

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

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**This brochure provides information about the qualifications and business practices of Zebra Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us by telephone at (203) 701-5900 or by email at [john.holmgren@zebracapital.com](mailto:john.holmgren@zebracapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Any references to Zebra Capital Management, LLC as a “registered investment adviser” or being “registered” with the SEC or any state does not imply a certain level of training or skill.**

**Additional information about Zebra Capital Management, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Zebra Capital Management, LLC is 126285.**

**Item 2.       Material Changes**

This is our Firm Brochure and disclosure document prepared according to the United States Securities and Exchange Commission's current requirements and rules.

This Item will discuss specific material changes that are made to the Firm Brochure and provide clients with a summary of such changes.

Pursuant to current SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Firm Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

As of the date of this Firm Brochure, there are no material changes to disclose since our last filing in March 2023.

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## **Item 4. Advisory Business**

### **Introduction**

Zebra Capital Management, LLC (hereafter “Zebra Capital,” “Firm” or “we”) is a Connecticut limited liability company and investment management firm with its principal place of business in Stamford, Connecticut. The Firm has been in business since 2001 and is a registered adviser with the U.S. Securities and Exchange Commission (the “SEC”). Registration with the SEC does not imply any level of skill or training. Zebra Capital is owned and managed by Professor Roger Ibbotson, Managing Member and Chairman, and Mr. John J. Holmgren Jr., Managing Member, President and Chief Investment Officer.

Zebra Capital provides Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Zebra Capital provides these services primarily to pooled investment vehicles and separate accounts. Zebra Capital manages each client portfolio on either a discretionary or a non-discretionary basis in accordance with the terms and conditions of each client's organizational and/or offering documents, if any, client agreements and objectives. Zebra Capital also licenses its intellectual property to third parties on a case-by-case basis. Zebra Capital's mission and objective is to apply the substantial investment experience and expertise of Professor Ibbotson and Mr. Holmgren.

Zebra Capital is affiliated through common ownership and control with Zebra Advisors, LLC (“Zebra Advisors”), a Delaware limited liability company and registered investment adviser with the SEC. Zebra Advisors provided Investment Supervisory Services primarily to pooled investment vehicles. Zebra Advisors managed the client portfolios on a discretionary basis in accordance with the terms and conditions of each client's organizational and/or offering documents, if any, client agreements and objectives.

As of December 31, 2023, Zebra Capital managed approximately \$3,152,000 in regulatory assets under management on a discretionary basis and its affiliate, Zebra Advisors, did not have any regulatory assets under management.

### **Investment Management Services**

#### **POOLED INVESTMENT VEHICLES (INVESTMENT COMPANIES)**

Zebra Capital provides advisory services to GVC Gaesco Gestión, SGIIC, S.A., a company incorporated under the laws of Spain, in relation to the GVC Gaesco Zebra US Small Caps Low Popularity, FI (the “Fund”), which is considered a “mutual fund” under Spanish Law.

The investment objective of the Fund is primarily long-term capital appreciation through investing primarily in equity securities, including small capitalization securities.

Investors should be aware of the risks associated with investing in pooled investment vehicles, many of which are described in the offering documents of the respective pooled investment vehicles.

## MANAGED ACCOUNTS

Zebra Capital offers professional advisory services for managed accounts, in each case offering long only and long-short strategies or other strategies based on a client's particular circumstances. A client investment policy is developed, and Zebra Capital creates and manages each client's portfolio consistent with the client's individual investment policy. Zebra Capital provides such advisory services on a discretionary basis.

The Pooled Investment Vehicles and Managed Accounts are collectively referred to in this Firm Brochure as the "Zebra Clients."

## LICENSING

Zebra Capital licenses its intellectual property to third parties pursuant to third-party licensing arrangements. The terms, fees and services provided under such arrangements are negotiated on a case-by-case basis.

### **Item 5. Fees and Compensation**

#### ADVISORY FEES – POOLED INVESTMENT VEHICLES

The annual fee for Zebra Capital's management services for pooled investment vehicles will be charged on a periodic basis as a percentage of assets under management based upon a number of factors, including investment strategy (e.g., long-short, long only, or others), amount of assets, client circumstances and nature of services, among others. A specific fee schedule will be determined and agreed upon with each pooled investment vehicle client and documented in the client investment management agreement.

Under certain circumstances, Zebra Capital is entitled to receive performance-based fees in an amount and calculated according to each client's organizational and/or offering documents, if any, and client agreements. Performance-based fees are payable in arrears with respect to an investor's interest. Investors and prospective investors should review the organizational and/or offering documents, if any, and client agreements for complete information regarding any performance incentive fees.

Advisory fees are negotiable under certain circumstances depending on the services provided, amount of assets, nature of services provided and particular client circumstances, among other reasons as noted above. Detailed information about the pooled investment vehicle's fees, fee waivers and expenses is included and available in each pooled investment vehicle's relevant offering documents.

## ADVISORY FEES - MANAGED ACCOUNTS

The annual fee for Zebra Capital's management services for Managed Accounts will be charged on a periodic basis as a percentage of assets under management based upon a number of factors, including investment strategy (e.g., long-short, long only, or others), amount of assets, client circumstances and nature of services, among others. A specific fee schedule will be determined and agreed upon with each managed account client and documented in the client investment management agreement.

Under certain circumstances, Zebra Capital is entitled to receive performance-based fees in an amount and calculated according to each client's organizational and/or offering documents, if any, and client agreements. Performance-based fees are payable in arrears with respect to an investor's interest. Investors and prospective investors should review the organizational and/or offering documents, if any, and client agreements for complete information regarding any performance incentive fees.

Advisory fees are negotiable under certain circumstances depending on the services provided, amount of assets, nature of services provided and particular client circumstances, among other reasons as noted above.

Zebra Capital recommends a minimum of \$50 million of assets under management for a managed account relationship.

At the sole discretion of Zebra Capital, the annual fee, performance-based fee and minimum required amount of assets under management for managed account clients who are affiliates or "knowledgeable employees" of Zebra Capital, members of the immediate families of such persons, significant investors or other entities may be waived, reduced, or calculated differently than the annual fee and performance fee payable by, and minimum amount of assets under management for, other managed account clients.

