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### **Form ADV Part 2A-Firm Brochure**

**March 29, 2024**

This brochure provides information about the qualifications and business practices of Waycross Partners, LLC. If you have questions about the contents of the brochure, please contact us at 502-410-1900 or [waycross@waycrosspartners.com](mailto:waycross@waycrosspartners.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration does not imply a certain level of skill or training.

Additional information about Waycross Partners, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Organization CRD Number: 153838.

## **Item 2      Material Changes**

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify clients and provide a description of the material changes.

Generally, Waycross Partners, LLC will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

The Brochure dated October 2, 2023, has been updated as of March 2024 with the following:

- Throughout: We changed the names of the Waycross Long/Short Equity and Waycross Long/Short Opportunity strategies Waycross Managed Risk Equity and Waycross Opportunity strategies respectively.
- Item 4: Please note that we will no longer be managing the Juniper Funds as of April 1, 2024.
- Item 4: We clarified how or when we tailor our services or accept client mandates/restrictions.
- Item 5: We clarified our fee reporting methodology for separately managed accounts held at Schwab.
- Item 11: We added disclosures regarding donations to charities.
- Item 12: We added language specific to our SMA accounts held at Schwab and any potential conflicts of interest.

Additionally, we have made other changes, some of which may clarify or enhance existing disclosures, but we do not consider these other changes to be material.

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## Item 4      **Advisory Business**

Waycross Partners, LLC ("Waycross" or "Firm") is an investment management firm with its principal place of business in Louisville, Kentucky and maintains a secondary office in Ponte Vedra Beach, Florida. The firm began operations in 2005. Benjamin H. Thomas is the founding partner, Chief Investment Officer, and a member of the Firm's board of Directors. He, through his interests in Waycross Holdings, Inc., will retain a controlling stake in the Firm. Matthew Bevin is a member of the Firm's board of directors and, through his interests in Integrity Holdings, LLC, holds a controlling interest in the Firm. In 2021, Waycross entered into an agreement to provide investment advisory services to Waycross GP, LLC, a related advisor that is wholly owned by Benjamin H. Thomas. Chris Greco is the Principal of the Firm, as well as the CEO and a member of the Firm's board of Directors.

Waycross primarily provides five distinct investment strategies to our clients, which are made up of institutional and high net worth (HNW) individuals. These strategies include the Waycross Managed Risk Equity Strategy, the Waycross Opportunity Strategy, the Waycross Focused Core Equity Strategy, the Waycross Diversified Core Equity Strategy, and the Waycross Advantage Strategy. In addition, we offer additional strategies through the Juniper Fund, LLC and Juniper Fund Cayman, LLC. Please note that these funds will no longer be managed by Waycross as of April 1, 2024 (please see strategy description below). Lastly, we offer the Waycross Premier Fund, which is a fund of fund strategy generally combining our Managed Risk Equity and Opportunity strategies. In some cases, portfolios can be slightly altered to better fit our client's needs. Clients typically access our strategies through separately managed accounts (SMAs), pooled investment vehicles (40 Act funds, limited partnerships, limited liability companies) or third-party platforms (model portfolios). Because we offer distinct strategies we cannot tailor our services to each client's unique needs, but we can tailor portfolios that match a range of risk tolerances and timeframes. In addition, we will do our best to meet client mandates or restrictions within the framework of our strategies but cannot promise to meet every mandate or restriction.

The **Waycross Managed Risk Equity Strategy** is available to clients through third-party platforms and a 40 Act fund called the Waycross Managed Risk Equity Fund (Ticker: WAYEX). Ultimus Fund Solutions, LLC serves as administrator, transfer agent and accounting agent to the 40 Act fund while Ultimus Fund Distributors, LLC is the principal underwriter. The Strategy purchases equity and equity-like securities, as well as selling short equities and equity-like investments. Selling a security short involves borrowing a security you do not own and selling it. Collateral is posted and held until the transaction is reversed and the original security is repurchased and returned to the owner (See Risks under Item 8).

The Long/Short Equity Strategy seeks to produce strong risk-adjusted returns with lower volatility than the overall equity markets. The Strategy typically targets gross long exposure between 90-100% and gross short exposure between 40-60%. Net market exposure typically ranges from 40% to 60%.

The **Waycross Opportunity Strategy** is currently only available to clients through a limited

partnership (the "Partnership"). The Partnership seeks capital appreciation and outperformance of the broader equity markets with slightly less market volatility. The strategy targets net market exposure in the range of 40-80%, but it can range from 0-100%, with a maximum gross exposure (longs plus shorts) of 200%. The resulting portfolio is positioned to participate in equity market up-trends but maintains downside protection.

The Waycross Opportunity Strategy uses equity and equity-like securities, options on individual stocks and other equity-like investments, as well as selling short equities and equity-like investments. The Strategy seeks to generate capital appreciation while controlling the downside risk. The investment style is active and causes significant security turnover in some market conditions (See Risks under Item 8).

The **Waycross Focused Core Equity Strategy** is available to clients through SMAs, third-party platforms, and a 40 Act fund called the Waycross Focused Equity Fund (Ticker: WAYFX). Ultimus Fund Solutions, LLC serves as administrator, transfer agent and accounting agent to the 40 Act fund while Ultimus Fund Distributors, LLC is the principal underwriter. The strategy was historically available through SMAs. The Strategy purchases equity and equity-like securities.

The Focused Core Equity Strategy seeks capital appreciation over a full market cycle, which the Fund defines as a sustained upswing in equity markets followed by a pullback, and recovery.

This strategy is a long-only approach, which is likely to appeal to investors interested in portfolios composed of common stocks primarily issued by large and medium capitalization domestic companies which are generally perceived to be high quality. This approach may be suitable for individuals or institutions with long-term investment horizons that are seeking capital appreciation and willing to accept market-like risk.

The **Waycross Diversified Equity Strategy** is available to clients through SMAs and model delivery. The Diversified Equity Strategy seeks capital appreciation over a full market cycle, which the Fund defines as a sustained upswing in equity markets followed by a pullback, and recovery.

This strategy is a long-only approach, which is likely to appeal to investors interested in portfolios composed of common stocks primarily issued by large and medium capitalization domestic companies which are generally perceived to be high quality. This approach may be suitable for individuals or institutions with long-term investment horizons that are seeking capital appreciation and willing to accept market-like risk.

The **Waycross Advantage Strategy** is available to clients via a limited liability company. The Partnership seeks to outperform a traditional, moderate-risk portfolio (60% investment-grade bonds and 40% equities) through the use of private investments, exchange-traded funds ("ETFs"), mutual funds, and individual stock positions. This strategy is likely to appeal to investors looking to increase their exposure to the equity markets while maintaining downside protection.

The **Waycross Premier Strategy** is available to clients via a limited liability company. The Partnership seeks to outperform a traditional, moderate-risk portfolio (30% investment-grade bonds and 70%

equities) through the use of private investments, exchange-traded funds ("ETFs"), mutual funds, and individual stock positions. This strategy is likely to appeal to investors looking to increase their exposure to the equity markets while maintaining downside protection.

The **Juniper Fund Strategy** is available to clients via a limited liability company. The Partnership seeks to outperform a traditional, moderate-risk portfolio through the use of private investments, exchange-traded funds ("ETFs"), mutual funds, and individual stock and bond positions. This strategy is likely to appeal to investors looking to increase their exposure to the equity markets while maintaining downside protection.

