



A BOUTIQUE INVESTMENT ADVISORY

Item 1

Punch & Associates Investment Management, Inc.

Form ADV Part 2A

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March 30, 2018

This brochure provides information about the qualifications and business practices of Punch & Associates Investment Management, Inc. ("Punch & Associates"). If you have any questions about the contents of this brochure, please contact Nancy Caselli at (952) 224-4350 or nancy@punchinvest.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 Punch & Associates is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Punch & Associates is required to identify and discuss any material changes made to our brochure since the last annual update dated March 28, 2017. Materials changes since our last update include:

- Item 4: We added a description of our new Nano Cap Equity Strategy, along with disclosures regarding a second private fund offered.
- Item 6: We updated the description of the inherent incentive related to performance-based fee accounts. In last year's brochure, we noted performance-based fees create an incentive for us to invest more aggressively than in an account without a performance-based fee. We determined a more accurate description is to note that performance-based fees create an incentive for us to invest in a different manner than in an account without a performance-based fee.
- Item 8: We added additional risks for clients to consider, primarily related to risks associated with working with investment advisers in general.
- Item 12: We updated the description of our practices for allocating investment opportunities among the Small Cap, Micro Cap and Nano Cap Equity Strategies. We also expanded the description of our cross transaction practices.
- Item 15: We expanded the disclosure to clarify we may maintain custody of client assets as a result of our limited ability to assist clients in communicating transfers of client funds to third-party entities.

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Item 4 Advisory Business

Punch & Associates is an independent boutique investment adviser located in Edina, Minnesota, founded in February 2002. Punch & Associates is 100% employee owned; its principal owners are Howard D. Punch, Jr. (majority owner), Andrew J. Matysik, John C. Carraux and Jessica Johnson. As of December 31, 2017, we had discretionary assets under management of \$1,241,577,269.

We offer two primary services to clients: Investment Management and Wealth Planning.

Investment Management

We provide discretionary portfolio management services to individual high net worth and institutional clients, based on the specific needs and objectives of each client. In addition, we serve as investment adviser and managing member to two private funds focused on micro cap investment opportunities (the “Micro Cap Fund”) and nano cap investment opportunities (the “Nano Cap Fund”, each a “Private Fund” and collectively the “Private Funds”).

In managing portfolios, we incorporate a risk-averse investment philosophy that, at its core, seeks to preserve and grow our clients’ assets. We are a multi-cap manager with the following core strategies:

1. Income
2. Large Cap Equity
3. Small Cap Equity
4. Micro Cap and Nano Cap Equity (Private Funds)
5. Strategic Total Return

Our institutional clients generally hire us for a specific strategy (or, subset of one of our existing strategies). Our individual high net worth clients generally hire us to manage a substantial portion of their personal portfolio, where we believe the most important decision involves the allocation of assets among different asset classes, supplemented by rigorous fundamental analysis providing the key to successful security selection. We believe it is possible to achieve consistent investment returns through all market environments by using a disciplined and opportunistic style of investing, coupled with a willingness to look different from other “mainstream” investors.

When managing client portfolios, we will consider client-imposed restrictions on investing in securities or specific types of securities, as directed by clients and agreed to by us.

Wealth Planning

In connection with our Wealth Planning service, our Wealth Strategies Group oversees our clients’ overall financial situations on an ongoing basis, striving to assist them in addressing their important financial issues. Our process begins with a “Discovery Meeting” where we assess the individual’s or family’s financial situation, both qualitatively and quantitatively. We examine the client’s

current situation, future goals, investment objectives and risk tolerance along with their time horizon and income needs. Then, we develop a plan and a timeline, after which we begin implementing and monitoring the plan through frequent and detailed communication in an effort to ensure we are aware of events and changes that may require adjustments.

Our Wealth Planning service is customized to each client's specific needs and circumstances.

Item 5 Fees and Compensation

General Fee Information

In cases where we are responsible for billing the client, individual client accounts are billed quarterly in advance. Institutional client accounts are also billed quarterly in advance, unless otherwise directed by the client. We deduct fees directly from the client's account, unless otherwise mutually agreed upon, in which case an invoice is sent directly to the client.

Clients will incur separate custodian, brokerage and transaction costs. Custodian fees are negotiated by the clients and their selected custodian(s). In addition, we at times invest a client's account in registered investment companies or exchange-traded funds ("ETFs") not affiliated with us. In addition to our fees, clients are responsible for shareholder fees imbedded within the share price of these securities (i.e., layered fees). Please see Item 12 for a discussion of our brokerage practices.

Fee Schedule

Individual High Net Worth and Institutional

Our standard investment management fee for individual high net worth accounts is 1.00% of assets under management. Our institutional accounts have a tiered fee schedule as follows:

Assets Under Management	Fee
\$0-\$10 Million	1%
\$10 Million-\$50 Million	.85%
\$50 Million -\$100 Million	.80%
Over \$100 Million	.75%

While we generally do not negotiate fees, fees may be negotiable in certain circumstances based on account size or other considerations. Employees and their immediate family members are not charged fees. We also do not charge fees for management of certain donor advised funds through which the firm and employees may make charitable contributions. While we do not currently charge individual high net worth and institutional accounts a performance-based fee, we may consider entering into such an arrangement with select clients eligible to pay performance-based fees.

Wealth Planning

We offer inclusive Wealth Planning services for individual clients. We generally do not charge a fee for Wealth Planning services, but we reserve the right to negotiate a fee depending upon the complexity and circumstances of the client's needs.

Private Fund

We collect asset-based and performance-based fees as adviser to each Private Fund, as fully described in the Private Fund's Confidential Private Placement Memorandum. Investors in each Private Fund are encouraged to consult the Confidential Private Placement Memorandum as the authoritative source for disclosure regarding fees paid by each Private Fund. The Private Funds' administrator, ALPS Alternative Investment Services, LLC ("ALPS") calculates both the asset-based and performance-based fees using the market value determined by an independent pricing service as of the last day of the previous month end. In addition, each Private Fund pays our firm a monthly management fee calculated by ALPS for its role as the Managing Member.

While we are authorized to negotiate fees paid by investors in the Private Funds based upon factors determined by us to be material, we have not and do not intend to negotiate such fees. However, our employees invested in the Private Funds pay neither investment management nor performance-based fees. See Item 6 for more information on performance-based fees.

Account Valuation Practices

When possible, we use account market values for publicly-traded securities as provided by our clients' custodians to calculate investment performance and client fees. While this rarely occurs, if the custodian does not supply a price or if we believe a price supplied is not indicative of an accurate market value, we will attempt to obtain a price from another third-party source. If a price is still not available, our Investment Committee will establish a fair value for the security. When establishing a fair value for a security, no single factor or approach will be routinely used by our Investment Committee, as each situation is unique in nature.

When valuing a PIPE (a Private Investment in a Public Equity) held within a client portfolio, we generally use publicly available prices for the underlying public equity, amortizing the discount to account for the restricted period.

We encounter inherent conflicts of interest when we participate in the valuation of client accounts, as higher security prices increase market values, thereby enhancing performance results and increasing fees. In addition, because clients pay different fees based on varying fee schedules or the size of the account, we have an incentive to favor those accounts from which we earn the highest fees. We maintain investment, trade allocation and account valuation (including fair valuation) policies and procedures to address such conflicts of interest. See Item 6 for more information on performance-based fees, and Item 12 for a discussion of our brokerage and trading practices.

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

We offer performance-based fees in connection with our Private Funds, as more fully described within the Private Fund's Confidential Private Placement Memorandum. In addition, select institutional separate accounts and the Private Fund are managed following similar investment mandates, which results in these accounts often investing in the same securities, known as "side-by-side" management.

Performance-based fees create an incentive for us to invest in a different manner than in an account without a performance-based fee in an effort to increase our compensation. To address this inherent conflict, we maintain policies and procedures designed to ensure all accounts are treated fairly, and to provide reasonable assurance accounts with performance-based fees are not favored. Our management also routinely reviews all accounts to confirm accounts with performance-based fees are not favored, including a daily review of investment opportunity allocations between the Private Fund and other similarly managed accounts.

Item 7 Types of Clients

We manage assets for foundations, pension and profit sharing plans, government entities, corporations, high net worth individuals, families, trusts, private funds and donor advised funds.

We manage our firm's profit sharing plan and individual retirement accounts for employees, as well as direct accounts for our employees' immediate family members. These proprietary accounts are not included in block orders along with client trades. Please see Item 12 for a discussion of our trading practices.

Our minimum account size for institutional clients is \$10,000,000. Given the inherent capacity limitations on micro cap and nano cap securities, we reserve the right to increase or decrease this minimum account size or otherwise place limitations and covenants on accounts invested using our micro cap or nano cap style. Our minimum Private Fund investor account size is addressed within the Confidential Private Placement Memorandum. Our minimum account size for individual high net worth accounts is \$250,000. We have no specific minimum account size for Wealth Planning clients. At our discretion, we may waive our account minimums. Among the reasons we may waive such minimums are: the client is a family member or close personal friend; we have a long-standing relationship with the client; or our expectation to manage additional client assets in the future. We may aggregate portfolios of a client's family members to meet the minimum portfolio size.

Our investment management agreement with the client determines the protocol the client or we will follow in terminating accounts.

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

Investment Philosophy

Our investment philosophy is based on the belief that returns on capital are greatest where capital is most scarce. We formulate investment ideas by focusing in areas of the market we believe other investors have discarded, misunderstood, or simply ignored. We look for market behavior toward investments that are short-sighted, emotionally-driven and uninformed. We place an emphasis on behavioral investing and believe that the migration of the “investment herd” creates value. We strive to identify areas where investor sentiment and expectations are lowest, anticipate themes that currently have low recognition and employ time arbitrage. We believe that most investors tend to have increasingly short-term time horizons, rapid turnover and are trying to exploit extremely short-term anomalies in the market. In an environment with massive short-term data overload, and with individuals concerned about minute-to-minute performance, we believe that inefficiencies are likely in time frames twelve months and beyond.