## LICENSING FEES

In general, licensing fees payable to Zebra Capital under its licensing arrangements are payable based upon a percentage of the average daily asset value of applicable assets. In other cases, such licensing fees may be based upon a portion of the fee(s) collected by the licensee and/or sub-licensee(s) from its and/or their client(s). Each licensing arrangement, including fee compensation structure, is negotiated on a case-by-case basis.

## ADDITIONAL INFORMATION

Advisory Fees Generally: Similar advisory services may (or may not) be available from other investment advisers for similar or lower fees.

Custodian and Direct Debiting of Fees: Assets of each Zebra Client will be maintained by one or more qualified custodians, in accounts in the name of the Zebra Client. The custodian is authorized to pay the management fees and

performance-based fees immediately upon receipt of Zebra Capital's invoice, with consent of investors.

*Different Fee Schedules:* Zebra Capital's and Zebra Advisors' fees, including any performance-based fee, may be discounted or waived with respect to any investor in any Pooled Investment Vehicle for any particular period of time at the sole discretion of Zebra Capital or Zebra Advisors, as applicable. This discounted rate or waiver is not available to all or even most investors in the Pooled Investment Vehicles.

*Expenses:* In consideration for the management fee, Zebra Capital provides the Pooled Investment Vehicles with office space, utilities, administrative services and support, including computer equipment and services, and secretarial, clerical and other personnel. Each Pooled Investment Vehicle bears its own expenses, as described in the offering documents of each Pooled Investment Vehicle.

*Modification of Fees for Certain Investors:* At the sole discretion of Zebra Capital, the management fees and the performance-based fees payable for investors who are affiliates or "knowledgeable employees" of Zebra Capital, members of the immediate families of such persons, significant investors or other entities may be waived, reduced, or calculated differently than the management and/or performance-based fees, as the case may be, payable by other investors.

*Mutual Fund, Exchange Traded Fund and UCITS Fees and Expenses:* Although Zebra Capital may invest in shares of mutual funds, exchange-traded funds ("ETFs") and/or UCITS on behalf of its clients, including mutual funds, ETFs and UCITS managed by Zebra Capital and/or Zebra Advisors, it is not anticipated that mutual funds, ETFs or UCITS will be typically included as Zebra Capital's investment strategies. However, it is expected that money market mutual funds may be used to "sweep" unused cash balances until they can be appropriately invested, and from time to time.

Investors should recognize that all fees paid to Zebra Capital for investment management services are separate and distinct from the fees and expenses charged by mutual funds, ETFs or UCITS to their shareholders. These fees and expenses are described in each mutual fund's, ETF's or UCITS' prospectus or summary disclosure. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Additionally, mutual funds may impose a contingent deferred sales charge ("CDSC") or redemption fee if shares are redeemed within a short time period, usually within 30, 60 or 90 days from the date of purchase.

*Organizational and Offering Documents:* Investors and prospective investors of the Pooled Investment Vehicles are advised to review the organizational and offering documents, if any, for such Pooled Investment Vehicles for detailed information about the professionals, investment fund, investments and investment

strategies, management and performance-based fees and the other terms, conditions and risks involved with investing in the Pooled Investment Vehicle, among other information, for the particular Pooled Investment Vehicle.

*Performance-Based Fees:* Zebra Capital is entitled, under certain circumstances, to receive performance-based fees in an amount and calculated according to the client's organizational and/or offering documents, if any, and client agreement for each Zebra Client. Performance-based fees are payable in arrears with respect to an investor's interest. Investors and prospective investors should review the applicable offering documents and/or client agreements for complete information regarding any performance-based fees.

Performance-based fees create an incentive for Zebra Capital to cause the Zebra Clients to make investments which may be riskier or more speculative than those which would be made under a different fee arrangement. The Investment Advisers Act of 1940 (the "Advisers Act") and certain state laws restrict the payment of performance-based fees. However, Section 205 of the Advisers Act and Rule 205-3 thereunder permit the payment of performance-based compensation to registered investment advisers under certain conditions. Any incentive fees received will conform to the requirements of Section 205 of the Advisers Act and Rule 205-3 thereunder.

*Personal Investments:* Certain executive officers and/or other employees of Zebra Capital and/or Zebra Advisors (i) hold and/or may hold certain equity interests therein and (ii) have invested or may invest, directly and/or indirectly, a portion of their personal net worth in one or more of the Zebra Clients. In addition, certain employees of Zebra Capital receive additional compensation from Zebra Capital under certain circumstances based upon the performance of certain of the Managed Accounts.

*Side Letters:* As noted above, Zebra Capital's fees are negotiable in certain circumstances. More specifically, Zebra Capital, in its sole discretion, may enter into "side letters" with investors that lower or waive a Pooled Investment Vehicle's management and/or performance-based fees. Such side letters may also provide certain investors with more favorable liquidity, liability, indemnification and other terms, as well as more frequent and detailed reporting of the securities and other financial investments held by a Pooled Investment Vehicle.

*Termination of Advisory Relationship:* Investment management agreements for Zebra Clients may be terminable upon the terms and as disclosed in the offering documents for each pooled investment vehicle or client agreement. Upon termination of an investment management agreement, any prepaid, unearned fees will be promptly refunded.

*Valuation of Pooled Investment Vehicle Holdings:* The Pooled Investment Vehicles have adopted detailed procedures relating to the valuation of their



investments, and investors and prospective investors should review the relevant offering documents for additional information.

Generally, equity securities (including preferred stocks) that are listed on a securities exchange (including such securities when traded in the after-hours market) will be valued at their last sales prices on the date of determination on the primary securities exchange on which such securities will have traded on such date, or if trading in such securities on the primary securities exchange on which such securities shall have traded on such date was reported on the consolidated tape, their last sales prices on the consolidated tape (or, in the event that the date of determination is not a date upon which a securities exchange was open for trading, on the last prior date on which such securities exchange was so open not more than ten days prior to the date of determination).

Withdrawals from a Pooled Investment Vehicle: Investors in each Pooled Investment Vehicle are referred to the applicable offering documents for detailed information about withdrawals of assets from a Pooled Investment Vehicle.

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

### *Performance-Based Fees*

Performance-based fees described above are based on the net realized and unrealized gains, income and appreciation of the respective account over a set period. In general, pursuant to the loss carry forward provision, if the account value depreciates in any such period, no performance-based fee may be earned or made in subsequent periods unless and until the account is restored to its former value (less the advisory fees previously paid and adjusting for new deposits into and withdrawals from the account).

