

# **ROTHSCHILD CAPITAL PARTNERS, LLC**

## **Brochure**

Part 2A of Form ADV March 28, 2024

### **ANNUAL UPDATING AMENDMENT**

This brochure provides information about the qualifications and business practices of Rothschild Capital Partners, LLC (“Rothschild Capital Partners” or the “Adviser”). 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. If you have any questions about the contents of this Brochure, please contact us at the telephone number listed below.

Rothschild Capital Partners, LLC is an SEC-registered investment adviser; such registration, however, does not imply a certain level of skill or training.

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Additional information about Rothschild Capital Partners, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: Material Changes**

This Annual Updating Amendment provides additional detail regarding the Adviser's wealth planning business that was first disclosed in our Other-Than-Annual Amendment filed on September 13, 2023.

Our brochure may be requested, free of charge at any time, by contacting Michael Levenson at (646) 755-3215 or [michael@rothcap.com](mailto:michael@rothcap.com).

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#### **Item 4: Advisory Business**

Rothschild Capital Partners, LLC (“Rothschild Capital Partners” or the “Adviser”) is a Delaware limited liability company that was formed in 1997. Rothschild Capital Partners changed its name from RT Capital Management, LLC in March of 2013.

Rothschild Capital Partners provides discretionary portfolio management services to:

- i. two private funds (each, a “Fund,” and together, “The Funds”) that are offered to high-net worth, financially sophisticated individuals, and institutional investors that may include banks or thrift institutions, investment companies, pension and profit sharing plans, trusts, estates, government plans or other business entities; and
- ii. individuals, charitable organizations, individual retirement accounts, and trusts in separately managed accounts (“SMAs”) (sometimes referred to individually herein as “Legacy SMAs”)<sup>1</sup>, pursuant to an investment management agreement entered into by Rothschild Capital Partners and each client;

The Adviser also engages in wealth planning and consulting services, pursuant to a Financial Planning and Consulting Agreement entered into by Rothschild Capital Partners and each wealth planning and consulting client. The Adviser offers wealth planning and consulting services within its Wealth Planning Division. If a client receives wealth planning and consulting services from the Adviser, that client may or may not have an SMA with the Adviser.

Prior to engaging Rothschild Capital Partners to provide any of the foregoing investment advisory services, clients are required to enter into a written agreement with Rothschild Capital Partners setting forth the terms and conditions under which Rothschild Capital Partners renders its services.

In certain circumstances, the Adviser’s investment advisory services may be tailored to the individual needs of each client and clients may impose restrictions on investing in certain securities or types of securities.

While we manage each Fund to achieve that Fund’s investment objective, we do not tailor our portfolio management decisions to the individual needs of any individual investor in a Fund. As a result, no investor may impose restrictions on the way we manage the Funds. The specific investment strategy of each Fund is set forth in such Fund’s offering documents and the investment guidelines of each SMA is set forth in each SMA client’s investment management agreement with Rothschild Capital Partners.

In addition, certain of Adviser’s Legacy SMA clients executed an operating agreement with Vance 1530 JV LLC (“Vance JV”), a private placement that consists of an income-producing commercial real estate holding and received equity interests as Members.<sup>2</sup>

The SMA clients pay the Adviser an asset-based management fee. To the extent not included as part of the firm’s investment management services, the Adviser may charge a fixed fee for wealth planning and consulting services.

The Funds pay the Adviser an asset-based management fee and allocate to the Adviser’s affiliates certain performance-based compensation. Such methods of compensation are described in Item 5 and Item 6 herein.

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<sup>1</sup> The term “Legacy SMAs” refers to SMAs, clients, and affiliates that have been associated with the Adviser in an Adviser-Client relationship (in some form) for more than one (1) year prior to December 31, 2023.

<sup>2</sup> Rothschild Capital Partners CEO David Rothschild, and Rothschild Capital Partners former Head of Real Estate Thomas Brodie, each own 50% of Vance MM.

## Investment Decisions - The Funds

David D. Rothschild is the principal owner of Rothschild Capital Partners and serves as its Managing Partner. David is a member of the Adviser's Investment Committee (the "Investment Committee"). The Investment Committee includes David, Jason B. Wood (Chief Investment Officer of the Adviser), and Leonard D. Rodman (Portfolio Manager for the Adviser). The Investment Committee is responsible for the investment decisions of the Funds. The Investment Committee is not responsible for the investment decisions of the SMAs.

The Adviser currently provides investment advisory services to the following two private funds:

- **Rothschild Cornerstone Fund, LP (the "Rothschild Cornerstone Fund")**, a Delaware limited partnership, which was created in 2003, invests primarily in equities. Rothschild Cornerstone Fund also augments its portfolio with a variety of asset classes, including short-duration bonds, exchange-traded funds, derivatives, and cash.
- **Rothschild Technology Partners, LP ("Rothschild Technology Partners")**, a Delaware limited partnership, was formed in 1997 and focuses primarily on investments in the technology sector. Rothschild Technology Partners is closed to new investors.

## Investment Decisions – SMAs

Jason B. Wood, Leonard D. Rodman, John S. Dame, and Margo A. Cook are responsible for the investment decisions of the SMAs (together referred to herein as "SMA Managers").

***Please see Item 8 for a more detailed discussion of the Adviser's Methods of Analysis and Investment Strategies.***

**Assets Under Management.** As of December 31, 2023, Rothschild Capital Partners had approximately \$351,295,209 in regulatory assets under management, all of which it manages on a discretionary basis.

## Wealth Planning and Consulting

Rothschild Capital Partners offers clients a broad range of comprehensive wealth planning and consulting services within its Wealth Planning Division. These services are tailored to the individual needs of the client, but may include income planning, cash flow analysis, saving needs, future state analysis, and budgeting.

## Item 5: Fees and Compensation

### The Funds

**Management Fee.** Rothschild Capital Partners is paid an asset-based fee (the "Management Fee") from the Funds. The Management Fee for Rothschild Technology Partners and the Rothschild Cornerstone Fund is calculated and paid quarterly at a rate of 0.25% of the net asset value ("NAV") of the capital account of each limited partner in Rothschild Technology Partners and the Rothschild Cornerstone Fund.

The Management Fee is paid in advance at the beginning of the first month of each calendar quarter. Fees are withdrawn directly from the Funds' accounts, payable to Rothschild Capital Partners.

Rothschild Capital Partners utilizes the services of the accounting firm Raines & Fischer, LLP to calculate the Management Fee for the Funds.

The Management Fee is negotiable with respect to particular investors in the Funds and the Adviser may, in its sole discretion, waive all or part of the Management Fee with respect to any individual partner in any of the Funds. In the event a limited partner withdraws prior to the end of a calendar quarter, the Management Fee will be prorated based upon a limited partner's actual period of ownership of its investment in the relevant Fund.

**Incentive-Based Compensation.** In addition, the Adviser's affiliates, Rothschild Cornerstone GP, LLC and RT GP, LLC (together, the "General Partners"), are entitled to receive an annual incentive allocation from the Rothschild Cornerstone Fund and Rothschild Technology Partners, respectively, in their capacities as general partners of such funds as discussed in Item 6.

***Please see Item 6 for a further discussion of the determination of performance-based compensation.***

**Other Expenses.** Each Fund also pays for all expenses in connection with its establishment, maintenance and operations, including accounting and legal expenses, prime broker fees, insurance costs, trading expenses relating to the investment of the assets of each Fund including without limitation, all brokerage commissions, and other trading costs and fees. ***Please see Item 12 for a discussion of Rothschild Capital Partners' brokerage practices.***

## **SMAs**

**Management Fee.** Rothschild Capital Partners charges only an asset-based fee to its SMA clients pursuant to an agreed upon schedule per each investment management agreement (the "SMA Management Fee"). Typically, the SMA Management Fee is between an annual rate of seven-eighths of one percent (0.875%) of the NAV of an SMA client's account and 1% of the NAV of an SMA client's account. The Adviser reserves the right to discount from the foregoing fee schedule.

**Management Fee for Legacy SMA**s. Legacy SMA clients may receive a discount for wealth planning, consulting, and investment advisory services because of the length of the relationship between the Adviser and the Legacy SMA client.

**Method of Billing for SMAs.** Legacy SMA clients are billed on each individual account managed by the Adviser. Other SMA clients are billed on the sum of their total assets under management with the Adviser.

The SMA Management Fee is calculated and the Custodian deducts the fees quarterly, in advance, in an amount equal to one quarter of the appropriate fee level of the NAV of the SMA at the beginning of the first month of each calendar quarter. Assets managed in Adviser's Funds are excluded from the billable NAV.

Payment of the SMA Management Fee is due within the first month. For new accounts, the SMA Management Fee is prorated based upon the actual period of assets entering the custodial bank's domain. The Adviser may, in its sole discretion, waive all or part of the Management Fee with respect to any account.

The Adviser's employees verify clients' NAV using the Adviser's portfolio accounting systems, PC<sup>3</sup> or Tamarac, both of which pull data directly from the Qualified Custodian. The fees are then calculated in the relevant accounting system using the agreed upon rate schedule and checked for accuracy by

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<sup>3</sup> The Adviser intends to transition the Legacy SMA's and the Funds from PortfolioCenter to Envestnet/Tamarac during calendar year 2024. Some of the Adviser's SMA's are already utilizing Envestnet/Tamarac.

comparing a sampling of accounts against their NAVs and fee schedule. In the case of the Legacy SMAs, the Adviser's independent accountant then reviews the fees.

The calculated fees for each account are submitted to the Qualified Custodian who debits the accounts and credits the Adviser's fee account. For new accounts, the SMA Management Fee is prorated based upon the actual period of assets entering the custodial bank's domain.

An existing client has the right to make a total withdrawal from its Custodial Account (resulting in a termination with respect to all of the account) according to the terms of their investment management agreement with the Adviser. A client making such a withdrawal will be entitled to a prorated rebate of pre-paid SMA Management Fees for such partial periods. If a portion of a withdrawing client's capital consists of an illiquid private equity investment or a liquid private equity investment, the Adviser, in its sole discretion, (i) may choose not to distribute such Investment(s) to a client until such investment(s) are liquidated from the SMA Client's portfolio and, (ii) may hold the withdrawing client's assets attributable to such investment(s) in a liquidating trust. The Adviser will continue to earn fees with regards to such investments.

Rothschild Capital Partners has the right to terminate the investment advisory agreement with an SMA client upon written notice, in which case the respective client will similarly be entitled to a prorated rebate of pre-paid SMA Management Fees for such partial periods.

**Other Expenses.** SMA clients pay for all expenses in connection with the establishment, maintenance and operations of their account, including custodian fees and trading-related expenses relating to the investment of the assets of the account including, without limitation, all brokerage commissions and other trading costs and fees. *Please see Item 12 for a discussion of the Adviser's brokerage practices.*

### **Wealth Planning and Consulting Services**

To the extent not included as part of the firm's investment management services, Rothschild Capital Partners may charge a fixed fee for wealth planning and consulting services. This fee will be paid quarterly, and the fee amount will vary depending upon the level and scope of the services and the professional rendering the financial planning.

Prior to engaging Rothschild Capital Partners to provide wealth planning, reporting and/or consulting services, clients are required to enter into a Financial Planning and Consulting Agreement with Rothschild Capital Partners setting forth the terms and conditions of the engagement.

### **Vance JV.**

Vance JV was sold in December 2021. Distributable cash flow and capital event proceeds will be distributed in the following order of priority, as provided in the operating agreement:

- i. First, to investors (including Vance MM to the extent of its investment) pro rata in accordance with their percentage interests until all capital invested has been returned along with a 7.0% compounded annual return; and
- ii. Thereafter, 70% to investors pro rata in accordance with their percentage interests (including the Vance MM to the extent of its investment) and 30% to the Vance MM.

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

### **The Funds**

**Performance Fees.** As stated in Item 5, the General Partners of the Funds, affiliates of Rothschild Capital Partners, are entitled to earn a performance-based allocation with respect to each of the Funds in an amount equal to twenty percent (20%) of the net appreciation of the relevant Fund on such Fund's fiscal year-end, upon a withdrawal of a partner in a Fund and at such other times as set forth in the relevant Fund's limited partnership agreement. The General Partners may, in their sole discretion, waive all or part of the performance-based allocation otherwise due with respect to any Partner's investment in the Funds, by rebate or otherwise. The General Partners will not be subject to the performance-based allocation. The performance-based allocation with regard to certain illiquid investments in Rothschild Technology Partners shall become allocable only when, and to the extent that, such investments become, in the sole discretion of the General Partner, liquid.

The performance-based allocations are subject to a loss recovery account in which all prior losses attributable to a Fund investor's capital account must be made up before any incentive-based compensation may be taken by the General Partners.

The members of the Investment Committee take care to identify and avoid the risks inherent in the receipt of performance-based compensation by the General Partners. For example, performance-based allocations received by the General Partners give the Adviser (an affiliate of the General Partners) an incentive to make investments that are riskier or more speculative than would be the case if the General Partners were compensated solely based on a flat percentage of capital or NAV (such as the Management Fee). In addition, the performance-based compensation is not the product of an arm's length negotiation with any third party, and because the performance-based compensation is calculated on a basis that includes unrealized appreciation of a Fund's assets, such compensation may be greater than if it were based solely on realized gains.

### **SMA's**

**Performance Fees.** Rothschild Capital Partners does not charge performance-based compensation with respect to any SMA's.

The fact that the Adviser does not receive performance-based compensation with respect to the SMA clients, but its affiliated General Partners do receive such compensation with respect to the Funds, creates an incentive for the Adviser and its supervised persons to favor the Fund clients over the Managed Account clients as the General Partners would receive compensation based on the returns of the Funds and not the Managed Accounts. This can create a conflict of interest for the Adviser with regard to the allocation of investment opportunities or transactions among Clients. To address this conflict, the Adviser will allocate investment opportunities between each Client on a fair and equitable basis, subject to applicable law, client guidelines and risk thresholds, along with pre-established trade allocation policies. The most important principle by which we operate in all aspects of our business is the equal and fair treatment of all similarly-situated clients. Our decisions are never influenced by any consideration for differences in fee arrangements, size of account, length of a relationship, and potential for additional or new business.

## **Item 7: Types of Clients**

### **The Funds**

As discussed in Item 4, Rothschild Capital Partners currently provides investment management services on a discretionary basis to the Rothschild Cornerstone Fund and Rothschild Technology Partners, which are domestic private funds that are offered to high-net worth individuals and institutional investors that satisfy the eligibility standards discussed below and that may include, but are not limited to, banks, thrift institutions, investment companies, pension and profit sharing plans, governmental plans, trusts, estates, or other business entities.

Investors in the Funds must meet certain suitability requirements including being an accredited investor (as defined in Regulation D of the Securities Act of 1933, as amended (the “Securities Act”)), a qualified client (as defined in the Investment Advisers Act of 1940, as amended (the “Advisers Act”)) and general sophistication requirements. All investors in the Funds are required to invest an initial minimum amount of at least US\$1,000,000 and a subsequent amount of at least \$100,000, which amounts may be waived in the sole discretion of the relevant General Partner. As discussed above, however, Rothschild Technology Partners is no longer accepting additional investors or additional capital contributions from existing investors.

### **SMAs**

Rothschild Capital Partners currently provides investment management services in managed account arrangements primarily to:

- High net worth individuals; and
- Trusts, estates, and charitable institutions

We may, at our discretion, also provide services to other types of clients including, but not limited to, banks and thrift institutions, investment companies, individual retirement accounts, pension and profit-sharing plans, and corporations.

Generally, there is no stated minimum investment threshold for an SMA client account, however, Rothschild Capital Partners typically requires SMA clients and wealth planning and consulting clients to be accredited investors and have a minimum account size of \$2,000,000. Rothschild Capital Partners may waive this requirement at its discretion.

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

### **Overall Investment Analysis and Process**

The investment team reviews and monitors a large number of potential investment opportunities. We combine a top-down overview of the market, macroeconomic factors, and our internally identified long-term secular trends with a fundamental, bottom-up approach to individual security selection. The capital markets tend to overreact to short-term information and underappreciate long-term, secular drivers. We seek to capitalize on that disconnect. While our principal methodology lies in company- and sector-specific fundamental analysis, we augment our investment process with technical, macroeconomic, and sentiment analysis.

The primary sources of information Rothschild Capital Partners uses include, but are not limited to:

- Annual and quarterly reports, prospectuses, and other filings with the SEC

- Research materials prepared by third parties
- Financial periodicals (print and online)
- Industry-focused periodicals (print and online)
- Issuer press releases, presentations, and publicly-available disclosures
- Participation in industry-specific conferences, trade shows, and activities
- Primary due diligence interviews with corporate investor relations and senior management
- Primary research through contacts and interaction with industry professionals

The following strategies may be used in varying combinations:

- Long-term purchases (held longer than one year)
- Short-term purchases (held less than one year)
- Short-selling
- Margin transactions
- Options trading

Securities types may include:

- Listed equities, domestic and foreign
- American Depositary Receipts (ADRs)
- Exchange-traded funds (ETFs)
- Derivatives, including puts and calls
- Exchange-traded notes (ETNs)
- Fixed income
- Mutual funds

### **Separately-Managed Accounts (SMAs) Objective and Strategy**

Our primary investment strategy for separately-managed accounts (SMAs), other than those classified as Legacy SMAs, is to design client portfolios with the aim to generate attractive, long-term, risk-adjusted returns in line with each client's financial objectives and stated risk tolerance. We manage client portfolios individually utilizing a variety of techniques. The portfolios are primarily comprised of publicly-listed equity securities, and ETFs, but may hold individual bonds, mutual funds, ETNs, and derivatives. We may also periodically increase clients' cash holdings as deemed appropriate based on our expectations of market behavior and economic cycle risks. We may also modify the investment strategy for any individual portfolio to accommodate special circumstances including, but not limited to, low basis stock, legacy holdings, inheritances, closely-held businesses, and changes in client liquidity needs.

Our investment team creates and maintains various building block components, or "sleeves", from which an asset allocation model can be easily constructed to achieve blended exposure to the asset classes in those sleeves. We have created standard model portfolios from the sleeves, that range from conservative to aggressive. The standard model portfolio that aligns with a client's stated risk tolerance serves as the guiding structure for their SMA. However, non-core sleeves can also be used by the investment team to supplement or customize a standard model, to satisfy client goals.

### **Legacy SMAs Objective and Strategy**

As defined in Item 4, SMAs, clients, and affiliates that have been associated with the firm for more than one year prior to December 31, 2023, known as "Legacy SMAs", have historically been managed *pari passu*, to the extent possible, with the investment strategy of Rothschild Cornerstone Fund (see Rothschild Cornerstone Fund, LP Objective and Strategy).

## **Rothschild Cornerstone Fund, LP Objective and Strategy**

*The following information is a summary of the information contained in the relevant confidential offering memorandum for the relevant entity. For complete information, please see the applicable confidential offering memorandum.*

The Rothschild Cornerstone Fund's objective is to generate attractive, risk-adjusted returns via capital appreciation through an entire market cycle.

The Rothschild Cornerstone Fund has long-term investment horizons. The Fund manages a portfolio of securities meant to appreciate in a variety of economic conditions and is positioned to effectively navigate the transformation of the global economy, most importantly through capitalizing on the impact of innovation. The Fund holds a concentrated portfolio of core positions, which can be as large as 10% of the Fund's AUM at time of initiation. The Fund also maintains short positions to both enhance returns and to reduce exposure to market and sector-specific risks. The team seeks to capitalize on the market's overreaction to short-term data and underestimation of long-term trends. The Fund primarily holds investments in publicly listed equity securities, derivatives and liquid ETFs.

## **Rothschild Technology Partners, LP Objective and Strategy**

*The following information is a summary of the information contained in the relevant confidential offering memorandum for the relevant entity. For complete information, please see the applicable confidential offering memorandum.*

Rothschild Technology Partners has not taken new capital contributions since 2003. The Fund was created with the intention to combine both public equity and private equity investments in one fund, with a primary focus on the information and medical technology industries. Several partners have withdrawn the public equity portion of the portfolio and are awaiting the liquidity from the private equity portion of the portfolio. This Fund is being managed to minimize the tax consequences for the remaining limited partners and provide adequate liquidity for the remaining contributions associated with the Fund's remaining private equity commitments. Rothschild Technology Partners is not making any additional capital commitments to illiquid investments.

## **Investment-Related Risks**

*The following list of risk factors does not purport to be an all-encompassing list or explanation of the risks attendant to the Adviser's investment program for its clients. Prospective clients (and investors in the Funds) are encouraged to seek the advice of independent legal counsel in evaluating the risks of entering into a managed account arrangement with the Adviser or investing in a Fund advised by the Adviser. In addition, as the Adviser's investment program develops and changes over time, the strategy may be subject to additional and different risks. A more comprehensive list of risks with respect to making an investment in a Fund is included in the Fund's offering materials. Please review each Fund's private placement memorandum, SMA investment management agreements, any related limited partnership agreements, and all other offering documentation in their entirety before considering an investment with the Adviser, or into any of the Adviser's products.*

**Risk of Loss.** All investments in securities involve the risk of loss, including the loss of principal, a reduction in earnings and the loss of future earnings. These risks include, but are not limited to, market risk, interest rate risk, issuer risk, tracking error risk, and general economic risk. Although the Adviser manages client assets in a manner consistent with stated risk tolerances, there can be no guarantee that its efforts will be successful. The Adviser's clients should be prepared to bear the risk of loss.

**Securities Exchange.** Each securities exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension would render it impossible for us to liquidate positions and, accordingly, could expose the clients to losses. Similarly, client's assets may not be sufficiently liquid to fund withdrawals from the account by the client. Furthermore, some securities may not have sufficient liquidity to exit positions at attractive prices, particularly at times of market stress and extreme volatility.

**Short Sales.** The Adviser sells short securities in the expectation of covering the short sale with securities purchased in the open market at a price lower than that received in the short sale. If the price of the issuer's securities declines, the Adviser may then cover the short position with securities purchased in the market. The profit realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale, less the amount of any dividend obligations incurred; interest paid pending the return of the securities to the lender and premiums paid, if any, to the lender. The possible losses from selling short a security differ from losses that could be incurred from a cash investment in the security; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short-selling activities are also subject to restrictions imposed by the federal securities laws and the various national and regional securities exchanges, which restrictions could limit the account's investment activities. There can be no assurance that securities necessary to cover a short position will be available for purchase.

**Options.** There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option.

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (paid to establish the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

**Bonds and Other Fixed Income Securities.** We occasionally invest client assets in bonds and other fixed income securities and may take short positions in these securities. We will invest the SMAs' and the Funds' assets in these securities when we determine they offer opportunities for capital appreciation (or capital depreciation in the case of short positions) and may also invest in these securities for temporary defensive purposes and to maintain liquidity. Fixed income securities include, among other securities: bonds, notes and debentures issued by U.S. and non-U.S. corporations; U.S. Government securities or debt securities issued or guaranteed by a non-U.S. government; municipal securities; and mortgage-backed and asset-backed securities. These securities may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility resulting from, among other things, interest rate sensitivity, market perception of the creditworthiness of the issuer, and general market liquidity (i.e., market risk).

Fixed income securities may decline in value because of an increase in interest rates; an account with longer average portfolio duration will be more sensitive to changes in interest rates than an account with shorter average portfolio duration. In addition, the accounts could lose money if the issuer or guarantor of a fixed income security, or the counterparty to a derivative contract, is unable or unwilling to meet its financial obligations.

We may invest client assets in both investment grade debt securities and non-investment grade debt securities (commonly referred to as junk bonds). Non-investment grade debt securities may involve a substantial risk of default or may be in default. Adverse changes in economic conditions or developments regarding the individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of non-investment grade debt securities to make principal and interest payments than issuers of higher-grade debt securities. An economic downturn affecting an issuer of non-investment grade debt securities may result in an increased incidence of default. In addition, the market for lower-grade debt securities may be less liquid and less active than for higher-grade debt securities. High-yield securities and unrated securities of similar credit quality (commonly known as “junk bonds”) are subject to greater levels of credit and liquidity risks. High-yield securities are considered primarily speculative with respect to the issuer’s continuing ability to make principal and interest payments.

**Compounding Risk.** We may invest client assets in leveraged ETFs. As a result of mathematical compounding and because particular ETFs may have a single day investment objective, the ETF’s performance for periods greater than a single day is likely to be either greater than or less than the Index performance times the stated multiple in the ETF objective, before accounting for fees and ETF expenses. Compounding affects all investments but has a more significant impact on a leveraged fund. Particularly during periods of higher volatility, compounding will cause longer-term results to vary from the stated multiple in the ETF objective (e.g. 2x) of the return of the Index. This effect becomes more pronounced as volatility increases. ETF performance for periods greater than a single day can be estimated given any set of assumptions for the following factors: (a) Index performance; (b) Index volatility; (c) period of time; (d) financing rates associated with inverse exposure; (e) other Fund expenses; and (f) dividends or interest paid with respect to securities in the Index.

## **Vance JV**

As indicated, RCP has sold its investment in Vance JV. Vance JV, through Vance 1530 RCP1 LLC (“Vance 1530”), owned an income producing real estate asset in Vance, AL. For a description of the relationship between the Vance JV managing members and Rothschild Capital Partners, see Item 10.

## **Item 9: Disciplinary History**

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. None of Rothschild Capital Partners, its affiliates, or its Management Persons (i.e., anyone with the power to exercise, directly or indirectly, a controlling influence over the Adviser’s management or policies, or to determine the general investment advice given to the clients of the Adviser) has ever been the subject of any legal or disciplinary event.

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

The description below is qualified by more complete information regarding the Funds that is contained in each respective Fund’s confidential offering memorandum.

Neither Rothschild Capital Partners nor any of its Management Persons is currently registered, nor do such persons have an application pending registration, as a broker-dealer, a registered representative

of a broker-dealer, a futures commission merchant, a commodity pool operator or a commodity trading adviser or an associated person of the foregoing.

Rothschild Cornerstone GP, LLC, an affiliate of Rothschild Capital Partners, serves as the general partner of Rothschild Cornerstone Fund, LP. RT GP, LLC, an affiliate of Rothschild Capital Partners, serves as the general partner of Rothschild Technology Partners, LP. Performance-based allocations received by such General Partners give the Adviser (an affiliate of the General Partners) an incentive to make investments that are riskier or more speculative than would be the case if the General Partners were compensated solely based on a flat percentage of capital or NAV (such as the Management Fee). See also Item 6. Rothschild Capital Partners uses a similar philosophy, approach, and strategy in managing both the Funds and the Legacy SMAs. As a result of their other activities, the individuals described in Item 4 above may have conflicts of interest in allocating time, services, and functions among the SMA clients and the Funds.

