



Firm Brochure

Private Wealth Partners, LLC

591 Redwood Highway
Suite 3210
Mill Valley, CA 94941

Telephone: (415) 461-3850 Email: myongue@pwpart.com
Web Address: www.pwpart.com

March 31, 2024

This brochure provides information about the qualifications and business practices of Private Wealth Partners, LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (415) 461-3850 or by email at myongue@pwpart.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.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 133802.

Private Wealth Partners, LLC can also be referred to as a “registered investment adviser.” Registration of an investment adviser with the SEC or with any state securities authority does not imply any level of skill or training.

Important Note about this Brochure

This Brochure is not:

- ***An offer or agreement to provide advisory services to any person;***
- ***An offer to sell interests (or a solicitation of an offer to purchase interests) in any investment fund;***
- ***An offer to enter into any separately managed account;***
- ***A complete discussion of the features, risks or conflicts associated with any fund, account, or advisory service.***

As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), the Adviser provides this Brochure to current and prospective clients. Additionally, this Brochure is available through the SEC’s Investment Adviser Public Disclosure website.

Although this publicly available Brochure describes investment advisory services and products of the Adviser, persons who receive this Brochure (whether or not from the Adviser) should be aware that it is designed solely to provide information about the Adviser as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant governing documents. More complete information about an account or other investments is included in relevant governing documents, certain of which may be provided to current and eligible prospective investors only by the Adviser. To the extent that there is any conflict between discussions herein and similar or related discussions in any governing documents, the relevant governing documents shall govern and control.

Item 2 Material Changes

Private Wealth Partners, LLC is required to identify and discuss any material changes made to this Brochure since its last annual amendment. Accordingly, set out below are those changes that Private Wealth Partners LLC believes reflect material changes since its annual updating amendment filed on March 31, 2024:

- ☐ An increase/decrease in the amount of assets under management in Item 4 – Advisory Business.
- ☐ Financial Planning Fees may be waived for current clients in Item 5 – Fees and Compensation.
- ☐ Additional information has been included regarding the risks associated with Alternative Investments in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss. Alternative Investments have risks that are different from those for stocks, bonds, mutual funds, and ETFs. This includes, but is not limited to, lock-up periods, low liquidity, and, at times, the speculative nature of certain alternative investments. Private Wealth Partners only invests in Alternatives Investments that match a client’s objectives, risk tolerance, and overall portfolio need. Nevertheless, we feel it important for all clients to understand the risks associated with Alternative Investments.
- ☐ Certain routine updates and changes.

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

Item 4 Advisory Business

Private Wealth Partners, LLC (“Private Wealth Partners”) is an SEC-registered investment adviser with its principal place of business located in California. Private Wealth Partners began conducting business in 2005. William F. Dagley is the principal owner of Private Wealth Partners.

Private Wealth Partners is referred to herein as “the Adviser”, “our firm”, “we” or “us”.

The Adviser provides the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES AND FINANCIAL PLANNING SERVICES

INVESTMENT SUPERVISORY SERVICES ("ISS")

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a Client's Investment Guidelines (“CIG”) and then create and manage a portfolio based on that CIG. During our data-gathering process, we determine the client’s individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as any family composition and background.

We manage advisory accounts on a discretionary basis. Account supervision is guided by the client's CIG (*e.g.*, maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients can impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Clients can also place limitations on selling certain securities in their portfolios or deem certain securities as non-discretionary.

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

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Private equity funds
- Structured notes
- Private credit securities
- Interests in partnerships investing in real estate

- Interests in partnerships investing in oil and gas interests
- Other

Since some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's CIG, tolerance for risk, liquidity and suitability.

The Adviser also offers investment management services to certain clients who hold a significant amount of publicly traded stock to assist them in earning premium income from writing covered call options. To mitigate the risks associated with the covered call writing strategy, the publicly traded stock held by such a client cannot be:

- a) Restricted from trading on a recognized stock exchange; or
- b) Pledged or loaned out.

FINANCIAL PLANNING SERVICES

Our firm provides financial planning services to a client based upon such client's request regarding a specific issue or area of financial planning. These services can include a financial review and analysis of wealth planning areas such as, but not limited to, asset allocation review, retirement planning, education funding, estate planning, charitable giving and gifting, individual tax planning, cash flow and expense management, and business succession planning. Based upon the financial and personal data provided by a client, the Adviser will analyze and prepare a written recommendation or seek to help meet a client's stated objectives.

AMOUNT OF MANAGED ASSETS

As of December 31, 2023, we were actively managing \$1,627,262,903 of clients' assets on a discretionary basis and \$2,236,176 on a non-discretionary basis. Total assets under management were \$1,629,499,079.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT SERVICES FEES

Our annual fees for portfolio management services are based upon a percentage of assets under management and generally range from 1.00% to 0.75%. Our fees are negotiable and vary between clients. The terms and conditions of each fee arrangement are also negotiable, and each client agreement may provide for different terms and conditions. There are no set fee schedules. Negotiated fees for some clients may be based on a tiered (break-point) schedule, where the fee as a percentage of assets varies based on asset level changes. With break-points, generally as the assets in a client account increase, fees as a percentage of assets decrease, and as assets in a client account decrease, fees as a percentage of assets increase. Fees and their terms and conditions will be set-out in, and calculated in accordance with, the terms of the investment advisory agreement for each client. The adviser may, in its sole discretion, agree to waive or reduce the management fees for each client. Differences in asset-based management fees may create certain conflicts of interest. The Adviser may have an incentive to allocate investment opportunities to clients that pay a higher fee, employ more leverage, or have higher break-point levels. The Adviser seeks to mitigate these conflicts pursuant to its allocation policies and procedures (See Item 11, below).

Payment of Fees: Clients are billed quarterly in arrears based on the market value of assets in the portfolio at the close of market on the last day of the calendar quarter. Clients can select to have the fees debited directly from their account, or billed separately.

Minimum Size: Prospective clients must have a minimum of **\$1,000,000** of assets under management to be eligible for portfolio management services. This minimum level of assets under management may be negotiable under certain circumstances and the Adviser may waive the minimum at its discretion. The Adviser may, at its discretion, group

certain related client accounts for the purposes of achieving the assets under management minimum and determining the annualized fee.

Negotiability of Advisory Fees: We retain the discretion to negotiate alternative fees on a client-by-client basis and there can be no guarantee that the fee information above will apply to every client. Client facts, circumstances and needs will be considered in determining fees. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports to be provided, among other factors. The precise amount of, and the manner and calculation of advisory fees will be identified in the contract between the adviser and each client.

Discounts not generally available to our advisory clients may be offered to family members and friends of associated persons of our firm.

As noted above, the Adviser offers investment management services to certain clients who hold a significant amount of publicly traded stock to assist them in earning premium income from writing covered call options. For these services, the Adviser will be paid a fee based on a percentage of the gross premiums (premiums before brokerage commissions) earned for the client. The fee percentage is negotiable.

FINANCIAL PLANNING FEES

Our fees for financial planning services are established in a financial planning services contract that is negotiated with the client. Depending upon the scope and complexity of the financial planning engagement, our fees can be based on an hourly billing rate, which typically ranges from \$300 to \$500 per hour, or a flat fee, which typically ranges from \$3,000 to \$5,000. Our fees are billed quarterly in arrears for hourly rate engagements or upon conclusion of a planning assignment for flat-fee engagements.

Adviser may, at its discretion, waive the financial planning services fee for clients currently paying portfolio management service fees. In those cases, clients only pay the fees related to assets under management. A financial planning services contract may not be required in such situations.

ADDITIONAL GENERAL INFORMATION ON FEES AND EXPENSES

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, fees are paid in arrears for services provided. Upon termination of any account, any accrued and unearned fees will be promptly billed. In calculating a client's fees on termination, we will prorate the fees outstanding according to the number of days remaining from the end of the last billing period to the date of termination.

Termination of Financial Planning Relationship: A financial planning services contract may be canceled at any time, by either party, and for any reason upon receipt of five business days' advance written notice. As stated above, our fees are billed quarterly in arrears for hourly rate engagements. Upon termination of an account, any hourly time that has been accrued and unbilled will be promptly billed on the date of termination.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to the Adviser's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

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

or funds are most appropriate to each client's financial condition and objectives, among other purposes.

Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

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

ERISA Accounts: The Adviser may manage accounts of employee benefit plans, such as corporate pension, profit sharing and money purchase pension plans, that are subject to the fiduciary responsibility provisions of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA" and "ERISA Plans") and plans, such as individual retirement accounts ("IRAs") and Keogh plans, that are subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") (collectively, "Plans"). When the Adviser manages assets of Plans, it will be subject to the prohibited transaction provisions of Section 406 of ERISA and/or Section 4975 of the Code. Such provisions might, among other things, affect the manner in which the Adviser may be compensated by such accounts. Further, with respect to ERISA Plans, the Adviser also will be subject to ERISA fiduciary responsibility, reporting and disclosure, and bonding rules. To the extent the Adviser is managing any such Plan accounts, it intends to comply with all applicable provisions of ERISA and the Code. In addition, certain issuers of securities and other investment products may limit the ability of Plans to invest in them, which may affect the composition of Plan accounts' portfolios and result in a variance between the investments of Plan accounts and the investments of non-Plan accounts that otherwise have similar mandates.

Advisory and Financial Planning Fees in General: Clients should note that similar advisory and financial planning services may (or may not) be available from other registered (or unregistered) investment advisers for similar, higher or lower fees.

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

As noted above, the Adviser offers investment management services to clients who hold a significant amount of publicly traded stock to assist them in earning premium income from writing covered call options. For these services, the Adviser will be paid a fee based on a percentage of the gross premiums (premiums before brokerage commissions) earned for the client. This performance-based fee could present conflicts of interest in that the Adviser could have an incentive to favor these client accounts.

However, since such client is long the underlying security and writing covered calls are typically directed by the client, the Adviser believes that this potential conflict of interest is sufficiently-mitigated and limited in practical effect.

Item 7 Types of Clients

The Adviser provides advisory services to the following types of clients:

- High net worth individuals
- Individuals
- Pension and profit-sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above

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

METHODS OF ANALYSIS

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

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis 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 security.

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

INVESTMENT STRATEGIES

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

Long-Term Purchases. We purchase securities with the intention of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

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

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell. Many of our clients ask us to be tax efficient.

Short-Term Purchases. When utilizing this strategy, we purchase securities with the intention of selling them within a relatively short time (typically one year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. Short-term transactions occur more frequently during periods of excess market volatility.

Trading. We purchase securities with the intention of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings. Market volatility creates shorter-term opportunities.

Short Sales. We borrow shares of a stock for a client's portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our anticipation that the stock price will go down after we have borrowed the shares. If we are correct and the stock price does go down after the shares are purchased from the original owner, the client account realizes the profit.

Margin Transactions. We will purchase stocks for a client's portfolio with money borrowed from that client's brokerage account. This allows a client to purchase more stock than they would be able to with their available cash and allows us to purchase stock without selling other holdings.

Option Writing. We may use options as an investment strategy. An option is a derivative contract where, for a premium payment or fee, the buyer is given the right, but not the obligation, to buy (a call option) or sell (a put option) an underlying asset (such as a share of stock) at a specific price during a period of time or on a certain date or dates. An option, just like a stock or bond, is a security. An option is also a derivative because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call option gives us the right to buy an asset at a certain price within a specific period of time. We can buy a call option if we anticipate that the stock will increase substantially before the option expires.
- A put option gives the holder the right to sell an asset at a certain price within a specific period of time. We can buy a put option if we anticipate that the price of the stock will fall before the put option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option to limit the potential upside and downside of a security we have purchased for a client's portfolio.

We use "covered calls", in which we sell (or write) an option on a security that a client owns. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from the client at an agreed-upon price. Covered call writing is one of our more common option strategies.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that a client buys and a call option that the same client sells) for the same underlying security. This effectively puts the client on both sides of the market, but with the ability to vary price, time and other factors.

MATERIAL RISKS OF INVESTMENT STRATEGIES AND METHODS OF ANALYSIS

General. Although the Adviser works diligently to preserve clients' capital and achieve preservation and growth of client wealth, investing in securities by its nature involves risk of loss that clients should be prepared to bear. The possibility of a total or partial loss of client capital exists, and prospective clients and investors should not invest unless they can readily bear the consequences of such loss.

No Assurance of Returns; Past Performance Results. There can be no assurance that a client portfolio will perform well or achieve its investment objectives. Past performance is not indicative of future results. Similarly, the historical performance of any underlying manager is not a guarantee or prediction of the future performance of the funds, or the portion of the funds, of which it manages.

Reliance on Key Personnel. While Kenneth Siebel and William Dagley have significant depth and experience in investing, the loss of Mr. Siebel, Mr. Dagley or other personnel could adversely impact the Adviser's ability to successfully implement investment strategies.

Reliance on Portfolio Fund Management. The Adviser may invest clients in "Portfolio Funds" (such as, but not limited to, mutual funds, ETFs, hedge funds and alternative investment funds) and through separate accounts managed by underlying managers that will generally be unrelated to the Adviser. Returns could be substantially adversely affected by the unfavorable performance of one or more such Portfolio Funds or separate accounts.

Availability of Suitable Opportunities. The success of a client portfolio as a whole depends on the ability of the Adviser to identify and invest in securities or other investments that meet the desired investment criteria and/or to identify appropriate Portfolio Funds. The identification of an attractive security or fund does not ensure that a client will be able to invest capital in the particular security or fund, given the high level of investor demand some securities or funds receive.

Due Diligence Errors. Prior to making an investment, the Adviser conducts due diligence to determine that the investment fits within the client's risk tolerance, objectives, and time horizons, among other things. It is possible that the Adviser may miss or misinterpret information during its due diligence. The Adviser has established procedures to mitigate this risk, but there is no assurance they will be successful in any particular situation. An underlying manager could be engaged in wrongdoing that is not uncovered by the due diligence process.

General Risks Relating to Portfolio Managers, Other Financial Intermediaries and Counterparties. In connection with investments in Portfolio Funds, clients will be dependent upon underlying managers, which will have custody and control of client assets invested in such underlying managers' Portfolio Funds. The failure of an underlying manager or financial intermediary to fulfill its obligations may have a material adverse effect on the related investment and overall performance. If any underlying manager, any other financial intermediary, or any of such underlying manager's or financial intermediary's counterparties becomes insolvent or files for bankruptcy, a client could suffer losses and its financial performance could be materially and adversely affected. In addition, such insolvency or bankruptcy could undermine access to assets on a temporary or permanent basis and result in a partial or complete loss of the related investments.

Non-U.S. Investments. The Adviser may invest clients directly or indirectly in investments outside the United States, where appropriate. Any investment in a foreign country involves risks not found in the domestic securities market, including the following: the risk of economic and financial instability in the foreign country, which in some cases may include a collapse in credit markets, stock prices, currencies and/or consumer spending; the risk of adverse social and political developments, including expropriation, nationalization, confiscation without fair compensation, political and social instability and war; the risk that international trade tensions may arise, which could result in trade tariffs, embargos, or other restrictions or limitations on trade; the risk that the foreign country may impose restrictions on the repatriation of investment income or capital or on the ability of foreign persons to invest in certain types of companies, assets or securities; risks related to the possible lack of availability of sufficient financial information as a result of corporate governance, accounting, auditing and financial disclosure standards that differ, in some cases significantly, from those in the United States; risks related to foreign laws and legal systems, which are likely to differ from those of the United States, including in particular the laws with respect to the rights of investors, which may not be as comprehensive or well developed as those in the United States, and the procedures for the judicial or other enforcement of such rights, which may not be as effective as in the United States; risks related to the fact that some investments may be denominated in foreign currencies and therefore will be subject to fluctuations in exchange rates; and risks related to applicable tax laws and regulations and tax treaties, which are likely to vary from country to country and may be less well developed than those in the United States, possibly resulting in retroactive taxation and an unanticipated local tax liability. In addition, geopolitical developments in certain countries in which the clients may invest have caused, or may in the future cause, significant volatility in financial markets. For example, in June 2016, the United Kingdom voted to leave the European Union following a referendum referred to as "Brexit" and on January 31, 2020, the United Kingdom officially withdrew from the European Union and entered into a transition phase, which may result in increased market volatility and cause additional market disruption on a global basis.

Emerging Markets. Investing in companies based in emerging markets, which are underdeveloped or developing economies, involves certain considerations not usually associated with investing in companies located in more developed countries, including political and economic considerations, such as greater risks of expropriation, nationalization and general social, political and economic instability; the small size of the securities markets in emerging markets and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; inconsistencies among local, regional and national laws; and certain government policies that may restrict investment opportunities. In addition, the economies of emerging market countries are heavily dependent upon international

trade and, accordingly, have been and may continue to be adversely affected by trade barriers. A Portfolio Fund or underlying manager may face difficult approval and registration procedures when making or disposing of investments, and, as a foreigner, may be subject to legal or regulatory constraints or prejudices that do not affect local investors. In addition, the reporting standards, practices and disclosure requirements in emerging markets are not equivalent to those in the United States and certain Western European countries and may differ in fundamental ways. Accordingly, less information may be available to investors. Investments in emerging markets could be affected by other factors not present in more developed countries, including lack of uniform accounting, auditing and financial reporting standards, inadequate settlement procedures and potential difficulties in enforcing contractual obligations.

Foreign Exchange Risks. In the case of investments in securities that are not denominated in U.S. dollars, any fluctuation in currency exchange rates will affect the value of such investments and the returns ultimately achieved. In addition, costs may be incurred in connection with conversions between various currencies.

U.S. Government Securities Risk. The Adviser may invest clients directly or indirectly in U.S. government securities. The U.S. government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. U.S. government securities issued by those agencies, instrumentalities and sponsored enterprises, including those issued by the Federal National Mortgage Association (“Fannie Mae”), Federal Home Loan Mortgage Corporation (“Freddie Mac”) and the Federal Home Loan Banks, are neither issued nor guaranteed by the U.S. Treasury and, therefore, are not backed by the full faith and credit of the United States. The maximum potential liability of the issuers of some U.S. government securities in which the Adviser may invest may greatly exceed their current resources, including any legal right to support from the U.S. Treasury. It is possible that issuers of U.S. government securities will not have the funds to meet their payment obligations in the future.

Municipal Securities Risk. The Adviser may invest clients directly or indirectly in municipal securities. Municipal securities are subject to call/prepayment risk, credit/default risk, extension risk, interest rate risk and certain additional risks. If the Adviser invests a substantial portion of a client’s assets in the bonds of similar projects (such as those relating to education, health care, housing, transportation, and utilities), industrial development bonds, or in particular types of municipal securities (such as general obligation bonds, private activity bonds and moral obligation bonds), the client’s portfolio may be particularly sensitive to adverse economic, business or political developments.

