



**P** R I V A T E **W** E A L T H **P** A R T N E R S, L L C

**Form ADV – Part 2A**

***Firm Brochure***

**Private Wealth Partners, LLC**

80 E. Sir Francis Drake Blvd.,  
4th Floor  
Larkspur, CA 94939

Telephone: (415) 464 2113  
Email: [dwong@pwpart.com](mailto:dwong@pwpart.com)  
Web Address: none

March 14, 2011

This brochure provides information about the qualifications and business practices of Private Wealth Partners. If you have any questions about the contents of this brochure, please contact us at 415-464-2113 or by email at [dwong@pwpart.com](mailto:dwong@pwpart.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Private Wealth Partners also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 133802.

Private Wealth Partners, LLC is a registered investment adviser with the SEC. Registration of an investment adviser with the SEC or with any state securities authority does not imply any level of skill or training.

## **Item 2     Material Changes**

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated March 14, 2011 is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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## **Item 4    Advisory Business**

Private Wealth Partners LLC (the "**Adviser**") is a SEC-registered investment adviser with its principal place of business located in California. Private Wealth Partners LLC began conducting business in 2005.

Listed below are the firm's principal partners (i.e., those individuals controlling 25% or more of this company).

Kenneth F. Siebel

Peter K. Maier

William F. Dagley

The Adviser provides the following advisory services to our clients:

### **INVESTMENT SUPERVISORY SERVICES ("ISS") SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS POOLED INVESTMENT VEHICLE**

#### **INVESTMENT SUPERVISORY SERVICES ("ISS")**

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (*e.g.*, maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Clients may also place limitations on selling certain securities in their portfolios or deem certain securities as non-discretionary.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Municipal securities
- Mutual fund shares

- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

### **SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS**

We also offer advisory management services to our clients through our Selection and Monitoring of Third-Party Money Managers programs (hereinafter, "Programs").

Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives based on the client's particular circumstances are established. This asset allocation strategy is drafted into the Client Investment Guidelines ("CIG").

Based on the client's individual circumstances and needs (as exhibited in the client's CIG), we will then perform management searches of various unaffiliated registered investment advisers to identify which registered investment adviser's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client, and the investment philosophy of the selected registered investment adviser. Clients should refer to the selected registered investment adviser's Firm Brochure or other disclosure document for a full description of the services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the account.

Once we determine the most suitable investment adviser(s) for the client, we provide the selected adviser(s) with the client's CIG. The adviser(s) then creates and manages the client's portfolio based on the client's individual needs as exhibited in the CIG.

We monitor the performance of the selected registered investment adviser(s). If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's CIG, we may suggest that the client contract with a different registered investment adviser and/or program sponsor. Under this scenario, our firm assists the client in selecting a new registered investment adviser and/or program. However, any move to a new registered investment adviser and/or program is solely at the discretion of the client.

### **POOLED INVESTMENT VEHICLE**

The Adviser is the appointed investment adviser to a pooled investment vehicle, PWP Partnership Fund, LLC (the "Fund"). Kenneth Siebel, William Dagley and Nathaniel Cornell are the managing members (the "Managing Members") of the Fund. Further information about the Fund can be found under item 10 regarding our other financial industry activities and affiliates and under item 5 and 6 regarding our fees and performance fees respectively.

The Fund's investment objectives are disclosed in the Fund's offering memorandum. Investors in the

Fund are limited to sophisticated individuals and entities that are “accredited investors” within the meaning of Regulation D under the Securities Act of 1933.

## **AMOUNT OF MANAGED ASSETS**

As of December 31, 2010, we were actively managing \$691,428,432 of clients' assets on a discretionary basis and \$13,260,178 on a non-discretionary basis. Total assets under management were \$704,688,610.

## **Item 5 Fees and Compensation**

### **PORTFOLIO MANAGEMENT SERVICES FEES**

Our annual fees for Portfolio Management Services are based upon a percentage of assets under management and generally range from 1.25% to 0.4%. Our fees are negotiable and vary between clients, but typically we charge an annual fee based on a percentage of assets under management according to the following schedules.

a) For Equity or Balanced accounts:

<u><b>Annual Fee Rate</b></u>	<u><b>Assets under Management</b></u>
1.25%	First \$2,000,000
0.90%	Next \$3,000,000
0.60%	Next \$5,000,000
0.50%	Next \$15,000,000
0.40%	Balance

b) For Fixed Income accounts:

<u><b>Annual Fee Rate</b></u>	<u><b>Assets under Management</b></u>
0.40%	First \$10,000,000
0.25%	Above \$10,000,000

***Payment of Fees:*** Clients are billed quarterly in arrears based on the market value of assets in the portfolio at the close of market on the last day of the calendar quarter. Clients may select to have the fees debited directly from their account, or billed separately.

***Minimum Size:*** A minimum of **\$1,000,000** of assets under management is required for this service.

This minimum account size may be negotiable under certain circumstances. The Adviser may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. The Adviser may waive the above minimum at its discretion.

**Limited Negotiability of Advisory Fees:** Although the Adviser has established the fee schedule(s) above, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports to be provided, among other factors. The specific annual fee schedule will be identified in the contract between the adviser and each client.

Discounts not generally available to our advisory clients may be offered to family members and friends of associated persons of our firm.

### **SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES**

The Adviser's fee for this service does not include the independent investment adviser's fee for that entity's advisory/management services. The independent investment adviser's management fee is disclosed in the independent investment adviser's Firm Brochure or other disclosure document.

Our annual fee for the Manager Selection Program is charged as a percentage of assets under management, according to the following schedule:

<b><u>Annual Fee Rate</u></b>	<b><u>Assets under Management</u></b>
0.40%	First \$10,000,000
0.25%	Above \$10,000,000

### **POOLED INVESTMENT VEHICLE FEES**

**Asset - Based Compensation:** The Adviser will receive an annual advisory fee of 0.4% of the capital account of each investor in the Fund for which the adviser serves as investment adviser. The Managing Members will collectively receive an annual management fee of 0.6% of the capital account of each other investor in the Fund. Both the advisory and management fees will be paid quarterly in advance.

**Performance-Based Compensation:** The Managing Members will receive an annual performance allocation equal to 20% of the profits (including realized and unrealized gains and losses) allocated to the capital account of each investor in Fund. The fund will maintain a loss recovery account for each investor ("Contingent Loss Account"). Each investor's Contingent Loss Account will be [annually] increased by any net capital depreciation allocated to such investor's capital account (including the investor's share of management and advisory fees) and decreased by any net capital appreciation allocated to such investor's capital account (to, but not below, zero). The Managing Members will not receive any profit allocation with respect to an investor's capital account until such investor has recovered all amounts allocated to its Contingent Loss Account, as adjusted for withdrawals of capital.

### **ADDITIONAL GENERAL INFORMATION ON FEES AND EXPENSES**

**Termination of the Advisory Relationship:** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, fees are paid in arrears for services provided. Upon termination of any account, any accrued and unearned fees will be promptly billed. In calculating a client's fees on termination, we will pro rate the fees outstanding

according to the number of days remaining from the end of the last billing period to the date of termination.

***Mutual Fund Fees:*** All fees paid to The Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and in some cases a distribution and/or servicing fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm, which are designed, among other purposes, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians of their assets and by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer through which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) below for additional information.

***Grandfathering of Minimum Account Requirements:*** Pre-existing advisory clients are subject to the Adviser's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

***ERISA Accounts:*** The Adviser is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts ("IRAs") pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other provisions, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, the Adviser may only charge fees for investment advice about products for which our firm and/or our related persons (1) if we do not receive any commissions or 12b-1 fees, or (2) if our firm and/or our related persons receive such commissions or 12b-1 fees, only to the extent that such fees are used to offset the Adviser's advisory fees.

***Advisory Fees in General:*** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar, higher or lower fees.

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

### **PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm receives a performance-based fee from the Fund. Such a performance-based fee is calculated based on a share of capital gains on or capital appreciation of the assets of the Fund. To qualify for a performance-based fee arrangement in the Fund, an investor must be a "qualified client as defined in Rule 205-3 under the Investment Advisers Act of 1940. In general, a Fund investor must either demonstrate a net worth of at least \$1,500,000 or must have at least \$750,000 under management with us immediately after entering into a subscription agreement with the Fund.

Clients should be aware that performance-based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be



recommended under a different fee arrangement.

Furthermore, as we also have clients who do not pay performance-based fees, we have an incentive to favor accounts that do pay such fees because compensation we receive from these clients is more directly tied to the performance of their accounts.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews the performance of similarly managed accounts and regularly compares the performance of the Fund with our separately managed accounts to determine whether there are any unexplained significant discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities require that similarly managed accounts participate in investment opportunities *pro rata* based on asset size and require that, to the extent orders are aggregated, the client orders are price-averaged. Finally, the Adviser's procedures also require the objective allocation for limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts. These areas are monitored by the Adviser's Chief Compliance Officer.

The Adviser has review procedures to prevent short selling in the Fund from interfering and conflicting with long position in the same securities. The Fund typically does not short securities that are held as a long position in client portfolios as the investment strategy for the Fund is different to client guidelines. To prevent such an occurrence, the Adviser reviews all short positions held in the Fund on a regular basis and compares these with any long positions held in the fund. Any conflicts are resolved by the Fund requiring to cover long the short position.

## **Item 7    Types of Clients**

The Adviser provides advisory services to the following types of clients:

- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Other pooled investment vehicles(*e.g.*, hedge funds)
- Charitable organizations
- Corporations or other businesses not listed above

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

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

***Fundamental Analysis.*** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk,

as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

**Risks for all forms of analysis.** Our methods of security analysis rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class, and/or
- we try to manage taxable accounts in a tax efficient manner.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell. Many of our clients ask us to be tax efficient.

**Short-term purchases.** When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. Short term transactions occur during periods of excess market volatility.

**Trading.** We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings. Market volatility creates shorter-term opportunities.

