

**Part 2A of Form ADV**  
**Bridgefront Capital, LLC**  
*The Brochure*



**Item 1 - Cover Page**

March 28, 2024

Bridgefront Capital, LLC  
115 Wild Basin Road  
Suite 109  
Austin, TX 78746

(512) 623-7700

Bridgefront Capital, LLC (“Bridgefront”, the “Firm”, or the “Adviser”) is a federally registered investment Adviser with the U.S. Securities and Exchange Commission (“SEC”). Being registered as an investment Adviser does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Bridgefront. If you have any questions about the contents of this brochure, please contact us at (512) 623-7700. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Bridgefront also is available on the SEC’s website at [www.Adviserinfo.sec.gov](http://www.Adviserinfo.sec.gov).

## **Item 2 - Material Changes**

Bridgefront Capital, LLC (the “Adviser”) is providing this update to the “Brochure” since its last update dated March 31, 2023. A summary of changes since the last update is as follows:

Item 4 was updated to reflect a change in the Adviser’s regulatory assets under management.

Pursuant to SEC rules, the Adviser will ensure that its clients receive a summary of any material changes to this and subsequent Brochures within one hundred and twenty (120) days of the close of its fiscal year. The Adviser may further provide other ongoing disclosure information about material changes, as necessary.

Currently, the Brochure may be requested by contacting Brian Huber, the Adviser’s Chief Compliance Officer at [bh@bridgefrontcap.com](mailto:bh@bridgefrontcap.com).

Investors are encouraged to read this brochure in its entirety.

### **Item 3 - Table of Contents**

Item 1 - Cover Page .....	1
Item 2 - Material Changes .....	2
Item 3 - Table of Contents.....	3
Item 4 - Advisory Business .....	4
Item 5 - Fees and Compensation .....	5
Item 6 - Performance-Based Fees and Side-By-Side Management .....	6
Item 7 - Types of Clients .....	7
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9 - Disciplinary Information.....	17
Item 10 - Other Financial Industry Activities and Affiliations .....	18
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	19
Item 12 - Brokerage Practices .....	20
Item 13 - Review of Accounts.....	22
Item 14 - Client Referrals and Other Compensation .....	23
Item 15 - Custody .....	24
Item 16 - Investment Discretion .....	25
Item 17 - Voting Client Securities .....	26
Item 18 - Financial Information.....	27

#### Item 4 - Advisory Business

- A. The Adviser is a Delaware limited liability company and has its principal place of business located in Austin, Texas. The Adviser provides sub-advisory services to sub-advised accounts (referred to herein as the “Managed Accounts” or “Clients”).<sup>1</sup>

The Adviser was formed by its founder, Brian Huber (the “Principal”).

- B. The Adviser’s principal investment strategy is to generate absolute returns for its Clients through an investment program utilizing proprietary quantitative models to systematically select investment positions and manage risk exposure. Currently the Adviser implements this program in equities, exchange traded funds and exchange traded notes.
- C. While each of its Clients will follow the general strategy stated above, the Adviser may tailor the specific advisory services with respect to each Client based on the particular investment objectives and strategies described in the applicable Client’s (i) confidential offering memorandum or separate account agreement (as applicable) and (ii) governing documents (referred to collectively as “Offering Documents”).

**All discussion of the Clients in this Brochure, including but not limited to their investments, the strategies used in managing the Clients, and conflicts of interest faced by the Adviser in connection with the management of the Clients are qualified in their entirety by reference to each Client’s respective Offering Documents.**

- D. The Adviser does not participate in wrap fee programs.
- E. As of December 31, 2023, the Adviser manages \$266,523,733.51 in discretionary assets and \$0 in non-discretionary assets.

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<sup>1</sup> As a registered investment Adviser, the Adviser owes a fiduciary duty to all of its clients. In 2006, the decision by the Court of Appeals for the D.C. Circuit in *Goldstein v. SEC*, 451 F.3d 873 (D.C. Cir. June 23, 2006), with respect to private funds, clarified that the “client” of an investment Adviser to a private fund is the fund itself and not an investor in the fund.

## **Item 5 - Fees and Compensation**

- A. Below is a discussion of how the Adviser is compensated in connection with providing advisory services to the Managed Accounts, respectively.