All performance-based fees are charged in accordance with all applicable requirements of Section 205(b) of the Advisers Act and Rule 205-3 thereunder.

Clients should be aware that performance-based fee arrangements create an incentive for an investment adviser to make investments that are more speculative than would otherwise be the case in the absence of a performance-based fee and that, under Zebra Capital's performance-based fee arrangements, Zebra Capital receives increased compensation under certain circumstances with respect to unrealized appreciation as well as actual, realized capital gains.

Clients should also be aware that investment management fees lower than those offered by Zebra Capital may be available from other sources.

Zebra Capital may also offer advisory and sub-advisory services to clients who do not pay performance-based fees, and therefore, Zebra Capital may have an incentive to favor performance-based fee accounts over non-performance-based fee accounts. However, in theory, Zebra Capital could also have an incentive to favor a client paying higher

aggregate performance-based fees than one paying less or an account in which officers and employees of the firm may have more of their personal assets invested. Since Zebra Capital endeavors at all times to put the interests of its clients first as part of Zebra Capital's fiduciary duty as a registered investment adviser, it takes the following steps to address these conflicts:

1. Zebra Capital discloses to investors and prospective clients the existence of material conflicts of interest, including the potential for Zebra Capital and its employees to earn more compensation from some clients than others;
2. With respect to Managed Accounts, Zebra Capital collects, maintains and documents accurate, complete and relevant investor background information to ensure that investment in the Managed Account is appropriate for the investor's financial goals, objectives and risk tolerance and that the investor is qualified to invest;
3. Zebra Capital has implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts, subject to the client's underlying strategy, cash availability, availability of interests in the underlying account and other appropriate considerations;
4. Zebra Capital periodically compares holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment; and
5. Zebra Capital educates its employees regarding the responsibilities of a fiduciary, including the equitable treatment of all clients, regardless of the fee arrangement.

Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 promulgated by the SEC under the Advisers Act and/or applicable state regulations.

#### *Side-by-Side Management*

Side-by-side management refers to multiple client relationships where an adviser manages advisory client relationships and portfolios on a simultaneous basis for individuals, businesses, institutions, mutual funds and/or hedge funds. In such

circumstances, potential and actual conflicts of interest may arise by and among the various clients, e.g., performance fee arrangements as disclosed above in this Item 6.

## **Item 7. Types of Clients**

As disclosed in Item 4, Zebra Capital offers investment management services, on an advisory and sub-advisory basis, primarily to pooled investment vehicles such as investment companies). Zebra Capital offers advisory and sub-advisory services to other clients as well on a separate account basis.

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

### *Methods of Analysis & Investment Strategies*

Zebra Capital's investment strategies are designed to identify mispriced securities through the use of a proprietary methodology that analyzes a stock's popularity. Zebra Capital believes that as a general principle, stocks that are very unpopular but have strong fundamentals tend to be underpriced by the market, and conversely, stocks that are very popular but have weak fundamentals tend to be overpriced. The strategies look to exploit these anomalies by buying the former and avoiding, selling or shorting the latter.

### *Risks of Loss*

#### General Risks

*Operating History.* Historical performance should not be construed as being necessarily indicative of future investment performance. In general, past performance is no assurance of future results. There can be no assurance that Zebra Capital will successfully fulfill the investment objective(s) of its clients and/or investors or that such clients / investors will not experience investment losses.

*Dependence upon Individual Judgment and Skill.* Although Zebra Capital applies a quantitative algorithm in its investment decision-making, even a quantitatively driven strategy can involve subjective factors and judgment. Zebra Capital applies its own review and analysis to investment recommendations generated by the algorithm in an effort to fully achieve its client's investment objectives. Moreover, construction and modification of the algorithm itself requires extensive expertise. Accordingly, success of the investment strategies will be dependent on the investment skills and judgment of the Managing Members and Zebra Capital's other investment personnel.

*Specialized Strategy.* Each Zebra Client employs a single investment strategy that has its own performance characteristics. No assurance can be given that any Zebra Client will achieve its investment objective or that the Zebra Clients' investment strategies will be successful.

## Risks Relating to Investment Strategy and Techniques

There are certain investment risks inherent in the Zebra Capital investment strategies and techniques. Such risks include, but are not necessarily limited to, the following:

*Possible Adjustments to Investment Strategy.* Future market conditions, or a variety of other factors not present in prior periods, could impact the success of the strategies and require changes or adjustments to the extent possible. In general, most investment strategies, particularly new strategies with a quantitative approach, may require modification and refinement under actual market conditions. Such modifications and adjustments could occur from time to time during the course of investing and therefore could impact a portfolio's investment performance.

*Model Risk Generally.* As with any algorithmically based strategy, investment performance will be subject generally to model risk, *i.e.*, the consequences of any inaccuracy, flaw or limitation in Zebra Capital's global equity algorithm. Models are generally based on historic data, which may or may not be indicative of the future performance of the securities in question. With a quantitative investment approach, individual positions may move against the predictions of the algorithm due to new information or factors not considered or duly weighted. Zebra Capital seeks to continually engage in the evaluation and refinement of its algorithms. There is no assurance, however, that the use of the algorithm will necessarily fulfill its intended objectives or assure investment success in future markets and environments.

*Mispricing Risks.* Zebra Capital's algorithms are intended to identify stock mispricings, *i.e.*, securities which are generally undervalued (or, in the case of short positions, overvalued) by the marketplace through systematic analysis. Success of the strategy, therefore, necessarily depends upon the market eventually recognizing the actual value in the price of the security. However, for a broad variety of reasons, such price corrections may not necessarily occur or may occur over extended time frames. Portfolio positions may undergo significant shorter-term declines and experience considerable price volatility during these periods. In addition, it is possible for portfolios to have investment losses.

*Directional Nature of Strategies.* Some of Zebra Capital's investment strategies are intended to be directional in nature. With long-only portfolios, although the strategy is designed to outperform the markets, it can be expected that market advances or declines will produce similar appreciation or depreciation in the portfolio.