Vance JV owns 100% of Vance 1530, which owns an income producing real estate asset in Vance, AL. David Rothschild, who owns 100% of Rothschild Capital Partners, is a managing member and 50% owner of Vance MM, which serves as the Manager. Thomas Brodie is also a managing member and 50% owner of Vance MM. Messrs. Rothschild and Brodie each own 50% of Kneipe Partners LLC, an entity they formed to receive fees from real estate investments, including the Vance JV investment. Rothschild Capital Partners has sold its interest in the Vance JV.

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

##### **Code of Ethics**

Rothschild Capital Partners has adopted a Code of Ethics (the “COE”) to address the securities-related conduct of its employees and representatives. We expect all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws and all applicable regulations thereunder. All employees of Rothschild Capital Partners and any other person who provides advice on our behalf are required to adhere to the COE.

The COE outlines, in detail, the standards of conduct expected by our employees and includes guidelines and limitations on personal trading, giving and accepting gifts, serving as a director for external organizations, and engaging in outside business activities. In addition, the COE requires employees to furnish personal securities transaction and holdings reports as discussed below. Without exception, our employees are prohibited from using inside information to trade in personal accounts or on behalf of our clients.

All employees are furnished with the COE annually and must sign and acknowledge compliance of the document. Employees are required to report any violation of the COE immediately to our Chief Compliance Officer, Michael Levenson.

**A copy of our full COE is available to our advisory clients and prospective clients who may request a copy by contacting Michael Levenson by email at [michael@rothcap.com](mailto:michael@rothcap.com), or by calling him at (646) 755-3215.**

##### **Personal Trading**

All Rothschild Capital Partners employees are required to furnish personal securities transaction and holdings reports for all employee accounts and employee related accounts as follows: (i) initial holdings reports must be provided within ten (10) days of becoming an employee and annual holdings reports must be provided at least every twelve months, and (ii) quarterly transaction reports (or brokerage statements/trade confirmations in lieu thereof) must be provided to the Chief Compliance Officer no later than 30 days following the end of the calendar quarter.

The Adviser maintains a restricted list (the “Restricted List”) that includes, among other things, the

names of issuers whose securities are subject to a ban on sales or purchases because the Adviser may have knowledge of or come in contact with material non-public information regarding the issuer. Under these circumstances all securities of such an issuer will be added to the Restricted List and neither employees (and members of their household) nor the Adviser will be permitted to purchase, sell or take any position in the relevant securities until the issuer's name is removed from the Restricted List. If an employee would like to transact in a security on the Restricted List, the employee must request for CCO approval to trade in that security. These instances will be strongly reviewed with the complete possibility of denial, and only approved if the CCO felt it was appropriate. The CCO shall receive approval from the CEO. All employees (and members of their household) are responsible for knowing the contents of the Restricted List. Any employee (and members of the employee's household) who consults the Restricted List is prohibited from disclosing the securities listed and the privately placed investment vehicles listed in the Restricted List to non-employees of the Adviser.

The Restricted List includes the name of issuers whose securities are the subject of restrictions that, to varying degrees, limit Employees' (and members of their households') authority to purchase, sell or solicit the purchase or sale of such securities. The restrictions extend to, but are not limited to, any related security of the issuer, including debt, hybrid vehicles, LEAPS, derivatives and warrants. The Restricted List is readily available to all Employees.

Employees (and members of their household) wishing to transact in Reportable Securities must complete and submit a request to either the Chief Compliance Officer or the CEO prior to purchasing, selling or taking any position in any such security. In the event that the Chief Compliance Officer (or member of the Chief Compliance Officer's household) wishes to transact in a Reportable Security for his or her own employee account, the Chief Compliance Officer must submit a request and obtain prior approval from another principal of the Company. Requests may be submitted via email.

In addition to the foregoing, employees (and members of their household) must obtain prior written approval from the Chief Compliance Officer before investing in initial public offerings ("IPOs") or limited offerings (i.e., private placements). For the purposes of this Policy, the term "limited offering" means an offering that is exempt from registration under the Securities Act of 1933 ("Securities Act"), as amended, pursuant to Section 4(2) or Section 4(6) of the Securities Act commonly referred to as private placements.

Employees (and members of their household) that wish to purchase IPOs or securities of limited offerings must complete and submit and receive pre-approval prior to the purchase of IPOs or limited offerings. Employees are required to hold any pre-approved security purchase for 30 days.

In the event the Chief Compliance Officer (or member of Chief Compliance Officer's household) wishes to purchase initial public offerings or the securities of a private placement for his or her own employee account, the Chief Compliance Officer must complete the Request for Prior Approval to Purchase Initial Public Offerings or Private Placements and obtain prior written approval from another designated Principal.

All approvals or disapprovals of a request for prior approval with respect to initial public offerings or private placements are memorialized in writing by the Chief Compliance Officer.

**The Chief Compliance Officer of the Company reserves the right to reject any trade by an employee (or member of their household) deemed not in the best of interests of the Company or its clients.**

### **Conflicts of Interest**

Subject to the approval of the Chief Compliance Officer, employees from time to time have an interest, direct or indirect, in a security (or related securities), the purchase or sale of which by a client is being evaluated or is recommended, or which in fact is purchased or sold by or otherwise traded for a client. To the extent an employee invests in a security that is held by or recommended to a client, a conflict of interest arises as the reason for making such recommendation to a client could be to benefit the related person (i.e. by increasing (or decreasing, as the case may be) the value of the security) rather

than it being in the best interest of the client. Policies and procedures are in place to ensure that clients' interests are not disadvantaged by a trade made by a related person and that a related person does not benefit personally from trades undertaken for clients. In particular, Rothschild Capital Partners manages this conflict by having its Chief Compliance Officer pre-approve all securities transactions by employees and having its Chief Compliance Officer review the personal securities transaction and holdings reports of employees to ensure that clients are not disadvantaged by the employees' trading and to ensure compliance with our COE. The CEO must pre-approve all securities transactions by the Chief Compliance Officer.

In addition, SMA clients from time to time invest in the Funds managed by Rothschild Capital Partners. This creates a conflict of interest for the Adviser in that it has an incentive to recommend the Funds as an investment to SMA clients because Rothschild Capital Partners and its affiliated General Partners receive management fees and performance-based compensation, respectively, from the Funds. The Adviser does not actively market the Funds to SMA clients. SMA clients only invest in the Funds upon such SMA client's request.

Rothschild Capital Partners has invested partial funds of Legacy SMA clients in Vance JV. Vance was sold and is in the process of distributing final proceeds. As indicated previously, Messrs. Rothschild and Brodie each own 50% of Kneipe Partners LLC, an entity they formed to receive fees from real estate investments, including the VanceJV investment. Rothschild Capital Partners does not believe that this relationship creates a material conflict of interest with its SMA clients.

**The full details of the personal trading policies are included in the COE, which is available upon request by contacting Michael Levenson by email at [michael@rothcap.com](mailto:michael@rothcap.com), or by calling him at (646) 755-3215.**

#### **Item 12: Brokerage Practices**

**Brokerage.** Investment advisers have a fiduciary duty to their clients to obtain best execution of their transactions. Obtaining the best trade execution is an important aspect of every trade that we place in a client account. For all funds, Rothschild Capital Partners' Investment Committee selects the brokers to use to execute trades on behalf of its clients and determines the reasonableness of their compensation based on the range and quality of a broker's services including execution capability, trading expertise, accuracy of execution, commission rates, research, reputation and integrity, fairness in resolving disputes, financial responsibility, responsiveness and research, brokerage, and other services and products provided by a broker (the "soft dollar items"). Rothschild Capital Partners and its affiliates use one outsourced trading provider for the majority of its Funds and Legacy SMA client trades in an effort to have uniformity between the Funds and the Legacy SMA clients with respect to its trading. For the Funds and the Legacy SMAs, Rothschild Capital Partners periodically review with its outsourced trading desk, Jefferies, its list of approved brokers and the services such brokers provide, and determines at such times whether the brokers are meeting their obligations and warrant continued allocation of our trades.

SMAs are required to establish accounts at Charles Schwab & Co., Inc. ("Schwab"), Rothschild Capital Partners' primary custodian for SMAs not classified as Legacy SMAs. Charles Schwab & Co., Inc. is a member FINRA/SIPC and is an independent and unaffiliated SEC-registered broker-dealer. Rothschild Capital Partners may, at its discretion, manage an account outside of Schwab. Not all advisers require their clients to direct brokerage. By directing brokerage, a client may be unable to achieve the most favorable execution of a transaction, which could cost the client more money. SMA Managers periodically review execution statistics from Schwab and denote them.

Rothschild Capital Partners uses client commissions from the Funds and Legacy SMAs (i.e., "soft dollars") to purchase soft dollar items within, and outside, the safe harbor established by Section 28(e) of the U.S. Securities Exchange Act of 1934. Soft dollar practices are the use of client

commissions to “pay up” (i.e., pay more than the lowest commission available) in return for products and services. Services paid for using soft dollars, some of which may be outside the Safe Harbor and which we believe provide value-add information that better enables the Investment Committee to manage client assets, include, but are not limited to:

- **Bloomberg Finance L.P.** – The provider of a vast array of research services including pricing data, historical data, real-time news and alerts, valuation parameters and third-party research reports.
- **ICE Data Indices** – The provider of real-time pricing of publicly traded securities on the Bloomberg terminal.
- **Institutional Shareholder Services, Inc.** – The provider of our proxy research reports addressing topics including board composition, executive compensation, and proposed M&A, all of which are used to evaluate the corporate governance of our holdings.
- **Ned Davis Research Inc.** – A provider of market and global economic data and analysis.
- **NYSE Market Data** – A data feed that contains aggregate limit-order volume and individual event-by-event volume, action and price information.
- **Fairlead Strategies, LLC** – Fairlead Strategies employs a systematic approach to technical analysis focused on the identification of important trends and support and resistance levels. Their tools facilitate tactical market timing and positioning.
- **Options Price Reporting LLC** – The Options Price Reporting Authority (OPRA) disseminates consolidated last sale and quotation information originating from the national securities exchanges that have been approved by the Securities and Exchange Commission to provide markets for the listing and trading of exchange-traded securities options.
- **Evercore ISI** – Evercore is the premier global independent investment banking advisory firm.

Soft dollar items, whether provided directly or indirectly, are utilized for the benefit of the Adviser and any of its or its affiliates' other accounts. The Adviser uses client commissions to acquire soft dollar items that the Adviser would otherwise be obligated to provide to, or acquire at its own expense for, the relevant account(s) and for which the Adviser therefore receives a benefit. Nonetheless, the Adviser believes that such soft dollar items provide the clients with benefits by supplementing the research and services otherwise available to the clients and will use such soft dollar items (including non-safe harbor items) in good faith. The Adviser has an incentive to select certain brokers based on the soft dollar items provided by such brokers rather than the client's interests in receiving the most favorable execution.

The clients may be deemed to be “paying up” for soft dollar items provided by a broker which are included in the transaction charges. In exchange for the direction of portfolio transaction dollars to certain brokers, credits are generated which are used by the Adviser to pay for the soft dollar items provided, or paid for, by such brokers. To the extent the client's portfolio transactions generate such credits or soft dollar items are provided, the Adviser will be receiving a benefit by reason of the direction of commissions.

Although it has not yet done so, in addition to the factors described above, the Adviser may consider a broker's referrals of clients or investors in the Funds or the potential for future referrals in directing transactions to a broker. As with client commission payments for soft dollar items, in some cases the transaction compensation paid might be higher than that obtainable from another broker-dealer who did not provide (or undertake to provide) referrals, although the Adviser will seek to avoid such a result and will seek best execution. Awarding transaction business to brokers in recognition of past or future referrals may create an incentive for the Adviser to cause one or more clients to affect more transactions with such brokers than it might otherwise do in order to stimulate more referrals rather than on the client's interest in receiving most favorable execution.

Commissions generated in the management of a client's account are used to pay for soft dollar items used by Rothschild Capital Partners in managing other client accounts. Likewise, not all soft dollar items are used by the Adviser in connection with the client that paid commissions to the broker providing such items. Further, the Adviser does not attempt to allocate soft dollar benefits to the clients proportionately to the soft dollar credits they generate. The Adviser believes that, over time, all clients will receive some benefit from the soft dollar items provided. Lastly, while the Rothschild Cornerstone Fund's offering documents provide that the Adviser may enter into directed brokerage arrangements in its sole discretion, the Adviser has not done so and does not intend to do so.

**Aggregation.** Rothschild Capital Partners, whenever possible (to the extent a transaction is suitable for more than one client), will place concurrent orders from the Funds and Legacy SMA clients with a single broker (Jefferies) to be executed as a single, aggregated "block" in order to facilitate orderly and efficient execution and on average and reduce the costs of execution. Similarly, orders for SMA clients custodied at Charles Schwab ("Schwab") are aggregated into a block whenever possible and executed at Schwab. Whenever the Adviser does so, each client on whose behalf an order was placed will receive the average price at which the "block" was executed and will bear a proportionate share of all transaction costs, based on the size of the client account's order. The Adviser will aggregate securities orders if it believes such aggregation is consistent with its duty to seek best execution (which shall include best price) for its clients and is consistent with the terms of the Adviser's investment advisory agreements and will ensure that allocation of securities is done on a fair and equitable basis.