The **Juniper Fund Cayman Strategy** is available to clients via a limited liability company. The Partnership seeks to outperform a traditional, moderate-risk portfolio through the use of private investments, exchange-traded funds ("ETFs"), mutual funds, and individual stock and bond positions. This strategy is likely to appeal to investors looking to increase their exposure to the equity markets while maintaining downside protection.

Waycross also offers models to institutional advisors. These models purchase equity and equity-like securities. The fees associated with the models and the risk parameters are handled on a case-by-case basis. Potential investors in SMAs are asked to complete a client information profile and investment questionnaire before opening an account to determine their investment goals and risk tolerance.

Potential investors in our limited partnership and limited liability company are asked to complete a Purchase Questionnaire (subscription agreement) and to review the Private Offering Memorandum. Because the Partnership may charge a performance-based fee, they only accept clients who are determined to be "qualified clients" as defined by Rule 205-2 of the Investment Advisers Act. The term "qualified clients" refers to investors who are financially sophisticated and have a reduced need for the protection provided by certain government filings. "Qualified clients" include:

- a) an individual or entity is a qualified client if he, she, or it:
  - i. has \$1,100,000 or more of assets under management with the investment adviser after the investment in the fund;
  - ii. has a net worth of \$2,200,000 prior to the investment in the fund (excluding the value of his or her primary residence);
  - iii. is a "qualified purchaser"; or

is an officer or director of the fund manager or is an employee who participates in the investment activities of the investment adviser and has been doing so for 12 months.

As of December 31, 2023, we had \$566.1 million in Regulatory Assets Under Management ("RAUM"), and approximately \$2.8 billion in Assets Under Advisement<sup>1</sup>. ("AUA") for institutional clients that

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<sup>1</sup> Assets under advisement represent client assets for which we provide consulting services, but with neither discretionary authority nor responsibility for implementing investment recommendations. Inclusion of these assets will make our asset totals as provided here different from our assets under management as disclosed

subscribe to our model delivery business. Our RAUM of \$300.7 million is managed on a discretionary basis while our AUA clients have the ability to impose their own trading restrictions and are therefore considered to be managed on a non-discretionary basis.

### **Retirement Account Recommendations**

In complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02"), when applicable, Waycross is providing the following acknowledgment to clients. When Waycross provides investment advice to clients regarding their retirement plan account or individual retirement account, Waycross is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way Waycross makes money creates some conflicts with the clients' interests, so Waycross operates under an exemption that requires Waycross to act in the clients' best interest and not put Waycross' interests ahead of the clients. Under this exemption, Waycross must:

- Meet a professional standard of care when making investment recommendations (give prudent advice),
- Never put Waycross' financial interests ahead of the clients when making recommendations (give loyal advice),
- Avoid misleading statements about conflicts of interest, fees, and investments,
- Follow policies and procedures designed to ensure that Waycross gives advice that is in the clients' best interest,
- Charge no more than is reasonable for Waycross' services, and
- Give the clients basic information about conflicts of interest.

Waycross benefits financially from the rollover of the clients' assets from a retirement account to an account that Waycross manages or provides investment advice, because the assets increase Waycross' assets under management and, in turn, Waycross' advisory fees. As a fiduciary, Waycross only recommends a rollover or retirement account when Waycross believes it is in the clients' best interest.

## **Item 5 Fees and Compensation**

### **Waycross Opportunity Fund, L.P.**

The Partnership compensates Waycross GP, LLC based on a percentage of the market value of the assets in the Partnership and upon a share of the profits. This is also described as a performance-based fee structure. Waycross GP, LLC outsources all investment advisory services to Waycross.

At the end of each month, Waycross GP, LLC receives a management fee from the Partnership equal to 1/12 of 1.0% per month (1.0% annually) of the net assets (market value before any redemption).

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in Item 5.F of our Form ADV Part 1A, due to specific calculation instructions for Regulatory Assets Under Management.

At the end of each limited partner's investment year, as defined in the offering documents, Waycross GP, LLC will be entitled to receive an investment performance allocation equal to twenty percent (20%) of any cumulative new trading profit as of the end of the limited partner's investment year; provided, however, that this payment will be subject to a loss carryforward provision such that the amount, may not exceed 20% of the new trading profit over such limited partner's loss carryforward amount applicable to the investment year and, provided the limited partner is an "accredited investor" as defined in Item 4.

Wacyross GP, LLC, in its sole discretion, has the authority to waive or modify the investment performance allocation and management fee in whole or in part from time to time with respect to any limited partner; it is anticipated that we will waive the investment performance allocation and management fee in its entirety with respect to limited partners who are also members, managers, or employees of Waycross or Waycross GP, LLC.

#### Waycross Managed Risk Equity Fund ("WAYEX")

WAYEX pays Waycross a fee not to exceed 1.25% per annum paid monthly in arrears.

#### Waycross Focused Equity Fund ("WAYFX")

WAYFX pays Waycross a fee not to exceed 0.69% per annum paid monthly in arrears.

#### Waycross Advantage Fund, LLC (the "LLC")

Wacyross GP, LLC is compensated by the LLC for its services based on a percentage of the market value of the assets in the LLC. Waycross GP, LLC outsources all investment advisory services to Waycross.

At the end of each month, Waycross GP, LLC receives a management fee from the LLC equal to 1/12 of 1.0% per month (1.0% annually) of the net assets (market value before any redemption).

Wacyross GP, LLC, in its sole discretion, has the authority to waive or modify the investment performance allocation and management fee in whole or in part from time to time with respect to any member; it is anticipated that we will waive the management fee in its entirety with respect to limited partners who are also members, managers, or employees of Waycross GP, LLC or Waycross.

#### Waycross Premier Fund, LLC (the "LLC")

Wacyross GP, LLC is compensated by the LLC for its services based on a percentage of the market value of the assets in the LLC. Waycross GP, LLC outsources all investment advisory services to Waycross.

At the end of each month, Waycross GP, LLC receives a management fee from the LLC equal to 1/12 of 1.0% per month (1.0% annually) of the net assets (market value before any redemption).

Wacyross GP, LLC, in its sole discretion, has the authority to waive or modify the investment performance allocation and management fee in whole or in part from time to time with respect to any

member; it is anticipated that we will waive the management fee in its entirety with respect to limited partners who are also members, managers, or employees of Waycross GP, LLC or Waycross.

Private Fund Investors are directed to the applicable disclosures in the Offering Documents for a complete listing and description of the fees and expenses related to each specific Fund, as well as detailed information relating to deposits, redemptions, and withdrawals.

#### Juniper Fund, LLC (the "LLC")

Wayscross GP, LLC is compensated by the LLC for its services based on a percentage of the market value of the assets in the LLC. Wayscross GP, LLC outsources all investment advisory services to Wayscross.

At the end of each month, Wayscross GP, LLC receives a management fee from the LLC equal to 1/12 of 1.0% per month (1.0% annually) of the net assets (market value before any redemption).

Wayscross GP, LLC, in its sole discretion, has the authority to waive or modify the investment performance allocation and management fee in whole or in part from time to time with respect to any member; it is anticipated that we will waive the management fee in its entirety with respect to limited partners who are also members, managers, or employees of Wayscross GP, LLC or Wayscross.

