



*Minot Capital, LP*

Boulder • New York

**Minot Capital, LP**

**2229 Broadway**

**Boulder, CO 80302**

**303-449-7236**

**[info@minotcap.com](mailto:info@minotcap.com)**

**March 28, 2018**

**[www.minotcap.com](http://www.minotcap.com)**

This brochure provides information about the qualifications and business practices of Minot Capital, LP. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional Information about Minot Capital, LP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) . The SEC’s website also provides information about any persons affiliated with us who are registered or are required to be registered, as investment adviser representatives. You can access our information on the SEC’s website by using our CRD number, 126668

## ***Item - 2 Material Changes***

This section will provide a summary of only the material changes in this brochure since the last annual update on March 22, 2017 and will only be provided to clients who have received previous versions of our brochure.

### **Changes for 2017 include:**

1. Minot Capital, LLC was converted from a Colorado limited liability company into Minot Capital, LP a Delaware limited partnership. The effective ownership of Minot Capital, LP remains the same as it was prior to the conversion.
2. Minot Capital GP, LLC was formed on March 14, 2018. Minot Capital GP, LLC serves as the General Partner to Minot Capital, LP and has a 1% interest in the limited partnership. The limited partner ownership of the GP is the same as the LP.
3. Minot Capital Management, LLC became a wholly owned subsidiary of Minot Capital, LP. Over the course of the year the Company will transfer all business services, contracts and employees to Minot Capital, LP and plans to officially dissolve the Company as of December 31, 2018.
4. Minot Capital, LP has opened an additional office as of March 12, 2018 in New York
5. On January 14, 2018 Minot hired Rhett C Bennett a senior team member in the office of the CIO.

Pursuant to SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of our fiscal year end.

Our brochure may be requested at any time by contacting Annette Hopper at (303)449-7236 or [ahopper@minotcap.com](mailto:ahopper@minotcap.com).

**Item 3**

**Table of Contents**

<b>Cover Page .....</b>	<b>1</b>
<b>Material Changes .....</b>	<b>2</b>
<b>Table of Contents .....</b>	<b>3</b>
<b>Advisory Business .....</b>	<b>4</b>
<b>Fees and Compensation .....</b>	<b>5</b>
<b>Performance-Based Fees And Side-By-Side Management.....</b>	<b>6</b>
<b>Types of Clients and Account Minimums.....</b>	<b>6</b>
<b>Methods of Analysis, Investment Strategies, and Risk of Loss.....</b>	<b>6</b>
<b>Disciplinary Information .....</b>	<b>9</b>
<b>Other Financial Industry Activities and Affiliations .....</b>	<b>9</b>
<b>Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading .....</b>	<b>9</b>
<b>Brokerage Practices .....</b>	<b>10</b>
<b>Review of Accounts and Reports on Accounts .....</b>	<b>10</b>
<b>Client Referrals &amp; Other Compensation .....</b>	<b>11</b>
<b>Custody .....</b>	<b>11</b>
<b>Investment Discretion .....</b>	<b>11</b>
<b>Voting Client Securities .....</b>	<b>12</b>
<b>Financial Information.....</b>	<b>12</b>
<b>Additional Information.....</b>	<b>12</b>

## ***Item 4 - Advisory Business***

### **Advisory Firm**

Minot Capital, LLC was converted from a Colorado limited liability company into Minot Capital, LP (hereinafter referred to as “Minot”) a Delaware limited partnership, pursuant to and in accordance with the Delaware Limited Partnership Act, Chapter 17, Title 6, Delaware Code, Section 17-101 et seq. This conversion was effective as of 11:59pm, on March 14, 2018. The effective ownership of Minot remains the same as it was prior to the conversion.

Minot Capital GP, LLC was formed on March 14, 2018 under the Delaware Limited Liability Company Act (6 Del.C 18-101, et seq.) Minot Capital GP, LLC serves as the General Partner to Minot Capital, LP and has a 1% interest in the limited partnership. The limited partner ownership of the GP is the same as the LP.

Minot Capital Management, LLC (the “Company”), a Colorado limited liability company became a wholly owned subsidiary of Minot Capital, LLC, then, a Colorado limited liability company. The transfer was effective as of 11:59pm on December 31, 2017. Subsequently, upon the conversion of Minot Capital, LLC to Minot Capital LP, the Company became a wholly owned subsidiary of Minot Capital, LP. The Company will file a final tax return as of December 31, 2017. Over the course of the year the Company will transfer all business services, contracts and employees to Minot Capital, LP and plans to officially dissolve the Company as of December 31, 2018.

Minot has opened an additional office as of March 12, 2018 in New York at 420 Lexington Avenue Suite 2265, New York, NY 10017. Because of this addition Minot Capital, LP will now be including New York in our state securities notice filings under section 2.C of form ADV.

Minot has been providing non-discretionary investment advisory services since 2003. Starting in July 2010 Minot began providing discretionary investment advisory services to one or more of its clients. Allan R White III (Rick) is the Managing Partner and CIO and has been in the financial services industry since 1989. Annette Hopper is the Chief Compliance Officer and Chief Administrative Officer and has worked in compliance within the financial services industry since 2003. In January 2018 Minot hired Rhett C Bennett, a senior team member in the office of the CIO and he will be registered as an Investment Advisory Rep under Minot. Minot has a total of eight employees, three are in the New York office and five are in the Boulder office.

### **Advisory Services**

Minot is an investment advisory firm registered with the Securities and Exchange Commission (SEC) providing global advisory services to institutional and family clients. Minot provides both discretionary and non-discretionary investment advisory services. However, currently all Minot’s assets under management are discretionary. As part of our investment advisory services, Minot designs asset allocation strategies, prepares investment policy statements, selects both unaffiliated sub-advisers and investment funds of various types (mutual, private equity, hedge, venture capital, etc.); and monitors and reports on portfolio performance. Minot also offers investment implementation and administrative services to its clients.

The Services that Minot provides are based on the individual needs of the client and vary slightly between clients. For all clients, an IA Rep will conduct an initial interview and data gathering process to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of the account. All clients have the ability to leave standing

instructions with the IA Rep to refrain from directly investing in particular securities or types of securities. For the avoidance of doubt, the clients understand that the foregoing restriction is limited to Direct Investments and does not apply to any Sub Advisors or Funds.

Depending on the client needs and objectives, Minot may recommend and utilize unaffiliated investment managers to manage a portion of a client's portfolio. Such investment managers have discretion to determine the type and amount of securities purchased or sold for that portion of the client's assets allocated to that manager. Minot has the authority to delegate authority to a manager as well as terminate a relationship with an existing manager on behalf of the clients. Minot's Manager due diligence and evaluation process is detailed in section 8 of this brochure. For all clients, Minot has the authority to execute subscription documents and account opening forms on behalf of the client. Minot provides copies of all executed documents to the client and stores them among all other documents in a document library maintained for each client. The client will retain rights of ownership of all securities and funds in all accounts.

For discretionary clients, Minot will manage or advise client accounts in accordance with the client's investment objectives, risk tolerance, time horizon, liquidity and cash flow needs as well as other relevant criteria. The IA Rep will meet at least annually to discuss any changes to the clients' financial situation, investment objectives, risk tolerance, time horizon, or liquidity and cash flow needs. It is the client's responsibility to notify their IA Rep at any time there are material changes in their financial situation or investment objective. Clients may call at any time during normal business hours to discuss their account, their financial situation, or investment needs. Clients will receive from the custodian/brokerage firm monthly statements containing a description of all transactions and account activity.

Our advisory services involve the allocation of client assets among different asset classes with varying levels of risk and return. We diversify client portfolios within and across asset classes, including cash, fixed income, global equities, marketable alternatives, private markets and real assets. These assets may be invested in separate accounts, mutual funds, commingled funds, limited partnerships, alternative investments and individual securities.

For non-discretionary clients, the services provided by Minot are tailored to the client. Services may include investment recommendations, market and economic analysis/commentary and ongoing pre and post investment manager diligence and supervision of the client's portfolio. An IA Rep will meet at least semi-annually with each client to discuss any changes in the client's financial situation or investment objectives.

As of December 31, 2017, Minot has \$1,702,537,816 of assets under management on a discretionary basis, and \$0.00 of assets under management on a non-discretionary basis.

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

Minot's fees for providing these services are negotiated on an individual basis and determined based upon the scope of the services provided and the type of assets being managed. Generally, however Minot's annual fee for investment advisory services will be based on a percentage of assets under management, according to the following fee schedule:

<u>Assets Under Management</u>	<u>Annual Percentage Rate</u>
First \$1,000,000	1.5%
Next \$4,000,000	1%
Over \$5,000,000	Negotiable

All fees are currently based on a percentage of assets under management payable quarterly in arrears with a term of net 15 days. The client pays Minot directly. Minot does not deduct fees from clients' assets.

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer or custodial firm. Minot may also make investments in open-end or closed-end investment funds, including short-term money market funds. Client investments in such funds will bear a proportionate share of the management fees and expenses borne by such investment funds (and indirectly by shareholders of such investment company) in addition to the advisory fees payable directly by the client to Minot. Each fund's offering documents describe the applicable fees and expenses. These documents are made available for the client to review on Minot's SharePoint data library. In all cases with the exception of the ETF trades, Minot provides the client an Investment Thesis that details the terms of the fund and urges the client to review both the fees and expenses charged by the funds in addition to the fees charged by Minot.

If a client initiates or terminates their investment management agreement with Minot during a quarter, the client invoice will be prorated.

- **Wrap Fees**

Minot does not participate in wrap fee programs.

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

Minot does not charge performance-based fees. However, the investment managers/funds that Minot may invest on behalf of the client may charge performance-based fees.

### ***Item 7 - Types of Clients and Account Minimums***

Minot provides advisory services to institutional clients, families, trusts, estates and foundations.

Generally, Minot requires a minimum account size of \$100,000,000 for all new accounts. For existing accounts that fall below the minimum size it is at the full discretion of Minot to continue the arrangement under the existing terms or negotiate new terms. It is not the intent of Minot to terminate the relationship if the account falls below the minimum size.

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

Minot performs extensive fundamental and quantitative analysis to assess the risk and reward of each client investment. Minot aims to generate capital growth through careful selection of investment mandates and strategies through a disciplined and fundamental approach in selecting managers that will meet the client's objectives and desired asset allocation. This is achieved through intensive and ongoing research of investment opportunities across a broad range of investment styles and vehicles in various industries, geographic regions and through continual communication, meetings and monitoring of the individual strategies and performance of the selected managers. Minot also makes recommendations or investment decisions in part based on the market environment and timing of investments to limit risk and to generate positive real rates of return net of fees and expenses.

**Minot's Key Principles for investing are:**

- Long Term Perspective
- Equity Bias
- Extensive Diversification by Asset and Geography
- Significant Asset Class Position Sizes
- Careful Allocation to Illiquid Positions
- Value Orientation
- Gradual Shifts in Portfolio Allocations
- Evaluate Passive vs. Active Management on a Case by Case Basis
- Rebalance Portfolio Allocations

While there is risk in all investments, some carry a greater degree of risk and/or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor are there any guarantees of profit or protection from loss. The value of investments fluctuates continually. These fluctuations are partially a result of changes in economic conditions, interest rates and market/company news. The level of risk depends on the portfolio's diversification, the underlying strategies of the manager's including the types of securities held and the types of instruments used. Minot may invest in nontraditional investments that contain risks that are not inherent in other asset classes. Nontraditional investment vehicles have minimal regulatory oversight, and nontraditional managers have the latitude to employ numerous investment strategies with varying degrees of risk.

Set out below is a list of significant risk factors. The following list is not intended to be comprehensive but is illustrative of some of the principle risks inherent to the assets under management. Clients should refer to their investment management agreement, or in the case of pooled investment vehicles, in the funds offering documents for a more detailed discussion of applicable risks as related to specific investments.

- **Market price**  
Market risk represents the potential loss that occurs by a change in the fair value of a security. The client's assets are subject to normal market fluctuations and risks inherent in investments made in a global market.
- **Credit Risk**  
Credit Risk is the risk that an issuer of a fixed income security, leveraged loan or preferred stock, or the counterparty to a derivatives contract will be unable to make interest, principal, dividend, or other payments when due. The repayment of these obligations is dependent on both the will and the ability of the issuers to pay.
- **Interest Rate Risk**  
Interest rate risk is the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. For example, interest rate fluctuation could cause an issuer of fixed income securities to exercise its option to redeem or prepay securities prior to maturity. This could result in having to reinvest in lower yielding fixed income securities in order to maintain the desired allocation. On the other hand, if interest rates are rising, the average life of certain securities may be extended. This may lock in a below market yield, increase the security's duration and reduce the value of the security. As a rule, interest rate fluctuation can affect all assets with the exception of cash, due to the fact that all assets have a duration and interest rate fluctuation affects duration.

- **Liquidity Risk**

There can be liquidity risk if an investment needs to be sold when either there is no bid, or you are forced to sell at a price far below its fair value. The primary measure of liquidity under this scenario is the spread between the bid and asked price by a broker. Generally, the wider the spread, the greater the liquidity risk.

Liquidity risk is also the risk when a counterparty to a financial instrument may not be able to settle or meet its obligations on time, or at a reasonable price. Capital may be committed to certain strategies where the capital is drawn over a certain period, at irregular intervals and in agreement with the terms of the partnership agreements. There can be no assurance that the entire capital commitment will or will not be called at one time, as this is a function of investment opportunity, market conditions, industry and geographical conditions.

Another scenario of liquidity risk is when nontraditional investments are made where redemption restrictions are imposed. As a result, the client may not have immediate availability to their assets to meet liquidity requirements.

While these are broad categories of investment risk these categories are illustrative and not comprehensive. Specific investments will be subject to the above and other risks of various degrees depending on the character of the individual investments. In addition to the prior risk categories the client will be exposed to other risks inherent with investing in general. Below are some examples of these types of risks.

- **Loss of Capital**

The Possibility of partial or total loss of capital exists and clients should be prepared to bear the consequences of such loss.

- **Fraud**

We conduct due diligence reviews of approved investment managers and funds. However, due diligence is not a perfect process and may not uncover all issues or problems, including fraud.

- **Business and Financial Risk of Sub-advisers**

Individual investment managers may experience rapidly changing business conditions or unforeseen loss of capital, impairing the investment manager's financial condition.

- **Limited Liquidity**

In some circumstances, clients will experience limited liquidity, which may mean a limited ability to sell transfer, exchange, assign, pledge, hypothecate, or otherwise dispose of their investments.

- **Alternative Assets**

Alternative assets present several unique risks including liquidity risk and counterparty risk.

- **Taxation**

Timing of capital gains, purchases and sales, and changes or modification to existing tax laws may negatively affect the performance of a client's portfolio.

- **Valuation**

Certain securities or market conditions may make it difficult or impossible to efficiently price securities.



- **Institutional Risk**

Institutions such as brokerage firms, banks, or managed funds will have custody of the client's assets. Bankruptcy, fraud, or misrepresentation could impair a client's portfolio.

- **Counterparty Risk**

In certain circumstances a sub-adviser may enter into a transaction involving counterparty creditworthiness. These risks may differ materially from those entailed in exchange-traded transactions.

- **International Investments**

International; investing presents unique risks including currency risk and exposure to foreign investment rules and regulations. Currency exchange rates are highly volatile and a profitable investment may lose its value because of currency fluctuations.

## ***Item 9 - Disciplinary Information***

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel.

Minot does not have any disciplinary disclosure items.

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

Minot has no other financial industry activities and affiliations.

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

### **Code of Ethics**

Minot maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of Minot's Code of Ethics.

### **Participation or Interest in Client Transactions**

From time to time, some of the IA Reps may recommend or invest on behalf of their clients, the purchase of limited partnerships or mutual funds where the IA Reps also have ownership. This would occur when the investment is suitable for the client and meets their investment objectives. Clients are not obligated to invest in these funds.

### **Personal Trading**

As a rule, Minot does very little direct trading on behalf of the client and to date trading has been limited to ETF's and a couple fixed income funds. In Minot's Code of Ethics, there are no restrictions or pre-clearance on any publicly traded securities given the very limited trading Minot does on behalf of the client and the very liquid nature and trading volume of the securities traded. Generally, as a matter of policy, Minot and/or persons related to Minot should always:

- a. Put the interests of client accounts first at all times,
- b. Be certain that all personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility, and
- c. Supervised persons must not take inappropriate advantage of their positions.

Should a conflict occur, disclosure will be made to the client(s) at the time of trading.

At such time that the Chief Compliance Officer or the Managing Partner determines that a pre-clearance of personal transaction policy is necessary, Minot will implement the policy outlined in the Code of Ethics.

## ***Item 12 - Brokerage Practices***

### **Selection or Recommendation of Broker/Dealers**

Minot is not affiliated with any Broker/Dealer. IA Reps of our firm are not registered representatives of any Broker/Dealer and do not receive any commissions or fees from recommending these services.

### **Soft Dollar Practices**

Minot does not have any soft dollar arrangements.

### **Client Referrals from Brokers**

Minot does not maintain a relationship nor has entered into any referral agreements. with any broker/dealer Minot has a minimum amount of direct execution on the selection of Broker/Dealers.