It is Rothschild Capital Partner's policy to allocate aggregated securities on a fair and equitable basis. The Adviser will ensure that no account will be favored over any other account. The Adviser will make allocations pursuant to its Allocation Statement which indicates that allocations be done (i) on a pro-rata basis or (ii) otherwise, such as (a) if a given security meets additional investment criteria with respect to a participating account or (b) for other reasons including, without limitation, tax consequences with respect to a given account or liquidity concerns (e.g. anticipated inflows and/or outflows of capital with respect to a given account). In addition, an order is occasionally allocated on a basis different from the policy set forth in this Item 12 if the participating accounts whose orders are allocated receive fair and equitable treatment and the reason for such different allocation is explained in writing. Rothschild Capital Partners receives no additional compensation or remuneration of any kind as a result of this aggregation procedure.

### **Item 13: Review of Accounts**

Rothschild Capital Partners maintains a number of policies to review client accounts.

#### **Day-to-Day Monitoring.**

**Funds.** Members of Rothschild Capital Partners' Investment Committee (David D. Rothschild, Jason B. Wood, and Leonard D. Rodman) are responsible for monitoring, reviewing and management of the Funds' portfolios and collectively oversee all facets of the investment advisory process including, but not limited to asset allocation, portfolio review, idea generation, trading policy, risk management, proxy voting and compliance. Other employees assist in the aforementioned duties as required by the Investment Committee members, and where they deem appropriate.

**SMAs.** Jason B. Wood, Leonard D. Rodman, John S. Dame, and Margo A. Cook are responsible for monitoring, reviewing and management of the SMA portfolios and collectively oversee facets of the investment advisory process including, but not limited to asset allocation, portfolio review, idea generation, trading policy, risk management, proxy voting and compliance. Other employees assist in the aforementioned duties as required by the SMA Managers and where they deem appropriate.

- **Trade Execution** – Brokers provide us with physical confirmations as well as DTC affirmations between the broker, the custodial bank, or the prime broker – who also acts as the Funds’ custodian – and the Adviser, for each trade.
- **Prime Brokerage and Custodian (the Funds)** – Rothschild Capital Partners utilizes Jefferies & Company (“Jefferies”) for the provision of prime brokerage and custodial services for Fund assets – including cash and securities. Jefferies provides custodial services including, but not limited to, daily trade reconciliation, ensuring receipt of income, facilitating deposits or withdrawals, and portfolio valuation. The Underlying Fund utilizes a prime broker (including, but not limited to, Interactive Brokers, LLC) who will clear (generally on the basis of payment against delivery) the securities transactions for the Underlying Fund which are effected through other brokerage firms.
- **Custodian (Legacy SMAs)** – Rothschild Capital Partners primarily utilizes Wilmington Trust (“WT”) as the custodian for Legacy SMA client assets. WT provides custodial services including, but not limited to, daily trade reconciliation, ensuring receipt of income, facilitating any client requests, deposits or withdrawals, portfolio valuation, and issuing 1099s.
- **Custodian (SMAs)** – Rothschild Capital Partners primarily utilizes Schwab as the custodian for SMA client assets. Schwab provides custodial services including, but not limited to, daily trade reconciliation, ensuring receipt of income, facilitating any client requests, deposits or withdrawals, portfolio valuation, and issuing 1099s.
- **Administrator (the Funds)** – Raines & Fischer, an independent accounting firm based in New York, serves as the Funds’ Administrator. Specifically, Brian Uhlman, a partner at Raines & Fischer, provides administrator services as well as additional tax and accounting services to the Funds. Brian Uhlman and the Rothschild Capital Partners’ Operations Team are the primary control persons for the Adviser’s record-keeping, directing fund transfers and wiring, along with expense reconciliation. Their duties include affirming trades on DTC, booking all executed trades into the Adviser’s internal portfolio accounting system, PortfolioCenter, and ensuring our records reconcile with the formal records of Jefferies (the Funds’ prime broker and custodian).
- **Administrator (Legacy SMAs)** – The Adviser’s Operations Team, is the primary control person for the firm’s record-keeping, directing fund transfers and wiring, along with expense reconciliation. The SMA Managers send trade allocations to our custodian, Wilmington Trust. InvestCloud collects the data from the custodian through a data aggregator (ByAllAccounts), and reconciles the data in PortfolioCenter.<sup>4</sup>
- **Administrator (SMAs)** – The Adviser’s Operations Team is the primary control person for the firm’s record-keeping, directing fund transfers and wiring, along with expense reconciliation. The SMA Managers send trades to Schwab. Trades are executed directly at Schwab via aggregated orders created in Envestnet/Tamarac.

**Periodic Monitoring and Review (SMAs).** Rothschild Capital Partners intends to discuss with clients, at least annually, unaudited performance relative to stated investment objectives. The review will also discuss potential changes to the client’s objectives, constraints, liquidity, and special situations.

- Clients receive access to the Adviser’s Team.
- Clients may request a meeting at any time and are encouraged to contact the Adviser with changes in their objectives and constraints.
- Written unaudited and net portfolio values and returns are furnished upon request.
- The accounts’ custodian furnishes monthly written statements per the client’s stated preference with copies provided monthly to the Adviser.
- The accounts’ custodian furnishes trustees copies of written statements as per guiding trust documentation and client requests.

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<sup>4</sup> The Adviser intends to transition the Legacy SMAs and the Funds from PortfolioCenter to Envestnet/Tamarac during calendar year 2024.

**Client Letters and Other Reports (The Funds).** On an annual basis, investors in the Funds will receive audited financial statements within (i) 120 days of the Rothschild Cornerstone Fund's fiscal year end, and (ii) 180 days of Rothschild Technology Partner's fiscal year ends as it currently has ten percent (10%) or more of assets held in other pooled investment vehicles that are not advised by a related person, its General Partner or the Adviser.

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

Except as otherwise provided in Item 12 regarding soft dollar items received by Rothschild Capital Partners from time to time, the Adviser does not receive any economic benefit from non-clients in connection with providing investment advice or other advisory services to clients.

#### **Item 15: Custody**

**The Funds.** An adviser has custody if it acts in any capacity that gives the adviser legal ownership of, or access to, the client funds or securities. Therefore, Rothschild Capital Partners is deemed to have "Custody" of Funds' assets because it or one of its affiliates either (1) acts as general partner of the Funds with the authority to dispose of funds and securities in such Fund's account or (2) has the ability to withdraw its fees directly from the Funds. We maintain the Funds' assets at Jefferies & Company, Inc., the Funds' prime broker who is a qualified custodian, as defined under Rule 206(4)-2 (the Custody Rule) of the Advisers Act. All investors in a Fund receive that Fund's annual audited financial statements prepared in accordance with GAAP within (i) 120 days of the Rothschild Cornerstone Fund's fiscal year end and (ii) 180 days of Rothschild Technology Partner's fiscal year end as it currently has ten percent (10%) or more of assets held in other pooled investment vehicles that are not advised by a related person, its General Partner or the Adviser.