Private Fund Investors are directed to the applicable disclosures in the Offering Documents for a complete listing and description of the fees and expenses related to each specific Fund, as well as detailed information relating to deposits, redemptions, and withdrawals.

#### Juniper Fund Cayman, LLC (the "LLC")

Wayscross GP, LLC is compensated by the LLC for its services based on a percentage of the market value of the assets in the LLC. Wayscross GP, LLC outsources all investment advisory services to Wayscross.

At the end of each month, Wayscross GP, LLC receives a management fee from the LLC equal to 1/12 of 1.0% per month (1.0% annually) of the net assets (market value before any redemption).

Wayscross GP, LLC, in its sole discretion, has the authority to waive or modify the investment performance allocation and management fee in whole or in part from time to time with respect to any member; it is anticipated that we will waive the management fee in its entirety with respect to limited partners who are also members, managers, or employees of Wayscross GP, LLC or Wayscross.

Private Fund Investors are directed to the applicable disclosures in the Offering Documents for a complete listing and description of the fees and expenses related to each specific Fund, as well as detailed information relating to deposits, redemptions, and withdrawals.

#### Separately Managed Accounts (SMAs)

Investors in the individually managed accounts compensate Wayscross for its investment supervisory services based on a percentage of the market value of the assets in their portfolio. Fees are billed

quarterly and paid in arrears. Clients can choose to pay the bill directly or elect, in writing, to have the fee deducted from the account by the custodian.

The annual fee schedule (listed below) is calculated and billed on a calendar quarter, based on the average month-end market value. Waycross will modify this fee for certain large accounts or waive the fee for employees, partners, and immediate family members of Waycross GP, LLC, or Waycross. Please note that for accounts custodied at Charles Schwab and Co., Inc. ("Schwab"), we calculate our fees through our portfolio accounting system, which has a feed from the custodian. However, the quarter end balance determined by our accounting system could be different from your balance on your custodial statement due to timing of corporate actions, accrued interest, and trade settlements.

#### Waycross Focused Core Equity Strategy

- First \$50M                0.50%
- Next \$50M                0.40%
- Balance                    0.35%

The client may terminate the agreement at any time upon written notice to Waycross and a pro rata portion of the quarterly fee will be applied.

Advisory fees discussed include payment solely for the investment advisory services provided by the Firm, which do not include mark-ups, markdowns, payment of brokerage commissions, custody fees, SEC fees, internal fees and expenses charged by funds, or other transaction costs. The custodian may charge transaction fees or commissions, wiring charges and other account maintenance fees. Waycross does not receive any of these fees.

As appropriate, SMA clients of Waycross may be solicited to invest in the Partnership, LLC, WAYFX or WAYEX. Under these circumstances, the portion of the client's account invested in the Partnership, LLC, WAYFX or WAYEX is excluded from the advisory fee calculation. With respect to the investment in the Partnership, however, the client will incur a pro-rata share of fees and expenses, including a performance-based fee, as set forth in the applicable Partnership offering documents. With respect to the investment in the LLC, however, the client will incur a pro-rata share of fees and expenses, as set forth in the applicable LLC offering documents. SMA clients are not obligated to invest in the Partnership, LLC, WAYFX or WAYEX. Any investment in the Partnership or LLC will be made only after the client has received the proper offering and subscription documentation and has had ample opportunity to review such documentation and to ask questions, if necessary.

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

Waycross GP, LLC charges the limited partners of the Partnership a fee based on a percentage of the profits generated by the investments in the Partnership. Fund Investors should be aware that performance-based compensation can create a conflict of interest, as there is an incentive for Waycross to make investments that are riskier or more speculative than would be the case in the absence of

performance compensation. In addition, in situations where certain Funds pay smaller performance compensation (due to the existence of a loss carryforward, a higher preferred return, different compensation rates and structures or otherwise), there is an incentive for Waycross to favor those Funds that pay higher performance compensation. We believe these potential conflicts of interest are mitigated through adherence to the strategy guidelines, exposures, and established risk parameters. In addition, to seek and mitigate this inherent conflict of interest even further for all Funds, Waycross will implement allocation policies and procedures (when necessary) that seek to ensure that strategy-appropriate investments are allocated among the Funds on an equitable basis.

The performance-based fee calculation is described in Item 5 and is only charged to “qualified clients” as defined in Item 4. The other accounts managed by Waycross are not charged a performance-based fee.

Waycross manages, at the same time, accounts that are charged a performance-based fee and accounts that are charged a fee only based on assets under management (referred to as “side-by-side” management). As a result, Waycross has an incentive to favor accounts for which Waycross receives a performance-based fee because such accounts could generate higher compensation. Clients should be aware that this creates a conflict of interest and may indirectly influence the way Waycross manages the client’s account. To address these conflicts of interest, Waycross has developed and implemented a Compliance Program, which includes a review of the services and the fees charged to clients.

As part of Waycross’ duties to clients, Waycross endeavors at all times to treat clients fairly without advantaging any client over another or benefiting Waycross to the detriment of the advisory clients.

## **Item 7      Types of Clients**

Waycross offers investment advice to individuals, high net worth (HNW) individuals, trusts, corporations, charitable organizations, small businesses, registered investment companies, and other pooled investment vehicles.

Waycross GP, LLC generally requires a minimum investment of \$1,000,000 to participate in the Partnership or LLC. Waycross GP, LLC has the ability to waive this requirement at its discretion.

We generally require that an individual client invest at least \$1,000,000 in our Separately Managed Accounts (SMAs). We waive this minimum when a client has assets invested in other strategies or we believe the relationship may grow to the \$1,000,000 minimum.

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

### Waycross Opportunity Fund, L.P.

Waycross makes use of deep fundamental research of companies and industries in the evaluation of all potential investments, both long and short investment ideas. Investments are publicly traded equity securities, principally common stocks, but to a lesser degree, convertible preferred stocks, mutual funds, ETFs, and other investment vehicles with equity-like characteristic including stock options. The long-term goal is capital appreciation, while controlling down-side risk and protecting principal. There can be no assurance that we will achieve these investment goals.

The Waycross portfolio management team rigorously analyzes each investment candidate, evaluating company-specific metrics ("key factors") deemed most likely to affect annual earnings. These key factors are identified and compared to the general economic outlook in order to assess the likelihood of persistence. Companies are selected based on an assessment of these key factors. Most of the investments are made in mid- and large capitalization stocks.

Generally, the common stock of companies which exhibit, or are likely to exhibit, an increasing revenue growth trend and stable or improving margins are potential candidates for purchase, while companies with flat or declining revenue trends and poor margins are candidates to sell their stocks short.

Though each potential investment is carefully analyzed, some additional known or unknown factors can cause the investment to lose money.

### **MATERIAL RISKS**

An investment in the Waycross Opportunity Fund, L.P involves financial and other risks and is only suitable for sophisticated investors who are using the strategies as part of an investment program and not their total investment portfolio. Potential investors should carefully review the risks involved in the context of their overall financial circumstances.

The Strategy holds investments in equity and equity-like securities that fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic conditions, such as a broad decline in stock market prices, conditions faced by a specific sector, such as a group of stocks in the same or comparable industries declining similarly, or by conditions affecting specific issuers, such as changes in earnings forecasts.

The Strategy engages in short sale transactions which involve the sale of securities that the fund does not own. This is done with the expectation that the security can be repurchased at a lower price sometime in the future. In a generally rising equity market, short positions may be more likely to result in losses because the environment would be more conducive for the securities sold short to increase in value.