We are committed to managing risk by staying disciplined throughout each market cycle. Our approach is primarily fundamental, as we believe that there are no shortcuts to selecting good investments. We perform our own research in order to make the most informed decisions and strive to gain an information edge over other small cap investors. We closely monitor investor sentiment and believe that investors make predictable, repeated errors that frequently create value. All too often, we have observed investors committing the “sin of certainty” by chasing performance in popular stocks or asset classes that have performed the best recently and at times in which they receive the most notoriety. As valuations in “must own” securities are pushed to extremes, we find capital gets “distracted” away from other industries and companies, and value is often created in these left-behind areas that remain out of the spotlight.

We utilize a bottoms-up security selection process in which we seek securities with specific characteristics in order to find income-producing investments that have a strong potential for total return. In selecting investments, we seek companies or securities whose cash-flow payouts are adequately supported by the underlying strength of the issuing entity and that are unlikely to change dramatically. We also believe that asset classes or sectors that have under-performed over the past three to five years, or are out-of-favor with most investors, are fertile ground for finding value-priced securities. We believe the bottoms-up security selection process works best when analysis is unique and independent from the views of most investors.

We attempt to purchase growth companies at value prices. We believe that these companies afford the greatest returns as they transition from the “value” camp to the “growth” camp and as other investors take recognition of them. We combine a value manager’s risk assessment abilities with a growth manager’s imagination in our small cap approach. We strive to assemble a portfolio of high-quality companies at undemanding valuations. In assembling portfolios, we favor the small cap asset class because we find relatively few professional investors are focused in this area, creating a dearth of analysis and research which we believe leads to persistent pricing and informational inefficiencies. Because of these inefficiencies, we believe the small cap space is where thorough research matters. Our risk-averse investment philosophy also integrates behavioral and contrarian elements that permeate every aspect of our process.

Investment Strategies

We manage assets by utilizing the following strategies:

Punch Small Cap Strategy: The Punch Small Cap Strategy invests in small cap equities with market capitalizations between \$250 million and \$3 billion. This universe contains some 3,000 companies but occupies only 10% of the U.S. stock market. We have found small cap companies to be generally less efficiently priced than larger companies, and we search for those companies with minimal Wall Street coverage – and lesser investor expectations – in order to take advantage of inefficiencies in this space.

We combine intensive bottoms-up investment research with elements of behavioral finance to create a portfolio of companies that are purchased at what we believe are compressed valuations. We seek out sectors and issues with accelerating fundamentals, economically attractive business models and low recognition among the general investing public. These are the areas where we have found original fundamental research provides the most value.

We narrow the small cap universe according to the following criteria:

- Sufficient trading volume and liquidity to allow for a full position;
- Conservative capital structure with minimal or no debt;
- Profitable on an operating basis and consistent cash flow generation;
- Predictable revenue and earnings streams and durable business models;
- Prudent capital allocation by managers; and,
- Minimal or no Wall Street coverage.

We aim to identify the highest quality small cap companies which have the greatest probability of deserving above-market valuations or becoming much larger enterprises over time. We emphasize proven business models and management teams that have set a clear and realistic path to achieving their goals over the medium-term. At the same time, we attempt to discover these firms before the majority of other investors by limiting ourselves either to those companies with minimal or no sell-side coverage or to those companies with low analyst ratings.

Punch Large Cap Strategy: The Punch Large Cap Strategy takes a “hub-and-spoke” approach to building a portfolio of large cap equities. This means that a “hub” of closed-end or index funds is surrounded with “spokes” of concentrated positions in individual stocks taken from the universe of domestic companies with market capitalizations over \$3 billion. We take this approach to investing in this universe because larger companies are generally more widely followed, their prospects generally more widely known, and their share prices more efficiently priced.

The hub portion of the portfolio is where we think we can take advantage of the greatest pricing inefficiencies and where original research will yield greater rewards. The investable universe for

the hub is comprised of approximately 300 equity closed-end funds whose shares trade on exchanges, often at a discount to the net asset value of the funds themselves. The closed-end fund universe contains a broad variety of funds and fund strategies. By purchasing these funds at a discount to their net asset value (NAV), we strive to gain exposure to a basket of securities at a discounted price to their NAV while receiving an above-average yield. Index funds are sometimes used after periods of broad market weakness.

The closed-end fund universe is then narrowed according to the following criteria:

- Market capitalization greater than \$100 million and sufficient trading volume and liquidity;
- Share price over \$5; and,
- Dividend or distribution policy that is regular, predictable and frequent (monthly or quarterly).

The spokes of the portfolio are where we perform fundamental analysis on individual large-cap companies and take concentrated positions in stocks we think will outperform the broader market. While the universe is generally defined as S&P 500 member companies, we occasionally take positions in mid-cap companies or companies located abroad. Our buy-and-hold approach to owning individual companies in the spoke portion of the strategy enables us to limit turnover and tax consequences. When investigating individual companies, we emphasize durable, high quality franchises, reliable and predictable earnings, reputable management, conservative capital allocation and capital structure, and above-market returns on capital. We believe that it is these characteristics that allow us to find companies worth holding for several years.

Punch Strategic Total Return (STR): The Punch Strategic Total Return Strategy was created to manage client accounts that do not meet the minimum investment amount for our other strategies (generally \$100,000), although it can also be suitable for larger accounts as well. STR is a total return strategy that focuses on generating an attractive dividend yield in addition to capital appreciation. Portfolios are constructed utilizing a limited number of closed-end funds, index shares and other pooled vehicles, and the strategy is benchmarked to the S&P 500 Index.