### Managed Accounts

With respect to the Managed Accounts, the fees vary from Client to Client and are negotiated with each particular Client. Generally, the Managed Accounts are subject to management fees and performance-based fees. Management fees can be structured as a fixed fee or as a percentage of overall account value. Performance fees are typically a percentage of the overall performance of the accounts during a given period of time.

- B. Management Fees and Performance Allocations from the Clients are deducted directly from the Client's capital, where Management fees are payable quarterly in advance, and Performance Allocations are paid at the end of each performance period. With respect to the Managed Accounts, the Management Fee is payable monthly in advance. Such fees are generally paid by the owners of the applicable accounts and not deducted from the assets of the Managed Accounts. The Adviser is compensated for the Performance Allocations pursuant to advisory agreements that are negotiated with each Managed Account.
- C. Clients will incur brokerage and other transaction costs. Item 12 of this brochure discusses how the Adviser selects brokers and determines the reasonableness of their compensation. The direct expenses borne by each Client are described in more detail in each Client's Offering Documents.
- D. As stated above, the Managed Accounts pay the Adviser monthly compensation draws in advance based on the relevant managed account's percentage of the Adviser's assets under management. Upon the termination of an advisory contract, a managed account shall pay a draw prorated through the end of the foregoing notice period.
- E. Other than as described above, neither the Adviser nor any of its supervised persons receives any compensation from the sale of securities or other investment products.
- F. The Adviser may enter into different fee arrangements on a Client by Client basis and will be negotiated with each Client and described in each respective Client's offering documents.

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

As stated in Item 5 above, the Adviser receives performance-based fees or allocations from certain Clients. These payments are subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3, which requires that performance-based fees only be charged to “qualified clients” (as such term is defined in Rule 205-3).

Performance-based fees, in general, may create an incentive for an Adviser or its supervised persons to make investments that are riskier and more speculative than would be the case in the absence of a performance-based fee. Such fee arrangements may also create an incentive to favor higher fee paying Clients over other Clients in the allocation of investment opportunities. To address these conflicts of interest with respect to any future Clients, the Adviser will implement policies and procedures to ensure that all Clients receive equitable and fair treatment over time with respect to the allocation of investment opportunities.

## **Item 7 - Types of Clients**

As mentioned in Item 4, the Adviser provides sub-advisory services to private investment funds for sophisticated, qualified investors. Acceptance of separate account management relationships is determined on a case-by-case basis.

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

### **Investment Strategy Overview and Methods of Analysis**

Bridgefront's investment strategy is to generate absolute returns for its Clients through an investment program utilizing proprietary quantitative models to systematically select investment positions and manage risk exposure. Currently, the Adviser implements this program in equities, exchange traded funds and exchange traded notes.

### **Risk of Loss**

The Adviser's investment strategy involves a high degree of business and financial risk that can result in substantial losses and is suitable only for investors prepared to bear such risk. The risks factors below are not intended to be exhaustive. Prospective investors should carefully review the risks described in the applicable Client's offering documents:

#### **General Economic and Market conditions**

The success of the Clients' activities are affected by general economic and market conditions, such as changes in interest rates, availability of credit, inflation rates, economic uncertainty, market volatility, changes in laws (including laws relating to taxation of the Clients' investments), trade barriers, currency exchange controls and national and international political circumstances (including wars, terrorist acts, natural disasters or security operations). These factors may affect the level and volatility of securities prices and the liquidity of the Clients' investments. Volatility and/or illiquidity could impair the Clients' profitability or result in losses. The Clients could incur material losses even if the Adviser reacts quickly to difficult market conditions, and there can be no assurance that the Clients will not suffer material losses and other adverse effects from broad and rapid changes in economic and market conditions in the future.

#### **Potential for Fraud**

Although the Adviser may conduct due diligence evaluations and investigations on prospective investments, there is a risk that the Clients will be subject to fraud. Recent discoveries of fraud in the banking and financial services industry highlight the seriousness of this issue. The scope and long-term nature of such frauds is a testament to how difficult fraud is to detect and prevent. There is no assurance the Adviser will be able to prevent all types of fraud by parties with whom the Clients and/or the Adviser transact business.