**Short sales.** We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

**Margin transactions.** We will purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings.

**Option writing.** We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price. Covered call writing is one of our more common option strategies.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

## **MATERIAL RISKS OF INVESTMENT STRATEGIES AND METHODS OF ANALYSIS**

**General.** Although the Adviser works diligently to preserve clients' capital and achieve preservation and growth of client wealth, investing in securities by its nature involves risk of loss that clients should be prepared to bear. The possibility of a total or partial loss of client capital exists, and prospective clients and investors should not invest unless they can readily bear the consequences of such loss.

**No Assurance of Returns; Past Performance Results.** There can be no assurance that a client portfolio or the Fund will perform well or achieve its investment objectives. Past performance is not indicative of future results. Similarly, the historical performance of any underlying manager is not a guarantee or prediction of the future performance of its Portfolio Funds.

**Reliance on Key Personnel.** While Kenneth Siebel, Peter Maier and William Dagley have significant depth and experience in investing, and specifically in private fund investing, the loss of Mr. Siebel, Mr. Maier or Mr. Dagley, or other personnel, could adversely impact the Adviser's and funds' ability to successfully implement investment strategies.

**Reliance on Portfolio Fund Management.** The Adviser may invest clients and the Fund in Portfolio Funds and through separate accounts managed by underlying managers that will generally be unrelated to the Adviser. Returns could be substantially adversely affected by the unfavorable performance of one or more such Portfolio Funds or separate accounts.

**Availability of Suitable Opportunities.** The success of a client portfolio or the Fund as a whole depends on the ability of the Adviser or its subsidiaries to identify and invest in underlying funds or other investments that meet the desired investment criteria. The identification of an attractive fund does not ensure that a client or the Fund will be able to invest capital in the particular fund, given the high level of investor demand some funds receive.

**Due Diligence Errors.** It is possible that the Adviser may miss or misinterpret information during its due diligence. The Adviser has established procedures to mitigate this risk, but there is no assurance they will be successful in any particular situation. An underlying manager could be engaged in wrongdoing that is not uncovered by the due diligence process.

***General Risks Relating to Portfolio Managers, Other Financial Intermediaries and Counterparties.***

In connection with investments in Portfolio Funds, clients and the Fund will be dependent upon underlying managers, which will have custody and control of client and the Fund's assets invested in such underlying managers' Portfolio Funds. The failure of an underlying manager or financial intermediary to fulfill its obligations may have a material adverse effect on the related investment and overall performance. If any underlying manager, any other financial intermediary, or any of such underlying manager's or financial intermediary's counterparties becomes insolvent or files for bankruptcy, a client or the Fund could suffer losses and its financial performance could be materially and adversely affected. In addition, such insolvency or bankruptcy could undermine access to assets on a temporary or permanent basis and result in a partial or complete loss of the related investments.

***Non-U.S. Investments.*** It is anticipated that where appropriate the Adviser may invest clients or the Fund directly or indirectly in investments outside the United States. Any investment in a foreign country involves risks not found in the domestic securities market, including the following: the risk of economic and financial instability in the foreign country, which in some cases may include a collapse in credit markets, stock prices, currencies and/or consumer spending; the risk of adverse social and political developments, including expropriation, nationalization, confiscation without fair compensation, political and social instability and war; the risk that the foreign country may impose restrictions on the repatriation of investment income or capital or on the ability of foreign persons to invest in certain types of companies, assets or securities; risks related to the possible lack of availability of sufficient financial information as a result of corporate governance, accounting, auditing and financial disclosure standards that differ, in some cases significantly, from those in the United States; risks related to foreign laws and legal systems, which are likely to differ from those of the United States, including in particular the laws with respect to the rights of investors, which may not be as comprehensive or well developed as those in the United States, and the procedures for the judicial or other enforcement of such rights, which may not be as effective as in the United States; risks related to the fact that some investments may be denominated in foreign currencies and therefore will be subject to fluctuations in exchange rates; and risks related to applicable tax laws and regulations and tax treaties, which are likely to vary from country to country and may be less well developed than those in the United States, possibly resulting in retroactive taxation and an unanticipated local tax liability.

***Emerging Markets.*** Investing in companies based in emerging markets, which are underdeveloped or developing economies, involves certain considerations not usually associated with investing in companies located in more developed countries, including political and economic considerations, such as greater risks of expropriation, nationalization and general social, political and economic instability; the small size of the securities markets in emerging markets and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; inconsistencies among local, regional and national laws; and certain government policies that may restrict investment opportunities. A Portfolio Fund or underlying manager may face difficult approval and registration procedures when making or disposing of investments, and, as a foreigner, may be subject to legal or regulatory constraints or prejudices that do not affect local investors. In addition, the reporting standards, practices and disclosure requirements in emerging markets are not equivalent to those in the United States and certain Western European countries and may differ in fundamental ways. Accordingly, less information may be available to investors. Investments in emerging markets could be affected by other factors not present in more developed countries, including lack of uniform accounting, auditing and financial reporting standards, inadequate settlement procedures and potential difficulties in enforcing contractual obligations.