Market Risk

Status of Markets. The financial and securities markets are volatile and may be affected by political, regulatory, social, economic and other global market developments and disruptions, including those arising out of geopolitical events, health emergencies (such as pandemics and epidemics), natural disasters, terrorism, and governmental or quasi-governmental actions. Such events can adversely impact the availability and operation of external credit markets, equity markets and other economic systems that the Adviser and investments depend upon to achieve objectives. Consequently, such events may also have a significant negative impact on private fund operations and profitability. There can be no assurance that external credit markets, equity markets and economic systems will be available or will be available as anticipated or needed for investments to operate successfully.

Economic Conditions. Any investment activity may be adversely affected by general international or domestic economic or market conditions. A downturn or contraction in the economy or capital markets, or in certain industry or geographical regions thereof, may prevent investors from meeting investment objectives by restricting the availability of suitable investment opportunities. In addition, such a downturn could result in the diminution or loss in value of a client’s investment. Unexpected volatility or illiquidity in the markets in which clients or Portfolio Funds hold positions or in which direct investments are held could impair their ability to carry out their business or cause them to incur losses.

Suspension of Trading. Securities, futures and commodities exchanges typically can suspend or limit trading in any instrument traded on the exchange. A suspension could render it impossible for an underlying manager to liquidate positions and expose clients to losses.

Lack of Liquidity. Despite the heavy volume of trading in securities and other financial instruments, the markets for some instruments have limited liquidity and depth or may, in the future, experience periods of limited liquidity and depth. This lack of liquidity could be a disadvantage to the Portfolio Funds, both in the realization of the prices that are quoted and in the execution of orders at desired prices. Accordingly, the Portfolio Funds may be required to hold investments for a longer period of time than desired or may be required to mark down the value of investments that are subject to such limited liquidity. In addition, it is likely that a portion of a client's portfolio will be illiquid (as defined below).

Strategy Risk

Inadvertent Concentration. There is the potential for inadvertent concentration when client has other managers. Typically, the Adviser will be unaware of the current holdings and transactions in such outside accounts. Clients may wish to provide holding information for outside accounts to help avoid potential concentration in the same or related securities. In addition, a number of Portfolio Funds may have overlapping strategies and could, alone or together with client investments in individual securities, accumulate large positions in the same or related securities. The Adviser's ability to avoid such concentration would depend on its ability to reallocate capital among existing or new Portfolio Funds or other client investments. For Portfolio Funds this may not be feasible for several months until withdrawals and contributions are permitted by the Portfolio Funds. Additionally, there is the potential for inadvertent concentration

Leverage. It is anticipated that certain Portfolio Funds may use leverage in their investing, which would increase the potential for loss as well as transaction expenses.

Short Selling. Some Portfolio Funds may sell securities short, which exposes the seller to theoretically unlimited risk due to the lack of an upper limit on the price to which the security may rise. Short selling also involves the sale of borrowed stock, such that if the stock loan is called, the short seller may be forced to repurchase the stock at a loss. In addition, short selling carries the risk of failure to perform by the counterparty to the transaction or the risk that the counterparty will default on its obligations.

Non-Marketable Securities. Some Portfolio Funds may invest in non-marketable securities, which are generally more illiquid and difficult to price.

Derivatives. Various Portfolio Funds may use derivatives, such as options, futures and swaps. Substantial risks are also involved in borrowing and lending against derivatives. Derivatives prices can be volatile, market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. One or more markets may move against the derivatives positions held by a Portfolio Fund, thereby causing substantial losses. Many derivatives are traded in over-the-counter ("OTC") transactions between private parties. These derivatives are less liquid and are particularly susceptible to counterparty risk, meaning that contract performance depends on the counterparty to the contract satisfying the contract's obligations, including making payments owed to the Portfolio Fund. If the financial condition of the counterparty declines, or if the counterparty is otherwise unable or unwilling to perform under the contract, a Portfolio Fund may not receive such payments or such payments may be delayed, and the value of the contract would likely decline, potentially resulting in losses to the Portfolio Fund. Certain derivatives are subject to mandatory central clearing and exchange trading. Central clearing and exchange trading are intended to reduce counterparty credit risk and increase liquidity, but do not make transactions in cleared or exchange-traded derivatives risk-free. Such transactions are subject to the credit risk of the exchange itself or the related clearing broker and the ability of the exchange or broker to perform any required obligations. In addition, many unforeseeable events, such as government policies, can have significant effects on interest and exchange rates, which in turn can have large and sudden effects on prices of derivative instruments. These risks are also present if

derivatives are purchased for clients directly, outside of Portfolio Funds.

Futures. Some Portfolio Funds may take positions in commodity futures contracts. Commodity futures prices can be highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the trader. Like other leveraged investments, a futures transaction may result in losses in excess of the amount invested.

Alternative Investments: Hedge funds, commodity pools, Real Estate Investment Trusts (“REIT”), Business Development Companies (“BDC”), private debt funds, and other alternative investments involve a high degree of risk. Some of the specific alternative product risks include but are not limited to:

- **Complex Payout Structure Risk.** The payout structures for each alternative product vary and are often complex. Alternative investments may have complicated limits or formulas for the calculation of investor returns. Investors should refer to the prospectus, private placement memorandum or other offering documentation for specific details on the respective alternative investment product payout structure.
- **Expiration Risk/Consideration.** Some structured products have an expiration date after which the issue may become illiquid; the amount payable on the structured products is not linked to the level of the underlying investments at any time other than the date of maturity. If the investment is sold prior to the stated maturity date, the market price may be higher or lower than the price paid.
- **Issuer Credit Risk.** Some products may be unsecured debt of the investment bank who issues the product; the credit quality of a structured product may or may not be reliant on the credit quality of the issuer; if the issuer defaults, you may lose your entire investment.
- **Legal and Tax Consideration Risks.** There are legal risks involved with holding complex alternative investment products and regulatory and tax considerations may change during the term of the investment. Alternative products/funds may have exposure to foreign exchange risk, or a substantial portion of trades executed on foreign exchanges.
- **Liquidity Risks.** It may be the case that no secondary market exists or is expected to exist for a respective alternative investment product. Due to the highly customized nature of alternative products, they rarely trade after issuance; and if investors are looking to sell a structured product before maturity, it may sell at a significant discount. Some alternative products providers may only offer liquidity on a set schedule and/or only offer liquidity on a specific portion of the investment, at their sole discretion.
- **Lock-Up Risk.** The security may be subject to a lock-up period: a period of time when investors are not permitted to redeem or sell their shares. Once a lock up period ends, investors may redeem their shares according to a set schedule.
- **Registration Risk.** Alternative products have not been registered under the securities act or applicable state securities laws and being offered and sold in reliance on exemptions from the registration requirements of these laws. If the exemptions relied upon for the issuance of any alternative product are not available or become unavailable in the future the shares may lose some or all of their value. You might not have any shareholder rights or right to receive any underlying security.
- **Secondary Market Risks.** Issuers of alternative products are not under a legal obligation to make a market in these products and there is no assurance that any other party will be willing to purchase them in the secondary market. They may not be listed on any securities exchange. There may not be a public market for the securities described herein, and/or it may be the case that no public market is expected to develop.
- **Speculation Risks.** Alternative products are often highly speculative and an investment involves a high degree of risk. Immediate and substantial dilution from the offering price may occur. Alternative product funds may use leverage and other speculative investment practices that may increase the risk of investment

loss. Alternative product funds may have performance that is volatile. Alternative product funds may own investments that are illiquid.

- **Tax Treatment.** Alternative investments may involve complex tax strategies and there may be delays in distributing tax information to investors. An investor may be subject to phantom income tax where earnings are taxed but not received or an adverse change in tax treatment in the future.
- **Valuation Risk.** Alternative investments may be difficult to value or be given a valuation infrequently. Alternative investments are often valued by the alternative manager themselves and could be worth more or less than any particular valuation. The custodian for these assets may have their own policies with regards to valuation which may be the same or different from the alternative manager. The Adviser will use the valuation as provided by the custodian for fee billing and AUM calculation purposes.

Hedging and Other Trading Strategies. The decision as to when and to what extent to hedge or follow other trading strategies depends on many factors. There can be no assurance that hedging or other trading strategies will be available or effective or that the performance of the hedge will correspond appropriately to that of the assets hedged.

Fixed Income Securities. Fixed income securities are subject to the risk of the issuer's or guarantor's inability to meet principal and interest payments on its obligations (*i.e.*, credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, the rate of inflation, and general market liquidity (*i.e.*, market risk). In addition, mortgage-backed securities and asset-backed securities may also be subject to call risk and extension risk. For example, homeowners have the option to prepay their mortgages. Therefore, the duration of a security backed by home mortgages can either shorten if homeowners prepay their mortgages early (*i.e.*, call risk) or lengthen if homeowners pay their mortgages after the expected maturity date (*i.e.*, extension risk). Call risk is higher in a falling interest rate environment and extension risk is higher in a rising interest rate environment. When the duration of a security is shortened due to falling interest rates, the security may have to be replaced with lower-yielding securities, which could result in a lower return. When the duration of a security is lengthened due to rising interest rates, the value of the fixed-income security may depreciate as a result of the higher market interest rates.

High Yield Debt; Distressed Debt. High yield bonds (commonly known as "junk bonds"), distressed debt instruments, and other debt securities in which Portfolio Funds may invest will typically be junior to the obligations of companies to senior creditors, trade creditors, and employees. The lower rating of high yield debt reflects a greater possibility that adverse changes in the financial condition of the issuer or in general economic, financial, competitive, regulatory, or other conditions may impair the ability of the issuer to make payments of principal and interest. High yield debt securities have historically experienced greater default rates than investment grade securities. The ability of holders of high yield debt to influence a company's affairs, especially during periods of financial distress or following an insolvency, will be substantially less than that of senior creditors. Adverse changes in economic conditions or developments regarding an individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of high-yield debt securities to make principal and interest payments than issuers of higher grade debt securities. In addition, the market for lower grade debt securities may be thinner and less active than for higher grade debt securities, and thus less liquid because, among other reasons, certain investors, due to their investment mandates, are precluded from owning such securities. This could result in a Portfolio Fund being unable to sell such securities for an extended period of time, if at all.

Public Equity Securities. The Adviser may invest long in individual publicly traded equity securities. Investing short in publicly traded equity securities is done in limited situations by the Adviser, as described herein. Portfolio Funds and underlying managers may invest long and short in publicly traded equity securities. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments may decline over short or extended periods. The stock markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. The volatility of equity securities means that the value of an investment may increase or decrease.

Small Capitalization Companies. Portfolio Funds and underlying managers may invest in or establish significant short positions in securities of small capitalization companies and recently organized companies. Historically, prices of such securities have been more than those of larger capitalized, more established companies and pose greater investment risks. Small capitalization companies may require substantial additional capital or borrowings. There is often less publicly available information concerning such companies, and their equity securities are often traded OTC or on regional exchanges and may be less liquid than companies traded on a national exchange. Investments in small capitalization companies may also be more difficult to value than other types of securities. Investments in companies with limited or no operating histories are more speculative and entail greater risk than do investments in companies with an established operating record.

Growth Stock Risk. The Advisor, certain Portfolio Funds, or underlying managers invest in “growth” stocks. “Growth” investing involves a focus on investing in companies that the Advisor or underlying managers believe have the potential for above-average or rapid growth. Securities of growth companies may be more volatile since such companies usually invest a high portion of earnings in their business, are particularly sensitive to investor perceptions regarding the companies’ growth potential, and may lack the dividends of value stocks that can cushion stock prices in a falling market. Growth companies are often expected to increase their earnings at a certain rate. Consequently, a company’s failure to meet earnings expectations can lead to sharply falling prices, even if earnings increase, because investors buy growth stocks in anticipation of superior earnings growth. The market may not favor growth-oriented stocks and may not favor equities at all. During those periods, relative performance may suffer.

Value Stock Risk. The Advisor, certain Portfolio Funds, or underlying managers invest in “value” stocks. “Value” investing involves a focus on investing in companies that the Advisor or an underlying manager believe may be undervalued (*i.e.*, the Advisor or underlying manager considers the company’s stock to be trading for less than its intrinsic value). Particular risks of a value approach are that some holdings may not recover and provide the capital growth anticipated or that a stock judged to be undervalued may actually be appropriately priced. Further, because the prices of value-oriented securities tend to correlate more closely with economic cycles than growth-oriented securities, they generally are more sensitive to changing economic conditions, such as changes in interest rates, corporate earnings, and industrial production. The market may not favor value-oriented stocks and may not favor equities at all. During those periods, relative performance may suffer.