Punch Micro Cap and Nano Cap Equity Strategies: The Punch Micro Cap Equity and Nano Cap Equity Strategies apply a similar investment process as the Small Cap Equity Strategy while screening for companies in the smallest end of the small cap spectrum (less than \$250 million in market capitalization for the Micro Cap Equity Strategy and less than \$100 million in market capitalization for the Nano Cap Equity Strategy). In our experience, this segment of these marketplaces for publicly-traded companies is made up of thousands of small, under-researched and overlooked companies. The Micro Cap and Nano Cap Equity Strategies are currently offered to Accredited Investors and Qualified Clients through private investment partnerships, and are offered solely through a Confidential Private Placement Memorandum.

Punch Income Strategy: The Punch Income Strategy invests in a wide variety of securities with the characteristics of producing durable, predictable yields and price appreciation over full market cycles. Incorporating varied yield vehicles to provide total return in both a taxable and tax-efficient manner, the strategy focuses on total return and emphasizes regular cash flow and takes a

“reversion-to-the-mean” approach to asset allocation, emphasizing those asset classes that have under-performed over the past three- to five-years.

Securities included in the portfolio include:

- Closed-end funds;
- Preferred stocks;
- Utility equities;
- REIT equities;
- Corporate bonds;
- Municipal bonds; and,
- Treasury bonds.

We apply a combination of qualitative and quantitative analysis to identify under-researched opportunities which generate current income and have the potential for long-term capital appreciation. Maintaining a focus on value, we select securities that have sustainable and durable income streams. Importantly, we take an opportunistic and active management approach that seeks to take advantage of extreme investor behavior and exaggerated price movements.

Risk Factors

The risk factors set forth below are intended to summarize the material risks of investing using one or more of our investment strategies. The following summary is not intended to be a complete and comprehensive statement of all possible risks related to investing generally or investing in the strategies that we manage specifically.

INVESTMENT OR PRODUCT RISKS

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of open-end mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund’s stated daily per share net asset value (“NAV”), plus any shareholder fees (e.g., sales loads, purchase fees, redemption fees).

Shares of closed-end mutual funds are listed on securities exchanges and transacted at negotiated prices in the secondary market. As such, the closed-end mutual fund’s shares may trade at a premium or discount to NAV. Further, purchasing shares of a closed-end mutual fund at a discount

does not guarantee a profit, as there can be no assurance the closed-end mutual fund's market price will subsequently revert to the fund's calculated NAV.

Shares of ETFs are also listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

TRADING AND MARKET RISKS

Market Risks

The profitability of a significant portion of our recommendations depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that we will be able to predict those price movements accurately. Our strategies do not, however, attempt or depend on our ability to predict the direction of the overall market in the short to intermediate term.

Management Through Similarly Managed Accounts

For certain clients, we manage portfolios by allocating portfolio assets among various mutual funds and other securities on a discretionary basis using one or more of our proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, we buy, sell, exchange and/or transfer shares of mutual funds / securities based upon the *investment strategy*.

The *investment strategy* may involve an above-average portfolio turnover that could negatively impact upon the net after-tax gain experienced by an individual client. Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to our clients may be limited. For example, various mutual funds or insurance companies may limit our ability to buy, sell, exchange or transfer securities consistent with our applicable *investment strategy*. As further discussed in response to Item 12B (below), we maintain policies and procedures designed to ensure we allocate investment opportunities among our clients on a fair and equitable basis.

Use of Margin

To the extent that a client authorizes the use of margin, and margin is thereafter employed by us in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to us will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin arrangements are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to us. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.

While the use of margin borrowing can substantially improve returns, such use also increases the likelihood of an adverse impact to which a client's portfolio may be subject. Borrowings will usually be from securities brokers and dealers and will typically be secured by the client's securities and/or other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the client's obligations. If the client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

General Risk of Loss

We do not offer any products or services that guarantee rates of return on investments for any time period to any client. Investing is speculative and involves risk, including the possible loss of principal.

PUNCH & ASSOCIATES RISKS

Reliance on Key Personnel

The investment management activities of our firm rely on the business and investment acumen of our management team. Should anything happen to a member of our management team or if a member of our management team departs from our firm, the business and investment management activities may be adversely affected.

Managing Member of Private Funds

We are the managing member to each Private Fund. This can create conflicts in the allocation of time, resources and investment opportunities among our clients. We believe these conflicts of interest are mitigated by our allocation procedures, as well as our compliance policies and procedures.

Allocation of Time and Resources

Generally, we are not subject to specific obligations or requirements concerning the allocation of time, efforts, resources, or investment opportunities to any particular client. Our personnel devote time to the affairs of our clients as they, in their discretion, determine to be necessary for the conduct of the business in a manner that is not inconsistent with our contractual obligations, fiduciary duties to clients, allocation procedures and compliance policies and procedures.

Newly Undertaken Investment Strategies

From time to time, including with respect to the Nano Cap Fund, we may pursue an investment strategy for which we do not have direct prior experience. Although we have prior experience in portfolio management focusing on a number of distinct or related investment styles and philosophies, we do not always have direct prior experience or a track record in a newly undertaken investment strategy. Accordingly, the pursuit of such investment strategies by us for our clients involves a degree of uncertainty.

