when directed brokerage transactions are not included in aggregated or block orders, such trades may receive less favorable trade execution than obtained on the aggregated or block orders, pay higher prices for the securities than paid for by other clients who participated in the aggregated or block orders and miss limited opportunity investments that other clients took advantage of by participating in the aggregated orders. In such instances where the client directs Paradigm to use a specific broker, the commission rate may be negotiated by the client or by Paradigm depending on the arrangement, or client instructions. Paradigm may also aggregate client transactions, and then "step-out" transactions to satisfy directed brokerage requests or pay research brokers. Step-out trading is the practice

of brokerage firms executing an order, but giving other brokerage firms credit and the commission for the trade.

Item 13 – Review of Accounts

The Adviser offers separately managed accounts to individual and institutional investors. In addition, the Adviser is the investment adviser to private funds. Portfolio Managers review accounts on an ongoing basis to monitor the disciplined and consistent implementation of their investment decisions. The Chief Compliance Officer conducts account reviews on an ongoing basis to assure adherence to clients' stated investment objectives, investment restrictions and limitations, as well as to Adviser's trading and trade allocation policies and procedures. The Compliance Department reviews quarterly account performance for significant variations among accounts within the same composite upon finalization of GIPS compliant performance results.

Portfolio Managers or Client Relation Managers periodically review client accounts with advisory clients. Paradigm may conduct client meetings and provide written reports to clients regarding their account. The nature and timing of client meetings is specific to the relationship and will depend upon a number of factors including the investment strategy, type of account, and the client's monitoring capabilities. Clients may also receive ad hoc market driven commentary via email, mail or conference call. In addition to the monthly/quarterly statements and confirmations of transactions that clients receive from their broker- dealer and/or custodian(s), Paradigm may also provide written reports setting forth the activity in the client's account and investment performance monthly, quarterly or as otherwise agreed with clients. The Adviser may also create customized reports at the clients' request. Clients may, and often do, request monthly portfolio updates and comprehensive quarterly reporting describing the value and performance of an account. In certain instances, the Chief Compliance Officer prepares monthly, quarterly, and annual reports confirming compliance with stated account limitations and restrictions. In addition, those clients who choose C.L. King as their broker-dealer will receive trade confirmations and monthly account statements as clients of C.L. King.

Paradigm holds internal reviews/meetings to discuss strategies and general investment issues on a periodic basis which varies depending on the relevant market events and other factors. Members of such meetings will typically include the Portfolio Managers and Analysts.

Investors in the private pooled investment vehicles managed by the Adviser receive (1) unaudited performance information at least quarterly; (2) annual audited financial statements relating to the applicable Fund, no later than 120 days after the end of each fiscal year; and (3) annual information necessary for completion of federal income tax returns. Clients who invest in the registered investment companies (i.e. mutual funds) managed by Paradigm Funds Advisor LLC receive monthly or quarterly reports setting forth the activity in their accounts and annual and semi-annual reports in compliance with the Securities and Exchange Commission rules and regulations thereunder. Reports covering a wide range of information relating to the management and operation of the registered investment companies are provided to the governing board of each such company on a regular basis consistent with the schedule of reporting established by such board.

Item 14 – Client Referrals and Other Compensation

Certain supervised persons of the Adviser are also Employees of C.L. King. These supervised persons and Candace King Weir, as owner of C.L. King, receive economic benefit from C.L. King as a result of the commissions paid by investment advisory clients from security trades done in their accounts. This is in addition to any compensation received by portfolio managers from the Adviser. See Items 10 and 12 above for a further description of the potential conflicts of interest.

Paradigm does not currently have any active solicitation or promotional agreements with third parties. Should Paradigm in the future, decide to enter into solicitation or promotional arrangement, if a client is introduced to us by a solicitor or a promoter, we may pay that solicitor or promoter an ongoing referral fee constituting a percentage of the referred client's advisory fee paid to our firm for the duration of the advisory relationship.

Compensation for prospective client referrals or other promotional activities creates a potential conflict of interest to the extent that such a referral or promotion is not unbiased and the solicitor or promoter is, at least partially, motivated by financial gain. As these situations represent a potential conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1. All such referral fees or other compensation for promotional activities are paid in accordance with the requirements of Rule 206(4)-1 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements;
2. Any such referral fee or other compensation will be paid solely from our investment management fee, and will not result in any additional charge to the client;
3. Any solicitor or promoter, at the time of the solicitation or other promotional activity, will disclose the nature of his/her/its solicitor or promoter relationship and provide each prospective client with a written or oral disclosure statement from the solicitor or promoter to the client disclosing the terms of the solicitation or promotional arrangement between our firm and the solicitor or promoter, including the compensation to be received by the solicitor or promoter from us; and
4. All referred clients will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

From time to time, supervised persons of the Adviser may receive business related meals or entertainment, or be invited to attend a conference, the expenses of which would be paid for by a broker utilized by Paradigm to effect execution of client trades or other service provider. It is expected that all supervised persons must exercise good judgment in considering the value, frequency, and intent of gifts and entertainment. Supervised persons may not accept any gift or entertainment that might influence his or her investment decision or that might make the supervised person feel beholden to any person or firm. No supervised person of the Adviser may accept cash, stocks, bonds, notes, loans, or any other evidence of ownership or obligation from a third-party brokerage firm. In addition, supervised persons must not accept entertainment, gifts or other gratuities from individuals seeking to conduct business with the Adviser, or on behalf of an advisory client, unless in compliance with the Gift & Entertainment policy adopted by Paradigm.

Item 15 – Custody

Paradigm has custody over certain client funds and securities. Paradigm complies with the Custody Rule 206(4)-2, as outlined below in summary.