Equity/Global Hedge. The Equity/Global Hedge strategy primarily involves investments in publicly traded equity instruments generally in developed countries. This strategy involves identifying securities that are mispriced relative to related securities, groups of securities, or the overall market. The strategy may rely on the use of derivatives, leverage and a number of assumptions about the intrinsic value of publicly traded equity instruments. There can be no assurance that such assumptions will prove to be correct or that the strategy will be implemented correctly.

Real Estate Investing. A portion of capital may be allocated to Portfolio Funds and/or direct investments concentrating in real estate investments. While real estate investing presents the potential for significant capital appreciation, such investments also involve a high degree of risk, including a significant degree of financial, operating, illiquidity, and competitive risk. Frequently, such funds structure their investments with the use of leverage. While the use of leverage will enhance the returns on a successful investment, a leveraged capital structure will be subject to increased exposure to extreme economic conditions, such as a significant rise in interest rates, or a severe downturn in the economy, enhancing the risk of loss entailed in the investment.

Energy and Timber Investments. A portion of capital may be allocated to Portfolio Funds concentrating in energy, timber or other real asset situations. Such investments are likely to be subject to the same or similar risks described in the preceding paragraph.

Buyouts/Growth Capital. Buyout and growth capital funds frequently structure their investments with the use of leverage. While the use of leverage may enhance the returns on a successful investment, a company with a leveraged capital structure will be subject to increased exposure to changing economic conditions, such as a significant change in interest rates, or a downturn in the economy or the company’s industry, enhancing the risk of loss entailed in the investment.

Venture Capital. While venture capital investing presents the potential for significant capital appreciation, such investments also involve a high degree of risk. It is anticipated that the portfolio companies of these funds will confront a significant degree of financial, operating, illiquidity, and competitive risk. In addition, many of these companies, due to their limited revenues and history of operating losses, may need to rely on their ability to fund continuing operations via the private and public capital markets. Such continued funding may be curtailed as a result of a variety of factors which may include, but would not be limited to, rising interest rates, downturns in the economy or deterioration in the condition of the company or its industry.

Distressed and Special Situations. Investments in distressed companies (*i.e.*, companies in distressed financial condition, including those that may be or have recently been involved in restructurings, bankruptcy, or reorganizations) can be considered “special situation” investments, as they have the potential to offer above average returns if the investment facilitates the company’s successful “turn around.” Such “special situation” investments are particularly risky and are subject to the risk that the company’s attempted “turn around” will be unsuccessful and that all or a significant portion of the capital invested in such situations may be lost. “Special situation” investments are opportunistic in nature. It is difficult to predict the nature of the special situations and how many commitments will be made to them. Such investments are likely to involve significant risks and illiquidity, and any returns from these investments will be subject to substantial uncertainty.

Limited Liquidity. There is no public market for interests in private funds, and it is not expected that a public market will develop. There are also other contractual restrictions and restrictions imposed by applicable federal securities laws and the laws and the regulations of other jurisdictions, which may require an indefinite holding period with respect to private fund interests. A purchase of an interest in a private fund should be considered only by persons financially able to maintain their investment and who can afford a loss of all or a substantial part of such investment. In addition, investors who invest through an offshore fund should be aware that an interest in the offshore fund may be less attractive to other investors that are not foreign or tax-exempt entities in the United States, and therefore an interest in an offshore fund may be even less liquid than a direct investment interest in an onshore fund. There is no assurance that any distribution will be made or that fund investments will be successful. Many recommended private funds have lock-up provisions that prohibit an investor from withdrawing money for a certain period of time, for example 12 to 24 months or significantly longer. Some of these investments require advance notice should an investor seek a full or partial redemption, while other investments last until the fund ends. In addition, payment of a full cash redemption sometimes takes time.

Illiquid Investments. Investments in certain Portfolio Funds, including private equity and real assets, will be illiquid entailing a high degree of risk. Illiquid investments are investments that a Portfolio Fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. An investor in an illiquid Portfolio Fund may be expected to hold its investment in the Portfolio Fund for the entire life of the Portfolio Fund, which is typically seven to ten years or more. The underlying investments of a Portfolio Fund, at any given time, may consist of significant amounts of securities and other financial instruments that are very thinly traded, or for which no market exists, or which are restricted as to their transferability under U.S. federal or state or non-United States securities laws. In some cases, Portfolio Funds may also be prohibited by contract from selling such securities for a period of time. In other cases, the types of investments made by Portfolio Funds may require a substantial length of time to liquidate.

Consequently, there is a significant risk that the Portfolio Funds will be unable to realize their investment objectives by sale or other disposition of portfolio company securities at attractive prices, or will otherwise be unable to complete any exit strategy with respect to their portfolio companies. These risks can be further increased by changes in the financial condition or business prospects of the portfolio companies, changes in economic conditions and changes in law. A Portfolio Fund may distribute its investments “in kind”, which may be composed of illiquid securities. The Portfolio Funds may in turn make in-kind distributions of these investments. There can be no assurance that clients or investors would be able to dispose of these investments or that the value of these investments, as determined by the underlying Portfolio Fund, will ultimately be realized.

Portfolio Funds and Manager Risk

Unregistered Funds. Certain Portfolio Funds that may be recommended by the Adviser are private limited partnerships or similar structures sold through private placements, and are not registered investment companies under the Investment Company Act of 1940, as amended. Some of the underlying managers may not be registered as investment advisers under federal or state law. Consequently, clients will not be entitled to certain of the protections of the federal securities laws.

Possible Misconduct by Underlying Managers. Because certain clients invest through underlying managers that are separate from the Adviser and over which the Adviser does not have physical custody or control, an underlying manager could divert or abscond with a client's assets, fail to follow its stated investment strategies, issue false reports or engage in other misconduct.

Effect of Carried Interest. The existence of a carried interest payable to the Portfolio Fund managers may create an incentive for such Portfolio Fund managers to make riskier or more speculative investments on behalf of their Portfolio Funds than would be the case in the absence of this arrangement.

Key Principals of the Portfolio Fund Managers. Portfolio Fund managers are likely to be dependent on the services of one or a few key individuals. The loss for any reason of the services of a key individual could impair a Portfolio Fund's ability to achieve its investment objective.

