



**FORM ADV PART 2A: FIRM BROCHURE**

**SYMPHONY FINANCIAL PARTNERS (SINGAPORE)  
PTE. LTD.**

**28 March 2024**

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*This brochure on Form ADV Part 2A (“Brochure”) provides information about the qualifications and business practices of Symphony Financial Partners (Singapore) Pte. Ltd.*

*If you have any questions about the contents of this Brochure, please contact us at +65 6536 3920 or [info@symphony-fp.com.sg](mailto:info@symphony-fp.com.sg).*

*The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.*

*We are registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training. Additional information about us is available on the SEC’s website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **ITEM 2: MATERIAL CHANGES**

We last filed an annual update to this Brochure on 3/31/23 and have not updated this Brochure since that annual update. While this update to our Brochure contains changes and updates to certain information, we do not feel they constitute material changes.

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#### **ITEM 4: ADVISORY BUSINESS**

Symphony Financial Partners (Singapore) Pte. Ltd. (“we”, “us”) is a private limited company that was incorporated under the laws of Singapore on 5 February 2013. We only have one office, which is located in Singapore. We are wholly owned by SFP Value Realization Co., Ltd. (“Symphony Cayman”), a Cayman Islands exempted company, which, in turn, is owned by David Baran and Kazuhiko Shibata and certain key employees of the Symphony group.

We hold a Capital Markets Services License for fund management with the Monetary Authority of Singapore. We are registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”) under the U.S. Investment Advisers Act of 1940 (“Advisers Act”).

We provide discretionary investment management advice to two master feeder fund structures (“Funds”) and separately managed accounts (“Managed Accounts”), as well as a fund of one (the “Fund of One”) discussed below. We refer to the Funds, Managed Accounts, and Fund of One collectively as “clients”.

##### **A. The Funds**

We advise The SFP Value Realization Master Fund Ltd., a Cayman Islands exempted company. This master fund has two feeder funds, The SFP Value Realization Fund Ltd., a Cayman Islands exempted company, and The SFP Value Realization Fund L.P., a Delaware limited liability partnership, that invest their assets into this master fund.

We advise the Sinfonietta Master Fund, a Cayman Islands exempted company, into which one feeder fund, Sinfonietta, a Cayman Islands exempted company invest their assets.

We advise GZ-1 (the “Fund of One”), a series trust of DUET, a Cayman Islands exempted umbrella unit trust.

Each of The SFP Value Realization Fund Ltd. and Sinfonietta is an “Offshore Fund” (collectively, the “Offshore Funds”). The SFP Value Realization Fund L.P. is a “Domestic Fund”.

The SFP Value Realization General Partner Co., Ltd. serves as the general partner of The SFP Value Realization Fund L.P. (the “General Partner”).

Symphony Cayman provides facilities to the General Partner and us. It serves as the manager of the Funds and, together with the Funds, appointed us to act as investment adviser with respect to the Funds.

An affiliated company and a related person, Symphony Financial Partners Co., Ltd. (“Symphony Japan”), provides investment advice to us with respect to our clients, but has no discretionary authority over our clients. Symphony Japan is registered as an investment adviser with the Financial Services Agency in Japan.

The General Partner, not us, has discretionary authority over the assets of the Domestic Fund.

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The Fund’s securities are offered and sold on a private placement basis, in the United States under Regulation D under the U.S. Securities Act of 1933 (“Securities Act”) and other applicable state, federal or non-U.S. laws. Suitability requirements apply to prospective investors in the Funds, including requirements that they be “accredited investors” as defined in Regulation D, “qualified purchasers” as defined in the U.S. Investment Company Act of 1940 (“IC Act”), or non-“U.S. Persons” as defined in Regulation S under the Securities Act. Persons reviewing this Brochure should not construe this as an offer to sell or a solicitation of an offer to buy the securities of any of the Funds or other clients described herein. Any such offer or solicitation will be made only by means of a confidential private placement memorandum.*

#### B. Managed Accounts

We also serve as the investment adviser with discretionary trading authority over Managed Accounts.

#### C. Investment Strategies and Types of Investments

Our investment decisions and advice with respect to each Fund and the Fund of One will be subject to each Fund’s and Fund of One’s investment objectives and guidelines, as set forth in its respective offering documents, and for Managed Accounts, the investment objectives and restrictions stated in the investment management agreement (“IMA”). Please see Item 8 for a description of the investment strategies we employ.

The descriptions in this Brochure of advisory services that we offer to our clients and investment strategies pursued and investments made by us on behalf of our clients, should not be understood to limit in any way our investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that we consider appropriate, subject to each client’s investment objectives and guidelines. The investment strategies we pursue are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client would be achieved.

D. Availability of Customized Services for Individual Clients

Our investment decisions and advice with respect to each Fund and the Fund of One will be subject to the investment objective, guidelines and restrictions, as set forth in its respective offering documents.

Similarly, our investment decisions and advice with respect to each Managed Account are subject to the investment objectives, guidelines and restrictions, as set forth in the IMA, as well as any written instructions the client gives us.