*Beta-Neutral Investing.* Certain of Zebra Capital's investment strategies are intended to be beta-neutral, with a low beta, *i.e.* low correlation to general market direction, over the long term. Achievement of truly beta neutral investment performance, in which positive returns are obtained irrespective of the overall direction of the securities markets, is generally regarded as difficult and subject to numerous uncertainties. For example, success of most "long-short" strategies

depends upon the ability to balance the long and short sides of the portfolio, and to match the directional exposure of each side, with sufficient accuracy such that any losses on one side of the portfolio are more than outweighed by gains on the other side. Failure of long and short sides to correlate sufficiently can prevent the realization of profits or cause losses. It is possible to experience investment losses on both the long and short sides of a portfolio. In addition, strategies involving numerous positions will require timely and successful executions of trades and favorable overall transaction costs in order to be optimally successful.

*Short Selling.* Short selling is used to create short positions in stocks indicated by Zebra Capital's algorithm to be overvalued. Zebra Capital expects that, under its strategies, gross short exposure of the portfolios may be as high as 300%, and possibly higher. Short selling inherently involves certain additional risks. Selling securities short creates the risk of losing an amount greater than the initial investment in a relatively short period of time and the theoretically unlimited risk of an increase in the market price of the securities sold short. Short selling can involve significant borrowing and other costs which can reduce the profit or create losses in particular positions, thus affecting investment performance.

*Leverage; Interest Rates.* Zebra Capital employs leverage, in the form of margin borrowings, in constructing its clients' investment portfolios. For example, a portfolio's long positions may collateralize the financing of the portfolio's short positions. A portfolio's borrowings may at times exceed that available under conventional margin limits (Regulation T) and may range as high as six-to-one and possibly greater. Moreover, there are currently no fixed restrictions on some of the investment portfolios' uses of leverage. Accordingly, the leverage levels of some investment portfolios may exceed that of many other investment products. Risk of loss, portfolio volatility and the magnitude of possible gains and losses are all generally increased by the use of leverage. Adverse market fluctuations may require the untimely liquidation of one or more investment positions, possibly creating higher investment losses. Interest costs of borrowings will be an expense of each portfolio that uses leverage, and therefore, both borrowing levels and fluctuations in interest rates will affect the operating results of such portfolios.

*Foreign Securities.* A portion of each client's investment portfolio may be invested in foreign (non-U.S.) securities. Although such securities will be largely limited to issuers in countries with developed financial markets, there nonetheless may be certain risks in investing in such securities. Investments in securities of non-U.S. issuers and securities denominated or whose prices are quoted in non-U.S. currencies pose currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include expropriation, confiscatory taxation, political or social disruption, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers and non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Transaction costs of

investing in non-U.S. securities markets are generally higher than in the U.S. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect portfolio performance.

*Options.* Zebra Capital may utilize options (and possibly warrants) in furtherance of its investment strategy. Options positions may include long positions, where the client is the holder of put or call options, as well as short positions, where the client is the seller (writer) of an option. Although option techniques can increase investment return, they can also involve a relatively higher level of risk. The writing (selling) of uncovered options involves a theoretically unlimited risk of a price increase or decline, as the case may be, in the underlying security. The expiration of unexercised long option positions effectively results in loss of the entire cost or premium paid for the option. Option premium costs, as well as the cost of covering options written by each client, can reduce or eliminate position profits or create losses as well. Each client's ability to close out its position as a purchaser of an exchange-listed option is dependent upon the existence of a liquid secondary market on option exchanges.

*Small Capitalization Companies.* Since Zebra Capital's algorithms generate investment recommendations as to mispriced companies with a broad range of market capitalizations, it can be expected that a portion of each client's portfolio will consist of small capitalization ("small-cap") stocks. Small-cap stocks can often be significantly mispriced by the market. Securities of small-cap companies are generally regarded as involving higher levels of investment risk, as well as more significant price volatility, as compared to securities of larger, more mature companies. Small-cap companies can include many in the early stages of growth, as well as companies in the speculative or developmental stages. Such companies can be subject to a broad variety of risks inherent to developing companies, including market acceptance of the product or service, the need for capital and other resources, the existence of larger and stronger competitors and the rapidity of product change and obsolescence. Many small-cap companies are in business sectors and industries involving relatively high levels of risk, such as biotechnology, computing and telecommunications, among others.

*Mid-Capitalization Companies.* Investing in the securities of mid-capitalization companies involves greater risk and the possibility of greater price volatility than investing in more established companies with larger capitalization. Since mid-capitalization companies may have limited operating history, product lines and financial resources, the securities of these companies may lack sufficient market liquidity and can be sensitive to expected changes in interest rates, borrowing costs and earnings.

*Other Securities.* Although each client's portfolio will consist predominantly of common stock and other common equity, Zebra Capital may have the authority to make a broad range of investments and may utilize a variety of other investments and

instruments, such as preferred, hybrid and convertible securities, options, futures, synthetic securities, derivatives, investment vehicles and other instruments where deemed in furtherance of a client's investment strategy. Many of such securities and instruments can involve risks, such as increased exposure or volatility, greater than those present in conventional common stock portfolios.

*No Hedging.* Although each client's portfolio will include long only or both long and short positions, these positions will consist of overweighted and underweighted stocks, respectively, identified by Zebra Capital's algorithms and not pursuant to any hedging tool or strategy. Accordingly, it should not be assumed that losses in long positions will necessarily be offset by gains in short positions, and vice versa. Moreover, it is possible that clients could experience losses in both the long and short sides of their portfolios.

*General Investment Risk.* There is no guarantee that Zebra Capital's algorithms, approaches and/or policies will be successful. As with other investment strategies, Zebra Capital's algorithms may indicate probabilities of relative price movements which are not necessary or inevitable or which may not necessarily occur in the future in a manner which will support a profitable investment strategy. Moreover, all securities investments risk the loss of capital. There can be no assurance that any strategy or investment will be profitable or that it will not incur losses. As noted above, Zebra Capital's long-only strategies are directional and, therefore, can be expected to incur losses in periods of broad market declines. Many unforeseeable events, including, but not limited to, actions by various government agencies, and domestic and international economic and political developments, may cause sharp market fluctuations which could adversely affect a client's portfolio and/or performance. There can be no assurance that the strategies or investment techniques employed by Zebra Capital will achieve its clients' investment objective(s) or that performance will be profitable.

