

ICR Partners, LLC.
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ADV Part 2A, Firm Brochure
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This brochure provides information about the qualifications and business practices of ICR Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 817-854-3253 or via our website at www.icrpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ICR Partners, LLC. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to ICR Partners, LLC. as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

N/A

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Item 4 **Advisory Business**

- A. ICR Partners, LLC (the “Registrant”) is an LLC formed on April 1, 2019 in the State of Indiana. The Registrant became registered as an Investment Adviser Firm on January 24, 2020. Robert Mehringer is the Registrant’s Chief Compliance Officer, President and Chief Investment Officer.
- B. Registrant provides *fee-only* investment advisory and consulting services via proprietary research, investment-related consulting services, investment platforms and asset management programs to Clients (“Clients”). Registrant exclusively serves institutional Clients (banks, trust companies, broker/dealers, other investment advisers, institutional retirement plans, etc.). Registrant’s services are provided to institutional entities.

To the extent that Registrant’s Clients utilize its services to provide investment advisory services for their Customers, the Client is responsible for initial and ongoing suitability determination, Customer communications, designation of custodian/broker-dealer, and corresponding best execution. Registrant **does not** offer financial planning or related consulting services directly to Customers or other individuals.

INSTITUTIONAL INVESTMENT ADVISORY SERVICES

1. Investment Model Research Program

The Registrant offers investment management access and advice not involving supervisory services on a non-discretionary basis, through the Investment Model Research Program (“IMRP”) to banks, trust companies and others who are trustees, investment management agents or who may otherwise have discretionary authority over certain Customer portfolios, broker-dealers or registered investment advisers; all such parties herein described as the “Client’s Fiduciary Agent”. Under the IMRP, the Registrant contracts for the investment advice of third-party investment managers called “Model Providers,” who provide purchase or sale recommendations based on their research.

The Registrant’s role in the IMRP is to make available one or more third party investment managers to an Overlay Manager, and to supply the Overlay Manager with investment recommendations received from Model Providers. The Overlay Manager invests the assets in a Client’s IMRP account based upon the Client information received from the Customer or the Client’s Fiduciary Agent.

For selected third party managers that are designated on the Registrant’s approved list, the Registrant approves the Model Providers for inclusion in the IMRP based upon a comprehensive review and analysis of their investment strategies, performance information and other inquiries as the Registrant may find necessary. The Registrant then forwards such information received from the Model Providers to the Overlay Manager on a regular basis, which allows the Overlay Manager to construct investment portfolios for Customers. In certain cases, the Client’s Fiduciary Agent may serve as the Overlay Manager, a Model Provider, or both.

Initial and ongoing reviews of the Model Providers are conducted by the Registrant’s Research Committee and include the analysis of investment information. The Registrant requires performance information of Model Providers on the Registrant’s approved list to be provided in a format which is Global Investment Performance Standards (GIPS)

compliant. Exceptions to this compliance requirement may apply if the Model Provider has demonstrated a strong investment management background. The review may include comparisons to investment advisers with similar investment styles. In some cases, an on-site or a virtual visitation is conducted with the Model Provider. Model Providers that successfully complete this process are placed on the Registrant's approved list and are then available for use in the Customers' investment portfolios by the Overlay Manager. Credentials and select data of Model Providers are reviewed each quarter to determine if expectations have been met on a relative basis to remain eligible for inclusion in the IMRP. If general expectations have not been met, a more comprehensive review may be conducted, after which replacement of the Model Provider may occur.

In selecting the appropriate investments for a particular Customer's IMRP account, the Client's Fiduciary Agent determines which combination of investment recommendations provided by Model Providers through the Registrant are appropriate and suitable for a particular Customer account based upon the Customer's investment objectives, financial situation, risk tolerance and other investment guidelines. Additionally, Client's Fiduciary Agent may, on occasion, request assistance from Registrant in the selection of these model Model Providers. The Overlay Manager has discretion as to the specific timing and manner of execution of investment transactions based upon Customer information it has received from the Client's Fiduciary Agent.

The Registrant and Model Providers selected by the Registrant's Research Committee may jointly host seminars from time to time to promote the benefits of the IMRP to various financial institutions. Model Providers commonly share seminar and nominal entertainment expenses with the Registrant, however, a Model Provider's willingness or unwillingness to participate in such seminars or to share in such expenses does not positively or negatively impact the evaluation or assessment of such Model Provider by the Research Committee.

2. Investment Advice through Consultations

The Registrant offers additional investment consulting services through which investment advice may be provided. These services encompass internet platform design, program evaluation, asset allocation, and custom research.