In our role as investment adviser to the Funds we have in the past and may from time to time in the future agree to supplements, clarifications or variations of the terms of a Fund's offering, subscription or organizational documents in "side letters" or similar agreements. With respect to the Fund for which a General Partner serves as the general partner of the Fund, the General Partner has in the past and may continue in the future agree to such side letters or similar arrangements. If it is determined that any side letters or agreements represent a variation that would be material to other investors in a Fund, we would disclose such variations to the other investors in the Fund. All "side letter" agreements must be agreed and approved by the directors of the Funds or the General Partner.

We do not currently participate in any Wrap Fee Programs.

As of 31<sup>st</sup> December 2023, we managed on a discretionary basis approximately \$1.22 billion of client assets. (This calculation is based on the aggregate net asset value of our various client accounts, and differs from the "regulatory assets under management" that we report in Item 5.F of Part 1A.)

**ITEM 5: FEES AND COMPENSATION**

A. Advisory Fees and Compensation

The fees applicable to each Fund and the Fund of One are set forth in detail in each Fund's offering documents. The fees applicable to each Managed Account are set forth in detail in each client's IMA. A brief summary of such fees is provided below.

*1. Domestic Fund*

Management Fee. Generally, the Domestic Fund pays Symphony Cayman a quarterly management fee, payable in arrears ("Domestic Management Fee"), equal to 1.5% to 2.0% annualized of each investor's capital account(s), as of the last Business Day of each quarter, as applicable. The General Partner may

elect to reduce, waive or calculate differently the Domestic Management Fee with respect to any investor.

Incentive Allocation. Generally, at the end of each fiscal year of the Domestic Fund, 15% to 20% of the excess of any net capital appreciation allocated to each capital account of each investor for such fiscal year over the Domestic Management Fee debited to such capital account for such fiscal year will be reallocated to the capital account of the General Partner (“Incentive Allocation”), subject to a loss carryforward mechanism.

In the event that the management agreement between the Domestic Fund and Symphony Cayman is terminated or an investor withdraws all or a portion of any capital account other than at the end of a fiscal year, net capital appreciation or net capital depreciation, as the case may be, allocable to such capital account will be determined through the date of termination or withdrawal (as the case may be) and the Incentive Allocation with respect to such capital account, if any, will be reallocated to the General Partner. The General Partner may, in its sole discretion, reduce, waive or calculate differently the Incentive Allocation with respect to any investor.

## *2. Offshore Funds*

Management Fee. Each Offshore Fund pays Symphony Cayman a monthly or quarterly management fee, payable in arrears (“Offshore Management Fee”), equal to 0.75% to 2.0% annualized of each series or sub-class of such Offshore Fund’s shares, as of each month-end or quarter end valuation day (as the case may be). Symphony Cayman may elect to reduce, waive, rebate or calculate differently the Offshore Management Fee with respect to any investor.

Incentive Fee. Generally, at the end of each fiscal year of an Offshore Fund, Symphony Cayman is entitled to an incentive fee (“Incentive Fee”) in an amount equal to 15% to 20% of the net realized and unrealized appreciation in the net asset value of each series of shares of such Offshore Fund or net asset value per share of the relevant sub-class of such Offshore Fund (as the case may be), adjusted for any redemption of shares in the series made during the year and any accruals of the Incentive Fee (in the case of each series of shares only) and, in each case, subject to a loss carryforward or high water mark mechanism or over-performance over a hurdle. In the case of Sinfonietta, additional Incentive Fee provisions apply to cover situations where the investor is participating in a side pocket investment but has otherwise fully withdrawn from such Fund.

In the event that shares are redeemed or the management agreement between the relevant Offshore Fund and Symphony Cayman is terminated other than at the end of a fiscal year, the Incentive Fee will be



determined solely with respect to the shares so redeemed as of the redemption date. We may waive or negotiate or calculate differently the Incentive Fee.

### 3. *Fund of One*

All fees attributable to the Fund of One are charged in arrears, subject to negotiation, and established pursuant to the terms of the applicable PPM.

### 4. *Managed Accounts*

All fees for Managed Accounts are subject to negotiation and established pursuant to each Managed Account's IMA. Generally, IMAs are terminable upon receipt by either party from the other of prior written notice of termination and after the expiration of the specified notice period and the client will be entitled to any unearned prepaid portion of the Management Fee to the extent applicable.

Management Fee. We or Symphony Cayman charge each Managed Account a Management Fee for each fiscal month or quarter of up to 1% per annum of the net asset value of each Managed Account. The Management Fee paid by Managed Accounts are billed in arrears on a quarterly basis or billed in advance. For Management Fee that are billed in advance, if the advisory agreement is terminated before the end of the billing period, the Client may obtain a refund of the pre-paid Management Fee calculated based on the remaining days in the billing period.

Performance Fee. For each fiscal year (or such other calculation period as may be agreed with the client), we or Symphony Cayman are entitled to a performance fee ("Performance Fee", and with the Incentive Fee, Incentive Allocation, the "Performance Compensation") in an amount equal to between 12.5% to 20% of any net realized and unrealized appreciation in the net asset value of each Managed Account (subject to a loss carryforward or high water mark mechanism) or over-performance over a hurdle, in each case over the relevant calculation period subject to certain adjustments. Generally, Performance Fee is crystallized upon a withdrawal or termination of the relevant Managed Account's IMA.