Investments made in our limited partnership have limited liquidity and are not freely transferable.

Withdrawals are subject to restrictions and are generally only permitted at certain times and after prior written notice.

Though each potential investment is carefully analyzed, some additional factors, known or unknown, can cause the investment to lose money.

INVESTORS IN THE LIMITED PARTNERSHIP SHOULD BE ABLE TO BEAR A LOSS OF ALL OR PART OF PRINCIPLE INVESTMENT.

#### Waycross Managed Risk Equity Fund ("WAYEX")

WAYEX pursues its investment objective by investing under normal circumstances in long and short equity positions. Long positions are purchased with the intended goal of benefiting from rising valuations. When the Mutual Fund takes a long position in a security, it purchases the security outright.

Long positions principally consist of a portfolio of common stocks of mid-capitalization and large-capitalization companies with low valuations based on the Waycross' proprietary analysis. Waycross rigorously analyzes each investment candidate, evaluating company-specific metrics ("Key Factors") that it deems most likely to affect annual earnings, and then ranks the companies based on an assessment of these Key Factors. Following further analysis, Waycross buys stocks for the WAYEX mutual fund that it determines to have improving Key Factors that are available at reasonable valuations.

When the Mutual Fund takes a short position, it sells a security it does not own at the current market price by borrowing the security. WAYEX then hopes to be able to replace the borrowed security by purchasing the security later at a price lower than the price at which it sold the security short. Under normal circumstances, WAYEX will invest at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in equity securities traded in the U.S.

WAYEX will generally establish short positions in common stocks of mid-capitalization and large-capitalization companies. Securities are sold short based on the following criteria: 1) to seek to take advantage of companies that Waycross has identified as overvalued; 2) when Waycross determines that a company's Key Factors are weakening; and/or 3) to hedge market exposures from the WAYEX mutual fund's long positions.

Waycross will generally sell a long position when there is a material adverse change in the issuer's Key Factors and will generally cover a short position when there is a material positive change in the issuer's Key Factors. Further, when a security reaches or exceeds what the Firm determines to be fair value, the strategy typically requires that a security be sold (or covered in the case of a short sell). A security position may also be sold when Waycross believes other investment opportunities are more attractive or that the security is unlikely to benefit from current business, market, or economic conditions if a long position or the company's prospects have improved in the case of a short position. The WAYEX mutual fund may engage in frequent and active trading of securities as part of its principal investment strategy.

It is expected that the WAYEX mutual fund will generally maintain a net long exposure (i.e., the market value of the Fund's long positions minus the market value of the Fund's short positions) of 40-60% under normal market conditions and, at most, 60%.

#### MATERIAL RISKS

As with any mutual fund investment, there is a risk that you could lose money by investing in WAYEX. The success of the investment strategy depends largely upon the Firm's skill in selecting securities for purchase and sale by the mutual fund and there is no assurance that the WAYEX Mutual Fund will achieve its investment objective. Because of the types of securities in which the mutual fund invests and the investment techniques the Firm uses, the Mutual Fund is designed for investors who are investing for the long term. The Mutual Fund may not be appropriate for use as a complete investment program. Investors in the Mutual Fund must be prepared to bear the risk of loss.

#### Waycross Focused Equity Fund ("WAYFX")

WAYFX pursues its investment objective by investing under normal circumstances in long equity positions. Long positions are purchased with the intended goal of benefiting from rising valuations. When the Mutual Fund takes a long position in a security, it purchases the security outright.

The positions principally consist of a portfolio of common stocks of mid-capitalization and large-capitalization companies with low valuations based on the Waycross' proprietary analysis. Waycross rigorously analyzes each investment candidate, evaluating company-specific metrics ("Key Factors") that it deems most likely to affect annual earnings, and then ranks the companies based on an assessment of these Key Factors. Following further analysis, Waycross buys stocks for the WAYFX mutual fund that it determines to have improving Key Factors that are available at reasonable valuations.

Waycross will generally sell a position when there is a material adverse change in the issuer's Key Factors. Further, when a security reaches or exceeds what the advisor determines to be a fair value, the strategy typically requires that a security be sold. A security position may also be sold when Waycross believes other investment opportunities are more attractive or that the security is unlikely to benefit from current business, market, or economic conditions. The WAYFX mutual fund may engage in frequent and active trading of securities as part of its principal investment strategy.

#### MATERIAL RISKS

As with any mutual fund investment, there is a risk that you could lose money by investing in WAYFX. The success of the investment strategy depends largely upon the adviser's skill in selecting securities for purchase and sale by the mutual fund and there is no assurance that the WAYFX Mutual Fund will achieve its investment objective. Because of the types of securities in which the mutual fund invests and the investment techniques the adviser uses, the Mutual Fund is designed for investors who are investing for the long term. The Mutual Fund may not be appropriate for use as a complete investment program. Investors in the Mutual Fund must be prepared to bear the risk of loss.

## Waycross Advantage Fund, LLC

The Waycross Advantage Fund, LLC combines the deep fundamental research of companies and industries utilized in the Waycross Opportunity Fund, LP with a liquid and diversified bond ETF in order to reduce volatility while also increasing the equity exposure of a client's portfolio. Investments in private investments, which may include certain private funds managed by an Affiliate of the Firm, may comprise up to 80% of the total market value of the portfolio. Investments in investment-grade bonds, which may include individual bonds, bond funds and bond ETFs, may comprise up to 80% of the total market value of the portfolio. Mid-cap and large-cap equity securities may comprise up to 50% of the total market value of the portfolio. In certain limited circumstances, the Fund may invest in mutual funds and other investment companies registered under the Investment Company Act of 1940, including mutual funds sponsored by Affiliates of the Firm.

### MATERIAL RISKS

An investment in the Waycross Advantage Fund, LLC involves financial and other risks and is only suitable for sophisticated investors who are using the strategies as part of an investment program and not their total investment portfolio. Potential investors should carefully review the risks involved in the context of their overall financial circumstances.

The Strategy holds investments in equity and equity-like securities that fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic conditions, such as a broad decline in stock market prices, conditions faced by a specific sector, such as a group of stocks in the same or comparable industries declining similarly, or by conditions affecting specific issuers, such as changes in earnings forecasts.

The Strategy may invest in partnerships that engage in short sale transactions which involve the sale of securities that the fund does not own. This is done with the expectation that the security can be repurchased at a lower price sometime in the future. In a generally rising equity market, short positions may be more likely to result in losses because the environment would be more conducive for the securities sold short to increase in value.

The Strategy may invest in bonds, or in mutual funds or ETFs that invest in bonds. Bonds are subject to interest rate risk, which generally means that when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline. The return on bonds is dependent on the issuer of the security meeting its commitment to making agreed upon payments, which is referred to as credit risk.

The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the ETF's underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium or discount. This can create the risk that the Fund's value is reduced for undervalued ETFs it holds, and that the Fund receives less than NAV when selling an ETF.

Investments made in our limited liability company have limited liquidity and are not freely transferable. Withdrawals are subject to restrictions and are generally only permitted at certain times and after prior written notice.

Though each potential investment is carefully analyzed, some additional factors, known or unknown, can cause the investment to lose money.

#### Waycross Premier Fund, LLC

The Waycross Premier Fund, LLC combines the deep fundamental research of companies and industries utilized in the Waycross Opportunity Fund, LP, the Waycross Advantage Fund, LP, and the Waycross Focused Core Equity Strategy. Investments in private investments, which may include certain private funds managed by an Affiliate of the Firm, may comprise up to 80% of the total market value of the portfolio. Investments in investment-grade bonds, which may include individual bonds, bond funds and bond ETFs, may comprise up to 80% of the total market value of the portfolio. Mid-cap and large-cap equity securities may comprise up to 50% of the total market value of the portfolio. In certain limited circumstances, the Fund may invest in mutual funds and other investment companies registered under the Investment Company Act of 1940, including mutual funds sponsored by Affiliates of the Firm.

#### MATERIAL RISKS

An investment in the Waycross Premier Fund, LLC involves financial and other risks and is only suitable for sophisticated investors who are using the strategies as part of an investment program and not their total investment portfolio. Potential investors should carefully review the risks involved in the context of their overall financial circumstances.

The Strategy holds investments in equity and equity-like securities that fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic conditions, such as a broad decline in stock market prices, conditions faced by a specific sector, such as a group of stocks in the same or comparable industries declining similarly, or by conditions affecting specific issuers, such as changes in earnings forecasts.

The Strategy may invest in partnerships that engage in short sale transactions involving the sale of securities the fund does not own. This is done with the expectation that the security can be repurchased at a lower price sometime in the future. In a generally rising equity market, short positions may be more likely to result in losses because the environment would be more conducive for the securities sold short to increase in value.

The Strategy may invest in bonds or in mutual funds or ETFs that invest in bonds. Bonds are subject to interest rate risk, which generally means that yields on existing bonds become less attractive when interest rates rise, causing their market values to decline. The return on bonds is dependent on the issuer of the security meeting its commitment to making agreed upon payments, which is referred to as credit risk.

The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the ETF's underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium or discount. This can create the risk that the Fund's value is reduced for undervalued ETFs it holds, and that the Fund receives less than NAV when selling an ETF.

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Though each potential investment is carefully analyzed, some additional factors, known or unknown, can cause the investment to lose money.

#### Juniper Fund, LLC (the "LLC")

Investments in private investments, which may include certain private funds managed by an Affiliate of the Firm, may comprise up to 80% of the total market value of the portfolio. Investments in investment-grade bonds, which may include individual bonds, bond funds and bond ETFs, may comprise up to 80% of the total market value of the portfolio. Mid-cap and large-cap equity securities may comprise up to 50% of the total market value of the portfolio. In certain limited circumstances, the Fund may invest in mutual funds and other investment companies registered under the Investment Company Act of 1940, including mutual funds sponsored by Affiliates of the Firm.

#### MATERIAL RISKS

An investment in the Waycross Premier Fund, LLC involves financial and other risks and is only suitable for sophisticated investors who are using the strategies as part of an investment program and not their total investment portfolio. Potential investors should carefully review the risks involved in the context of their overall financial circumstances.

The Strategy holds investments in equity and equity-like securities that fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic conditions, such as a broad decline in stock market prices, conditions faced by a specific sector, such as a group of stocks in the same or comparable industries declining similarly, or by conditions affecting specific issuers, such as changes in earnings forecasts.

The Strategy may invest in partnerships that engage in short sale transactions which involve the sale of securities that the fund does not own. This is done with the expectation that the security can be repurchased at a lower price sometime in the future. In a generally rising equity market, short positions may be more likely to result in losses because the environment would be more conducive for the securities sold short to increase in value.

The Strategy may invest in bonds, or in mutual funds or ETFs that invest in bonds. Bonds are subject to interest rate risk, which generally means that when interest rates rise, yields on existing bonds

become less attractive, causing their market values to decline. The return on bonds is dependent on the issuer of the security meeting its commitment to making agreed upon payments, which is referred to as credit risk.

The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the ETF's underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium or discount. This can create the risk that the Fund's value is reduced for undervalued ETFs it holds, and that the Fund receives less than NAV when selling an ETF.

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#### Juniper Fund Cayman, LLC (the "LLC")

Investments in private investments, which may include certain private funds managed by an Affiliate of the Firm, may comprise up to 80% of the total market value of the portfolio. Investments in investment-grade bonds, which may include individual bonds, bond funds and bond ETFs, may comprise up to 80% of the total market value of the portfolio. Mid-cap and large-cap equity securities may comprise up to 50% of the total market value of the portfolio. In certain limited circumstances, the Fund may invest in mutual funds and other investment companies registered under the Investment Company Act of 1940, including mutual funds sponsored by Affiliates of the Firm.

#### MATERIAL RISKS

An investment in the Waycross Premier Fund, LLC involves financial and other risks and is only suitable for sophisticated investors who are using the strategies as part of an investment program and not their total investment portfolio. Potential investors should carefully review the risks involved in the context of their overall financial circumstances.

The Strategy holds investments in equity and equity-like securities that fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic conditions, such as a broad decline in stock market prices, conditions faced by a specific sector, such as a group of stocks in the same or comparable industries declining similarly, or by conditions affecting specific issuers, such as changes in earnings forecasts.

The Strategy may invest in partnerships that engage in short sale transactions involving the sale of securities the fund does not own. This is done with the expectation that the security can be repurchased at a lower price sometime in the future. In a generally rising equity market, short positions may be more likely to result in losses because the environment would be more conducive for the securities

sold short to increase in value.

The Strategy may invest in bonds, or in mutual funds or ETFs that invest in bonds. Bonds are subject to interest rate risk, which generally means that yields on existing bonds become less attractive when interest rates rise, causing their market values to decline. The return on bonds is dependent on the issuer of the security meeting its commitment to making agreed upon payments, which is referred to as credit risk.

The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the ETF's underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium or discount. This can create the risk that the Fund's value is reduced for undervalued ETFs it holds, and that the Fund receives less than NAV when selling an ETF.

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Though each potential investment is carefully analyzed, some additional factors, known or unknown, can cause the investment to lose money.

INVESTORS IN THE LIMITED LIABILITY COMPANY SHOULD BE ABLE TO BEAR A LOSS OF ALL OR PART OF PRINCIPLE INVESTMENT.

#### Separately Managed Accounts ("SMAs")

Separately Managed Account portfolios are created after discussing each client's investment goals and objectives. A client's risk tolerance drives the asset allocation target for the equity/fixed income split in the portfolio.

The equity selection process utilizes the same deep fundamental research described above to identify attractive investment opportunities in primarily mid and large capitalization common stocks. Preference is given to reasonable priced stocks of companies which have strong business models and positive earnings outlooks. Investments are chosen with a longer-term time horizon in mind and security annual turnover will normally be low. The portfolio is diversified across the economic sectors. Changes to the portfolio are made when a company's mid to long-term outlook changes or when general economic conditions affect the portfolios.

Fixed income investments are composed of commingled investments such as mutual funds, ETFs, and money market funds. Fixed income type investments are selected with the purpose of protecting capital and generating income.

#### MATERIAL RISKS

All of the investments in the SMAs are subject to changes in market value and may lose principal value.

Changing economic conditions, political environment, company specific earnings outlook, and interest rate levels may cause changes in portfolio value. These items, and others, may cause your account to generate both short term and long-term taxable gains and losses. You should be prepared to bear the risk of loss.

## GENERAL RISKS

**Legal and Regulatory Matters Risks:** Legal developments which may adversely impact investing and investment-related activities can occur at any time. "Legal Developments" means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). Our management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.

**System Failures and Reliance on Technology Risks:** Our investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems' conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable, and result in consequences such as the inability to trade for or monitor client accounts and portfolios. If such circumstances arise, the Investment Committee will consider appropriate measures for clients.

**Cybersecurity Risk:** A portfolio is susceptible to operational and information security risks due to the increased use of the internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers' and our business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy

and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While we have established business continuity plans and risk management systems designed prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

**Pandemic Risks:** The recent outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot necessarily be foreseen at the present time. This has created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the recent coronavirus outbreak or future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. These pandemics and other epidemics and pandemics that may arise in the future could result in continued volatility in the financial markets and could have a negative impact on investment performance.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above. There can be no assurance the portfolio will attain its investment objectives and could lose money.

Potential Fund investors should read the Offering Documents carefully in its entirety, and consult their own legal, tax and investment advisers before deciding whether to invest in any Fund. Investors in the public funds should review the prospectus and statement of additional information for information on the mutual fund's risks.

## **Item 9      Disciplinary Information**

There have been no disciplinary or legal actions taken against Waycross, nor any member of the organization.

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

No employee of Waycross is a registered broker-dealer, commodity trading adviser, or involved in selling insurance or any financial products.

Wayscross Holdings, Inc. is a controlling party of Waycross. Benjamin H. Thomas is the President of

Waycross Holdings, Inc.

Integrity Holdings, LLC is a controlling party of Waycross. Mathew Bevin is the Managing Member of Integrity Holdings, LLC.

Waycross has an agreement to provide investment advisory services for Waycross GP, LLC. Waycross is the general partner of Waycross Opportunity Fund, L.P. and the Manager of the Waycross Advantage Fund, LLC.

Waycross is also the investment manager of Waycross Managed Risk Equity Fund ("WAYEX") and the Waycross Focused Equity Fund ("WAYFX").

While we do not believe these services create a material conflict of interest between the firm and its other clients, Waycross has adopted policies and procedures to mitigate and manage any such conflicts as described throughout this brochure.

Waycross does not recommend or select other investment advisers for our clients nor have other business relationships with those advisers for which we receive compensation directly or indirectly from those advisers.

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

Each employee must act in accordance with the Firm's and each individual's fiduciary responsibility. The Waycross Code of Ethics includes the following standards:

- i. Place the interest of the clients first;
- ii. All personal securities transactions must be conducted in such a manner as to be consistent with the Firm's compliance program and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility;
- iii. All material facts concerning any conflict of interest must be disclosed;
- iv. Employees must not take inappropriate advantage of their positions;
- v. Information concerning the identity of security holdings and financial circumstances of clients is confidential;
- vi. Independence in the investment decision-making process is paramount;
- vii. All employees must comply with applicable federal securities law; and
- viii. All employees are to report violations of the Firm's code of ethics promptly to the Chief Compliance Officer.

In addition, Waycross has adopted the CFA Institute's Asset Manager Code of Professional Conduct. Embedded in this Code of Conduct is also a Code of Ethics and Standards of Professional Conduct.

A copy of these Codes is available upon request or can be viewed at the following link.

Waycross buys and sells securities for the funds that it manages that are also recommended to individual clients. Advisory representatives and employees are also permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for all client account(s). Personal securities transactions by advisory representatives and employees raise the potential for conflicts of interest when they trade in a security that is owned by you or considered for purchase or sale for you.

We have adopted policies and procedures that are intended to address these conflicts of interest. At the time of employment, and annually, each employee signs a statement agreeing to abide by our policies and procedures. These policies and procedures:

- i. require our advisory representatives and employees to act in your best interest,
- ii. prohibit favoring one client over another, and
- iii. provide for the review of transactions to discover and correct any trades placed on the same day as that of a client.

More specifically, Waycross investment professionals may not trade any publicly traded securities listed under the Firm's restricted coverage list unless each trade is approved in advance by our Chief Compliance Officer or his designee. No investment professional may trade a security at any time within one day before or after an account executes a trade with respect to such security. All investment professionals of Waycross are required to submit reports to the Chief Compliance Officer of all personal trades in publicly traded equity securities not later than 30 days after the end of each calendar quarter. Advisory representatives and employees must follow Firm procedures when purchasing or selling the same securities purchased or sold for clients.

As disclosed above, Waycross is the general partner to Waycross Opportunity Fund, L.P. Waycross recommends, on a fully disclosed basis, that certain clients invest in the Funds. As such, a conflict of interest exists to the extent that Waycross recommends that clients invest in the Private Fund. Waycross does not receive any additional compensation if a client invests in the Fund. Nonetheless, a conflict of interest exists when Waycross recommends that its advisory clients invest in the Fund because of the Firm's desire to promote the success of the Fund and because of the potential for Waycross to earn more compensation from managing the client's assets through the Fund in the form of performance fees. Nonetheless, the Firm requires that any recommendations made to clients to invest in the Funds be in the best interest of its clients.

Donations to Charities: From time to time, Waycross (or its supervised persons) donates to charitable organizations that are affiliated with clients, are supported by clients, and/or are supported by an individual employed by one of our clients. In general, such donations are made in response to requests from clients, or their personnel. Because such contributions could result in the recommendation of Waycross or its products, such contributions can raise a potential conflict of interest. As a result, Waycross maintains procedures that monitor the dollar amount and frequency of charitable contributions and requires that all contributions be made directly to the charitable organization.

(normally a 501(c)(3) organization). No contribution will be made if the contribution implies that continued or future business with Waycross depends on making such contribution.

## **Item 12 Brokerage Practices**

Waycross Opportunity Fund, L.P., Waycross Advantage Fund, LLC, Waycross Premier Fund, LLC, WAYEX, WAYFX, Juniper Fund, LLC and Juniper Fund Cayman, LLC

Waycross is responsible for the placement of the portfolio transactions of the Partnership, the LLC, WAYEX, WAYFX and the negotiation of any commissions or spreads paid on such transactions. Portfolio securities normally will be purchased through brokers on securities exchanges or directly from the issuer or from an underwriter or market maker for the securities. Purchases of portfolio instruments through broker-dealers involve a commission to the broker-dealers.

Purchases of portfolio securities from broker-dealers serving as market makers include the spread between the bid and the asked price. Securities transactions will be executed by broker-dealers selected by Waycross in its sole discretion. In appointing additional prime brokers or broker-dealers, Waycross may select such broker-dealers on the basis of a variety of factors, including the following: the ability to affect prompt and reliable executions at favorable prices; the operational efficiency with which transactions are effected; the financial strength, integrity and stability of the broker; the quality, the competitiveness and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying Waycross' other selection criteria.

Waycross engages in soft dollar transactions. A potential exists for a conflict of interest to arise if commissions are used to pay for services that could be considered "mixed use" i.e., products or services that provide both research and non-research benefits. If this condition does arise, we will make a good faith effort to allocate such items reasonably and prepare and maintain appropriate records.