Increase in Managed Assets. The Adviser may invest with underlying managers who are experiencing a significant increase in the assets they manage, which may impair their ability to generate returns on a par with their historical results. In addition, an underlying manager faced with a significant increase in assets to invest may divert from stated strategies into strategies or markets with which it may have little or no experience. This could result in losses to the Portfolio Fund and, thus, the client.

New Strategies. Strategies used by certain Portfolio Funds may not have been in use during periods of major market stress, disruption or decline. As a result, it is not known how these strategies will perform in these periods.

Tax Considerations. The Adviser endeavors to furnish tax information as soon as practicable following the end of each year. However, in order to furnish such tax information, we must first receive corresponding tax information from all Portfolio Funds and other investments. Clients may need to file extensions for any given year, particularly as a result of illiquid investments. The tax liability with respect to income and gains of a Portfolio Fund for a year may exceed the cash withdrawn by or distributed to the investor in respect of such year. The Adviser is not a tax accounting adviser, and, in some situations, clients may need to consult their own tax advisors.

Please also refer to disclosures elsewhere in this Brochure.

Item 9 Disciplinary Information

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

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

On occasion, the Adviser refers clients to other professionals such as accountants and attorneys for tax advice, estate planning or other matters. The Adviser does not receive any fees for making such referrals. Neither the Adviser nor its principals or employees are principals or employees of any accounting or law firms to which the Adviser refers clients.

Glenwood Partners II LP (“Glenwood”):

Kenneth F Siebel is a general partner of Glenwood Partners II LP. Mr. Siebel has a beneficial interest in Glenwood. Mr. Siebel does not devote substantial amount of time to this partnership. The partnership is invested in private investments. Clients are not solicited to invest in Glenwood.

A-S Klaff Equity, LLC and K-Saturn, LLC

William Dagley has a beneficial interest in two private investments, A-S Klaff Equity, LLC and K-Saturn, LLC. Mr. Dagley does not devote any time to these investments. Rather, Mr. Dagley is a passive investor. Clients are not solicited to invest in either of the two investments.

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

Our firm has adopted a code of ethics (“Code of Ethics”) that sets forth the high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

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

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

The Code of Ethics further includes the firm’s policy prohibiting the use of material non- public information. While we do not believe that we have any particular access to material non-public information, all employees are instructed that such information may not be used in a personal or professional capacity. A copy of the Code of Ethics is available to our advisory clients and prospective clients. Current and prospective clients may request a copy by email sent to clientservices@pwpart.com or by calling us at (415) 461-3850.

The Adviser and individuals associated with our firm are prohibited from engaging in principal transactions.

The Adviser and individuals associated with our firm are prohibited from engaging in agency cross transactions with client accounts.

To the extent that the Adviser receives an allocation of limited investment opportunities (such as initial public offerings and private placements) of a type and quantity that are suitable for client portfolios, the Adviser will allocate to such clients in a way that is equitable over time (see Item 12 for additional information).

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

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

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

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price, and transaction costs will be shared equally and on a *pro rata* basis. In the instances where there is a partial fill of a particular aggregated order, we will allocate all purchases *pro rata*, with each account paying the average share price. Our employee accounts will be included in the *pro rata* allocation. As these situations represent actual or anticipated conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

- 1) No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
- 2) No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- 3) It is the express policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
- 4) Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
- 5) We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
- 6) We have established procedures for the maintenance of all required books and records.
- 7) All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 8) We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
- 9) We have established policies requiring the reporting of Code of Ethics violations to our senior management.
- 10) Any individual who violates any of the above restrictions may be subject to termination.

Conflicts of interest. The adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews the performance of similarly managed accounts and regularly compares the performance of our client accounts to determine whether there are any significant unexplained discrepancies. In addition, the Adviser's procedures relating to the allocation of investments require that similarly managed accounts participate in investment opportunities *pro rata* based on asset size and require that, to the extent orders are aggregated, the client orders are price-averaged. Finally, the Adviser's procedures also require the objective allocation of limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts. The Adviser may depart from a *pro rata* allocation of these limited offerings under certain conditions such as:

- The investment opportunity may not fit with certain client investment guidelines and risk tolerances, or
- The investment opportunity may be unsuitable for certain client accounts, or
- Insufficient cash availability in a client account.

In the event that an investment opportunity is unsuitable for, or does not fit the guidelines or risk tolerances of certain clients, the Adviser may allocate such limited offerings to clients that have the appropriate risk tolerance. Such allocations are monitored by the Adviser's Chief Compliance Officer.

The Adviser has adopted review procedures to prevent short selling in a client account from interfering or conflicting with long positions in the same securities in a different client account. The Adviser does not typically short securities that are held as a long position in different client portfolios. To prevent such an occurrence, the Adviser reviews all the short positions held in a client portfolio on a regular basis and compares such short positions with any long positions held in other client portfolios. Any conflicts that arise as a result of the review process are resolved by the Compliance Officer in consultation with the portfolio managers.

Item 12 Brokerage Practices

Factors considered in selecting or recommending broker dealers for client transactions: For discretionary clients, the Adviser requires these clients to provide us with written power of attorney that will allow the Adviser to determine which broker dealer to use and to negotiate the commission costs that will be charged to these clients for these transactions.

The Adviser will endeavor to select those brokers or dealers that will provide the best services at reasonable commission rates. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services that will help the Adviser in providing investment management services to clients. The Adviser may therefore recommend (or decide on) the use of a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance.

Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was affected.

Research and Soft Dollars: Consistent with obtaining best execution for clients, the Adviser may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to the Adviser and, indirectly, to the Adviser's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act") and subsequent SEC guidance and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and at our discretion). Research services obtained through the use of client commissions may be developed by brokers to whom brokerage is directed or by third-parties that are compensated by the broker. The Adviser does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients.

Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if the Adviser determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to our discretionary client accounts.

Certain items obtainable with client commissions may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated, and the Adviser will make a good faith effort to determine the percentage of such products or services that may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are either paid by our firm to the broker-dealer or paid directly by our firm to the vendor in accordance with the provisions of Section 28(e) of the Exchange Act.