Item 9 Disciplinary Information

Investment advisers registered with the SEC are required to disclose all material facts regarding any legal or disciplinary event that could be important to a client's evaluation of the firm or the integrity of the firm's management. We have no such disciplinary or legal events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

We serve as investment adviser to and managing member of the Private Funds. Further, owners of our firm as well as select employees are or may be investors in each Private Fund, and generally benefit from investment activities in the Private Funds the same as any other investor. Please see Item 6 for a discussion of our side-by-side management practices and Item 11 for a discussion of our Personal Trading activity.

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

Standards of Conduct

We maintain a Code which applies to all our employees. As a fiduciary, we have a duty of utmost good faith to act solely in the best interests of each of our clients. This fiduciary duty compels all employees to act with the utmost integrity in all dealings. In connection with these expectations, we have established core principles of conduct for our employees. Further we expect our employees to avoid potential conflicts of interest; however, as a practical matter, investment advisers encounter conflicts of interest with clients, as addressed throughout this brochure and within our compliance program.

Our Code and related compliance policies outline the standards of conduct we expect of our employees and includes limitations on personal trading, giving and accepting gifts, making charitable or political contributions, serving as a director or trustee for an external organization, and engaging in outside business activities.

We maintain a policy which governs our gifts and business entertainment practices. We believe the proper use of business entertainment and gifts creates goodwill and aids in the development of strong working relationships. As a matter of policy, we strive to not offer nor receive business entertainment or gifts which could be viewed as influencing the recipient's decision-making process or making the recipient feel beholden to the firm. We do from time to time strategically determine to sponsor or purchase access to a high-profile event, generally with the goal of entertaining select clients or prospects. The purpose of investing in such an event is not to make the recipient feel beholden to the firm. As such, we will consider the nature of the invitee's relationship to the firm in determining whether to extend an invitation. Therefore, not all clients are eligible to be invited to all the firm's entertainment opportunities, and the criteria used to determine which clients to invite to the firm's entertainment opportunities: 1) rests with Punch & Associates; 2) is subjective in nature; and 3) may vary based upon the nature of the event.

In addition, employees are prohibited from using inside information to trade in personal accounts or on behalf of our clients including trading on nonpublic information related to any strategy we manage. We also maintain physical and electronic safeguards to protect nonpublic client information while in our possession.

Employees are required to report promptly any violation of the Code (including the discovery of any violation or suspected violation committed by another employee) to our Chief Compliance Officer ("CCO").

Personal Trading

Our Personal Trading Policy governs each of our employees' personal securities trading activity. Employees are permitted to buy and sell securities that we also recommend to clients. Employees are also permitted to hold the same securities which are held in client accounts. Our Personal Trading Policy, along with the controls identified within this disclosure document, are designed to address the conflicts arising from allowing our employees to invest in the same securities as clients.

Employees are generally prohibited from purchasing or selling securities on the same day we execute a transaction in the security for a client or if our portfolio management team expects to purchase or sell the security for a client. Employees must also wait five business days before selling a security that was purchased for a client, or before buying a security that was sold for a client. If a client directs a particular trade, we reserve the right to override the five business day waiting period on a case-by-case basis. Employees are also prohibited from investing in any equity security with a market capitalization smaller than \$10 billion unless the security is also held in a client portfolio. Further, employees cannot acquire securities in an Initial Public Offering ("IPO") and must obtain pre-approval prior to investing in private placements.

These personal trading restrictions apply to employee accounts managed by the firm's portfolio managers. Donor advised funds managed by the firm to which the company and employees make tax-deductible donations are not treated as personal investment accounts, and are not subject to these personal trading restrictions, as employees have no beneficial ownership interest in these accounts. However, such donor advised fund accounts may present a potential conflict as the employee is able to direct donations to a charity of his/her choice from the donor advised fund's

assets. As such, the employee has an inherent incentive to increase the asset size of the account. We believe this risk is mitigated through our trading policies and controls described in Item 12.

We require employees to pre-clear certain personal securities transactions through the President and CCO. In addition, our Code requires all employees to submit personal security holdings reports initially upon employment and on an annual basis thereafter. Finally, all Access Persons are required to report personal transactions to the CCO on a quarterly basis.

Our Code of Ethics is available upon request.

Item 12 Brokerage Practices

Selection of Brokers and Best Execution

We determine in most cases which securities are bought or sold, the broker-dealer through which the securities are to be traded and the commission rates at which transactions are effected.

Consistent with our fiduciary obligations, we seek best execution in all transactions, which we define as placing trades in such a manner that the client's total proceeds or cost for each transaction is the most favorable under the circumstances in which the trades are placed. We consider various factors in selecting a broker, including:

- Execution
 - Ability to execute
 - Quality of execution
 - Order flow
 - Locating liquidity
 - Commission structure
- Research Services
 - Proactive delivery of ideas
 - Conferences
 - Access to company management or analysts
- Knowledge of and dominance in specific markets, securities and industries
- Acceptable record keeping, administrative and settlement functions
- Reputation and integrity

We currently do not have clients direct us to effect portfolio transactions through particular brokers or dealers. We would not direct brokerage on a client's behalf unless specifically directed by the client in writing within the client investment advisory agreement or a separate letter of agreement.