## **Market and Operational Risks**

*Impairment in Credit and/or Capital Markets.* Extraordinary circumstances in prior periods have significantly disrupted the U.S. and global financial markets. Commencing in 2008, securities markets experienced a tightening in the worldwide credit markets and a significant loss in value, posing possible systemic risks and resulting in extraordinary governmental actions, extreme price volatility, limited liquidity and a potential for overall collapse. Such economic and market conditions may recur and continue for an indeterminate period of time.

Patterns of price movements in the securities markets may result in corresponding volatility in portfolio returns and their respective levels of capital. Security positions may at times prove more difficult to sell in a timely or efficient manner and could thus impair such portfolios' abilities to fully realize portfolio gains or limit losses. The institutions, including brokerage firms and banks, with which Zebra Capital does and/or will do business, or to which securities have been entrusted for custodial

purposes, may encounter financial difficulties that would impair the operational capabilities or the capital position of each client's account(s). Portfolio positions may undergo significant short-term declines and experience considerable price volatility. An investment in Zebra Capital's strategies should only be considered by investors prepared to experience possible short-term volatility and fluctuations in value in the interest of seeking long-term capital appreciation.

*Dodd-Frank Legislation.* The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), enacted in 2010, is extremely broad, contains provisions substantially affecting the U.S. financial markets in a variety of ways and authorizes regulators to engage in numerous actions, through broad rulemaking authority. On account of the complexity of such legislation, and related rulemaking, it is not possible to assess the impact thereof upon Zebra Capital, its clients or their respective investment activities.

*Competitive Conditions.* Profitability of equity strategies can fluctuate with competitive conditions. Zebra Capital's clients compete with a large number of firms, many of which have substantially greater financial resources and larger research and trading staffs than those available to such clients.

*Volatility.* Securities markets may be volatile, as they are influenced by changes in many unpredictable factors, such as market sentiment, interest rates, inflation rates and general economic and political conditions. Volatility in the value of financial assets creates the risk that historical and/or theoretically logical pricing relationships will be disrupted. Although such volatility may, from time to time, present attractive arbitrage opportunities within Zebra Capital's investment strategies, it can also cause major losses.

*Funding Risk.* As Zebra Capital employs leverage in its investment activities, the availability and terms of margin borrowings or other credit facilities will affect investment returns. There is no assurance that credit facilities will always be available to Zebra Capital's clients on attractive terms. As a general matter, banks and dealers that provide and/or will provide leveraged financing to Zebra Capital's clients can apply discretionary margin, haircut, financing and collateral policies. Changes in these policies or the imposition of other credit restrictions, whether due to market factors or actions imposed by regulatory authorities, may result in large margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of forward, swap, and repurchase agreements, and cross-defaults on dealer agreements.

*Institutional Risk.* The institutions, including brokerage firms and banks, with which Zebra Capital may do business, or to which securities have been entrusted for custodial and prime brokerage purposes, may encounter financial difficulties that impair the operational capabilities or the capital position of such firms. Brokers may trade as a principal or counterparty with Zebra Capital's client's accounts, in a debtor-creditor relationship, unlike clearing broker relationships where the broker is merely a



facilitator of the transaction. In such instances, such accounts would be subject to the credit risk of the broker's default or insolvency. Investors' assets are typically held in "street name" with their clearing firms, such that such accounts would be treated as unsecured creditors in the event of the broker's insolvency and therefore would generally depend upon insurance coverage and general assets of the clearing firm for recovery of assets.

Most negotiated derivative instruments involve some degree of counterparty risk. Counterparty risk typically increases and becomes evident during periods of extreme market volatility. In 2008 and 2009, many of the major brokerage firms required significant governmental support, acquisition by third parties or other means of providing substantial amounts of needed capital, and at least one such firm (Lehman Brothers) was compelled to liquidate its business. Such conditions can limit the number and financial strength of potential counterparties.

Swaps and other derivative instruments that may be invested in by Zebra Capital, although ostensibly secured, grant the counterparty the right to sell, hypothecate and otherwise use any collateral posted by the investor. Moreover, the counterparty itself or an affiliate typically acts as collateral agent for both parties and has effective custody of all collateral. As a result of the foregoing, upon a counterparty's default, an investor may not be able to recover or even identify all or part of its assets serving as collateral or foreclose upon the collateral, if any, posted by the counterparty. Accordingly, such swaps and other instruments should be effectively regarded as unsecured obligations ranking on the same basis as other unsecured indebtedness of the counterparty.

### **Currency Risks Relating to Non-U.S. Dollar Denominated Share Classes**

In general, the primary portion of the Pooled Investment Vehicles' investments will be in U.S. companies and the Pooled Investment Vehicles' accounts will be stated in U.S. Dollars. Moreover, the primary portion of the Pooled Investment Vehicles' investments will be in U.S. issuers or in foreign issuers whose currencies may or may not correspond with that of a particular class of non-U.S. Dollar denominated shares. There is no way to reliably predict future currency fluctuations involving the U.S. Dollar or foreign currencies and the effect of such fluctuations on the financial situation of each shareholder of the Pooled Investment Vehicles. This creates currency risk for holders of the Pooled Investment Vehicles' non-U.S. Dollar denominated share classes, since all payments upon redemptions of their shares will be made in their respective non-U.S. Dollar currencies after conversions from U.S. Dollars. Although such conversions may result in profits or losses, losses associated with currency conversions from U.S. Dollars as to non-U.S. Dollar denominated share classes could be substantial. Prospective investors concerned with currency risk are urged accordingly to seek such protection therefrom to the extent they deem appropriate.

While the Pooled Investment Vehicles may employ currency hedging techniques to limit currency exchange risk, there can be no guarantee that their hedging activities will be applied in all instances or that they will be successful in reducing or eliminating such risk. Any costs and expenses of hedging activities with respect to a particular non-U.S. Dollar denominated share class, and any profits or losses relating thereto, will be specifically allocated to such non-U.S.-Dollar denominated share class and will be reflected in the net asset value per share of such class. The costs and expenses associated with the Pooled Investment Vehicles' currency hedging activities may be substantial.