When the Adviser uses client commissions to obtain research or brokerage services, we receive a benefit to the extent that the Adviser does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client commissions results in a conflict of interest, because we have an incentive to direct client commissions to those brokers that provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

The Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for research services (known as paying-up), resulting in higher transaction costs for clients.

Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other client accounts. The Adviser may not use each particular research service to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. The Adviser does not seek to allocate the benefits of research services to client accounts proportionately to the soft dollar credits the accounts generate.

Within our last fiscal year, we have obtained the following products and services, in part, with client commissions:

- Factset
- Strategas research
- NYSE Market

Trade Aggregation: The Adviser will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. The Adviser will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. The Adviser's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with the Adviser or with our firm's order allocation policy. This includes the situations considered in "Directed brokerage," below.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit and will enable the Adviser to seek best execution for, each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of hindsight.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed that identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated *pro rata* among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this *pro rata* allocation may be made to participating client accounts in accordance with the initial order ticket

or other written statement of allocation. Furthermore, adjustments to this *pro rata* allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.

- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order and must share in the commissions on a *pro rata* basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 8) The Adviser's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 9) Funds and securities for aggregated orders are clearly identified on the Adviser's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 10) No client or account will be favored over another.

Investment Allocation: Investment opportunities may be appropriate for more than one client. The Adviser has implemented policies and procedures to ensure that investment opportunities are allocated equitably over time. Initially, the relevant trader and portfolio manager will evaluate investment opportunities and jointly decide whether an investment opportunity is appropriate for a client. If the Adviser deems an investment opportunity suitable for more than one client, the opportunity will generally be purchased for both clients on the same day and trades will be executed *pari passu*, with both clients being allocated the same average purchase price.

In accordance with its policies and procedures, the Adviser will consider a number of factors when allocating investment opportunities among clients, as described in Item 11, above, under "Conflicts of Interest." For various reasons, the Adviser may determine to purchase an investment that is suitable for more than one client or for only one client. Similarly where an investment is held by more than one client, the Adviser may determine to sell the investment on behalf of one client but not another. The Adviser has in place policies and procedures that require that the Chief Compliance Officer review these allocation decisions.

Directed Brokerage: Under certain circumstances a client may direct the Adviser to use a specified broker-dealer to execute all or a portion of the client's securities transactions. The Adviser treats the client discretion as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although the Adviser attempts to effect transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client transactions. Clients who direct the Adviser to use a particular broker-dealer should consider whether such directions may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser is not able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a client to direct the Adviser to execute the client trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client, and as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangements with the specified broker-dealer. The commissions charged to clients that direct the Adviser to execute the client's trades through a specified broker-

dealer may in some transactions be materially different to those clients who do not direct the execution of their trades. Clients that direct the Adviser to execute their trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

Conflicts of Interest. The Adviser has advisory relationships with current or former senior executive officers of custodial banks and brokers-dealers. The Adviser receives advisory fees from these relationships, and thus a conflict of interest exists relating to the Adviser making custodial recommendations to clients and executing securities transactions on behalf of clients. The Adviser has policies, procedures and practices designed to insulate the relevant decisions from this conflict of interest.

Item 13 Review of Accounts

Frequency and Nature of Reviews: Reviews of advisory client accounts are conducted at least quarterly (typically more frequently) and include a review of asset allocation, equity sector weightings and diversification in comparison to investment guidelines in the client's investment advisory contract. Reviews of client's financial plans will occur on an agreed upon frequency that is set out in the client's financial planning contract or as otherwise agreed to with the client and will vary depending on the financial goals and objectives set out for the client.

Reviewers: Advisory client accounts are reviewed by at least one of the senior portfolio managers assigned to each account. Generally, each client account has a second senior portfolio manager familiar with and capable of performing on the account. Client's financial plans are reviewed by the senior portfolio manager who has the client relationship together with the client associate who prepares a report.

Reports: Advisory clients will receive from their qualified custodian a monthly account statement. The Adviser provides a quarterly investment appraisal, investment outlook letter and other reports as requested by the client including, but not limited to, portfolio holdings, investment performance and tax information. Such reports may be delivered electronically to the client in accordance with the client's agreement with the Adviser. Financial planning reports are prepared by the Adviser and can be presented and delivered in a client meeting, or delivered by mail or electronically.

Item 14 Client Referrals and Other Compensation

Our firm may pay referral fees to independent persons or firms (each, a "Solicitor") for introducing clients to us. Whenever we pay a referral fee to a Solicitor, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by Solicitors are not increased as a result of any referral.

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

Item 15 Custody

The Adviser generally does not provide custodial services to its clients. Client assets are held with banks or registered broker-dealers that are “qualified custodians.”

As previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure, the Adviser directly debits advisory fees from client accounts for those clients that have given it that authority.

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

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

In addition to the periodic statements that clients receive directly from their custodians, the Adviser also sends account statements directly to its clients on a quarterly basis. The Adviser urges its clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Item 16 Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on the Adviser’s discretionary authority.

Prior to assuming full discretion in managing a client’s assets, the Adviser enters into an investment advisory agreement with the client that sets forth the scope of the Adviser’s discretion and includes a power of attorney.

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

- Determine to buy or sell an investment; and/or
- Determine the amount of the investment to buy or sell

Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

The Adviser votes proxies for all client accounts; however, clients always have the right to vote proxies themselves. Clients can exercise this right by instructing us in writing to not vote proxies on behalf of the securities held in their accounts.

The Adviser votes proxies in the best interests of our clients and in accordance with our established policies and procedures. Adviser retains all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by the Adviser that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. In the event that a conflict of interest arises with respect to voting on a particular action, the Adviser will notify the client of the conflict and retain an independent third party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting either Katrina Sutherland by telephone at (415) 464-2145, email Katrina Smith at ksmith@pwpart.com, Ashley Saia by telephone

at (415) 464-2113, email Ashley Saia at asaia@pwpart.com or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how the Adviser voted proxies for his/her account(s), the Adviser will promptly provide such information to the client.

The Adviser will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct the Adviser to transmit copies of class action notices to the client or a third party. Upon such direction, the Adviser will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, the Adviser will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct the Adviser to vote a proxy in a particular manner, clients should contact Katrina Smith or Ashley Saia in the manner described above.

Clients can instruct the Adviser to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. Clients can also instruct the Adviser on how to cast their vote in a particular proxy contest by contacting Katrina Smith or Ashley Saia.

Item 18 Financial Information

The Adviser has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.