Although we do not anticipate entering into directed brokerage arrangements with clients, clients that request us to use a particular broker or dealer should understand they may forgo any benefit from savings on execution costs that we may obtain for other clients, such as negotiating volume discounts on block orders. These clients may also not receive the same price or commission paid by other clients who utilize different brokers. In addition, in accordance with our policies, trades

in accounts where the client directs brokerage are generally placed after fully discretionary trades.

We may recommend clients use Fidelity Investments, Inc. (“Fidelity”) for custody and brokerage services. For these clients, we generally find it most advantageous to the client for Fidelity to execute trades, although we may direct certain transactions (such as certain bonds) to other qualified broker/dealers as executing broker in an effort to obtain quality execution. We believe Fidelity offers clients a compelling combination of cost and services. We have no affiliation with Fidelity.

Soft Dollars and Commission Arrangements

We may pay a broker a greater commission than what another broker might have charged for effecting the same transaction, in recognition of the value of research services provided by the broker. These arrangements, generally known as “soft dollar arrangements,” are not used solely for the accounts that generate the brokerage commission, but may be used in servicing any or all of our accounts. Research services we receive from broker-dealers are supplemental to our research effort, and we may allocate brokerage for such research services that could otherwise be available for cash. Therefore, we are relieved from paying certain expenses we might otherwise be required to pay. Research services we receive from broker-dealers include:

- Bloomberg Professional Service;
- Access to public company management;
- Access to broker-dealer analysts; and
- Access to conferences sponsored by broker-dealers.

As noted above, we recommend clients use Fidelity for custody and brokerage services. To service these clients, we use standard technology and research services provided by Fidelity, including services related to trade execution, clearance and settlement functions, as well as trading software and general economic commentary and analyses. All services provided by Fidelity are generally available to all advisors with clients on the Fidelity platform, and are used to service all our accounts.

When we determine a service is not used exclusively for research purposes, we perform a good faith analysis to determine the percentage of the service which is not used for research purposes. We then pay for the non-research portion of the service with the firm’s resources. We currently treat Bloomberg’s Professional Service as a mixed-use service, as we use a relatively small portion of the service’s offerings for firm administrative and marketing purposes.

Our authority to select brokers presents an inherent conflict, as we may face an incentive to choose brokers who provide us with research services. To mitigate this conflict, we maintain policies and procedures designed to ensure we select brokers based on our fiduciary obligations, and not based on this conflict. Our Trade Oversight Committee also routinely reviews allocation of client commissions to brokers.

Allocation of Investment Opportunities

We strive to make investment opportunities available to all clients: 1) that are eligible to participate; and 2) where such investment opportunities are deemed to be appropriate for the

specific client. We maintain a policy to allocate investment opportunities without regard to factors that solely benefit us, including but not limited to client-specific financial arrangements (such as the Private Funds' performance-based fee arrangements noted within Item 6). Our ability to allocate investment opportunities presents a conflict, as we face an inherent incentive to favor certain accounts over others. To mitigate this conflict, we maintain policies and procedures designed to ensure clients are treated fairly, as summarized within this disclosure document.

Our Small Cap/Micro Cap and our Micro Cap/Nano Cap Equity Strategies at times hold the same or similar securities. Under normal market conditions, we don't expect our Small Cap and Nano Cap Equity Strategies to hold the same securities. With limited exceptions based on liquidity constraints of the underlying security, new positions in such smaller cap securities are generally allocated to the applicable strategy based on market capitalization at the time of purchase as follows:

- Greater than \$250 million but less than \$3 billion in market capitalization will be allocated to the Small Cap Equity Strategy;
- Greater than \$100 million but less than \$250 million in market capitalization will be allocated to the Micro Cap Equity Strategy; and
- Less than \$100 million in market capitalization will be allocated to the Nano Cap Equity Strategy.

Once the security becomes a holding of a Small Cap, Micro Cap or Nano Cap Equity Strategy, future purchases in the security may be eligible for other strategies due to: 1) increases or decreases in the security's market capitalization; 2) size and number of positions within a specific strategy; 3) tax reasons; and 4) investment rationale as determined by the Investment Committee.

Further variances may exist specifically between the Small Cap and Micro Cap Equity Strategy, as the Micro Cap Equity Strategy is managed in a more aggressive, nimble manner than our Small Cap Equity Strategy, which often results in: 1) varying holdings and weightings of securities held within the two strategies; 2) more frequent trades of the security within the Micro Cap Equity Strategy; and 3) decisions to exit the security from the Micro Cap before the Small Cap Equity Strategy.

Our Investment Committee routinely reviews and discusses activity within all equity strategies, and makes purchase or sale decisions based on the merits of the security relative to the investment needs of the applicable strategy, regardless of whether the investment is held in other strategies. While these investment decisions are generally made in a fluid setting, Punch & Associates generally documents the rationale for purchasing a security which is eligible for multiple strategies within a single strategy.

While we do not envision investing in IPOs, we treat investments in IPOs and secondary offerings in the same manner as any other security.

Trade Aggregation and Allocation

To support our efforts in seeking best execution when effecting trades on behalf of our clients, as well as to help provide assurance our investment management clients are not competing against

one another in the marketplace, we generally aggregate, or “block” our trade orders together following these guidelines:

- Individual High Net Worth Clients: We generally direct these client account transactions to the broker affiliated with the client’s custodian (in most cases, Fidelity). Therefore, trades which have been designated for these clients will generally be blocked together and executed through the broker, subject to our assessment of the broker’s ability to provide best execution related to the trades executed.
- Institutional Clients: Our institutional clients have various custodians; as such, we will determine the broker with whom to trade following the factors outlined above.

Donor advised fund accounts we manage to which employees make tax-deductible contributions may participate in block trades with all other clients. We direct transactions in securities which may be eligible for both individual high net worth and Institutional clients; as such, we at times trade with several different trading partners to complete a particular transaction. Due to the nature of the securities in which we invest, not all clients eligible for the trade may participate on a given day. To help provide assurance our clients are treated fairly over time, our trading department uses an order rotation schedule. On a per trade basis, we will rotate the order of:

- Individual high net worth and institutional clients’ trades; and
- Individual high net worth and institutional brokers to whom we may direct trades.

Certain securities are also eligible to be included within both our: 1) Micro Cap and Small Cap Equity Strategies; and 2) Micro Cap and Nano Cap Equity Strategies. In such situations, we generally also rotate trades by strategy.

If a block order is filled (full or partial fill) at several prices through multiple trades, we will calculate an average price (including the commission charged) for all trades executed by the broker for the day, and all participants in the block trade will receive the average price. Only trades executed within the block on the single day may be combined for purposes of calculating the average price. Trades are allocated to underlying client accounts after completion of each trade, but no later than by day-end.

Once a trade is executed, the shares are allocated according to the pre-allocation schedule. In cases where a block order is only partially completed:

- Individual High Net Worth Clients: These trades are generally allocated on a random, full-fill basis, subject to a *de minimis* number of shares.
- Institutional Clients: These trades are generally allocated on a pro-rata basis, subject to a *de minimis* number of shares.

In all cases, we endeavor to ensure trade allocations are fair to our clients. While we consistently apply this policy, we may deviate from this policy if we determine the standard method of aggregating or allocating trades would result in unfair or inequitable treatment to some or all of our clients.

Cross Transactions

We maintain a cross transaction policy which addresses a purchase and sale transaction between two affiliated accounts where Punch & Associates serves in an advisory capacity. We generally effect such cross transactions infrequently, typically involving municipal bonds held within client accounts. However, we may execute other cross transactions when we believe the cross transaction is in the best interest of both clients involved. We maintain procedures designed to provide reasonable assurance each cross transaction executed is in each client's best interests, including the reasonableness of the price used. Our Trade Oversight Committee routinely reviews all cross transactions executed. ERISA and IRA accounts are generally not eligible to participate in cross transactions.

Trade Error Correction

We correct trade errors within a reasonable period of time, with the objective of ensuring the impacted client(s) are made whole.

For client accounts which use Fidelity for brokerage and custody services, we follow Fidelity's base policy to net gains and losses within a separate firm Trade Error Account maintained at Fidelity. Net losses are absorbed by us, and net profits are allocated to the donor advised fund, a fund which is used to support charitable causes as selected by firm management to which the firm makes tax-deductible donations.

Addressing trade errors presents a true conflict to all advisers, including us, as we have a financial incentive to minimize a trade error resulting in a loss and to maximize a trade error resulting in a gain. To mitigate this conflict, we maintain policies and procedures designed to provide reasonable assurance trade errors are properly addressed. In addition, Our Trade Oversight Committee reviews all trade errors.

Item 13 Review of Accounts

We monitor portfolios for investment management clients on an ongoing basis while general account reviews are conducted on at least a quarterly basis. For our investment management clients which use our Wealth Planning services, reviews are performed on an as needed basis by our Director of Wealth Strategies or Managing Partner. We routinely contact ongoing investment advisory clients (most on an annual basis) to discuss any changes in the client's financial situation and/or investment objectives and restrictions.

Investment advisory clients receive a report from us that may include relevant account and/or market-related information such as account performance on a quarterly basis. Wealth Planning clients receive reports from us summarizing our analysis and conclusions as requested by the client.

Item 14 Client Referrals and Other Compensation

We have no formal client referral arrangements in place; as such, our firm does not pay any third party for client referrals. From time to time, clients request us to recommend third party vendors, such as legal counsel or accounting firms. We do not receive a fee for such referrals made.

As noted within Item 12 above, we use standard technology and research services provided by Fidelity, including services related to trade execution, clearance and settlement functions, as well as trading software and general economic commentary and analyses.

Item 15 Custody

For our separately managed accounts, we do not maintain custody of client assets, except: 1) as a consequence of our ability to withdraw our advisory fee directly from those client accounts which have authorized us to do so; and 2) as a result of our limited ability to assist clients in communicating transfers of client funds to third-party entities. Both the client's custodian (generally, Fidelity and Schwab) and we maintain controls related to the transfer of such client funds to third-party entities, in the interest of ensuring such client funds remain secure. These controls include a requirement for the client to provide written instructions.

