

**Cover Page (Item 1)**

# Form ADV Part 2A

June 20, 2015



This brochure provides information about the qualifications and business practice of Tortoise Investment Management, LLC. If you have any questions about the contents of this brochure, please contact us at 914-686-0024 or email: [info@tortoiseinvestment.com](mailto:info@tortoiseinvestment.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 Tortoise Investment Management, LLC is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

References made herein to Tortoise Investment Management as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

## **Material Changes (Item 2)**

Since the previous annual amendment filing on March 31, 2014, Randal Goldstein has assumed the role of Chief Compliance Officer. In addition, since the most recent annual amendment filing on March 31, 2015, Item 1 has been materially amended to reflect our new office location effective May 21, 2015.

## Table of Contents (Item 3)

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

## Advisory Business (Item 4)

Tortoise Investment Management, LLC (“Tortoise”) was formed in the State of New York in September 2004, and has been registered as an Investment Advisory Firm with the United States Securities and Exchange Commission since January 13, 2006. Ian Yankwitt is Tortoise’s founder and principal owner.

Tortoise provides customized, sophisticated investment management and financial advice. *Customized* means that portfolios are managed with an understanding of each client’s complete financial circumstances, from risks to the client’s income, to tax bases of individual positions. *Sophisticated* means that we go well beyond the traditional stock-bond-cash allocation and consider a variety of asset classes and strategies.

We have structured our business to put your interests first in every aspect of our relationship: we are, and always have been, your fiduciary, independent, and fee-only.

Every investor should have a strategic plan coordinating investments into an integrated whole and incorporating the entirety of the investor’s financial circumstances. An integrated plan, properly implemented, leads to disciplined decision-making instead of making individual decisions in a vacuum or letting inertia govern and doing nothing.

Our investment strategy emphasizes risk management, a conservative, long-term approach, and tax-efficiency. We believe that it is more important to maximize the probability of having *enough* money rather than striving to have *the most* money.

Risk and potential return are inextricably entwined. The key to successfully navigating the vagaries of the capital markets is having a more realistic assessment of the universe of possible outcomes, the uncertainty of the future, and the impact of potential losses on real life. A more fully developed understanding of your ability and willingness to bear risk enhances our ability to take the appropriate amount of risk on your behalf. This understanding can only come from on-going, open discussions with you, informed by our professional judgment.

Tortoise provides discretionary investment management primarily to high net-worth individuals and trusts, both making and implementing the investment decisions. A substantial portion of our clientele consists of professionals in demanding careers who appreciate the combination of expertise, implementation and global advice from a trustworthy advisor.

In addition to what is customarily referred to as investment management, Tortoise may advise clients on a variety of financial, non-investment issues. These issues may include among others: college and retirement planning, mortgage financing, general liabilities management, insurance, charitable giving, estate planning, and wealth transfer. We do not serve as your attorney, accountant or insurance agent.

The services that we provide vary in certain respects based on the needs and desires of individual clients. For example, some clients have more unresolved financial planning matters than others do. In addition, different clients prefer different formats and frequencies of communication. And, of course, each client’s investment portfolio is driven by

the client's particular circumstances. Clients may impose restrictions on certain investments as described in the Investment Discretion section. We do not provide a truncated, more limited version of our services.

Tortoise does not manage or sponsor a Wrap Fee Program.

As of December 31, 2014, Tortoise managed \$563,070,161 of client assets on a discretionary basis and \$9,470,520 of client assets on a non-discretionary basis.

## **Fees and Compensation (Item 5)**

Tortoise is a fee-only investment advisor. That means that we are paid by our clients, as described below, and accept no other revenue streams. Neither Tortoise nor any of our employees receives commissions, 12b-1 fees or other compensation based upon our investment of client assets. We do not accept referral fees for referring clients to outside professionals. Our clients pay us directly, generally based on a percentage of the asset value that we manage.

Tortoise's general fee schedule for new client relationships is as follows:

<b><u>Client Relationship</u></b>	<b><u>Annual Rate</u></b>
0 to \$1,000,000	1.25%
Assets above the first \$1,000,000	1.00%

Tortoise generally requires a minimum quarterly fee of \$2,500 for new clients. The minimum fee may be waived or reduced in limited circumstances at our sole discretion.

In certain limited circumstances, fees may be negotiable and may vary based on the investment strategies employed, the complexity of your overall financial circumstances, the duration of our investment advisory relationship, and the amount of financial, non-investment advice for which fees are not otherwise charged, and other factors. The foregoing is a general description. The investment management fees applicable to your account and the method of calculation of the fees are clearly stated in your investment advisory agreement.

Fees are generally based on a percentage of the total market value of the account, other than any assets specifically excluded by written agreement. Generally, fees are deducted directly from clients' accounts. Fees are payable in arrears at the end of each calendar quarter, and are based upon the value of the assets under management at the beginning of the quarter. Upon termination of our engagement, we will debit the client account for the pro-rated portion of the unpaid advisory fee based upon the number of days that services were provided during the billing quarter.

In general, clients will not pay any custodial fees for accounts managed by us and held at an institutional custodian. Clients will incur brokerage commissions and other transaction costs as described in further detail in the Brokerage Practices section at Item 12 below.

Tortoise invests client assets primarily in mutual funds and exchange-traded funds (“ETFs”). These funds incur fees and expenses which are paid proportionally by all shareholders of the funds. These fees and expenses are separate from and in addition to the investment management fees clients pay to us. In addition, clients may incur brokerage fees as more fully described in the Brokerage Practices section at Item 12 below. We take into account the fees and expenses clients will bear in making investment decisions. Other than cases in which the choices are constrained – for example, a retirement plan for which Tortoise has no control over the fund line-up – Tortoise uses only “no load” mutual funds, or funds for which the commission or “load” has been waived. Neither Tortoise, nor its owner or employees, ever receives either a commission or portion of 12b-1 fees from investing client assets in any particular fund.

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

Tortoise does not charge performance-based fees. Side-by-side management refers to managing both accounts for which fees are performance-based and others for which fees are asset-based or otherwise. Because none of Tortoise’s accounts have performance based fees no issue arises.

## **Types of Clients (Item 7)**

Tortoise provides discretionary investment management primarily to high-net-worth individuals and trusts. A substantial portion of our clientele consists of professionals in demanding careers.

Although we do not require a minimum account size, our minimum quarterly fee may make a relationship with us inefficient for clients with smaller accounts. For example, clients maintaining less than \$800,000 of assets under Tortoise’s management who are subject to the minimum quarterly fee of \$2,500 will pay a higher percentage annual fee than referenced in the above-mentioned fee schedule. Please refer to the Fees and Compensation section above for further information regarding minimum fees.

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

As we have noted previously, we believe that:

Every investor should have a strategic plan coordinating investments into an integrated whole and incorporating the entirety of the investor’s financial circumstances. An integrated plan, properly implemented, leads to disciplined decision-making instead of making individual decisions in a vacuum or letting inertia govern.

Our investment strategy emphasizes risk management, a conservative, long-term approach, and tax-efficiency. We believe that it is more important to maximize the probability of having *enough* money rather than striving to have *the most* money.

Risk and potential return are inextricably entwined. The key to successfully navigating the vagaries of the capital markets is having a more realistic assessment of the universe of possible outcomes, the uncertainty of the future, and the impact of potential losses on real life. A more fully developed understanding of your ability and willingness to bear risk enhances our ability to take the appropriate amount of risk on your behalf. This understanding can only come from on-going, open discussions with you, informed by our professional judgment.

We focus on the following principles when managing client portfolios:

1. **Risk and Return Are Inherently Related.** Over time, we believe that maximum levels of return can only be achieved by taking higher levels of risk, but sufficient returns may be achieved with a more acceptable level of risk.
2. **Asset Allocation.** Asset allocation is the primary driver of risk and return over long periods of time.
3. **Diversification.** Diversification among different asset classes improves the risk/return tradeoff.
4. **Portfolio Rebalancing.** Rebalancing portfolios towards the strategic asset allocation and risk tolerance results in buying assets classes that have performed relatively poorly and selling asset classes that have performed relatively well. This strategy is both a risk management tool and may act as a mechanism for potential return enhancement.
5. **Tax Efficiency.** What matters is not how much you make, but how much you keep. We use several methods to improve the tax-efficiency of portfolios including:
  - a. Asset Location – owning assets that are more likely to generate ordinary income in retirement accounts and assets that are more lightly taxed in taxable accounts;
  - b. Tax-Loss Harvesting – actively realizing capital losses for their tax benefit;
  - c. Passive Equity Strategies – investing in index and index-like mutual funds and ETFs that are inherently tax efficient.
6. **Relative Value of Asset Classes.** At the margin, we adjust portfolios according to our opinion of the relationship between risk and return among the asset classes at any given time.

Investments in securities, in whatever form, can lose value. History provides guidance, but certainly no guarantee, as to the circumstances under which each type of investment — each asset class — could be expected to lose value, and as to the magnitude of such potential losses. A reasonable expectation as to how much loss is possible, and under what circumstances, varies from asset class to asset class.

The following paragraphs address risks inherent in the different investment vehicles that we generally use.

Particularly with respect to equity investments, Tortoise uses primarily index or index-like mutual funds and ETFs. The primary risk of these investments is that of the underlying asset class and not manager risk.

ETFs carry an additional risk – they may at times deviate from the value of the underlying assets in a way that open-end mutual funds do not.

To the extent that we employ “tilts” – investments that increase exposure to certain segments of the global equity market (for example, Value or Small-capitalization stocks), there is always the risk that one or more of those segments could underperform the market as a whole, especially in any particular time period. Even more generally, our view of the equity markets as “global equity markets” itself has risk – specifically, that the non-US investments could underperform US investments.

When Tortoise employs open-end, non-Index mutual funds, an additional risk is that the securities selected by the manager, or team of managers, might underperform the underlying asset class. In general, Tortoise eschews open-end, non-Index equity mutual funds (that is, “actively managed” equity funds).

To a lesser extent, and more often within fixed income investments, we may use individual securities and closed-end mutual funds. Individual securities are, of course, subject to company-specific or issuer-specific risk of loss. Like open-end funds, closed-end funds entail the risk that the investments in the fund may underperform the underlying asset class. Further, closed-end funds trade at a market price which can vary materially from the net asset value of the underlying assets in the fund. Additionally, closed-end funds often employ leverage, which can significantly magnify changes to both the net asset value and market price of the fund.

As noted previously, all investments are subject to risk of loss. While our strategy, approach and implementation are designed to minimize risk of loss consistent with client return expectations, the future is always uncertain.

## **Disciplinary Information (Item 9)**

Neither Tortoise nor its management persons have been the subject of any disciplinary actions that would be disclosed under this Item 9.

## **Other Financial Industry Activities and Affiliations (Item 10)**

Neither Tortoise, nor its employees, are registered or have an application pending to register, as: a broker-dealer or a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing. Tortoise does not have any relationship or arrangement that is material to its advisory business or to its clients with any related person. Tortoise does not receive, directly or indirectly, compensation from investment management firms managing mutual funds and ETFs that Tortoise recommends or selects for its clients.



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

We have adopted a Code of Ethics, and all employees are required to abide by this Code of Ethics.

The Code of Ethics summarizes the firm's values, principles and business practices. Clients or prospective clients may request a copy of the Code of Ethics by sending a written request to Randal Goldstein, Chief Compliance Officer, Tortoise Investment Management, 2 Westchester Park Drive, Suite 215, White Plains, NY 10604.

The Code of Ethics also contains a personal trading policy. That policy limits both the type and timing of securities transactions into which employees may enter in order to avoid any actual or reasonably perceived conflicts of interest. The policy requires the approval of the Chief Compliance Officer ("CCO") in advance of personal securities transactions as specifically set forth in Code of Ethics.

Subject to the personal trading policy, Tortoise and its employees may buy or sell securities that are also bought or sold on behalf of clients. In general, the overwhelming majority of personal securities transactions entered into by employees are in open-end mutual funds or large, liquid ETFs in which there is no reasonable appearance of a potential conflict of interest. Transactions will only be approved by the CCO if they are both consistent with our fiduciary obligation to our clients and could not reasonably appear to create a conflict of interest.

If we are buying or selling a security for clients at the same time that an employee seeks approval for a personal transaction in the same security, one of three things will happen:

1. If the security is an open-end mutual fund or a broad-based, index ETF, and the size of the personal transaction is such that it could not reasonably be expected to impact the client transaction, the transaction will be approved.
2. For other securities, if the liquidity of the securities and size of the transactions are such that the CCO believes that there is no reasonable likelihood that the personal transaction could be detrimental to the client transactions, the transaction will be approved, and may be directed (again depending on the size of the various transactions and the liquidity of the securities) to be aggregated with client transactions, in accordance with the procedure described in the next section.
3. If the security is less liquid (for example, a closed-end mutual fund), and it might reasonably appear that client transactions might suffer, or the personal transactions might benefit, from the timing of the transaction, the request to enter that transaction will be denied until our activity on behalf of clients is executed.

Finally, the frequency of personal securities transactions by employees is also reviewed by the CCO in order to ensure that our employees' maximum efforts are directed to the service of our clients.

## Brokerage Practices (Item 12)

Tortoise does not participate in soft-dollar programs. We do not participate in any referral programs and, therefore, they are not a factor in recommending brokers. We do not request, require or permit directed brokerage.

Clients enter into an agreement with an independent custodian and its affiliated broker, generally at our recommendation. We do not act as custodian or as a broker. We place transactions for you through the broker. You pay commissions, fees, and charges to the broker based on the institutional fee schedule set by the broker, or a lower negotiated rate. The different types of fees paid by clients are described in greater detail in the Fees and Compensation section at Item 5 above.

We generally recommend that, to the extent possible, clients use Fidelity Investments or Charles Schwab as the custodian and broker. (For client assets held in employer sponsored retirement plans, neither Tortoise nor the client has the option of choosing the custodian and broker.) Although each custodian and affiliated broker has a different commission schedule, and each type of transaction may be priced slightly differently, in the aggregate the standard institutional pricing among competitors is not materially different. We reserve the right to decline to enter into a client relationship with a potential client if we believe that the use of the client's custodian would generate inefficiencies that would materially burden the relationship.

Tortoise may group orders of several clients together for execution, if it believes that doing so best serves the interest of its clients. When grouping orders for execution, Tortoise determines how the trades will be allocated to accounts in advance of the order being placed, or as soon as possible thereafter. All clients receive the same transaction price and the commission charged to the clients is the same as if the orders were placed for that client individually.

With respect to order execution, open-end mutual fund transactions do not particularly implicate execution issues. All other transactions are reviewed on an ongoing and, generally, contemporaneous basis. The broker may execute transactions as an agent with one of its affiliates acting as a principal. We similarly review these transactions to ensure the quality of the execution.

Fidelity Investments, Charles Schwab and other institutional custodians provide to Registered Investment Advisors such as Tortoise a variety of supporting services without cost (or at a discount) to assist them in better monitoring and servicing client accounts. The support services that may be obtained by us may include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings and other educational and/or social events, marketing support, computer software and/or other products used by us in furtherance of our investment advisory business operations. Some of the support services that may be received would assist us in managing and administering client accounts. Other services would not directly provide such assistance, but might assist us in managing and further developing our business enterprise. At times we may receive some of the foregoing from custodians. These services are not

material to our consideration in recommending custodians and their affiliated brokers, and are often also offered to Tortoise by other institutions, or custodians and brokers that we do not currently use. We believe that the services offered by institutional custodians and their affiliated brokers are essentially fungible among the major competitors.

We do base our recommendation to use or continue to use custodians and their affiliated brokers after considering the range and quality of what we consider to be the essential services, including: execution, account access and information, costs, access to a variety of low (or zero) transaction cost investment vehicles, service to our clients, access to tax information, prior experience, responsiveness, service reputation, honesty, integrity and financial stability of the entity, among other factors. We also consider the administrative efficiency of servicing client accounts.

Investment management firms that manage mutual funds, including ETFs, may also provide a variety of information to us, including through:

- Attendance at conferences and on conference calls;
- Access to portfolio managers and/or investment specialists;
- Access to investment research and “white papers”

Although the foregoing are in fact educational, they are also, of course, provided as part of an effort to persuade us that our clients’ interests would be best served by investing in one or more of their vehicles. We participate in these types of events because we believe that doing so increases our knowledge base and enhances our ability to serve our clients.

We are never under any commitment to use or recommend any particular custodian or broker or to invest in any particular investment vehicle. Our decision to use a particular custodian or broker or to invest in any particular vehicle is based entirely on our belief as to whether the investment is in the client’s best interests. Our clients do not pay more for any investment in a vehicle due to the fact the firm that has provided such information. Tortoise prohibits investment providers or custodians from paying for our travel or accommodations at any conferences or events. (We do allow them to provide meals.)

We have an ongoing responsibility to review the custodial and brokerage relationships to make sure that our clients’ interests are being served as well as possible. We periodically compare our current custodians with other alternatives to ensure that your interests are being best served, and we keep ourselves informed about alternative custodians. Similarly we explore a variety of brokerage relationships in furtherance of your best interests.

## **Review of Accounts (Item 13)**

We review all client accounts on an ongoing basis, on a variety of levels:

We review our investments firm-wide on an ongoing basis, with a focus on:

- Asset Allocation;
- Our view of investment opportunity or risks in general, or with respect to particular asset classes, or sub-categories thereof;

- Material geopolitical, political or macroeconomic events; and/or
- Significant changes (in either price or underlying fundamentals) in markets, asset classes or particular investments.

The senior investment professionals of the firm review all client accounts on a regular basis to compare the actual risk level to the targeted risk level at least weekly.

Further, our senior investment professionals regularly review each client's portfolio on a more detailed level. This more detailed review focuses on, among other things, asset allocation, risk levels, cash levels, liquidity needs, tax efficiency and tax-loss harvesting opportunities. Material contributions or withdrawals of cash or securities or a change in the client's circumstances may also trigger this level of review.

Beyond the foregoing, any other relevant event may trigger a detailed review of the firm-wide portfolio or the portfolio of any specific client.

A review, at either of the foregoing levels, does not necessarily imply that some action will be taken. It is often the case that taking no action, in the particular circumstance, is the best action.

In addition to account statements and transaction confirmations provided directly to the client by the custodian holding the account, we provide printed quarterly reports showing asset allocation, performance, fees and a variety of index returns. Further, unless the client is unavailable, one of our senior investment professionals meets in person with each client at least annually and typically more frequently. Further, our senior investment professionals maintain frequent telephonic and electronic communications with clients, and additional reviews are always available at the client's request.

Generally, only the quarterly reports referred to in the preceding paragraph and electronic communications are in writing. Most reviews occur either in person or by telephone.

## **Client Referrals and Other Compensation (Item 14)**

As referenced in Item 12 above, Tortoise may receive indirect economic benefits, in addition to other support services and/or products without cost or at a discount, from Fidelity Investments and Charles Schwab, and from investment management firms that manage mutual funds and ETFs. Our clients do not pay more for investment transactions effected and/or assets maintained at Fidelity Investments and Charles Schwab, or for funds managed by such fund managers, as a result of these arrangements. There is no corresponding commitment made by us to Fidelity Investments, Charles Schwab, such fund managers, or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangements.

Tortoise does not compensate, directly or indirectly, any person, other than its employees, for client referrals.

## **Custody (Item 15)**

Tortoise does not have custody of client assets.

Your assets are held at qualified custodians, each of which sends account statements and confirmations directly to you at least quarterly.

We also send quarterly statements to you. As we will remind you with each quarterly statement, the statements sent by the custodian(s) are the official records. You should compare the statements we provide with the statements provided by the custodian(s).

## **Investment Discretion (Item 16)**

In general, we manage client accounts on a discretionary basis. That means that you are not consulted in advance with respect to specific transactions.

In our standard contract, we limit the investment universe to publicly traded securities, the specifics of which are spelled out in the contract. Although clients do not generally impose any further limitation on our discretionary authority, clients may do so either at the inception of the relationship (in which case, the restriction would be reflected in the contract) or subsequently, by notifying us in writing. Such restrictions will be effective only upon our receipt of written notification.

Prior to our accepting or exercising discretionary authority, each client will have signed a written contract clearly stating that we will be managing their accounts on a discretionary basis, and without any obligation to consult with the client in advance of specific transactions.

## **Voting Client Securities (Item 17)**

Tortoise does not vote client securities with respect to securities in which investment accounts may be invested. Proxies and similar requests are sent directly to you, not to us. It remains your responsibility to vote on such matters. You are welcomed to call us about a particular solicitation – much in the same manner as you may do with respect to other financial issues described in the Advisory Business section at Item 4 above.

## **Financial Information (Item 18)**

Tortoise does not solicit fees of more than \$1,200 per client, six months or more in advance. We are not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments relating to our discretionary authority over certain client accounts. Tortoise has not been the subject of a bankruptcy petition.