In addition, Waycross may execute trades with broker-dealers with whom the Partnership, the LLC, WAYEX, and WAYFX has other business relationships, including prime brokerage, credit relationships and capital introduction relationships or with broker-dealers that have invested, either directly or through affiliates, in entities managed by Waycross. Waycross is authorized to pay higher prices for the purchase of securities from or accept lower prices for the sale of securities to brokerage firms that provide it with investment and research information or to pay higher commissions to such firms if Waycross determines such prices or commissions are reasonable in relation to the overall services provided. A portion of the commissions generated on the brokerage transactions generate "soft dollar" credits that Waycross will be authorized to use to pay for research or brokerage services used by Waycross consistent with the "safe harbor" provisions of Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (the "1934 Act").

Research services furnished by broker-dealers include, but are not limited to, written information and

analyses concerning specific securities, companies, or sectors; market, financial and economic studies, and forecasts; statistics and pricing or appraisal services, as well as discussion with research personnel. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

Research and execution services furnished by broker-dealers may be used in servicing any or all of the clients of the Firm and may be used in connection with accounts other than those which pay commissions to the broker-dealer providing the products and services.

#### Separately Managed Accounts (SMAs)

Brokerage for SMAs, the commission rates paid, and the broker-dealers selected for the execution of the transactions are determined by Waycross. Waycross will generally recommend Schwab for custodial services. Factors that Waycross considers in recommending Schwab include historical relationship with Waycross, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Waycross' clients shall comply with Waycross' duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Waycross determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Waycross will seek competitive rates, it may not necessarily obtain the lowest possible commission or transaction rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Waycross' investment management fee.

Wayscross also receives benefits from Schwab because they include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; and discounts on compliance, marketing, research, technology, and practice management products or services available to Waycross by third-party vendors. Some of the products and services made available by Schwab benefit Waycross but may not benefit all Client accounts. These products

or services assist Waycross in managing and administering Client accounts. Other services made available by Schwab are intended to help Waycross manage and further develop its business enterprise. As part of its fiduciary duties to clients, Waycross endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Waycross or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Waycross' choice of Schwab for custody and brokerage services. Waycross addresses this potential conflict of interest by establishing a compliance program that monitors the services (including execution) provided by Schwab to help ensure their platform is utilized with the best interests of our clients at the forefront.

#### Aggregation of Transactions

Waycross aggregates transactions across its Partnership, LLC, WAYEX, WAYFX, and SMAs when in its clients' best interest. Waycross must reasonably believe that the block trade is consistent with its efforts to achieve best execution and will benefit each client participating in the block trade equally. The average price of the security in each block trade is allocated to each account that participates in the trade. Client accounts that participate in the same block trade are charged commissions, if applicable, as described in their advisory agreements.

Prior to entry of a block trade, using its trade order management system, Waycross identifies the group of client accounts participating in the order. If a block trade cannot be fully executed by the end of the business day, the securities purchased or sold are allocated in a way that is consistent with the initial pre-allocation of the trade. This is done in a way that does not advantage or disadvantage any client accounts. If an account is added to the block trade after the first business day of trading, it is accorded a prorated share of the remaining block as it is traded.

Changes in allocation before final execution may be made provided that all client accounts receive fair and equitable treatment. A written explanation of the reason for any material change in the allocation is documented no later than the morning following the execution of the trade

Where Waycross executes orders directly for its advisory clients, Waycross has implemented a process to enter client orders received contemporaneously by the Trading Desk on a rotational basis for fairness to its advisory clients. No personal transactions for any Waycross employees are ever aggregated with Waycross client transactions.

#### Initial Public Offerings

From time to time as permitted by applicable offering documents, Waycross purchases securities that are part of an initial public offering (IPOs) or new issues in accordance with applicable Financial Industry Regulatory Authority (FINRA) rules. FINRA rules prohibit certain "Restricted Persons" from participating in IPOs or new issues. Therefore, the profits and losses from IPOs or new issues will generally be allocated to Investors in the Partnership and LLC that are not Restricted Persons. Nevertheless, Waycross may avail itself of a "de minimis" exemption pursuant to which a portion of any new issue profits and losses may be allocated to Restricted Persons.

Accordingly, the rate-of-return experienced by investors who participate fully in the profits and losses from IPOs or new issues may differ materially from that of investors who are Restricted Persons. Investors should review the respective offering document of the Partnership for complete information on new issues restrictions.

In addition, with respect to the SMAs, Waycross' policy is to allocate investment opportunities among these SMAs fairly and equitably.

It is Waycross' policy that a client must not be disadvantaged for trade errors attributed to Waycross. Trades are amended to reflect the original intent for the client. If this change results in a loss, Waycross will reimburse this loss to the client. If this change results in a gain, that gain is applied to the client's account.

Jefferies LLC ("Jefferies") acts as the Funds prime broker and custodian. Waycross has agreed to participate in Jefferies' Capital Introduction Services, whereby Jefferies introduces fund managers to investors reasonably believed to be sophisticated accredited investors that have an interest in Waycross' services. Jefferies does not charge Waycross or potential investors a separate fee for this service and Waycross does not direct order flow for client referrals. However, this arrangement causes a conflict of interest, as it gives Waycross an incentive to cause trades to be executed through Jefferies rather than another broker-dealer and for Waycross to preference Jefferies over other custodians. Waycross, nevertheless, acknowledges its duty to seek best execution of trades for client accounts and has policies and procedures in place to monitor for best execution.

## **Item 13      Review of Accounts**

Waycross Opportunity Fund, L.P., Waycross Advantage Fund, LLC, Waycross Premier Fund, LLC, WAYEX, WAYFX, Juniper Fund, LLC, and Juniper Fund Cayman, LLC

The investments in the portfolios which constitute the Partnership, LLC, WAYFX, and WAYEX are monitored daily. Each morning, the news and price action of the securities in the portfolios are reviewed. Any information that is likely to change our outlook on the economic factors that constituted the basis for our positions in the investments is discussed by the investment team. Special consideration is given to any information that we feel may change the near-term earnings outlook for a company.

Unexplained price action of a stock can also trigger a more thorough investigation of what factors may be causing significant gains or losses.

A decision to buy or sell a security is normally based upon a combination of bottom-up and top-down evaluation process with a longer-term focus.

The investments are reviewed each day the New York Stock Exchange is open for business by Benjamin Thomas, the Chief Investment Officer and/or other investment professionals at Waycross.

### Separately Managed Accounts (SMAs)

The holdings in the individually managed portfolios are selected based upon their strong business positions and long-term profit outlook, and therefore, low security turnover is anticipated. However, news affecting the holdings is reviewed daily and each portfolio is reviewed weekly by the investment professionals of Waycross to ensure proper cash flow management and security weighting.

For portfolios which contain fixed income type investments, the percentage weighting of equity and equity-like investments and bonds and bond-like investments will be reviewed at least monthly and rebalanced when market conditions seem appropriate.

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

Waycross does, from time to time, enter into referral agreements with outside third parties who refer clients to us. We compensate these parties by sharing a portion of the fees paid by the client. The management fees paid by an investor are not increased as a result of any arrangement. When this type of arrangement is employed, it is fully disclosed, in writing, to the client at the time of the referral.

## **Item 15      Custody**

We do not serve as a qualified custodian of client accounts. However, because we act as investment adviser and manager to the Partnership and LLC, Waycross is deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have the Partnership and LLC audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB). We seek to send the audited financials to each investor within 120 days of the Fund's fiscal year end.

In addition, Waycross is deemed to have "constructive custody" under regulatory guidelines to the extent certain clients authorize Waycross to directly debit the Firm's advisory fees from the client's independent custodian consistent with industry practices and regulatory guidelines.