Our fee is fully disclosed on quarterly client account statements sent by the client's custodian. We encourage you to review these statements carefully. We also maintain policies and procedures designed to provide reasonable assurance our client's custodian is sending monthly and quarterly statements to our clients and that we do not inadvertently obtain further custody over client assets. We encourage clients to compare information in our reports to reports provided by the client's qualified custodian. While we regularly reconcile the balances from our internal accounting system to the balances per the custodian records, certain differences routinely occur due to the timing of entries made within each system, differences in pricing sources or calculations of income accruals among other reasons. We have no affiliated custodians.

Punch & Associates serves as the Managing Member of the Private Funds. In this role, we have legal access to the Private Fund's securities or funds in a manner which results in us having technical custody of the Private Fund's assets. To comply with the Custody Rule, the Private Fund is audited by an independent accountant registered with Public Company Accounting Oversight Board annually, and we send copies of these financial statements to investors of the Private Fund and the third party outside administrator within 120 days of the Private Fund's fiscal year end.

Item 16 Investment Discretion

We manage each client account on a discretionary basis subject to the signed investment management agreement between our firm and the client. As a courtesy, certain legacy securities owned by a client may be placed in an unmanaged account. We do not provide investment management services to these unmanaged accounts, which includes neither monitoring nor

providing performance reports on the unmanaged account's holdings. We do not charge a fee to such unmanaged accounts.

Item 17 Voting Client Securities

Where we vote proxies, we strive to vote proxies in the clients' best economic interest. We maintain a policy designed to reasonably ensure we will not be influenced by outside sources whose interests conflict with our clients' interests, and to properly resolve any conflict of interest identified. We maintain written proxy voting guidelines which summarize our approach to voting proxy matters. We will generally support management's recommendations on proxy issues as we believe a company's management should generally have the latitude to make decisions related to basic business operations matters. We will also consider proxy proposals regarding control matters on a case-by-case basis, but will generally vote against recommendations we believe will limit the rights of shareholders or entrench existing management (such as poison pills and dual class shares). We will also generally oppose measures preventing shareholders from accepting an offer of a sale of the company. Clients who have authorized us to vote proxies on their behalf may request a report showing how we voted shares held in their account(s). In addition, a copy of our Proxy Voting Policy is available upon request.

Item 18 Financial Information

We have no financial conditions to disclose which would impair our ability to meet our contractual commitments to our clients.

Other Information

Identity Theft

Our firm recognizes the inherent risk all individuals face with respect to identity theft. Consistent with regulatory requirements, we have created an identity theft program, primarily designed to help employees identify potential red flags indicating a client's identity may have been stolen. In addition to identifying potential red flags, our identity theft program outlines the actions employees and the firm will take in the event they believe a client's identity may have been stolen. We request any client who suspects his/her identity may have been compromised to immediately notify the client's primary relationship manager, thereby permitting us to consider implementing additional controls around the client's account.

Disaster Recovery

We maintain a Disaster Recovery Plan designed to reasonably ensure the essential business functions of our firm are promptly restored in the event of a disaster event. While we strive to establish and maintain comprehensive processes supporting this Disaster Recovery Plan, the firm cannot ensure it will be able to continue business operations during every disaster event, given the

inherently unknown nature and scope of future disaster events. Such events could include acts of war, terrorism, accidents and sabotage. If there were to be an actual disaster event, we will make every attempt to notify clients of the impact of the event on our firm and our clients.

Cybersecurity

Information security concerns impact every user of the internet, and investment advisers such as Punch & Associates are no exception. We recognize the importance of protecting clients' personal information as well as the confidential and proprietary information of our firm and our employees, and have established processes reasonably designed to protect this information. While we employ resources (both internal and external) we deem reasonable relative to our size and complexity to protect this information, we cannot guarantee the protection of all such information, nor can we assure against all related losses, in consideration of the real and evolving cybersecurity risks in existence (now or in the future).

We believe clearly communicated information represents a critical control to identifying and managing cybersecurity risks, and have encouraged employees to communicate early and often regarding any potential cybersecurity risk. As such, we encourage all clients to communicate any information security risk or breach they may have detected to their primary relationship manager immediately.

Privacy Policy Notice

Our Promise to You

As a client of Punch & Associates, you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

Information Provided by Clients

In the normal course of doing business, we typically obtain the following non-public personal information about our clients:

- Personal information regarding our clients' identity such as name, address and social security number;
- Information regarding securities transactions effected by us; and
- Client financial information such as net-worth, assets, income, bank account information and account balances.

How We Manage and Protect Your Personal Information

We do not sell information about current or former clients to third parties, nor is it our practice to disclose such information to third parties unless requested or permitted to do so by a client or client representative or, if necessary, in order to process a transaction, service an account or as permitted by law. However, we share information with outside companies that perform administrative services for us. Our arrangements with these service providers require them to treat your information as confidential.

Punch & Associates Investment Management, Inc.

Form ADV Part 2A

March 30, 2018

In order to protect your personal information, we maintain physical, electronic and procedural safeguards to protect your personal information. Our Privacy Policy restricts the use of client information and requires that it be held in strict confidence.

Client Notifications

We are required by law to provide a notice describing our privacy policy prior to or commensurate with entering into an investment management agreement with you. In addition, we are required to inform you promptly if there are changes to our policy. Please do not hesitate to contact us at (952) 224-4350 with questions about this notice.