#### **Segregation of Income and Expenses Between Classes of Shares; Potential Cross-Liability Between Share Classes**

In general, income and expenses specifically related to a class of shares will be segregated on the books and records of the Pooled Investment Vehicles for recordkeeping, accounting and other appropriate purposes. Notwithstanding the foregoing, in the event there is a substantial loss in one class of shares, or other relevant liability, which exceeds the assets of such class, the assets of the other classes of shares may be subject to a creditor's claim in relation to, and ultimately be held accountable for, such loss or liability.

#### **Item 9. Disciplinary Information**

Our firm and its Managing Members have no reportable disciplinary, regulatory or legal events to disclose.

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

##### ***Licensing***

Zebra Capital licenses its intellectual property to third parties on a customized basis. The terms, fees and services provided under each arrangement are negotiated on a case-by-case basis.

##### ***Managing Members***

##### ***Roger G. Ibbotson***

Roger G. Ibbotson is a Professor in Practice Emeritus of Finance at Yale School of Management and has academic responsibilities in addition to his professional responsibilities to Zebra Capital. Professor Ibbotson was formerly Chairman of Ibbotson Associates and Ibbotson Associates Advisors, LLC until both were acquired by Morningstar Inc. in March 2006. Ibbotson Associates Advisors, LLC was a registered investment adviser and wholly owned subsidiary of Ibbotson Associates, a company founded by Professor Ibbotson in 1977 and a leading provider of asset allocation research and services. Professor Ibbotson has recently retired as a director, Chairman of the Audit

Committee, and member of the Nominating Committee of Dimensional Investment Group Inc. ("DIG") and DFA Investment Dimensions Group Inc. ("DFAIDG"), registered investment companies for which Dimensional Fund Advisors Inc. serves as investment adviser.

Professor Ibbotson also serves as a Managing Member of Zebra Capital's affiliated investment adviser, Zebra Advisors.

Zebra Capital and Zebra Advisors have no ownership interests, participation or affiliation with these Ibbotson entities, DIG, DFAIDG or Dimensional Fund Advisors Inc., other than through Professor Ibbotson's Managing Member relationship with Zebra Capital and Zebra Advisors.

For these outside activities and affiliations, Professor Ibbotson currently receives and has received in the past separate and distinct compensation in his capacity as professor, board member and/or officer.

These outside financial industry or academic activities present a conflict of interest to the extent Professor Ibbotson devotes his time and efforts to these activities. It is anticipated that these outside activities will not require significant time and resources and will not detract from Professor Ibbotson's responsibilities as a Managing Member of Zebra Capital and/or Zebra Advisors or the management of the investments advised or sub-advised by Zebra Capital and/or Zebra Advisors.

Professor Ibbotson and the Zebra Capital investment professionals devote substantially all their efforts and time to the activities of Zebra Capital, Zebra Advisors and the Zebra Clients. Professor Ibbotson spends more than 80% of his time on Zebra Capital and Zebra Advisors matters.

### ***Chief Compliance Officer***

Kevin J. Lake, Zebra Capital's Chief Compliance Officer, is an attorney licensed to practice law in the State of New York and a New York State licensed real estate broker. These outside non-financial activities may present a conflict of interest to the extent Mr. Lake devotes any of his time and efforts to these activities.

It is anticipated that these outside activities will not detract from Mr. Lake's responsibilities as Zebra Capital's Chief Compliance Officer. Mr. Lake does not offer or provide any legal or real estate brokerage services to Zebra Clients.

### ***Zebra Advisors, LLC***

Zebra Capital has an affiliated firm, Zebra Advisors, LLC, a Delaware limited liability company and SEC registered investment adviser.

### ***GHI Global Advisory Partners, E.A.F., S.L.***

Zebra Capital and its affiliate, Zebra Advisors, are affiliated, through common ownership by certain members of Zebra Capital and Zebra Advisors, with GHI Global Advisory Partners, E.A.F., S.L. (“GHI”), a Spanish company authorized by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and registered with the CNMV as an investment advisory firm (*empresa de asesoramiento financiero*) since January 2021. GHI’s main business is to provide third parties with investment advice to invest in financial products, including those that may be managed and/or sub-managed by Zebra Capital, that fit, in the opinion of GHI, the financial needs and objectives of such third parties. Although GHI is affiliated with Zebra Capital and Zebra Advisors and expects to compensate Zebra Capital for services rendered by Zebra Capital and/or its employees to GHI, neither Zebra Capital nor Zebra Advisors receive any form of compensation for the solicitation of investors by GHI into any Zebra Client. Zebra Capital and/or Zebra Advisors are, however, compensated for advising and/or sub-advising certain pooled investment vehicle(s) for which and/or into which GHI provides referrals. This arrangement represents a conflict of interest - to the extent that GHI refers more investors into such pooled investment vehicles, Zebra Capital and/or Zebra Advisors will manage additional assets and, as a result, receive additional compensation in the form of management fee(s). To mitigate this conflict, no investor in such pooled investment vehicle(s) who was referred to such pooled investment vehicle(s) by GHI will be charged a higher management fee percentage by virtue of the fact that such investor was referred to such pooled investment vehicle(s) by GHI.

### ***Investments in Zebra Clients***

Zebra Capital, on behalf of its clients, may invest in shares of mutual funds, ETFs and/or UCITS managed by Zebra Capital and/or its affiliates. Such investments create a potential conflict of interest because Zebra Capital could be incentivized to invest, on behalf of its clients, in such mutual funds, ETFs and/or UCITS as a result of such affiliations. In order to mitigate or eliminate this potential conflict of interest, Zebra Capital endeavors to make all investment decisions in a manner that it considers to be the most fair and equitable to all managed entities and clients over time and to waive any management and/or incentive fees payable by such mutual funds, ETFs and/or UCITS (i.e., the mutual funds, ETFs and UCITS into which such investments are made by Zebra Capital on behalf of its clients) to Zebra Capital and/or its affiliates for investment management services provided by Zebra Capital to such mutual funds, ETFs and/or UCITS as a result of such investments.