The SMAs advised by Waycross receive periodic portfolio statements and/or commentary from Waycross. SMA clients receive monthly statements from their independent brokerage or bank qualified custodians. Waycross provides clients with itemized fee invoices on a calendar quarterly basis which includes a complete breakdown of how the fee is calculated. Clients are urged to carefully review each statement and fee invoice in order to verify that all account transactions, holdings and values are correct and current.

## **Item 16      Investment Discretion**

Waycross has full investment discretion to buy and sell securities on behalf of the Partnership and LLCs. Investors sign a subscription agreement that provides Waycross limited power of attorney.

Clients that have SMAs execute an investment management agreement that includes a limited power of attorney giving Waycross full discretion to manage their portfolios.

Under certain circumstances, Waycross provides model portfolios to institutional investors. Assets invested through these models are done at the advisement of Waycross, but Waycross has no discretion or visibility as to how or when the models are applied.

## **Item 17      Voting Client Securities**

Unless otherwise specified in client agreements, Waycross has a fiduciary responsibility for voting proxies for companies whose securities are owned in client portfolios (For accounts that Waycross is not granted authority to vote on the client's behalf, clients are encouraged to vote their proxies in a manner consistent with their best interests.). Proxy voting policies are to be formulated to assure that proxy votes are cast in the best interest of clients. Waycross recognizes the unique nature of voting proxies on behalf of Taft Hartley or union plans and has formulated proxy voting policies to assure that votes are cast in the best interest of plan participants. To assist Waycross in formulating and implementing an objective policy framework for voting proxies, Waycross has engaged Institutional Shareholder Services, Inc ("ISS"). At their inception, all new applicable clients are to be provided with a summary of Waycross voting guidelines. These policies are to include the oversight of all Proxy Voting administration.

### **Policy Summary**

Waycross will vote all proxies on behalf of clients' accounts in accordance with the ISS Recommendations that best represent the client type. Specifically, unless otherwise directed by a client, Waycross will vote:

- Corporate, Mutual Fund/Sub-Advised, and Commingled Pools in accordance with the ISS Benchmark Proxy Voting Guidelines. ISS developed these management-oriented guidelines to increase total shareholder value and risk mitigation.
- Union and Union Taft-Hartley clients in accordance with the ISS Taft-Hartley Proxy Voting Guidelines. ISS developed these guidelines in conjunction with the AFL-CIO, to vote shares in the interests of plan participants and beneficiaries based on a worker-owner view of long-term corporate value.
- Public Fund clients in accordance with the ISS Public Fund Proxy Voting Guidelines. ISS designed these guidelines to help ensure that public funds fulfill all statutory and common law

obligations governing proxy voting with the intent of maximizing long-term economic benefits of its plan participants, beneficiaries, and citizens of the state in which the fund resides.

- Not-For-Profit (including Endowments and Foundations) clients in accordance with ISS Socially Responsible Investment Proxy Voting Guidelines. These guidelines recognize that socially responsible institutional shareholders are concerned not only with economic returns to shareholders and sound corporate governance, but also with the ethical behavior of corporations and the social and environmental impact of their actions.

Additional information about ISS and the ISS Recommendations is available at [www.issgovernance.com](http://www.issgovernance.com). To review specific aspects of the ISS Recommendations, select "Policy Gateway" from the ISS website's menu, then "Current Voting Policies," and either "Americas" for the U.S. Benchmark Proxy Voting Guidelines or "Specialty Policies" for any of the other ISS Recommendations offered by Waycross.

Wayscross will only accept directions from a client to vote proxies for its account pursuant to the ISS Recommendations selected or accepted by the client. Of course, clients are always welcome to retain proxy voting authority, revoke previously granted proxy voting authority, or select one of the other proxy voting guidelines offered by Wayscross and ISS at any time.

In the rare event that a client chooses to delegate proxy voting to Wayscross, does not wish to choose any of the ISS Recommendations offered by Wayscross, and is not subject to any legal duty to vote in accordance with any specific guidelines, the client may opt to direct ISS to auto vote all of its proxies in favor of management.

Wayscross understands the importance of exercising its clients' votes and will take all reasonable steps to exercise this right in all cases. However, in some circumstances, it is impractical or sometimes impossible for Wayscross to vote. For example, with respect to clients that have elected to participate in securities lending, it is generally impractical and sometimes impossible for Wayscross to call back securities to vote proxies.

### **Conflict of Interest**

Wayscross is committed to acting in a consistent and transparent manner. Our principal objective when voting proxies or when deciding whether and, if so, how to engage with a company is to ensure that we fulfill our fiduciary duty by acting in the interests of our clients at all times.

If Wayscross determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, we will address matters involving such conflicts of interest as follows:

1. If a proposal is addressed by the specific policies herein, Wayscross will vote in accordance with such policies;
2. If the Company believes it is in the best interest of our clients to depart from the specific policies provided for herein, we will be subject to the requirements of 3 or 4 below, as applicable;
3. If the proxy proposal is (a) not addressed by the specific policies or (b) requires a case-by-case

determination, Waycross will vote such proxy as it determines to be in the best interest of the client, without taking any action described in 4 below, provided that such vote would be against the Company's own interest in the matter (i.e., against the perceived or actual conflict). The Company will memorialize the rationale of such vote in writing; and

4. If the proxy proposal is (a) not addressed by the specific policies or (2) requires a case-by-case determination by the Company, and the Company believes it should vote in a way that may also benefit, or be perceived to benefit, its own interest, then Waycross will take one of the following actions in voting such proxy:
  - a. delegate the voting decision for such proxy proposal to an independent third party;
  - b. delegate the voting decision to an independent committee of partners, members, or other representatives of the client, as applicable;
  - c. inform the clients in the investment of the conflict of interest and obtain consent to vote the proxy as recommended by us; or
  - d. obtain approval of the decision from the Company's CCO and third party Legal Advisors.

#### Proxy Voting Records

Clients may obtain a copy of the proxy voting record or a copy of the Waycross proxy voting procedures by contacting our office at (502) 410-1900 or by email inquiry at [waycross@waycrosspartners.com](mailto:waycross@waycrosspartners.com).

#### CLASS ACTIONS AND OTHER LITIGATION MATTERS

Sometimes securities held in the accounts of clients will be the subject of class action lawsuits. Waycross has engaged ISS– Class Action Services, LLC ("SCAS") to provide a comprehensive review of our clients' possible claims to a settlement throughout the class action lawsuit process. SCAS actively seeks out any open and eligible class action lawsuits. Additionally, SCAS files, monitors, and expedites the distribution of settlement proceeds in compliance with SEC guidelines on behalf of our clients. SCAS's filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. In recognition of SCAS's services, SCAS receives 10% of our clients' share of the settlement distribution. When Waycross receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by clients, it will work to assist clients and SCAS in the gathering of required information and submission of claims. Clients are automatically included in this service but may Opt-Out notifying Waycross in writing. If a client Opts-Out, Waycross and SCAS will not monitor class action filings for that client.

## **Item 18 Financial Information**

As a matter of firm policy and practice, our Firm will not charge or earn advisory fees in excess of

\$1,200 more than six months in advance of the services rendered.

Neither the Partnerships nor their representatives have been subject to any bankruptcy proceeding during the last ten years and we are not aware of any financial impairment that would preclude Waycross from fulfilling its obligations to deliver the agreed upon products or services to its clients.