### B. Payment of Fees

Fees and compensation paid to us or our affiliates by the Funds or Managed Accounts are deducted from the assets of such clients. As discussed above, Management Fees are generally deducted in arrears on a monthly or quarterly basis and Performance Compensation is generally deducted in arrears on an annual basis, subject to agreement otherwise with certain clients or investors therein, as well as upon a redemption or withdrawal by an investor.

C. Additional Fees and Expenses

Each client bears its own expenses, which are detailed in each client's governing documents. Such expenses can include, without limitation, the costs and expenses of (i) all transactions carried out by it or on its behalf (including costs and expenses incurred by us and our affiliates in sourcing and researching investment opportunities and in visiting target companies as well as any breakup fees or other similar fees) and (ii) the administration of such client including (a) the charges and expenses of legal advisers and auditors, including in relation to due diligence on potential investments, (b) brokers' commissions (if any), borrowing charges on securities sold short and any issue or transfer taxes chargeable in connection with any securities transactions, (c) fees payable in respect of market price services, dealing systems, portfolio management systems and data feeds utilized by us or our affiliates to manage client portfolios (d) all taxes and corporate fees payable to governments or agencies, (e) directors' fees (if any) and expenses, (f) interest on borrowings, including borrowings from any prime broker, (g) expenses related to the offer and sale of Fund shares or such expenses incurred by Symphony Cayman, us or some other intermediaries in soliciting subscriptions for Fund shares as shall be approved by the Fund directors, (h) communication expenses with respect to investor services and all expenses of meetings of investors and of preparing, printing and distributing financial and other reports, proxy forms, prospectuses and similar documents, (i) the cost of insurance (if any) for the benefit of the Fund directors, (j) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business, and (k) all other organizational and operating expenses.

Please also refer to the disclosure in Item 12, Brokerage Practices, for further discussion of brokerage and other transaction costs.

D. Payment of Fees in Advance

The disclosures pertaining to this section are contained above in Item 5.A of this Brochure.

E. Additional Compensation

We have a subsidiary based in the United States, Symphony Financial Partners (U.S.) LLC ("Symphony US"), which has one employee that is responsible for investor and client relations.

**ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

We and our affiliates accept Performance Compensation from every client (other than clients that are not assessed Performance Compensation because it is assessed through another entity in a single master-feeder or similar structure). As a result, we and our affiliates do not face certain conflicts of interest

that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients.

However, Performance Compensation is subject to a loss carryforward or high water mark mechanism. As a result of this, it is possible that – even among clients that are all subject to the assessment of Performance Compensation – one or more clients will be effectively assessed only a fixed management fee (until the client’s net asset value satisfies any “catch up” or similar requirement). In such a case, the variation in the potential receipt of actual Performance Compensation among our clients may create an incentive for us disproportionately to direct the best investment ideas to, or to allocate or sequence trades in favor of, clients that are more likely to generate Performance Compensation from profitable investment or trading activity.

We are committed to allocating investment opportunities on a fair and equitable basis and have established policies and procedures to address the conflicts of interest described above, as further described in Item 12.

## **ITEM 7: TYPES OF CLIENTS**

We provide investment advisory services to Funds, Managed Accounts, and the Fund of One, as described above.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **A. Methods of Analysis and Investment Strategies**

The descriptions set forth in this Brochure of the advisory services that we offer and the investment strategies pursued and investments made by us on behalf of our clients should not be understood to limit in any way our investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that we consider appropriate, subject to each client’s investment objectives, restrictions and guidelines in a Fund’s or the Fund of One’s offering documents or the applicable IMA for a Managed Account. The investment strategies we pursue are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

We seek to achieve the investment objectives of our clients by generally engaging in the following: (1) making significant investments, directly or indirectly, in Japanese corporations and working with the management of those corporations as a cooperative shareholder with an aim to enhance shareholder value; or (2) investing in those companies most likely to benefit from the capital market reforms

introduced in Japan; or (3) following several different strategies (unrestrained by investment style, asset class, type of security, industry sector, location, size or market capitalization) including, without limitation:

- i. “Directional Macro” (i.e. taking directionally biased positions in major asset classes including equity, credit, fixed income, foreign exchange, commodities, and volatility);
- ii. “Relative Value and Event Driven” (i.e. investing in a diverse, opportunistic portfolio of inter- and intra-market relative value special situations and structural arbitrage positions); and
- iii. “Absolute Value” (i.e. going long (short) securities trading at a significant discount (premium) to their expected value).

Specific descriptions of such strategies and methods, and a full description of the risks associated with such strategies and methods, are included in each client’s offering documents, subscription agreement, investment management agreement or other constituent documents.

B. Material, Significant or Unusual Risks Relating to Investment Strategies and Risks Associated with Particular Types of Securities

The following risk factors do not purport to be a complete list or explanation of the risks involved in the investments we make for our clients. These risk factors include only those risks that we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis that we employ.

We do not recommend a particular type of investment instrument to clients, but rather, we recommend and invest in multiple investment instruments. Given the broad discretion we have in managing client portfolios, any one or more of the risks listed in this section may be incurred by our clients depending upon its investment program and restrictions. However, because it may be useful in understanding our investment program, set forth below is a non-exclusive list of certain risks related to securities and other instruments we may use for a client.