#### **Terrorist Attacks, War and Natural Disasters**

Terrorist activities, anti-terrorist efforts, other armed conflicts involving the United States or its interests abroad and natural disasters may adversely affect the United States, its financial markets and global economies and markets and could prevent the Adviser and the Clients from meeting their respective investment objectives and other obligations. The potential for future terrorist attacks, the national and international response to terrorist



attacks, other acts of war or hostility and recent natural disasters have created many economic and political uncertainties, which may adversely affect the United States and world financial markets for the short or long-term in ways that cannot presently be predicted.

#### Potential Public Health Crisis; Covid-19

A public health crisis, pandemic, epidemic or outbreak of a contagious disease, such as the recent outbreak of Coronavirus (or Covid-19) in China, the United States and other countries, could have an adverse impact on global, national and local economies, which in turn could negatively impact fund clients. Disruptions to commercial activity relating to the imposition of quarantines or travel restrictions (or more generally, a failure of containment efforts) may adversely impact a Client's investments, including by delaying or causing supply chain disruptions or by causing staffing shortages. In addition, the imposition of travel restrictions may impact the ability of the Advisers' personnel to travel in connection with potential or existing investments of a fund client or to the Advisers' offices, which could negatively impact the ability of the Advisers to effectively identify, monitor, operate and dispose of investments. Finally, the outbreak of Coronavirus has contributed to, and may continue to contribute to, volatility in financial markets, including changes in interest rates. A continued outbreak may reduce the availability of debt financing to a fund client and potential purchasers of a Client's investments, which could have material and adverse impact on a Client's returns. The impact of a public health crisis such as the Coronavirus (or any future pandemic, epidemic or outbreak of a contagious disease) is difficult to predict, which presents material uncertainty and risk with respect to a Client's performance.

#### Investment and Trading Risks Generally

All investments risk the loss of capital. No guarantee or representation is made that the Client's program will be successful. Each Client's investment program involves, without limitation, risks associated with limited diversification, interest rates, currencies, volatility, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in each Client's activities. Certain investment techniques of the Clients may, in certain circumstances, substantially increase the impact of adverse market movements to which each Client may be subject. In addition, the Clients' investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally or in markets where the Clients invest their assets.

#### Equity Risks

The Clients will invest in equity securities. The market price of securities owned by the Clients may go up or down, sometimes rapidly or unpredictably. A risk of investing in the Client is that the equity securities in its portfolio will decline in value due to factors affecting equity securities markets generally or the sectors in which the Client will invest. The values of equity securities may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect

a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Other risks of investing globally in equity securities may include changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and difficulty in obtaining and enforcing judgments against non-U.S. entities. In addition, securities which the Adviser believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame the Adviser anticipates. As a result, Clients may lose all or substantially all of its investment in any particular instance.

### Foreign Securities

Foreign securities historically have been highly volatile and may involve greater risks than comparable U.S. investments, because of, among other things, instability of some foreign governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of foreign tax laws (e.g., the imposition of withholding taxes on dividend or interest payments) or confiscatory taxation may also affect investment in foreign securities. Higher expenses also may result from investment in foreign securities than would be the case with domestic securities because of the costs that are incurred in connection with conversions between various currencies and because foreign brokerage commissions may be higher than the United States. Foreign securities markets also may be less liquid, more volatile and less subject to governmental supervision than those in the United States. Investments in foreign countries could be affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations.

### Use of Leverage

The Adviser may use leverage and borrowing. Such leverage may be achieved through, among other methods, borrowing funds, purchases of securities on margin and the use of options, futures, forward contracts, repurchase and reverse repurchase agreements and swaps. Clients may also borrow or use leverage in its portfolio. Clients may borrow funds from brokers, banks and other lenders to finance their investing and trading operations, which borrowings may be secured by assets of the Clients. The use of such leverage can, in certain circumstances, maximize the losses to which the Clients' investment portfolios may be subject. Any event that adversely affects the value of an investment would be magnified to the extent that particular assets or Clients as a whole are leveraged. The cumulative effect of the use of leverage by the Clients in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients, which would be greater than if the Clients were not leveraged.