## **Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

Zebra Capital has adopted a Code of Ethics expressing the firm's commitment to and establishment of high standards of ethical conduct expected of advisory personnel and compliance with federal and state securities laws. Zebra Capital's Code of Ethics stresses that no person employed by Zebra Capital shall prefer his/her own interests to those of advisory clients and includes the firm's Insider Trading Policy, which prohibits the misuse of material, non-public information. To supervise compliance with its Code of Ethics, Zebra Capital requires that anyone associated with the firm's advisory practice with access to advisory recommendations obtain prior approval of any permissible personal securities transactions and provide initial and annual securities holdings reports and quarterly transaction reports of all reportable transactions, with certain exceptions, to the firm's Chief Compliance Officer. Zebra Capital's Code of Ethics also requires the firm's Chief Compliance Officer to review all reportable personal securities transactions of Zebra Capital's personnel. Zebra Capital's Code of Ethics also provides for sanctions when appropriate. Clients and prospective clients may obtain a copy of the firm's Code of Ethics upon written request by contacting Zebra Capital.

Zebra Capital also has policies and procedures intended to avoid any actual or potential conflicts of interest with the Zebra Clients and intends to disclose and resolve such conflicts appropriately if they do occur. A basic tenet of such policies is that the interests of the clients are always placed first and foremost. Specifically, under such policies, any open orders for the purchase or sale of securities on behalf of Zebra Clients will be executed prior to the execution of any transactions with respect to such securities by the Managing Members of Zebra Capital, any employees of Zebra Capital or for any account of Zebra Capital.

As disclosed at Item 5 of this Firm Brochure, certain executive officers and/or other employees of Zebra Capital and/or Zebra Advisors (i) hold and/or may hold certain equity interests therein, and (ii) have invested or may invest, directly and/or indirectly, a portion of their personal net worth in one or more of the Zebra Clients. In addition, certain employees of Zebra Capital receive additional compensation from Zebra Capital under certain circumstances based upon the performance of certain of the Managed Accounts.

It is the expressed policy of Zebra Capital that no person employed by it may appropriate an investment opportunity which may be appropriate for one or more of Zebra Capital's clients without prior review and approval, particularly when there is limited availability for participation in the opportunity.

As these situations represent a conflict of interest, Zebra Capital has established the following additional restrictions in order to ensure its fiduciary responsibilities:

1. No officer or employee of the firm may prefer his or her own interest to that of an advisory client.

2. Zebra Capital maintains records of securities holdings and transactions for the firm and anyone associated with its advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by the firm's Chief Compliance Officer.
3. All of the firm's principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
4. Any individual not in observance of the above may be subject to disciplinary action up to and including termination.

## **Item 12. Brokerage Practices**

### ***Selection of Broker-Dealers***

Broker-dealers, and electronic trading networks, will be selected based upon the amount of commission, quality of execution, expertise in particular markets, reputation, experience and financial stability of the broker-dealer and trading networks and the quality of service, familiarity both with investment practices generally and the techniques employed by Zebra Capital, research and analytic services and clearing and settlement capabilities subject at all times to the principles of best execution and seeking execution venues that provide the best net execution. Zebra Capital may for certain relationships change its selection of a prime broker for the Zebra Clients.

In addition to the foregoing principles of broker-dealer selection, Zebra Capital allocates a portion of the various Zebra Clients' brokerage business to brokers on the basis of certain considerations, including the investment research provided by such firms, securities allocation, the availability of margin or other leverage, familiarity with the investment techniques employed by Zebra Capital, block positioning or other special execution capabilities or other services provided to the Zebra Clients. In so allocating brokerage, the commissions the Zebra Clients will pay to such brokers will not necessarily represent the lowest commission rate available, but will reflect Zebra Capital's evaluation of the research and other brokerage related services supplied by such brokers and which benefit the Zebra Clients, either alone or together with the other clients of Zebra Capital.

### ***Research, Brokerage and Soft Dollars***

Zebra Capital receives and utilizes research services furnished by broker-dealers which may include written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services; and access to research personnel. Brokerage services within Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may include, but are not limited to, services related to the execution, clearing and settlement

of securities transactions and functions; 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.

Research or brokerage services provided by broker-dealers may be utilized by Zebra Capital and/or Zebra Advisors in connection with its investment services for other accounts.

Zebra Capital may also allocate brokerage on the basis of the broker's agreement to pay all or part of certain research-related expenses. Zebra Capital intends to enter into such allocation arrangements, however, only where it determines that the commission charges are reasonable relative to the amount of expenses paid. In general, any and all brokerage allocations for the Zebra Clients will be subject to principles of best execution and the other allocation policies described above as well as any restrictions imposed by applicable law.

Section 28(e) of the Exchange Act provides a "safe harbor" to investment managers who use commission dollars of their advisory accounts to obtain investment research, brokerage and other services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities, provided that the amount of any increased commission costs on account of such research or other services is reasonable relative to the value of the services provided.

Zebra Capital will utilize allocations of commission dollars solely to pay for (i) certain expenses which would otherwise be borne by the Zebra Clients, as described above (and which therefore do not involve the conflict of interest issues normally presented by "soft dollar" arrangements covered by Section 28(e) of the Exchange Act) and/or (ii) products or services that qualify as "research and brokerage services", within the meaning of that Section, pursuant to arrangements that meet the other requirements of that Section.

The research obtained through the respective Zebra Clients' brokerage allocations, whether or not directly useful to it, may be useful to Zebra Capital in connection with services rendered to other accounts or entities managed by Zebra Capital and/or Zebra Advisors. Similarly, research obtained by Zebra Capital, and/or Zebra Advisors for commissions paid to brokers in the course of managing other accounts may be useful to the Zebra Clients. Zebra Capital, in considering the reasonableness of brokerage commissions paid by the Zebra Clients, will not attempt to allocate, other than on a pro rata basis, the relative costs or benefits of research as between the various Zebra Clients and its other clients or entities except in limited circumstances where appropriate.

### ***Trading Methodology***

Each of the clients that Zebra Capital manages has individual and distinct investment objectives as provided in each fund's offering documents or client's investment policy. Zebra Capital manages each client's portfolio consistent with each client's individual objectives, guidelines and restrictions. Each client portfolio is reviewed on an ongoing basis and at least a daily basis.

Zebra Capital utilizes proprietary algorithmic trading models for its trading activities. Algorithmic trading may be generally described as a process in which a computer program automatically determines trading decisions based on factors, such as liquidity, price, volume, historical and quantitative data, among others. Zebra Capital's models analyze a security's trading pattern and other traders' aggressiveness and translates this data into orders that are entered into the market anonymously.