**SMAs.** An Adviser has Custody of a client's funds and securities if it has the ability to (or can direct the custodian to) deduct fees or other expenses directly from the client's accounts. Therefore, Rothschild Capital Partners is deemed to have Custody of the SMA clients' assets because it calculates applicable management fees and makes fee withdrawal requests to a qualified custodial bank. The qualified custodian collects management fees on a quarterly basis, via direct debit from client accounts at the Adviser's direction. The qualified custodian sends account statements directly to the SMA clients, on a monthly basis, identifying the amount of funds and of each security in the account at the end of the month and setting forth all transactions in the account for the past month. Rothschild Capital Partners also receives a copy of the account statement. Rothschild Capital Partners advises clients to carefully review their statements from the qualified custodian.

**Vance JV.** Rothschild Capital Partners is deemed to have Custody of the Legacy SMA clients' assets invested in Vance JV due to Vance MM's access to and control of Vance JV's assets. RCP engages an accounting firm registered with, and subject to inspection by, the Public Company Accounting Oversight Board, to subject such Legacy SMA clients' assets to a surprise audit. Rothschild Capital Partners has sold its interest in Vance.

**Wealth Planning and Consulting Clients.** Rothschild Capital Partners will not have custody of wealth planning and consulting client's assets, unless the client has an SMA.

#### **Item 16: Investment Discretion**

**The Funds.** Rothschild Capital Partners accepts discretionary authority to manage the assets in each Fund's account. Our discretion is limited only by the investment restrictions set forth in each Fund's documents and those set forth by the General Partners. Investors in the Funds are not able to place restrictions on investing in certain securities or types of securities.

Pursuant to the Funds' documents, we have broad discretionary investment authority over the Funds' accounts including the authority to determine the following:

- Securities to be bought and/or sold
- Amount of securities to be bought and/or sold
- Broker dealer to be used for trade execution
- Commission rates paid for trade execution

**SMAs.** Rothschild Capital Partners accepts discretionary authority to manage the assets in each client's account. We observe investment limitations and restrictions that may be outlined in each account's investment management agreement.

Pursuant to our investment management agreements, we have the authority to determine the following without obtaining specific client consent:

- Securities to be bought and/or sold
- Amount of securities to be bought and/or sold
- Broker dealer to be used for trade execution
- Commission rates paid for trade execution

**Both the Funds and SMAs.** The most important principle by which we operate in all aspects of our business is the equal and fair treatment between all beneficial owners of our Funds and the Funds' portfolios and the portfolios of our SMA clients. Our decisions are never to be influenced by any consideration for differences in fee arrangements, size of account, length of a relationship, and potential for additional or new business.

### **Wealth Planning and Consulting Clients**

Rothschild Capital Partners does not have discretionary authority over wealth planning and consulting client accounts, unless the client has an SMA.

### **Item 17: Voting Client Securities**

#### **General Principle**

Pursuant to Rule 206(4)-6 of the Advisers Act, registered investment advisers that exercise voting authority with respect to clients' securities are required to adopt and implement policies and procedures for voting proxies, disclose those policies and procedures to their clients and disclose how clients may obtain information about how the adviser has voted proxies.

Rothschild Capital Partners maintains voting authority with respect to clients' securities, and maintains a Proxy Voting Policy that details its policies and procedures for voting proxies. The Adviser will vote proxies in what it believes to be the best interest of its clients. The Adviser shall consider all relevant factors and without undue influence from individuals or groups who have an economic interest in the outcome of a proxy vote.

Rothschild Capital Partners has established a proxy voting committee (the "**Proxy Voting Committee**") that is responsible for deciding how the Adviser will vote a proxy. The Proxy Voting Committee consists of two members:

- Jason B. Wood, Executive Vice President and Chief Investment Officer

- Leonard D. Rodman, Senior Portfolio Manager

The Adviser may, from time to time, consult with persons who are not Proxy Voting Committee members when determining how to vote a proxy, including but not limited to members of the Investment Committee.

While retaining final authority to determine how each proxy is voted, the Proxy Voting Committee reviews and in most instances (provided the Adviser determines it is in the best interests of the clients to do so) follows the proxy voting policies and recommendations of Institutional Shareholder Services, Inc. ("ISS"). ISS tracks each proxy that the Adviser is authorized to vote on behalf of its clients and makes recommendations to the Proxy Voting Committee as to how it would vote such proxy in accordance with ISS's own proxy voting guidelines. ISS from time to time votes on proxy matters on the Adviser's behalf in accordance with ISS's recommendations in the event the Adviser has not provided specific directions to the contrary. In addition to supplying proxy related research and making recommendations to the Adviser as to particular shareholder votes, ISS also performs the administrative tasks of receiving proxies and proxy statements, marking proxies as instructed by the Adviser, and retaining proxy voting records and information. Clients may not direct the Adviser's proxy vote in a particular solicitation.

### **Form N-PX**

The SEC requires "institutional investment managers" to report "say-on-pay" votes on amended Form N-PX when voting on the approval of executive compensation, including "golden parachute" compensation in connection with a merger or acquisition, among other matters. If Rothschild Capital Partners files Form 13F during the course of a calendar year, it will have an obligation to annually report say-on-pay voting decisions through amended SEC Form N-PX.

### **Resolving Conflicts of Interest**

The Proxy Voting Committee is responsible for identifying and resolving material conflicts of interest issues prior to voting, including but not limited to:

- Personal ownership interest in the company in which the Adviser will vote on a proxy
- Whether Proxy Voting Committee members receive any compensation or profit based on how the Adviser votes on a proxy
- Role as a director in the company in which the Adviser will vote on a proxy
- Immediate family member (spouse, child, parent, sibling, or in-law) as a director in the company in which the Adviser will vote on a proxy
- A personal relationship with an executive or director in the company in which the Adviser will vote on a proxy
- A personal relationship with a candidate to be a director in the company in which the Adviser will vote on a proxy

In the event of a conflict of interest, the Proxy Voting Committee will determine that a member of the Proxy Voting Committee who has a conflict of interest is to be recused from the deliberations as to how to vote a proxy on a case-by-case basis.

Clients may obtain a copy of Rothschild Capital Partners' Proxy Voting Policy and information on how Rothschild Capital Partners voted securities by contacting Michael Levenson by email at [michael@rothcap.com](mailto:michael@rothcap.com), or by calling him at (646) 755-3215. Clients may obtain a copy of ISS' proxy voting policy by visiting: <https://www.issgovernance.com/file/policy/active/americas/US-Voting-Guidelines.pdf?v=1>.

**Item 18: Financial Information**

Rothschild Capital Partners has no additional financial circumstances to report. We do not require or solicit payment of fees in excess of \$1,200 per client six months or more in advance of services rendered and are, therefore, not required to include detailed financial statements. We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients and we have not been the subject of a bankruptcy proceeding.