### Use of Derivatives

The Adviser may use derivative instruments, including without limitation, option contracts, swap agreements and forward contracts, and derivative techniques, including without limitation, synthetic short sales, for various hedging and/or speculative purposes. The use of such instruments and techniques may result in leveraging the assets of the Clients, thereby exposing the Clients to significant risks.

Among other things, the prices of derivative instruments can be highly volatile. Price movements of derivative instruments 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, financial futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Uncertainties remain as to how the markets for these instruments will perform during periods of unusual price volatility or instability, market illiquidity or credit distress. Market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. One or more markets may move against the derivatives positions held by a trader, thereby causing substantial losses. Many of these instruments are not traded on exchanges but rather through an informal network of banks and dealers who have no obligation to make markets in them and can apply essentially discretionary margin and credit requirements (and thus in effect force a trader to close out its positions).

### Short Selling

The Adviser may engage in selling securities and other financial instruments short, which involves the sale of borrowed financial instruments. In order to sell a financial instrument short, the seller must borrow the financial instrument from a lender and deliver it to the buyer. The seller is then obligated to return the financial instrument to the lender at its request (although the seller remains free to return the financial instrument to the lender at any time prior to the lender's request). The seller ordinarily fulfills its obligation to return a financial instrument previously sold short by acquiring it in the open market.

A short sale by the Adviser ordinarily involves a judgment on its part that, subsequent to the sale, the price of the financial instrument will fall over time, resulting in profits equal to the difference between the net proceeds of the sale and the cost of acquiring the financial instrument (or a financial instrument exchangeable for or convertible into such financial instrument) at a later date to fulfill the obligation to return the financial instrument to the lender.

The principal risk in selling a particular financial instrument short is that, contrary to the Adviser's expectation, the price of the financial instrument will rise, resulting in a loss equal to the difference between the cost of acquiring the financial instrument (for return to the lender) and the net proceeds of the short sale. (This risk of loss is theoretically unlimited;

since there is theoretically no limit on the price to which the financial instrument sold short may rise.)

Another risk is that the short seller may be forced to unwind a short sale at a disadvantageous time for any number of reasons. For example, a lender may call back a stock at a time the market for such stock is illiquid or additional stock is not available to borrow. In addition, some traders may attempt to profit by making large purchases of a financial instrument that has been sold short. These traders hope that, by driving up the price of the financial instrument through their purchases, they will induce short sellers to seek to minimize their losses by buying the financial instrument in the open market for return to their lenders, thereby driving the price of the financial instrument even higher.

#### Trading in Non-U.S. Companies and Markets

The Adviser will trade in non-U.S. markets and/or trade in the securities of non-U.S. companies involves certain considerations not usually associated with trading in securities of U.S. companies, including political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gains or other income; the small size of some markets in foreign countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict investment opportunities. In addition, accounting and financial reporting standards that prevail in foreign countries generally are not equivalent to United States standards and, consequently, less information may be available to investors in companies located in foreign countries than is available to investors in companies located in the United States. There is also less regulation, generally, of the financial markets in foreign countries than there is in the United States. For example, some foreign exchanges, in contrast to domestic exchanges, are “principals’ markets” in which performance is the responsibility only of the individual member with whom the trader has entered into a contract and not of an exchange or clearing corporation. In such a case, an investor is subject to the risk of the inability of, or refusal by, the counterparty to perform with respect to such contracts.

#### Cash and Cash Equivalent Investments

The Clients may invest a portion of their assets in cash or cash equivalent items for investment purposes, pending other investments, as collateral or as provision of margin for derivative instruments. These cash items generally are of high quality at the time of investment and may include a number of money market instruments such as negotiable or non-negotiable securities issued by or short-term deposits with the U.S. and non-U.S. governments and agencies or instrumentalities thereof, bankers’ acceptances, high quality commercial paper, repurchase agreements, bank certificates of deposit, and short-term debt securities of U.S. or non-U.S. issuers deemed to be creditworthy by the Adviser. While these

investments generally involve relatively low risk levels, they may produce lower than expected returns, and could result in losses.

#### *Accuracy of Public Information*

The Adviser selects investments for the Clients, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and ordinarily seeks independent corroboration when the Adviser considers it appropriate, the Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

#### *Risk Reduction Techniques May not be Effective*

The Adviser may use various hedging or other “risk-reduction” techniques in an attempt to minimize the risk of loss in portfolio positions. Such techniques may not always be available, and even when implemented may not always be effective in limiting losses. For example, the degree of correlation between an asset being hedged and the hedging instruments may vary from historical trends, resulting in less protection to the portfolio.

Some hedging techniques limit the opportunity for gain with respect to the position being hedged. In addition, risk-reduction techniques impose additional trading costs. During particularly volatile market conditions, the Adviser may use risk-reduction techniques that provide no added protection, while possibly imposing significant transaction costs. Moreover, illiquidity or default on one side of a hedge can effectively result in the position being converted into one that is entirely speculative.

#### *Counterparty Risks*

Clients expect to establish relationships to obtain brokerage and other related services; however, there can be no assurance that the Clients will be able to maintain such relationships or establish such relationships. An inability to establish or maintain such relationships would limit the Clients’ trading activities and could create losses, preclude the Clients from engaging in certain transactions and brokerage services and prevent the Clients from trading at optimal rates and terms. Moreover, a disruption in the brokerage services provided by any such relationships before the Clients establish additional relationships could have a significant impact on the Clients’ business due to the Clients’ reliance on such counterparties.

Furthermore, there is a risk that any of the Clients’ counterparties could become insolvent and/or the subject of insolvency proceedings. If one or more of the Clients’ counterparties were to become insolvent or the subject of insolvency proceedings, there exists the risk that the recovery of the Clients’ securities and other assets from the Clients’ brokers or broker-dealers will be delayed or be of a value less than the value of the securities or assets originally entrusted to such broker or broker-dealer.

The Clients are not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Adviser's internal credit function which evaluates the creditworthiness of its counterparties may prove insufficient. The ability of the Clients to transact business with any one or more counterparties, the lack of complete and "foolproof" evaluation of the financial capabilities of the Clients' counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Clients.

#### Execution Risks

The Clients' trading strategy depends on its ability to establish and maintain an overall market position in a combination of financial instruments selected by the Adviser. Should the Clients' trading orders not be executed in a timely and efficient manner, the Clients might be able to acquire only some, but not all, of a desired position, or if the overall position were to need adjustment, the Clients might not be able to make such adjustment. In such an event, the Clients would not be able to achieve the market position selected by the Adviser and might incur a loss in liquidating its position.

#### Cyber Security Breaches and Identity Theft

The Clients, the Adviser and their respective service providers depend on information technology systems and, notwithstanding the diligence that the Adviser may perform on its or the Clients' service providers, it may not be in a position to verify the risks or reliability of such information technology systems. The Clients, the Adviser and their service providers are subject to risks associated with a breach in cybersecurity. "Cybersecurity" is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. The Adviser's and the Clients' information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Adviser and/or the Clients may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Adviser's and the Clients' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the Adviser's or the Clients' reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to information technology systems may cause losses to the Clients or individual

investors by interfering with the operations of the Adviser. The Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose the Clients and the Adviser to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and the Clients may be required to indemnify the Adviser against any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities.

### Conflicts of Interest

Various actual and potential conflicts of interest exist (and may exist) among the Adviser, its principal and/or employees including actual and potential conflicts of interest related to fees, portfolio composition and valuation, expense allocation, selection of counterparties and best execution, treatment of other investors, limitation of liability, indemnification and trade errors, and outside business activities and personal trading. The Adviser may face various actual or potential conflicts of interest relating to the allocation of investment opportunities. Many different types of conflicts of interest may arise and this memorandum does not purport to identify all such conflicts. Investors ultimately are heavily dependent upon the good faith of the Adviser and its principal.

### Compensation Arrangements

The Adviser is entitled to receive the Management Fee. Management Fees, which are paid without regard to the Clients' performance, could motivate the Adviser to gather more assets than it can manage effectively, thereby diluting returns to investors.