**Foreign Exchange Risks.** In the case of investments in securities that are not denominated in U.S. dollars, any fluctuation in currency exchange rates will affect the value of such investments and the returns ultimately achieved. In addition, costs may be incurred in connection with conversions between various currencies.

## Market Risk

**Status of Markets.** In recent times, economic markets have experienced a period of unprecedented stress. The availability, unavailability, or hindered operation of external credit markets, equity markets and other economic systems that the Adviser and investments may depend upon to achieve objectives may have a significant negative impact on private fund operations and profitability. There can be no assurance that such markets and economic systems will be available or will be available as anticipated or needed for investments or for private funds to operate successfully.

**Economic Conditions.** Any investment activity may be adversely affected by general international or domestic economic or market conditions. A downturn or contraction in the economy or capital markets, or in certain industry or geographical regions thereof, may prevent investors from meeting investment objectives by restricting the availability of suitable investment opportunities. In addition, such a downturn could result in the diminution or loss in value of a client's or the Fund's investments. Unexpected volatility or illiquidity in the markets in which clients or Portfolio Funds hold positions or in which direct investments are held could impair their ability to carry out their business or cause them to incur losses.

**Suspensions of Trading.** Securities, futures and commodities exchanges typically can suspend or limit trading in any instrument traded on the exchange. A suspension could render it impossible for an underlying manager to liquidate positions and expose clients or the Fund to losses.

**Lack of Liquidity.** Despite the heavy volume of trading in securities and other financial instruments, the markets for some instruments have limited liquidity and depth or may in the future experience periods of limited liquidity and depth. This lack of liquidity could be a disadvantage to Portfolio Funds, both in the realization of the prices that are quoted and in the execution of orders at desired prices. Accordingly, Portfolio Funds may be required to hold investments for a longer period of time than desired or may be required to mark down the value of investments that are subject to such limited liquidity. In addition, it is likely that a portion of a client's portfolio or an the Fund will be illiquid.

## Strategy Risk

**Inadvertent Concentration.** A number of Portfolio Funds may have overlapping strategies and could accumulate large positions in the same or related securities. The Adviser's ability to avoid such concentration would depend on its ability to reallocate capital among existing or new Portfolio Funds, which might not be feasible for several months until withdrawals and contributions are permitted by the Portfolio Funds.

**Leverage (Borrowed Money).** It is anticipated that certain Portfolio Funds will use leverage in their investing, which would increase the potential for loss as well as transaction expenses.

**Short Selling.** Some Portfolio Funds may sell securities short, which exposes the seller to theoretically unlimited risk due to the lack of an upper limit on the price to which the security may rise. Short selling also involves the sale of borrowed stock, so that if the stock loan is called, the short seller may be

forced to repurchase the stock at a loss. In addition, short selling carries the risk of failure to perform by the counterparty to the transaction or the risk that the counterparty will default on its obligations.

***Non-Marketable Securities.*** Some Portfolio Funds may invest in non-marketable securities, which are generally difficult to liquidate and price.

***Derivatives.*** Various Portfolio Funds may use derivatives, such as options, futures and swaps. The derivatives market is, in general, a relatively new market and there are uncertainties as to how it will perform during periods of unusual price volatility or instability, market illiquidity or credit distress. Substantial risks are also involved in borrowing and lending against derivatives. Derivatives prices can be volatile, market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. Certain derivatives also involve embedded leverage, and a relatively small price movement may result in substantial losses to the Portfolio Fund. One or more markets may move against the derivatives positions held by a Portfolio Fund, thereby causing substantial losses. To date, most of these instruments have not been traded on exchanges but rather through an informal network of banks and dealers that have no obligation to make markets in them and can apply essentially discretionary margin and credit requirements (and thus in effect force an underlying manager to close out positions). In addition, some derivatives carry the risk of failure to perform by the counterparty to the transaction or the risk that the counterparty will default on its obligation to return collateral or other assets of the Portfolio Fund. Many unforeseeable events, such as government policies, can have significant effects on interest and exchange rates, which in turn can have large and sudden effects on prices of derivative instruments.

***Futures.*** Some Portfolio Funds may take positions in commodity futures contracts. Commodity futures prices can be highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the trader. Like other leveraged investments, a futures transaction may result in losses in excess of the amount invested.

***Hedging and Other Trading Strategies.*** The decision as to when and to what extent to hedge or follow other trading strategies depends on many factors. There can be no assurance that hedging or other trading strategies will be available or effective or that the performance of the hedge will correspond appropriately to that of the assets hedged.

***Fixed Income Securities.*** Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, the rate of inflation, and general market liquidity (i.e., market risk). In addition, MBS and ABS may also be subject to call risk and extension risk. For example, homeowners have the option to prepay their mortgages. Therefore, the duration of a security backed by home mortgages can either shorten (i.e., call risk) or lengthen (i.e., extension risk).