Dependence on the Macroeconomic and Business Environment. The success of a client may be dependent largely on the economic and business conditions prevailing in Japan. Although various policy measures have been introduced in recent years to revitalize the Japanese financial and corporate sectors, certain elements of structural and cyclical weakness persist. The Japanese economy has recently begun to show signs of recovery, although various uncertainties remain regarding the strength and sustainability of this recovery.

Unpredictable Policy and Regulatory Climate in Japan. Government policies and regulations affecting, directly or indirectly, a client's investment activities in Japan as well as the various strategies and structures that we may employ for a client in the pursuit of its investment strategy, are inherently unpredictable and subject to change. There can be no assurances that the policy and regulatory environment in Japan will necessarily always be favorable to a client or investors. Adverse changes in policies, law or regulations, including new interpretations of existing laws or regulations, may arise. In particular, such adverse changes may include changes to tax laws or regulations, including administrative and judicial interpretations of existing laws or regulations, which may have an adverse effect on the tax treatment of an investment in a client or on investments made by a client, in each case, possibly with retroactive effect.

Illiquid Portfolio Instruments. A client may invest a significant part of its assets in illiquid investments. Such client may not be able to dispose readily of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period. An investment in our clients is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

Where appropriate, positions in a client's investment portfolio that are illiquid and do not actively trade will be marked to market, taking into account actual market prices, market prices of comparable investments and/or such other factors (e.g. the tenor of the respective instrument) as may be appropriate. To the extent that marking an illiquid investment to market is not practicable, an investment will be carried at fair value, as reasonably determined by the client directors or their delegate. There is no guarantee that fair value will represent the value that will be realized by a client on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment. As a result, an investor withdrawing from a client prior to realization of such an investment may not participate in gains or losses therefrom.

Special Situation Investments. From time to time, subject to an aggregate limit, a client may acquire assets or securities which we believe either lack a readily assessable market value or should be held until the resolution of a special event or circumstance (each a "Special Situation Investment"). Such client will not be able to dispose readily of Special Situation Investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Special Situation Investments will be valued at fair value by the client administrator in consultation with us. There is no guarantee that this value will represent the value that will be realized by the client on the eventual disposition of the Special Situation Investment. An investor's participation in Special Situation Investments may be disproportionate to such investor's participation in the relevant client as a whole.

Investments in Undervalued Securities. We may invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from such client's investments may not adequately compensate for the business and financial risks assumed. In addition, such client may be required to hold such securities for a substantial period before realizing anticipated value. During this period, a portion of such client's capital would be committed to the securities purchased, thus possibly preventing such client from investing in other opportunities. Such client may therefore finance such purchases with borrowed funds, resulting in the necessity to pay interest on such funds until such time as sufficient capital becomes available to such client.

Equity Securities Generally. The value of equity securities varies with the performance of the issuer and movements in the equity markets. As a result, the client may suffer losses if it invests in or has exposure to equity instruments of issuers whose performance diverges from our expectations or if equity markets generally move in a single direction and the client has not hedged against such a general move. The client also may be exposed to risks that issuers will not fulfil contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Fixed Income Securities. A client may invest in convertible bonds or other fixed income securities, including, without limitation, commercial and asset-backed paper, loans, collateralised loan obligations, collateralised debt obligations and other derivatives, and "higher yielding" (including higher risk non-investment grade) debt securities. Such client will therefore be subject to credit, liquidity, and interest rate risks. Higher-yielding debt securities are generally unsecured and may be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured on substantially all of the issuer's assets. The lower rating of debt obligations in the higher-yielding sector reflects a greater probability that adverse changes in the financial condition of the issuer or in general economic conditions, or both, may impair the ability of the issuer to make payments of principal and interest. Non-investment grade debt securities may not be protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. It is likely that a major economic recession could severely disrupt the market for such securities and could have an adverse

impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon, increasing the incidence of default for such securities.

Leverage, Borrowing and Financing Risk. A client may leverage its capital to achieve a higher rate of return. Accordingly, a client may pledge its securities in order to borrow additional funds for investment purposes. The amount of borrowings and other forms of leverage which a client may have outstanding at any time may be substantial in relation to its capital.

While leverage presents opportunities for increasing a client's total return, it has the effect of potentially increasing losses as well. Any event that adversely affects the value of an investment by a client would be magnified to the extent such client is leveraged. The cumulative effect of the use of leverage by a client in a market that moves adversely to such client's investments could result in a substantial loss to such client that would be greater than if such client were not leveraged.

In general, the use of short-term financing (margin borrowings) results in certain additional risks to a client. For example, should the securities pledged to brokers to secure a client's margin accounts decline in value, such client could be subject to a "margin call", pursuant to which such client must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of such assets, it might not be able to liquidate assets quickly enough to satisfy margin requirements.

The financing used by a client to leverage its portfolio will be extended by securities brokers and dealers in the marketplace in which such client invests. While the client will attempt to negotiate the terms of these financing arrangements with such brokers and dealers, its ability to do so will be limited. A client is therefore subject to changes in the value that broker-dealers ascribe to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position, and/or such broker-dealers' willingness to continue to provide any such credit to such client. Because a client has no alternative credit facility that could be used to finance its portfolio in the absence of financing from broker-dealers, it could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of a client's portfolio at distressed prices could result in significant losses to such client.

A client's investments are expected to include companies whose capital structures may have significant leverage. Although investments in companies whose leverage is believed to be prudent will be sought, the leveraged capital structure of such companies will increase their exposure to adverse economic

factors such as rising interest rates, downturns in the economy, or deteriorations in the condition of the company or its industry.

Highly Volatile Instruments. The prices of derivative instruments, including options, are highly volatile. Price movements of forward contracts and other derivative contracts in which clients' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. Clients are also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses.

Short Selling. Short selling involves selling securities that are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Some short sellers may sell short the securities that they own but do not deliver them – they borrow to cover the short with the later return obligation. Short selling allows the investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which a client engages in short sales will depend upon the investment strategy we determine and the available investment opportunities. A short sale carries with it the risk of a theoretically unlimited loss, in that the price of the underlying security could increase without limit, thus increasing the cost to the client of buying those securities to cover the short position. There can be no assurance that a client will be able to cover margin calls to continue to be able to finance its short sale before the short position is covered and closed. In such cases, such client can be “bought in” (i.e. forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, exacerbating the loss.

Futures Contracts. The value of futures depends upon the price of the investments or securities, such as commodities, underlying them. The prices of futures are highly volatile and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, as well as national and international political and economic events and policies. In addition, investments



in futures are also subject to the risk of the failure of any of the exchanges on which the client's positions trade or of its clearing houses or counterparties.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent us from promptly liquidating unfavorable positions and subject the client to substantial losses or prevent it from entering into desired trades. Also, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. In extraordinary circumstances, a futures exchange or regulator could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

Forwards. Forward contracts and options on forwards, unlike futures contracts, trade in the over the counter ("OTC") market and are not standardized. Banks, brokers and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by a client due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which we would otherwise recommend, to the possible detriment of a client. Market illiquidity or disruption could result in major losses to a client.

Hedging Transactions. We may use financial instruments for hedging or risk management purposes for several reasons: (i) to protect against possible changes in the market value of such client's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) to protect unrealized gains in the value investments; (iii) to facilitate the sale of investments; (iv) to enhance or preserve returns, spreads or gains on any investment; (v) to hedge interest rates or currency exchange

rates on liabilities or assets; (vi) to protect against any increase in the price of any securities we anticipate purchasing at a later date; or (vii) for any other reason that we deem necessary or appropriate.

The success of a hedging strategy will depend, in part, upon our ability to assess correctly the degree of correlation between the performance of the instruments used in the hedging strategy to be determined by us and the performance of the portfolio investments being hedged. Since the characteristics of many securities change over time, the success of a hedging strategy will also be subject to our ability to continually recalculate and readjust, and our ability to execute hedges in an efficient and timely manner. While we may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance than if we did not hedge. For a variety of reasons, we may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged or we determine not to adopt such strategies. Such an imperfect correlation or investment decision may prevent us from achieving the intended hedge, or may create risk of loss. We may not hedge against a particular risk because we do not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge, or because we do not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of a client's portfolio holdings.

Counterparty Risk. Relationships have been established to obtain financing, derivative intermediation and prime brokerage services for clients to enable us to trade in any variety of markets or asset classes over time; however, there can be no assurance that such relationships will be maintained. An inability to establish or maintain such relationships would limit a client's trading activities could create losses, preclude such client from engaging in certain transactions, financing, derivative intermediation and prime brokerage services and prevent such client from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships before such client establishes additional relationships could have a significant impact on such client's business due to its reliance on such counterparties.

Some of the markets in which our clients effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This leads to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (regardless of whether *bona fide*) or because of a credit or liquidity problem, thus causing such client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a client has concentrated its transactions with a single or small group of counterparties. The ability of a client to transact business with any one

or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities, and the absence of a regulated market to facilitate settlement may increase the potential for losses by such client.

Counterparty Default. The stability and liquidity of repurchase agreements, swap transactions, forward transactions and other OTC derivative transactions depend in large part on the creditworthiness of the parties to the transactions. If there is a default by the counterparty to such a transaction, the relevant client will under most normal circumstances have contractual remedies pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs that could result in the net asset value of such client being less than if it had not entered into the transaction. Furthermore, there is a risk that any of such counterparties could become insolvent. If one or more of a client's counterparties were to become insolvent or the subject of liquidation proceedings in the United States, there exists the risk that the recovery of such client's securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, a client may use counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to a client's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on a client and its assets. Investors should assume that the insolvency of any counterparty would result in a loss to the client, which could be material.

Exchange Rate Fluctuations; Currency Considerations. Changes in currency exchange rates (if unhedged) will affect the value of a portfolio and the unrealised appreciation or depreciation of investments in relation to such shares. Furthermore, a client may incur costs in connection with conversions between various currencies. Currency exchange dealers realise a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to a client at one rate, while offering a lesser rate of exchange should such client desire immediately to resell that currency to the dealer. A client will conduct its currency exchange transactions either on a spot (i.e. cash) basis at the spot rate prevailing in the currency exchange market, or by entering into forward or options contracts to purchase or sell non-Yen currencies. It is anticipated that most of the currency exchange transactions of a client will occur at the time when securities are purchased or sold by it or when the value of the investments in such client is

calculated in each currency at the relevant valuation day, and will be executed through the local broker or custodian acting for such client.

Concentration of Investments. Our clients may at certain times hold relatively few investments. A client could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including by the default of the issuer.

Volatile Instruments. The prices of derivative instruments, including options, are volatile. Price movements of forward contracts and other derivative contracts in which a client's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. A client also is subject to the risk of the failure of any of the exchanges on which its positions trade, or of their clearing houses.

Investments in Unlisted Securities. A client may invest in unlisted securities. Because of the absence of any trading market for these investments, it may take longer to liquidate such positions than would be the case for similar positions in publicly traded securities, or it may not be possible to liquidate such positions at all. Although such unlisted securities may be resold in privately negotiated transactions (or eventually through an actual listing of the securities), the prices realised on these sales could be less than those originally paid by a client. Furthermore, companies whose securities are not publicly traded will generally not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities.

Assumption of Catastrophe Risks. Clients may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes and other natural disasters (which may be caused, or enhanced in frequency and severity, by climate change factors); war, terrorism and other armed conflicts; social and political unrest; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including the occurrence of a contagious disease outbreaks, epidemics and pandemics. To the extent that any such event occurs and has a material effect on global financial markets or specific markets in which we cause our clients to participate (or has a material effect on locations in which we operate) the risks of loss can be substantial and could have a material adverse effect on client portfolios. Furthermore, any such event

may also adversely impact one or more individual investors as a result of their individual liquidity situations and irrespective of client's performance.

## **ITEM 9: DISCIPLINARY INFORMATION**

There are no 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.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **A. Broker Dealer Registration Status**

We are registered and regulated by the Monetary Authority of Singapore. We and our management persons are not registered as broker-dealers with the SEC and do not have any application pending to register as a broker-dealer or registered representative of a broker-dealer. As noted above in Item 5.E. of this Brochure, Symphony US has one employee that is responsible for investor and client relations. We pay Symphony US a services fee on a quarterly basis.

### **B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status**

Symphony Cayman and Symphony US are each registered as a commodity pool operator ("CPO") with the U.S. Commodity Futures Trading Commission ("CFTC") and are members of the U.S. National Futures Association. We, as well as Symphony Cayman, the General Partner, Symphony US, and Symphony Japan are each exempt from registration with the CFTC as a commodity trading advisor. Messrs. Shibata and Baran, Gregory McEntyre and Hiroyuki Abe are registered as "associated persons" of Symphony Cayman with respect to its CPO registration. Mr. Shibata and Jared Small are registered as "associated persons" of Symphony US with respect to its CPO registration. Other than Symphony Cayman's and Symphony US's CPO registration, we and our management persons are not registered as futures commission merchants, commodity pool operators, commodity trading advisors or associated persons of the foregoing entities.

### **C. Material Relationships or Arrangements with Industry Participants**

As described above, Symphony Cayman appointed us to act as discretionary investment adviser of the Funds other than the Domestic Fund. Symphony Japan provides us with research, advice and recommendations for us to use for our clients – in this role, it is a "participating affiliate" and each person who provides such advice is an "associated person" and is subject to our Code of Ethics (Item 11, below). The General Partner acts as general partner of the Domestic Fund.

D. Material Conflicts of Interest Relating to Other Investment Advisers

We do not recommend or select other unaffiliated investment advisers for our clients.

**ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

A. Code of Ethics

We have a fiduciary duty to our clients. In seeking to meet our fiduciary responsibilities, we have adopted a Code of Ethics (the “Code”). The Code incorporates the following general principles that all employees are expected to:

- at all times act in the best interests of our clients and may not abuse or take inappropriate advantage of their position of trust and responsibility;
- ensure that all personal securities transactions must be conducted in a manner consistent with the Code and seek to identify and mitigate conflicts of interest;
- keep confidential information concerning the identity of securities and financial circumstances of clients, including Fund investors; and
- maintain independence in the investment decision-making process.

The Code was adopted in accordance with Rule 204A-1 under the Advisers Act to govern personal transactions by access persons and associated persons of our participating affiliate and to identify and mitigate any conflicts of interest between us and our clients. As such, our Code includes: (i) standards of business conduct, requiring that persons covered by the Code comply with relevant provisions of U.S. federal securities laws and the fiduciary duties an investment adviser owes to its clients; and (ii) policies governing the personal investment activities of access persons and requiring the submission by such persons of reports regarding their personal trading accounts and activities. The Code covers the following areas: Personal Trading, Gifts and Entertainment/Bribery/Corruption, Anti-Harassment Policy, Whistleblower Policy and Outside Business Activities.

All of our employees, officers, directors and principals are access persons for purposes of the Code.

Clients may request a copy of the Code by contacting us at the address or telephone number listed on the first page of this document.

Our Code includes a personal account trading policy that imposes requirements and restrictions with respect to personal trading and investment activity by access persons. In particular, the Code requires access persons to obtain clearance from the Chief Compliance Officer (“CCO”) prior to investing in

certain personal transactions. Subject to compliance with our relevant policies and procedures, including the Code and applicable law, employees will require pre-clearance from the CCO to invest in securities held by our clients. We prohibit front-running or trading with client orders.

Access persons must provide periodic reports with respect to personal securities transactions, holdings and accounts, including annual reports of holdings in certain reportable securities and quarterly reports of their personal transactions in reportable securities. These reports are submitted to and reviewed by the CCO.

Our employees may also invest in the Funds we manage and are subject to the terms stipulated in the offering document of each Fund.

We implemented and enforce policies and procedures to identify and mitigate conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code, as described above, and the monitoring of employee transactions and trading patterns for improper activities.

#### B. Cross Trades

As a result of subscriptions or redemptions and the change in the value of a client's assets in any month, we may adjust, to the extent practicable, the exposure levels of one client and one or more other clients that may follow the same investment strategy to instruments in their respective portfolios in order to maintain desired exposures. We would effect a cross trade if we determined the transaction to be in the best interests (and consistent with the investment program, risk management and other relevant considerations) of the clients involved. In a cross trade, we will, by exercising discretion for both clients, place the buy and sell orders with a broker who executes and books the transaction at the independent market price such as the price at market open, the price at market close or volume weighted average price ("VWAP") on the day of the transaction. The client receives the best price possible giving effect to our duty of best execution. Cross trades will not be effected for clients who are prohibited from undertaking such activities by the U.S. Employee Retirement Income Security Act of 1974, as amended.

#### C. Principal Transactions

In general, we do not engage in principal transactions with clients. However, we expect that, from time to time, and subject to compliance with the requirements of Section 206(3) of the Advisers Act and internal policies, we will engage in a principal transaction with a client if we reasonably believe that the

transaction will be in the best interests of the client, and subject to client consent. We will follow the same procedures to the extent that we engage in cross trades with pooled investment vehicles that are substantially or wholly owned by our employees, in compliance with applicable SEC guidance.

## **ITEM 12: BROKERAGE PRACTICES**

### **A. Broker selection**

We have full discretionary authority to manage our clients' portfolios, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Our authority is limited by our internal policies and procedures and each IMA.

We use the following criteria to select and evaluate the brokers and counterparties with whom we will trade and to add them to or take them off of our approved broker list: credit worthiness and reputation; market access; settlement capabilities; level and quality of communication; technology (algorithms etc., reporting and settlement); block trading ability; trading flow; discretion with high touch orders; research and commission rates.

Portfolio transactions will be allocated to brokers and counterparties based on numerous factors and not necessarily lowest pricing. Brokers and counterparties may provide other services that are beneficial to us and/or certain clients, but not beneficial to all clients. Subject to best execution, in selecting brokers and counterparties (including prime brokers) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, we will consider those criteria listed above for broker selection or any other factors that may be relevant to the execution of a specific trade or transaction.

Accordingly, the commission rates (or dealer markups and markdowns) charged to our clients by brokers or counterparties in the foregoing circumstances may be higher than those charged by other brokers or dealers who may not offer such services. We need not solicit competitive bids and do not have an obligation to seek the lowest available commission cost or spread. Generally, neither we nor our clients separately compensate any broker or dealer for any of these other services.

If we decide, based on the factors set forth above, to execute OTC transactions on an agency basis through Electronic Communications Networks ("ECNs"), we will also consider the following factors when choosing to use one ECN over another: ease of use; the flexibility of the ECN compared to other ECNs; and the level of care and attention that will be given to smaller orders.



We maintain policies and procedures to review the quality of executions, including periodic reviews by our investment professionals.

*1. Research and Other Soft Dollar Benefits*

While we do not have “commission sharing” or similar arrangements, we receive reports and other research materials from broker-dealers that are engaged by our clients. We do not seek to allocate the receipt of such research between our clients, and therefore in certain circumstances reports received from a broker that has a trading relationship with one client may be used for the benefit of other clients, and in some cases will benefit us. To the extent that we enter into commission sharing or other “soft dollar arrangements in the future”, we expect to do so in accordance with Section 28(e) of the Securities Exchange Act of 1934, as applicable. We will maintain a record of the use of all soft dollars.

We do not retain any cash or commission rebates received from brokers – we pass these to our clients.

*2. Brokerage for Client Referrals*

We do not receive client referrals from brokers or third parties. However, as noted above, subject to best execution, we may consider, among other things, capital introduction and marketing assistance with respect to investors in the Funds in selecting or recommending broker-dealers for the Funds.

*3. Directed Brokerage*

We do not recommend, request or require that a client direct us to execute transactions through a specified broker. We do not take U.S. client orders to buy or sell securities.

**B. Allocation and Aggregation**

Participation in specific investment opportunities may be appropriate, at times, for two or more clients. In such a case, participation will be allocated on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments and the respective investment programs and portfolio positions of the relevant clients. Such considerations could result in allocations of certain investments on other than a *pari passu* basis.

If we determine that the purchase or sale of a security is appropriate with regard to multiple clients, we will generally, but are not obligated to, purchase or sell such a security on behalf of such clients with an aggregated order, for the purpose of reducing transaction costs, to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day,

each participating client will receive the average price, with transaction costs allocated pro rata based on the size of each client's participation in the order (or allocation in the event of a partial fill) as we determine. In the event of a partial fill, allocations may be modified on a basis that we deem to be appropriate, including, for example, in order to avoid odd lots or *de minimis* allocations. We may make changes to the original pre-trade allocation based upon certain factors, including but not limited to: insufficient cash from a sale to fund the purchase (or purchase to balance a sale); portfolio weighting changes; and substantial shareholder filings trigger levels.

When orders are not aggregated, trades will be processed in the order that they are placed with the broker or counterparty we select. As a result, certain trades in the same security for one client (including a client in which us and our personnel may have a direct or indirect interest) may receive more or less favorable prices or terms than another client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved.

### **ITEM 13: REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review of Client Accounts**

We perform various daily, weekly, monthly, quarterly and periodic reviews of each client's portfolio as part of our risk management policy. Such reviews are conducted by the members of our management committee, portfolio managers and research associates.

#### **B. Factors Prompting Review of Client Accounts Other than a Periodic Review**

A review of a client account may be triggered by any unusual activity or special circumstances.

#### **C. Content and Frequency of Account Reports to Clients**

Investors in the Funds may receive a monthly letter from us documenting the performance of their Fund, although we may provide certain investors with information on a more frequent and detailed basis if agreed to by us. Quarterly statements will be sent to investors in the Funds, in each case in compliance with CFTC rules. In addition, we issue investors tax reports and audited financial statements concerning their respective Funds within 120 days of the end of the Fund's fiscal year. While all investors generally receive similar information, to the extent an investor receives additional information (that other investors have not received), which is in addition to information provided in a Fund's regular reports to investors, such information may provide such investor with greater insight into the Fund's activities.

This may enhance such investor's ability to make investment decisions with respect to the Fund and possibly affect such investor's decision to request a redemption from the Fund.

Reports for the Managed Accounts are subject to negotiation and established in accordance with each client's IMA. Reports for the Fund of One are subject to negotiation and established in side letters.

#### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

We do not receive economic benefits from non-clients for providing investment advice and other advisory services.

Symphony Cayman currently pays compensation to a firm that was formerly appointed to recommend prospects for an investment in a Fund or a Managed Account. Such appointment has since ceased but compensation is still being paid pursuant to the terms agreed with such firm.

#### **ITEM 15: CUSTODY**

All client funds and securities are held by a qualified custodian. NAV statements are sent to investors in the Funds and Fund of One by their respective administrators. We do not have custody over the assets of Managed Accounts. Account statements related to the Managed Account clients are sent by qualified custodians to the beneficial owner of each Managed Account and to us.

We are deemed to have custody of client funds and securities because our related person acts as a general partner under Rule 206(4)-2 under the Advisers Act (the "Custody Rule") and/or we have the authority to obtain client funds or securities. As our principal office and place of business is outside the U.S., the Custody Rule does not apply to our non-U.S. clients and only to the Domestic Fund.

With respect to the Domestic Fund, we comply with the "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each the Domestic Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that the Domestic Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year. The Domestic Fund's financial statements are prepared under the U.S. Generally Accepted Accounting Principles ("GAAP") and audited in accordance with the U.S. Generally Accepted Auditing Standards ("GAAS") prior to being distributed to investors.

#### **ITEM 16: INVESTMENT DISCRETION**

We serve as the discretionary investment adviser to each Fund other than the Domestic Fund (over which the General Partner has discretionary authority). In addition, we serve as the discretionary investment adviser for the Managed Accounts and Fund of One. Our investment decisions and advice with respect to each Fund and the Fund of One are subject to the investment objectives and guidelines, as set forth in its offering documents. Similarly, our investment decisions and advice with respect to each Managed Account are subject to each client's investment objectives and guidelines, as set forth in the client's IMA, as well as any written instructions provided by the client to us.

#### **ITEM 17: VOTING CLIENT SECURITIES**

In compliance with Advisers Act Rule 206(4)-6, we have adopted proxy voting policies and procedures. The general policy is to vote proxy proposals, amendments, consents or resolutions (collectively, "Proxies") in a prudent and diligent manner that will serve the applicable client's best interests and is in line with each client's investment objectives.

We determine whether and how to vote corporate actions and proxies on a case-by-case basis and will apply the following guidelines, as applicable:

- We will attempt to consider all aspects of the vote that could affect the value of the issuer or that of the securities held by clients.
- We will vote in a manner that it believes is consistent with the client's stated objectives as outlined in the relevant governing documentation.
- In making proxy voting decisions, we utilize the services of proxy advisory firms (the "Proxy Advisors"), which provide recommendations to us regarding proxy votes. We perform an assessment of the recommendations provided by the Proxy Advisors and make a determination as to how to vote Proxies. We will generally vote in accordance with the recommendation of the Proxy Advisor on routine and administrative matters, unless we have a particular reason to vote to the contrary. For non-routine matters, we will conduct a company-specific evaluation when the proposals require more analysis before casting a vote.
- In limited circumstances, we may refrain from voting Proxies where we believe that voting would be inappropriate, taking into consideration the cost of voting the Proxies and the anticipated benefit to our clients. Generally, clients may not direct our vote in a particular solicitation.

Conflicts of interest may arise between the interests of the clients on the one hand and us or our affiliates on the other hand. If we determine that we may have, or be perceived to have, a conflict of interest when voting Proxies, we will act in the best interests of our clients and in accordance with our Proxy voting policies and procedures. Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

**ITEM 18: FINANCIAL INFORMATION**

We are not required to include a balance sheet for the most recent fiscal year in this Brochure. We are not aware of any financial condition reasonably likely to impair our ability to meet contractual commitments to clients and have not been the subject of a bankruptcy petition at any time during the past 10 years.

**ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Item 19 is not applicable.