### Security Breaches and Disruptions

In the ordinary course of business, the Clients, the Adviser and their service providers collect and store, on such parties' networks and/or on the networks of their third party vendors, sensitive data including the intellectual property, trading data and personally identifiable information of the investors. The secure processing, maintenance and transmission of this information is critical to the Clients' operations. Despite the security measures implemented by the Clients, the Adviser and their service providers and/or vendors, such parties' information technology and infrastructure may be vulnerable to attacks by hackers and/or breaches as a result of employee error, malfeasance or other technological disruptions. These attacks or breaches may remain undetected for an extended period of time and could compromise such networks, resulting in the information stored therein being accessed, publicly disclosed, lost and/or stolen. Any such access, disclosure or loss of information may have legal ramifications (including legal claims or proceedings, liability under laws that protect the privacy of personal information and regulatory penalties under federal and/or state securities laws) and may result in the disclosure or misuse of confidential information

concerning the investors, cause reputational harm to the Adviser and/or the Clients and increase their respective costs.

**THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN ADVISER'S METHODS OF ANALYSIS AND INVESTMENT STRATEGIES USED IN FORMULATING INVESTMENT ADVICE OR MANAGING ASSETS.**



**Item 9 - Disciplinary Information**

There are no legal or disciplinary events that are material to the Clients' or prospective Client's evaluation of the Adviser's advisory services or the integrity of management.

Neither Bridgefront, nor any of its affiliates, have ever been disciplined or sanctioned by any regulatory agency.

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

- A. The Adviser is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of the Adviser are registered representatives of a broker-dealer.
- B. Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.
- C. The Adviser does not have any other relationships or arrangements with any related persons that is material to its advisory business or to its Clients.
- D. The Adviser does not recommend or select other investment Advisers for its Clients.

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

- A. The Adviser has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act (the “Code”). The Code sets forth a standard of business conduct and compliance with federal securities laws by all of the Adviser's Access persons (“any employee of the Adviser who has access to information regarding the purchase or sale of securities by the Adviser or the portfolio holdings of any of its Clients”). The Code contains policies and procedures that ensure that all personal securities trading by Access persons of the Adviser is conducted in such a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. Access persons are generally prohibited from transactions in single name companies (including IPOs) in their personal accounts and must pre-clear other transactions involving reportable securities. The Adviser requires periodic reporting of Access persons' personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

The Adviser has established procedures to prevent the abuse of material, non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists. Because the structure of the Adviser would make information barriers impractical, the firm has not imposed information barriers to restrict the internal flow of possible material, non-public information. Thus, all professionals are deemed to be in receipt of material, non-public information, in all instances where any professional of the Adviser has received material, non- public information, and, therefore, may not trade on the basis of that information.

The Adviser will provide a copy of the Code to any investor or prospective investor upon request.

- B. The Adviser does not have a material financial interest in securities for which it recommends, buys or sells for Client accounts.

## Item 12 - Brokerage Practices

- A. The Adviser has complete discretion to determine, subject to each Clients' disclosed investment objectives, policies and strategies, the securities to be purchased or sold and in what amounts, the broker-dealers and other financial intermediaries use in effecting the transactions for Clients, and the commission rates to be paid for such transactions.

*Brokerage.* The Managed Accounts will have designated firms to serve as both the custodian and prime broker for its assets. The Managed Accounts, however, will not routinely recommend, request or require the Adviser to execute transactions through a specified broker-dealer.

*Soft Dollars.* The Adviser or its affiliates may receive from a Clients' broker-dealer products and services in addition to brokerage services.

A portion of the commissions generated on a Clients' brokerage transactions may generate "soft dollar" credits that the Adviser is authorized to use to pay for research and other non-research related services and products used by the Adviser or its affiliates. The Adviser may enter into "soft dollar" arrangements with one or more broker-dealers whereby the Adviser will direct securities transactions to the broker-dealer in return for research products and services from the broker-dealer. Although the Adviser will use the research and services in making investment decisions for the applicable Client, the Adviser may use such research or services for other Clients and the applicable Clients will generally pay more than the lowest available commissions for execution of these transactions. The Adviser may also enter into "soft dollar" arrangements to cover Clients expenses or costs and expenses of the Adviser to the extent such arrangements are permitted by law.

The Adviser has authority to use "soft dollar" credits generated by a Clients' securities transactions to pay for expenses that might otherwise have been borne by the Adviser. This may give the Adviser an incentive to select brokers or dealers for Client transactions, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by the Adviser rather than giving exclusive consideration to the interests of the Clients. In the event that the Adviser elects to use soft dollars, it intends to limit such use to services that fall within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended, or such services that are otherwise reasonably related to the investment decision-making process.