***High Yield Debt; Distressed Debt.*** High yield bonds (commonly known as "junk bonds"), distressed debt instruments, and other debt securities in which Portfolio Funds may invest will typically be junior to the obligations of companies to senior creditors, trade creditors, and employees. The lower rating of high yield debt reflects a greater possibility that adverse changes in the financial condition of the issuer or in general economic, financial, competitive, regulatory, or other conditions may impair the ability of the issuer to make payments of principal and interest. High yield debt securities have historically experienced greater default rates than investment grade securities. The ability of holders of high yield

debt to influence a company's affairs, especially during periods of financial distress or following an insolvency, will be substantially less than that of senior creditors. Adverse changes in economic conditions or developments regarding an individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of high-yield debt securities to make principal and interest payments than issuers of higher grade debt securities. In addition, the market for lower grade debt securities may be thinner and less active than for higher grade debt securities, and thus less liquid because, among other reasons, certain investors, due to their investment mandates, are precluded from owning such securities. This could result in a Portfolio Fund being unable to sell such securities for an extended period of time, if at all.

***Public Equity Securities.*** Portfolio Funds and underlying managers may invest long and short in publicly traded equity securities. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of the stocks and other securities and instruments may decline over short or extended periods. The stock markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. The volatility of equity securities means that the value of an investment may increase or decrease.

***Small Capitalization Companies.*** Portfolio Funds and underlying managers may invest in securities of small capitalization companies and recently organized companies and, conversely, the Portfolio Funds may establish significant short positions in such securities. Historically, such securities have been more volatile in price than those of larger, capitalized, more established companies and pose greater investment risks. Small capitalization companies may require substantial additional capital or borrowings. There is often less publicly available information concerning such companies, and their equity securities are often traded over-the-counter or on regional exchanges and may be less liquid than companies traded on a national exchange. Investments in small capitalization companies may also be more difficult to value than other types of securities. Investments in companies with limited or no operating histories are more speculative and entail greater risk than do investments in companies with an established operating record.

***Growth Stock Risk.*** Certain Portfolio Funds or underlying managers invest in "growth" stocks. Securities of growth companies may be more volatile since such companies usually invest a high portion of earnings in their business, and they may lack the dividends of value stocks that can cushion stock prices in a falling market. In addition, earnings disappointments often lead to sharply falling prices because investors buy growth stocks in anticipation of superior earnings growth.

***Value Stock Risk.*** Certain Portfolio Funds or underlying managers invest in "value" stocks. A particular risk of a value approach is that some holdings may not recover and provide the capital growth anticipated or that a stock judged to be undervalued may actually be appropriately priced. Further, because the prices of value-oriented securities tend to correlate more closely with economic cycles than growth-oriented securities, they generally are more sensitive to changing economic conditions, such as changes in interest rates, corporate earnings, and industrial production. The market may not favor value-oriented stocks and may not favor equities at all. During those periods, relative performance may suffer.

***Equity/Global Hedge.*** The Equity/Global Hedge strategy primarily involves investments in publicly traded equity instruments generally in developed countries. This strategy involves identifying securities that are mispriced relative to related securities, groups of securities, or the overall market. The strategy may rely on the use of derivatives, leverage and a number of assumptions about the intrinsic value of

publicly traded equity instruments. There can be no assurance that such assumptions will prove to be correct or that the strategy will be implemented correctly.

***Real Estate Investing.*** A portion of capital may be allocated to Portfolio Funds and/or direct investments concentrating in real estate investments. While real estate investing presents the potential for significant capital appreciation, such investments also involve a high degree of risk, including a significant degree of financial, operating, illiquidity, and competitive risk. Frequently, such funds structure their investments with the use of leverage. While the use of leverage will enhance the returns on a successful investment, a leveraged capital structure will be subject to increased exposure to extreme economic conditions, such as a significant rise in interest rates, or a severe downturn in the economy, enhancing the risk of loss entailed in the investment.

***Energy and Timber Investments.*** A portion of capital may be allocated to Portfolio Funds concentrating in energy, timber or other real asset situations. Such investments are likely to be subject to the same or similar risks described in the preceding paragraph.

***Buyouts/Growth Capital.*** Buyout and growth capital funds frequently structure their investments with the use of leverage. While the use of leverage may enhance the returns on a successful investment, a company with a leveraged capital structure will be subject to increased exposure to changing economic conditions, such as a significant rise in interest rates, or a downturn in the economy or the company's industry, enhancing the risk of loss entailed in the investment.

***Venture Capital.*** While venture capital investing presents the potential for significant capital appreciation, such investments also involve a high degree of risk. It is anticipated that the portfolio companies of these funds will confront a significant degree of financial, operating, illiquidity, and competitive risk. In addition, many of these companies, due to their limited revenues and history of operating losses, may need to rely on their ability to fund continuing operations via the private and public capital markets. Such continued funding may be curtailed as a result of a variety of factors which may include, but would not be limited to, rising interest rates, downturns in the economy or deterioration in the condition of the company or its industry.

***Distressed and Special Situations.*** While an investment in a distressed company (in distressed financial condition, including reorganized companies emerging from bankruptcy) can produce above average returns if the company is successful in its "turn around," significant risk exists that a turnaround effort will not be successful and that all or a significant portion of the capital invested in such situations may be lost. "Special situation" investments are opportunistic in nature. It is difficult to project the nature of the special situations and how many commitments will be made to them. Such investments are likely to involve significant risks and illiquidity, and any returns from these investments will be subject to substantial uncertainty.

***Limited Liquidity.*** There is no public market for interests in private funds, and it is not expected that a public market will develop. There will also be substantial restrictions upon the transferability of interests, including the requirement in a partnership agreement that most transfers be approved by the General Partner. There are also other contractual restrictions and restrictions imposed by applicable federal securities laws and the laws and the regulations of other jurisdictions, which may require an indefinite holding period with respect to private fund interests. A purchase of an interest in a private fund should be considered only by persons financially able to maintain their investment and who can afford a loss of all or a substantial part of such investment. In addition, investors who invest through an offshore fund should be aware that an interest in the offshore fund may be less attractive to other



investors that are not foreign or tax-exempt entities in the United States, and therefore an interest in an offshore fund may be even less liquid than a direct investment interest in an onshore fund. There is no assurance that any distribution will be made or that fund investments will be successful. Many recommended private funds have lock-up provisions that prohibit an investor from withdrawing money for a certain period of time, for example 12 to 24 months or significantly longer. Some of these investments require advance notice should an investor seek a full or partial redemption, while other investments last until the fund ends. In addition, payment of a full cash redemption sometimes takes time.

***Illiquid Investments.*** Investments in certain Portfolio Funds, including private equity and real assets, will be illiquid entailing a high degree of risk. An investor in an illiquid Portfolio Fund may be expected to hold its investment in the Portfolio Fund for the entire life of the Portfolio Fund, which is typically seven to ten years or more. The underlying investments of a Portfolio Fund, at any given time, may consist of significant amounts of securities and other financial instruments that are very thinly traded, or for which no market exists, or which are restricted as to their transferability under U.S. federal or state or non-United States securities laws. In some cases, Portfolio Funds may also be prohibited by contract from selling such securities for a period of time. In other cases, the types of investments made by Portfolio Funds may require a substantial length of time to liquidate. Consequently, there is a significant risk that the Portfolio Funds will be unable to realize their investment objectives by sale or other disposition of portfolio company securities at attractive prices, or will otherwise be unable to complete any exit strategy with respect to their portfolio companies. These risks can be further increased by changes in the financial condition or business prospects of the portfolio companies, changes in economic conditions and changes in law. A Portfolio Fund may distribute its investments “in kind”, which may be composed of illiquid securities. The Fund may in turn make in-kind distributions of these investments. There can be no assurance that clients or investors would be able to dispose of these investments or that the value of these investments, as determined by either the Fund or the underlying Portfolio Fund, will ultimately be realized.

## Portfolio Funds and Manager Risk

***Unregistered Funds.*** Portfolio Funds that may be recommended by the Adviser, including the Adviser’s own fund, are private limited partnerships or similar structures sold in private placements, and are not registered investment companies under the Investment Company Act of 1940. Some of the underlying managers may not be registered as investment advisers under federal or state law. Interests in the Fund have not been registered under the Securities Act of 1933. Consequently, clients will not be entitled to certain of the protections of the federal securities laws.

***Possible Misconduct by underlying managers.*** Because clients invest through underlying managers or private funds that are separate from the Adviser and over which the Adviser does not have physical custody or control, an underlying manager could divert or abscond with a client’s assets, fail to follow its stated investment strategies, issue false reports or engage in other misconduct.

***Effect of Carried Interest.*** The existence of a carried interest payable to the Portfolio Fund Managers may create an incentive for such Portfolio Fund Managers to make riskier or more speculative investments on behalf of their Portfolio Funds than would be the case in the absence of this arrangement.

**Key Principals of the Portfolio Fund Managers.** Portfolio Fund Managers are likely to be dependent on the services of one or a few key individuals. The loss for any reason of the services of a key individual could impair a Portfolio Fund's ability to achieve its investment objective.

**Increase in Managed Assets.** The Adviser may invest with underlying managers who are experiencing a significant increase in the assets they manage, which may impair their ability to generate returns on a par with their historical results. In addition, an underlying manager faced with a significant increase in assets to invest may divert from stated strategies into strategies or markets with which it may have little or no experience. This could result in losses to the Portfolio Fund and, thus, the client or The Fund.

**New Strategies.** Strategies used by Portfolio Funds may not have been in use during periods of major market stress, disruption or decline. As a result, it is not known how these strategies will perform in these periods.

**Tax Considerations.** The Adviser and the Fund endeavor to furnish tax information as soon as practicable following the end of each year. However, in order to furnish such tax information, we must first receive corresponding tax information from all Portfolio Funds and other investments. Clients and Fund investors may require to file extensions for any given year, particularly as a result of illiquid investments. The tax liability with respect to income and gains of a Portfolio Fund or the Fund for a year may exceed the cash withdrawn by or distributed to the investor in respect of such year. Investing in private funds may involve complex tax issues for particular clients. The Adviser is not a tax consultant, and in some situations clients may need to consult their own tax advisors.