### ***Aggregation***

Zebra Capital, based on its proprietary models and algorithmic trading programs, generally aggregates trades and rebalances Zebra Client portfolios of similar investment objectives at the same time. Individual Zebra Client portfolios may also be traded based upon portfolio money flows, as and when available or needed.

The aggregation of Zebra Client transactions allows Zebra Capital to execute transactions in a more timely, equitable and efficient manner and to seek best execution and reduced overall trading and commission costs. Typically, aggregated transactions receive an average share price and transactions costs are shared equally and on a pro-rated basis, in each case to the extent practicable.

### ***Allocation***

When Zebra Client transactions are not aggregated, the allocation of the securities purchased or sold, as well as expenses incurred in the transaction, will be made among the Zebra Client portfolios of similar investment objectives on a pro rata basis, in each case to the extent practicable. Advisory clients may not necessarily be entitled to investment priority over other managed entities or accounts and may not participate in every transaction and/or investment opportunity. Zebra Capital endeavors to make all investment allocations in a manner that it considers to be the most fair and equitable to all managed entities and clients over time.

## **Item 13. Review of Accounts**

### ***Review of Accounts***

Zebra Capital and the Investment Committee consisting of Roger Ibbotson, John Holmgren, Kevin Lake (non-voting), Mark Saldutti (Portfolio Manager) and Michael M.



Holmgren are responsible for determining investment strategies and directing the investment of the assets of Zebra Capital's clients.

The Investment Committee has overall responsibility for the review of client portfolios and will review securities transactions and portfolio positions of the Zebra Clients on an on-going and continuous basis. The Zebra Client portfolios are also subject to an overall review by the Investment Committee, involving a review and analysis of all account holdings and performance to date, in light of each Zebra Client's respective investment objectives, investment activity to date and an evaluation of any appropriate changes in each client's portfolio.

### ***Reports for Clients***

#### **POOLED INVESTMENT VEHICLES**

For that Pooled Investment Vehicle for which Zebra Capital provides advisory and/or sub-advisory services, Zebra Capital provides periodic reports of portfolio positions and performance to American Beacon Advisors as the investment adviser of the American Beacon Zebra Small Cap Equity Fund.

#### **MANAGED ACCOUNTS**

Zebra Capital provides reports on at least a quarterly basis which include portfolio positions, values and performance, among other things. Zebra Capital may also prepare and deliver to managed account clients additional information as Zebra Capital deems pertinent. Zebra Capital may provide additional information by special agreement with advisory/sub-advisory clients.

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

Although Zebra Capital presently has no formal arrangement(s) to directly or indirectly compensate any person for client referrals, it does have one arrangement by virtue of Zebra Capital's and Zebra Advisors' affiliation with GHI for the introduction of prospective investors for certain pooled investment vehicles. As noted above under Item 10, GHI's main business is to provide third parties with investment advice to invest in financial products, including those that may be managed and/or sub-managed by Zebra Capital, that fit, in the opinion of GHI, the financial needs and objectives of such third parties. Although GHI is affiliated with Zebra Capital and Zebra Advisors and expects to compensate Zebra Capital for services rendered by Zebra Capital and/or its employees to GHI, neither Zebra Capital nor Zebra Advisors receive any form of compensation for the solicitation of investors by GHI into any Zebra Client. Zebra Capital and/or Zebra Advisors are, however, compensated for advising and/or sub-advising certain pooled investment vehicle(s) for which and/or into which GHI provides referrals. This arrangement represents a conflict of interest - to the extent that GHI refers more investors into such pooled investment vehicles, Zebra Capital and/or Zebra Advisors will manage additional assets and, as a result, receive additional compensation in the form of

management fee(s). To mitigate this conflict, no investor in such pooled investment vehicle(s) who was referred to such pooled investment vehicle(s) by GHI will be charged a higher management fee percentage by virtue of the fact that such investor was referred to such pooled investment vehicle(s) by GHI.

Any such compensation arrangements will be fully disclosed to each investor consistent with applicable law and no investor will incur any additional costs or expenses as a result of any such referral arrangements. Any referral activities for the introduction of any separate account relationships to Zebra Capital and Zebra Advisors will be in accordance with the SEC Marketing Rule (Rule 206(4)-1), if applicable.

#### **Item 15. Custody**

Zebra Capital is not deemed to have custody of client account assets. Managed Account clients typically receive statements at least quarterly from their independent qualified custodians and Zebra Capital periodic reports. Clients are urged to carefully review and compare each statement in order to ensure that all account transactions, holdings and values are correct and current.

#### **Item 16. Investment Discretion**

At times, Zebra Capital, as investment advisor or sub-advisor to the Zebra Clients, is granted the discretionary authority in the relevant organizational and/or offering documents, if any, and/or investment management agreements to determine which securities and the amounts of securities that are bought or sold, as well as the broker-dealer to be used and the commission rates to be paid.

Reasonable limitations may be set in consultation with clients on Zebra Capital's authority to determine the securities to be bought or sold and the amount of such securities by limiting total amount of money to be invested, the amount to be invested in any one security and the general level of risk that is acceptable to the client.

#### **Item 17. Voting Client Securities and Legal Proceedings**

##### ***Proxy Voting***

Zebra Capital has a Proxy Policy (the "Zebra Capital Proxy Policy") which provides for the firm's proxy voting policy and practices and recognizes the firm's duty and responsibility for the voting of client proxies in the best interests of its clients.

The Proxy Committee has overall responsibility for the firm's proxy voting policy and practices. Zebra Capital has retained Broadridge Financial Solutions, a national financial services support firm and independent proxy service firm, to provide research, recommendations and proxy voting services according to the proxy voting guidelines stipulated for Zebra Capital client proxies. The Zebra Capital Proxy Policy provides procedures for the disclosure of conflicts of interest, and the retention of appropriate

records, among other things. Additional information about the Zebra Capital Proxy Policy and related practices and how a client's proxies were voted are available upon written request to Zebra Capital.

### ***Legal Proceedings***

Clients should note that Zebra Capital may not advise or act upon any client's behalf in any legal proceedings, other than class actions, involving companies whose securities are held or previously held in a client's portfolio.

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

As a matter of firm policy and practice, our firm will not charge or earn advisory fees in excess of \$1,200 and more than six months in advance of the services rendered.

Also, our firm and its Managing Members have no financial events or bankruptcy proceedings to disclose.