Through its relationship with the general partner to the private funds that Paradigm manages, Paradigm has custody of those private funds' funds and securities through the ability to access and control these assets and withdraw them from custodial accounts. These private funds are audited annually, and investors in the private funds receive the financial statements resulting from the audits within 120 days of the end of each private fund's fiscal year end. Private fund investors also receive unaudited monthly statements from Paradigm.

Paradigm may directly debit advisory fees from clients' custodial accounts. These clients receive monthly or quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the clients' investment assets. Paradigm urges clients to carefully review such statements and notify Paradigm and/or their custodian as soon as possible if they notice any material discrepancies.

Paradigm personnel also serve as trustees of certain client accounts or have other forms of access to, or control of, client funds and securities.

C.L. King, an affiliate of Paradigm in that both firms are principally owned by Candace King Weir, acts as a broker-dealer for certain of Paradigm's retail and institutional clients. Because C.L. King does not provide custodial services to Paradigm client accounts, Paradigm does not need to retain an independent accounting firm registered with and subject to regular inspection by the Public Company Accounting Oversight Board to conduct an annual independent verification and prepare an internal control report with respect to the client funds and securities for which C.L. King acts as custodian as required by the Advisers Act Custody Rule.

Item 16 – Investment Discretion

At the start of a client relationship, the client grants Paradigm the discretionary authority to manage a client's account. Paradigm requests that such authority be granted in writing, typically in the executed advisory agreement and/or relevant Fund organizational documents. Investment discretion is typically limited by a written statement of investment policy, which includes investment objectives. The discretionary authority granted to the Paradigm typically includes the power and authority to determine the:

- (1) Securities to be bought or sold for a client's account;
- (2) Amount of securities to be bought or sold for a client's account;
- (3) Broker or dealer to be used for purchase or sale of securities for a client's account; and
- (4) Commission rates to be paid to a broker or dealer for a client's securities transactions.

Except with respect to the commingled pools to which the Company provides services and which would generally not accommodate any client investment restriction, clients may place reasonable limitations on Paradigm's discretion. Typically, such restrictions would be set forth in written investment guidelines and may require the Adviser to meet certain specified investment criteria or restrict otherwise permissible investments. Additionally, although Paradigm has discretionary authority over all client accounts, the client may institute guidelines or restrictions such that, for example, portfolio managers are either prohibited from selling certain holdings under certain specified conditions or must first consult with the client before transacting. Clients may change/amend these limitations as desired. Such amendments must be submitted to Paradigm by the client in writing.

Item 17 – Voting Client Securities

Except with respect to the Company's commingled funds, clients have the ability to retain proxy voting authority or grant Paradigm with such authority. The person (i.e., client or the Adviser) who has such authority should be identified in the investment management agreement along with any limits or restrictions regarding such authority. To the extent it is granted proxy voting responsibility, Paradigm will exercise its fiduciary responsibilities by carefully reviewing, voting, and documenting proxies for all voting securities for which it has voting responsibility. Paradigm acts solely in the best interest of its clients. Each proxy is reviewed, managed in accordance with Paradigm's Proxy Voting Policy, and voted consistent with the Proxy Voting Procedures adopted by Paradigm. Thus, in voting such stock, Paradigm will exercise the care, skill, prudence, and diligence under the circumstances that a prudent person would use considering the aims, objectives, and guidance provided by the client.

In general, this will call for the voting of stock consistent with the best interests of the account, including long-term and short-term economic interests. In considering the best interests of the account, Paradigm will take into account, among other things, the effect of the proposal on the underlying value of the securities. In all cases the ultimate objective in voting proxies is to enhance shareholder value. All conflicts of interest between Paradigm and the client will be resolved in the interest of the client.

Where Paradigm has an obligation to vote, (1) all stock by proxy will generally be voted, and (2) a written record of any such voting is kept by Paradigm. To assist it in analyzing proxies, Paradigm has subscribed

to an unaffiliated third-party corporate governance research service ("Proxy Service Provider") that provides in-depth analyses of shareholder meeting agendas, vote recommendations, recordkeeping and vote disclosure services.

Consistent with the above statements, Portfolio Managers determine how proxies are to be voted. When Portfolio Managers do not provide voting instructions for the proposals which are evaluated on a case-by-case basis, the Proxy Service Provider will automatically vote those proposals consistent with the provider's recommendation. Paradigm's Operations department through the Proxy Service Provider will maintain a record of proxy voting determinations, together with all proxy proposals, including shareholder proposals and proposals included in dissident proxy materials.

Social interests are not among the criteria employed by the Portfolio Managers when deciding how to vote, unless expressly required by the client. Paradigm does accept clients who require that their proxies are voted consistently with a social interest policy or any alternative policy offered by the Proxy Service Provider. Such clients would not be subject to Paradigm's Proxy Voting Policy or Procedures. With respect to the mutual funds managed by Paradigm Funds Advisor LLC, the funds' Board of Trustees has delegated the responsibility for voting proxies to the Company.

Notwithstanding the foregoing, absent any express and specific language contained in the applicable agreement, Paradigm does not assume any obligation or responsibility with respect to any class action for which a client may be a class member or claimant as a result of a security held in the account managed by the Adviser for such client.

Please contact the Adviser at (518) 431-3500 and/or via electronic mail at gmliller@paradigmcapital.com if you would like a record of how proxies for your shares were voted or a copy of the Adviser's proxy voting policies and procedures.

Item 18 – Financial Information

Paradigm does not require or solicit payment of fees in excess of \$1200, per client, six months or more in advance of services rendered; Paradigm does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and Paradigm has not been the subject of a bankruptcy proceeding.