**Please also refer to disclosures elsewhere in this Brochure. Specific risks with respect to specific investments can be found in the Private Placement Memoranda or other disclosure documents relating to those investments.**

## **Item 9 Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

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

### ***Private Realty Investments, Inc. ("PRII"):***

Peter K. Maier is a beneficial owner of PRII. PRII's primary business is to serve as an operating company for Peter Maier, who serves as Trustee to a number of client accounts. Peter Maier is paid a trustee fee by the client for these services. Mr. Maier assigns the trustee fees to PRII.

The Adviser does not receive any portion of the trustee fees nor does the Adviser solicit clients to appoint Mr. Maier as trustee to their trusts. Clients are free to choose their own trustees.

Mr. Maier does not devote a substantial amount of time to PRII.

### ***MSB Real Property Fund IV, LLC ("MSB"):***

Peter K. Maier is a member of MSB, which invests only in commercial real estate. Mr. Maier is paid an annual fee for his services. Mr. Maier also has an agreement with Maier Siebel Baber (general partner) that he will receive a portion of the general partner's profits in MSB Real Property Fund V. Profits are not paid to the general partner until all limited partners receive back their initial investment plus a hurdle rate on their investment. Mr. Maier and his family own limited partnership interest in other

Maier Siebel Baber partnerships, and he has a 28.728% ownership interest in MSBMS, which is the general partner for M&S Denver Tech Center. The M&S Denver Tech Center is a commercial real estate partnership. Apart from attending periodic board meetings, Mr. Maier does not devote a substantial amount of his time to these partnerships.

The Adviser does not receive any fees from any of the MSB Funds, and does not invest clients accounts in the MSB funds.

***Glenwood Partners II LP (“Glenwood”):***

Kenneth F Siebel is a general partner of Glenwood Partners II LP. Mr. Siebel has a beneficial interest in the partnership. Mr. Siebel does not devote substantial amount of time to this partnership. The partnership is invested in private investments, including the PWP Partnership Fund. Clients are not solicited to invest in Glenwood.

***Pooled Investment Vehicle - PWP Partnership Fund LLC: (the “Fund”)***

Kenneth F. Siebel, William F. Dagley and Nathaniel T. Cornell are Managing Members and have a beneficial interest in the PWP Partnership Fund, LLC. (the “Fund”). The Adviser is the appointed investment adviser to the Fund. Mr. Siebel and Mr. Dagley devote a proportionate amount of time to the Fund relative to other clients of the investment adviser.

As appropriate, our advisory clients may be solicited to invest in the Fund and/or other private funds. The Adviser and the Managing Members receive investment advisory and management fee compensation respectively from this Fund as well as a performance-based fee (as disclosed in item 5 and 6). Because investment in the Fund and other similar types of entities may involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Related persons of our firm may spend as much as 20% of their time on managing the Fund.

Clients interested in investing in the Fund should refer to the Fund's private offering memorandum for more information specific to the Fund, including the risks of investing in the Fund.

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

Our firm has adopted a Code of Ethics that sets forth the high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

The Adviser and our personnel owe a duty of loyalty, fairness and good faith towards our clients and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports, which must be submitted by the firm's access persons. Among other provisions, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping.

The Adviser' Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are instructed that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may

request a copy by email sent to [dwong@pwpart.com](mailto:dwong@pwpart.com), or by calling us at 415 464 2113.

The Adviser and individuals associated with our firm are prohibited from engaging in principal transactions.

The Adviser and individuals associated with our firm are prohibited from engaging in agency cross transactions with client accounts

Some of the partners of the Adviser are also the Managing Members of the PWP Partnership Fund, LLC (the "Fund"). The Managing Members have designated the Adviser as having primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the Fund. The Adviser, its officers and employees will devote to the Fund as much time as we deem necessary and appropriate to manage the Fund's business. The Adviser and our affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the Fund and/or may involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the Fund, but could be allocated between the business of the Fund and other business activities and those of our affiliates.

Investments in the Fund may be recommended to advisory clients for whom a partnership investment may be more suitable than would a separate advisory account managed by our firm. Clients who invest in the Fund are not charged any additional fees on assets invested in the Fund other than the advisory and management fee charged to the limited partners of the Fund.

The Fund is not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered, and thus investors in the Fund will not receive the protections afforded by that Act. The Adviser together with the Managing Members manages the Fund on a discretionary basis in accordance with the terms and conditions of the Fund's offering and organizational documents.

We address the conflicts of interest from recommending the Fund to our clients through review of client accounts to determine whether there are unexplained significant discrepancies. See the description of our conflict of interest procedures in Item 6 above.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies), which may also be recommended to a client.

It is the express policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price, and transaction costs will be shared equally and on a *pro rata* basis. In the instances where there is a partial fill of a particular aggregated order, we will allocate all purchases pro-

rata, with each account paying the average price. Our employee accounts will be included in the *pro rata* allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the express policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

## **Item 12 Brokerage Practices**

***Factors considered in selecting or recommending broker dealers for client transactions:*** For discretionary clients, the Adviser requires these clients to provide us with written power of attorney that will allow the Adviser to determine which broker dealer to use and to negotiate the commission costs that will be charged to these clients for these transactions.

The Adviser will endeavor to select those brokers or dealers that will provide the best services at reasonable commission rates. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services that will help the Adviser in providing investment management services to clients. The Adviser may therefore recommend (or decide on) the use of a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance.

Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

**Research and soft dollars:** Consistent with obtaining best execution for clients, the Adviser may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to the Adviser and, indirectly, to the Adviser's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and subsequent SEC guidance and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and at our discretion). Research services obtained through the use of client commissions may be developed by brokers to whom brokerage is directed or by third-parties that are compensated by the broker. The Adviser does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if the Adviser determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to our discretionary client accounts.

Certain items obtainable with client commissions may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated, and the Adviser makes a good faith effort to determine the percentage of such products or services that may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are either paid by our firm to the broker-dealer or paid directly by our firm to the vendor in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When the Adviser uses client commissions to obtain research or brokerage services, we receive a benefit to the extent that the Adviser does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client commissions results in a conflict of interest, because we have an incentive to direct client commissions to those brokers that provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

The Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for research services (known as paying-up), resulting in higher transaction costs for clients.

Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other client accounts. The Adviser may not use each particular research service to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. The Adviser does not seek to allocate the benefits of research services to client accounts proportionately to the soft dollar credits the accounts generate.

Within our last fiscal year, we have obtained the following products and services with client commissions:

- Bloomberg
- Reuters Knowledge
- Advent - Moxxy

- William O'Neill
- Strategas research
- International Strategy & Investment

**Trade aggregation:** The Adviser will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. The Adviser will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. The Adviser's block trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with the Adviser or with our firm's order allocation policy.
- 2) The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable the Adviser to seek best execution for, each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of hindsight.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed that identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this *pro rata* allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this *pro rata* allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 8) The Adviser's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 9) Funds and securities for aggregated orders are clearly identified on the Adviser's records and to the

broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

**Directed brokerage:** Under certain circumstances a client may direct the Adviser to use a specified broker-dealer to execute all or a portion of the client's securities transactions. The Adviser treats the client discretion as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although the Adviser attempts to effect transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client transactions. Clients who direct the Adviser to use a particular broker-dealer should consider whether such directions may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser is not able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a client to direct the Adviser to execute the client trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client, and as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangements with the specified broker-dealer. The commissions charged to clients that direct the Adviser to execute the client's trades through a specified broker-dealer may in some transactions be materially different to those clients who do not direct the execution of their trades. Clients that direct the Adviser to execute the client's trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

## **Item 13    Review of Accounts**

**Frequency and Nature of Reviews:** Reviews of client accounts are conducted at least quarterly (typically more frequently) and include a review of asset allocation, equity sector weightings and diversification in comparison to investment guidelines in the client's investment advisory contract.

**Reviewers:** Accounts are reviewed by at least one of the senior portfolio managers assigned to each account. Each senior portfolio manager has primary responsibility for approximately 60 to 70 client accounts. Generally, each client account has a second senior portfolio manager familiar with and capable of performing the account.

**Reports:** Clients will receive from their qualified custodian a monthly account statement. The Adviser provides a quarterly investment appraisal, investment outlook letter and other reports as requested by the client including, but not limited to, portfolio holdings, investment performance and tax information. Such reports may be delivered electronically to the client in accordance with the client's agreement with the Adviser.

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

### **CLIENT REFERRALS**

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to



us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by Solicitors are not increased as a result of any referral.

It is the Adviser's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

## **Item 15 Custody**

The Adviser does not provide custodial services to its clients. Client assets are held with banks or registered broker-dealers that are "qualified custodians."

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts for those clients that have given us that authority.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other items. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

One of our partners, Peter Maier acts as trustee to a number of clients, as further disclosed in item 10 under other financial industry activities and affiliates. Under SEC rules, Mr. Maier's trustee services mean that the Adviser has custody of trust assets. The Adviser is therefore subject to an annual surprise examination by an accountant supervised by the Public Company Accounting Oversight Board ("PCAOB Accountant"). The PCAOB Accountant files a Form ADV-E at the SEC to report its findings in their surprise examination. Form ADV-E can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

## **Item 16 Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on the Adviser's discretionary authority.

Prior to assuming full discretion in managing a client's assets, the Adviser enters into an investment advisory agreement with the client that sets forth the scope of the Adviser's discretion and which includes a power of attorney.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients may also change/amend such limitations by once again providing us with written instructions.

## **Item 17 Voting Client Securities**

We vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

We will vote proxies in the best interests of its clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Noreen Coburn by telephone at 415 464 2119, email at [ncoburn@pwwpart.com](mailto:ncoburn@pwwpart.com), or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Noreen Coburn as per above.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting Noreen Coburn.

## **Item 18 Financial Information**

The Adviser has no additional no financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.