The term "soft dollars" refers to the receipt by an investment Adviser of products and services provided by brokers, without any cash payment by the investment Adviser, based on the volume of revenues generated from brokerage commissions for transactions executed for Clients of the investment Adviser. The products and services available from brokers include both internally generated items (such as

research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment).

The use of brokerage commissions to obtain investment research services and to pay for the administrative costs and expenses of the Adviser creates a conflict of interest between the Adviser and its Clients, because a Client may pay for such products and services that are not exclusively for the benefit of the Client and that may be primarily or exclusively for the benefit of the Adviser. To the extent that the Adviser is able to acquire these products and services without expending its own resources (including management fees paid by a Client), the Adviser's use of "soft-dollars" would tend to increase the Adviser's profitability. In addition, the availability of these non-monetary benefits may influence the Adviser to select one broker rather than another to perform services for its Clients. Certain of the Clients' Offering Documents, including the Funds' Offering Documents, specifically authorize these practices to the fullest extent permitted by law.

- B. In general, (and when applicable), the Adviser attempts to aggregate multiple orders for the purchase or sale of the same instrument into block transactions, subject to the overall obligation to achieve best price and execution for its Clients. When a Client trades in the same security or other instrument and the order cannot be aggregated, the Adviser/traders will direct the trades to the market in a way that seeks to best achieve equivalent treatment.

### **Item 13 - Review of Accounts**

- A. The Principal of the Adviser is responsible for reviewing Client investment portfolios on a continuous basis relating to, among other factors, position sizes; exposure levels; margin requirements; and investment opportunities.
- B. See Item 13.A. above.
- C. Bridgefront or the custodian of the Managed Accounts provides a written account statement or report to the Managed Accounts on a periodic basis, depending on the terms negotiated between the Managed Accounts and Bridgefront. The reports include the performance of the account along with other information as agreement by Bridgefront and the Managed Accounts.

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

- A. Neither the Adviser nor a related person of the Adviser directly or indirectly compensates any person who is not a supervised person for Client referrals.

## **Item 15 - Custody**

Bridgefront is not deemed to have custody of the assets held in the Managed Accounts. The Managed Accounts do not surrender ownership of any cash or securities comprising the assets in its accounts. Bridgefront may not remove any cash or securities from a Managed Account and the assets subject to supervision will be maintained in street name in the respective Managed Accounts' custody with the custodian and/or broker-dealer selected by the Managed Accounts and set forth in each respective investment management agreement. Managed Accounts should carefully review account statements received from the broker-dealer, bank or other qualified custodian. Bridgefront periodically evaluates its status under the custody rule to determine any change.



**Item 16 - Investment Discretion**

The Adviser exercises discretion in managing the Clients' investments based on the Clients' investment objectives, policies, and strategies disclosed in its Offering Documents.

The Adviser contractually assumes discretionary authority with each Client account under an investment management agreement.

## **Item 17 - Voting Client Securities**

The Adviser follows a proxy voting policy to ensure that proxies the firm votes, on behalf of each Client, are voted to further the best interest of that Client. The policy establishes a mechanism to address any conflicts of interests between the Adviser and its Clients. Further, the policy establishes how a Client's underlying investors may obtain information on how the proxies have been voted.

The Adviser determines how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. The Adviser votes proxies in a manner that it believes reasonably furthers the best interests of its Clients and is consistent with the investment philosophy as set forth in the relevant Client Offering Documents.

If a proxy vote creates a material conflict between the interests of the Adviser and a Client, the Adviser will resolve the conflict before voting the proxies. The Adviser will take steps designed to ensure that a decision to vote the proxy was based on the Adviser's determination of the Client's best interest and was not the product of the conflict.

The Adviser maintains records of (i) all proxy votes that are made on behalf of its Clients; (ii) all written requests from each Client's underlying investors regarding voting history; and (iii) all responses (written and oral) to investors' requests. Such records are available to each Client's underlying investors upon request.

**Item 18 - Financial Information**

- A. The Adviser does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.
- B. The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.