### **Directed Brokerage**

Minot may recommend a broker/dealer; however, the client is in no way obligated to use the broker/dealer that was recommended. Clients may direct brokerage services for their account to a specified broker/dealer. It is up to the client to negotiate the commission rate in the case of the directed brokerage relationships. This may result in the client paying more than the rate available through other broker/dealers. Minot is capable and has in the past negotiated competitive fee structures on behalf of its clients.

### **Trade Aggregation**

Minot does not execute any block trades.

## ***Item 13 - Review of Accounts and Reports on Accounts***

### **Reviews**

The accounts of each client are reviewed on at least a quarterly basis by Minot. Reviews of all client accounts are performed by the CIO of Minot. Additional account reviews may be triggered by general economic conditions, fund reports, news information, performance publication, income tax changes and client requests.

## **Reports**

Minot provides reports to its clients which consist of portfolio statements, asset allocations, performance and market related analysis/commentary. The frequency of these reports is typically at the discretion of the client. For all client's performance is calculated and reported by outside vendors contracted and paid directly by the client. Such performance data and reports may be used by Minot to generate other miscellaneous reports and presentations for the client. Minot also provides miscellaneous portfolio/market analysis and commentary.

All clients receive monthly statements from their custodian or their third-party vendors.

## ***Item 14 - Client Referrals & Other Compensation***

### **Referral Fees Paid**

Neither Minot or any of its related persons have any arrangements, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with investing or making recommendations to clients.

### **Referral Fees Received**

Minot does not directly or indirectly compensate any person for client referrals.

## ***Item 15 - Custody***

Client assets are held at third-party independent custodians selected by the client. Minot is not deemed to have custody of client funds partially due to the fact it does not have fee deduction authority for any client. In addition the client is responsible for all cash movements either directly or by giving authorization to Minot directly for each transaction. There are no standing letter of authorizations giving Minot authority to make cash movements.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. The client is urged to compare custodial account statements against statements prepared by Minot or any other third-party vendor for accuracy. Minor variations may occur because of dating methodologies, accrual methods of interest and dividends, pricing sources and other factors. The custodial statement is the official record of the client's account for tax purposes.

## ***Item 16 - Investment Discretion***

Minot has maintained both discretionary and non-discretionary relationships with clients. When applicable Minot maintains full discretion under a limited power of attorney as to the securities and amount of securities purchased or sold on behalf of clients. All non-traditional investments are made at the direction of Minot. In all cases Minot executes the subscriptions documents/account opening forms on behalf of the client. However, the client/client representative is responsible for all cash movement. Minot does not in any case execute the documents and initiate the cash movement without direct instruction on a case by case basis from the client.

The client will designate the broker/dealer to be used for trading and custodial services.

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

Minot does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

## ***Item 18 - Financial Information***

An investment advisor must provide financial information if a threshold of fee prepayments is met; or there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years.

Minot does not have any disclosure items in this section.

## ***Additional Information***

### **Privacy Notice**

Minot is committed to protecting the confidentiality and security of the information it collects and will handle nonpublic personal information about clients in accordance with all applicable laws, rules and regulations. Minot shall ensure: (a) the security and confidentiality of client records and information; (b) that client records and information are protected from any anticipated threats and hazards; and (c) that unauthorized access to, or use of, client records or information is protected against.

### **Anti-Money Laundering**

The Bank Secrecy Act (the “BSA”), as amended by the U.S.A. PATRIOT Act of 2001 (the “Patriot Act”), requires all “financial institutions” to establish an anti-money laundering compliance program. Minot Capital recognizes that neither the BSA and implementing regulations thereunder (as amended by the Patriot Act), nor the rules of the Securities and Exchange Commission (“SEC”) require investment advisers to establish or implement written anti-money laundering compliance programs or subject investment advisers to the vast majority of customer due diligence or reporting measures. Nonetheless, Minot is firmly committed to combating terrorist financing, money laundering and other financial crimes (collectively “money laundering”). Minot is also firmly committed to complying with the laws, regulations and executive orders administered by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”) which do apply to the Adviser. Minot has determined that it is in its best interest, and the best interest of its separate account clients (each a “Client”) as well as Investors, to adopt Anti-Money Laundering Compliance Policies and Procedures.

Minot is generally following the “know your customer” requirements set forth in applicable anti-money laundering laws and regulations (e.g., verifying the identity of investors and maintaining related records). These steps include obtaining identification for individuals and corporate documents (or equivalent) for entities, as well as information regarding beneficial owners. Minot also considers the jurisdiction of organization of the investor and that of the financial institution transmitting the funds.