MISCELLANEOUS

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the Client's Fiduciary Agent or from the Client's Fiduciary Agent's other professionals and is expressly authorized to rely thereon. Moreover, each Client's Fiduciary Agent is advised that it remains his/her/its/their responsibility to promptly notify the Registrant if there is ever any change in the Customers' financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Other Services. The Registrant may provide administrative, investment consulting and due diligence services for Client's Fiduciary Agents who provide services to Customers on a wrap fee basis. When considering wrap fee arrangements, Client's Fiduciary Agent's Customers should note that they might pay a higher fee than would be charged for investment advice or management alone. However, depending upon the volume of transactions in the Customer's account, an all-inclusive fee arrangement may result in a comparable or lesser total charge.

Private Investment Funds. Registrant may provide investment advice regarding unaffiliated private investment funds. The Registrant's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a Client determines to allocate investment assets among a private investment fund, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of Registrant calculating its investment advisory fee. Registrant's Clients are under absolutely no obligation to consider or allocate investment assets among private investment fund(s).

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each Client for review and consideration. Unlike liquid investments, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client investor shall establish that he/she is qualified for investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each Client's Fiduciary Agent and/or Customer prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement*, as required by law.

Fee Differentials. As indicated below, the Registrant shall price its services based upon various objective and subjective factors. As a result, Registrant's Clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory and/or consulting services to be rendered. As a result of these factors, the services to be provided by the Registrant to any particular Client could be available from other advisers at lower fees. All Clients and prospective Clients should be guided accordingly.

- C. The Registrant shall provide investment advisory services specific to the needs of each Client's Fiduciary Agent. Prior to providing investment advisory services, an investment adviser representative will ascertain each Client's Fiduciary Agent's objective(s). Thereafter, the Registrant shall allocate and/or recommend that the Client's Fiduciary Agent allocate investment assets consistent with the designated investment objective(s). The Client's Fiduciary Agent may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2023, the Registrant had \$224,868,995 of Regulatory Assets under Management on a discretionary basis.

Item 5 Fees and Compensation

- A. The Client's Fiduciary Agent can determine to engage the Registrant to provide investment advisory and consulting services via proprietary research, investment-related consulting services, investment platforms and asset management programs.

INSTITUTIONAL INVESTMENT ADVISORY SERVICES

1. Investment Platform Management Program

The basic fee for a IMRP account is set or negotiated by each Customer with the Client's Fiduciary Agent at a percentage of the fair market value of the assets held in the Customer's account. The Registrant charges Clients between 5 and 100 basis points of total assets per IMRP account, based upon various objective and subjective factors, including, but not limited to: the amount of the assets placed under management, the complexity of the engagement, and the level and scope of the overall investment advisory services to be rendered. (See also Fee Differential discussion above.) Before engaging Registrant to provide IMRP services, Clients are required to enter into an agreement with Registrant setting forth the terms and conditions of the engagement (including termination), which describes the fees and services to be provided. Registrant may in addition charge an administration fee between 0 – 5 basis points of total assets per IMRP account, based upon various objective and subjective factors.

The Client's Fiduciary Agent may charge additional fees above the fair market value of the assets held in the Customer's account.

The Registrant pays a portion of the total fee to the Model Providers whose investment advice is used with respect to a IMRP account. Registrant may also charge the Client Fiduciary Agent a set-up fee and/or an annual fixed fee to support and maintain their program, which include investment advisory services as well as operational and technology services.

2. Investment Advice through Consultations

The fee for these services is generally a fixed or hourly fee equal, which is negotiable at the time of engagement.

- B. For Institutional Investment Advisory Services, Registrant's advisory fees are charged to the Client's Fiduciary Agent. Fees are charged quarterly concurrently, based upon the daily weighted average market value of the Customers' assets during the current quarter. Advisory fees between Registrant and Client's Fiduciary Agent are outlined in the *Participating Bank Agreement*.

Registrant has no custody of any client assets. In some instances, Registrant's advisory fees are charged to the Client and deducted from Customer assets by their respective custodian. Clients are billed monthly, on or about 5th day of the calendar month following the month to which such fees apply. Otherwise, Registrant's advisory fees are charged to the Client and deducted from customer assets by their respective custodian on or around the 5th day after the close of each calendar quarter. Client/Customer authorizes deduction and further agrees that all assets in the account otherwise held, shall be subject to a lien for the discharge of fees.

- C. For Institutional Investment Advisory Services, the Registrant does not generally recommend a particular broker-dealer. Broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's fee, Customers will also incur, relative to all mutual fund and ETF purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

- D. For Institutional Investment Advisory Services, Registrant's annual fee shall be prorated and paid monthly, in arrears, based upon the average daily market value of the assets during the previous quarter. The Registrant may require the Client's Fiduciary Agent to pay an annual minimum fee for investment advisory services. The Client's Fiduciary Agent may require a minimum asset level or minimum annual fee for investment advisory services. The Registrant, in its sole discretion, may charge a lesser fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, etc.).

The *Participating Bank Agreement* between the Registrant and the Client's Fiduciary Agent will continue in effect until terminated by either party by written notice in accordance with the terms of the *Participating Bank Agreement*.

- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's Clients shall include institutional clients (banks, trust companies, broker/dealers, other investment advisers, and other institutional entities) only. The Registrant may require the institutional Client to pay an annual minimum fee for investment advisory services. The Client's Fiduciary Agent may require a minimum asset level or minimum annual fee for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, etc.).

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

- A. The Registrant may utilize the following methods of investment analysis:
- Qualitative Analysis – Registrant's research team engages investment managers with questionnaires, conference calls, site visits and utilizes third-party databases to ensure managers (Model Providers) continue to meet thresholds established by Registrant. Analysis includes a review of the firm, the people, and the product, and can include criteria such as:
 - i. Ownership/structural changes
 - ii. Operational/trading problems
 - iii. Legal/Regulatory issues
 - iv. Key personnel turnover – (i.e., CIO, portfolio manager, etc.)

v. Investment style drift

- Quantitative Analysis – Registrant’s research team utilizes third-party analytical tools, in addition to its own proprietary database to assess the manager’s performance and risk. The analytical tools may include both, holdings-based attribution tools, as well as returns-based style analysis tools. The quantitative analysis is meant to measure the manager’s ability to add value, as well as assess risk, and to validate that the manager is adhering to its investment philosophy.

Registrant may engage the services of other third-party due diligence providers to supplement its product list, especially in the more esoteric asset classes (e.g., alternative investments). Additional charges may apply in these circumstances. Registrant will monitor third-party due diligence providers. Additionally, Registrant may engage the services of other third-party due diligence providers to supplement its own internal due diligence services on its product list. No additional charges would apply in this circumstance.

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

- B. The Registrant’s methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant’s analysis.

Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities. Additionally, Model Manager portfolio changes may be distributed on a rotating basis across multiple platform sponsors, and there may be a significant period from when the first platform sponsor and last platform receive a model change. While over time, the impact on a Client’s portfolio is not expected to be significant due to random rotation of the distribution, during some market conditions, there could be an impact to Client portfolios due to the timing of the distribution of model changes.

The Registrant’s primary investment recommendations are investment managers that invest in different areas of the financial markets. Thus, they each carry their own unique set of risks based upon the area of the market in which they invest – market risk, currency risk, interest risk, default risk, etc.

- C. Registrant does not generally recommend a particular type of security. Rather, the Registrant primarily offers recommendations on model managers, ETFs, and mutual funds to institutional Clients who invest primarily in equity and fixed income securities.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant has no other relationship or arrangement with a related person that is material to its advisory business.
- D. As described in this Brochure, the Registrant does not receive compensation from investment advisors that it recommends or selects for its Clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for Customer accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.

The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to Customers. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Customers) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access

Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to Customers. This may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

- A. For Institutional Investment Advisory Services, the Registrant generally does not recommend a particular broker-dealer/custodian for execution and/or custodial services.

Item 13 Review of Accounts

- A. Registrant *may*, at the request of Client's Fiduciary Agent, conduct account reviews on an ad hoc basis, at the request of the Client's Fiduciary Agent, upon the occurrence of a triggering event, such as a change in the Customers' investment objectives and/or financial situation and market corrections.
- B. The Registrant may provide the Client's Fiduciary Agent with a written periodic report summarizing Customer account activity and performance. This is typically based upon the reporting that the Client is already getting from the custodian. Registrant does offer formal quarterly performance reporting to Customers, when agreed to by Client.

Item 14 Client Referrals and Other Compensation

- A. The Registrant may have some institutional client relationships where all or a portion of the Registrant's fees are paid by the Client's broker-dealer. The Registrant receives no additional benefit other than the fees due.
- B. The Registrant does not compensate, directly or indirectly, any person, other than its representatives, for client referrals. However, Registrant may pay technology provider firms to assist in the transfer of data between Model providers, Registrant and Client.

Item 15 Custody

Registrant does not have custody of client assets. However, the Registrant's advisory fees are charged to and paid by the Client's Fiduciary Agent on a quarterly basis. Client's Fiduciary Agent may debit the Customer accounts for their advisory fees.

Item 16 Investment Discretion

Registrant does not exercise discretionary investment authority over Customer accounts. Registrant's investment discretion is solely on the management of the Investment Model Research Program and its investment recommendation to the Client's Fiduciary Agents.

Item 17 Voting Client Securities

- A. The Registrant does not generally vote proxies on behalf of Clients. However, in very limited circumstances, when specifically requested and directed by the Client, the Registrant may accept responsibility for voting Client proxies.

The Client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to account assets, including, but not limited to, class action lawsuits. Information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request. Requests should be made by contacting the Registrant's Chief Compliance Officer, Robert Mehringer.

- B. If Registrant does not vote Client proxies, as per its standard practice, Clients will receive their proxies or other solicitations directly from the applicable custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain Client/Customer accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Robert Mehringer, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangement.