



R O U N D T A B L E

Carleon Capital Partners LLC  
d/b/a Roundtable Investment Partners  
Part 2A of Form ADV  
The Brochure

280 Park Ave., 22<sup>nd</sup> Floor East  
New York, NY 10017  
(212) 488-5470  
<http://www.carleoncapital.com>

Updated: March 2014

This brochure provides information about the qualifications and business practices of Carleon Capital Partners LLC (“Carleon,” “the Company,” “the Firm”, or “We”). In this brochure, Funds and Managed Accounts may be referred to as “Client” or “Clients”. If you have any questions about the contents of this brochure, please contact us at 212-488-5470. 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 Carleon is also available on the SEC’s website at:  
[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

Below is a summary of the material changes to this brochure since the last annual amendment filed in March 2013:

- Carleon enhanced disclosures in the *Voting Client Securities* section to address the use of ProxyEdge and current proxy voting processes for Managed Accounts.
- The *Custody* section was updated to address Managed Accounts.
- Disclosures were added to the *Other Financial Industry Activities and Affiliations* section to address a new affiliate, Carleon Capital Partners Ltd.
- Investment allocation disclosures were enhanced in the *Code of Ethics, Participation or Interest in Client Transaction and Personal Trading* section.
- Investment strategy disclosures were updated and material risk disclosures were enhanced in the *Methods of Analysis, Investment Strategies, and Risk of Loss* section.
- The *Brokerage Practices* section was updated to describe the relationship with a designated custodian that is recommended for Managed Accounts.
- Carleon added disclosures to the *Fees and Compensation* section concerning the allocation and payment of Managed Account expenses.

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## Advisory Business

Carleon is a privately owned, independent, registered investment advisor which was founded in 2007. The Firm constructs, manages and oversees multi-asset portfolios using an endowment style approach. Advisory services are provided on a discretionary or non-discretionary basis to the following “Clients”: (i) separate accounts for select institutions and sophisticated families (“Managed Accounts”) and (ii) private pooled investment vehicles (the “Funds” or “Carleon Funds”). The Firm’s offices are located in New

York, New York, and Boston, Massachusetts.

Carleon actively invests with a broad range of third-party investment managers (managers of private “Portfolio Funds”, separate accounts and certain mutual funds) utilizing a variety of investment strategies, including Global Equity, Hedge Funds, Special Situations, Real Assets, Fixed Income, Cash and Private Equity. Carleon may also utilize a broad range of direct financial instruments in providing investment advice.

Managed Account assets are generally invested in accordance with a customized investment policy statement developed for each Managed Account. Advice may be tailored to the individual needs of Managed Accounts, and Managed Account Clients may impose reasonable investment restrictions such as investing with certain types of managers and/or asset types.

The Firm has full discretionary authority with respect to investment decisions of the Funds, and its advice with respect to the Funds is tailored according to the investment objectives, guidelines, and requirements as set forth in each Fund’s respective offering memoranda and advisory agreement.

The Firm generally offers three types of portfolios, as suited to the goals and objectives of our institutional and family Clients:

- Customized global multi-asset class, multi-manager portfolios
- Specialized mandates for Clients who may want to invest capital with a specific focus, such as a single asset class
- The Carleon Funds: private pooled investment vehicles which are exempt from registration under the Investment Company Act of 1940, as amended and exempt from registration under the Securities Act of 1933, as amended

Carleon utilizes proprietary research, asset allocation and risk models to aid in constructing complex investment portfolios. The Firm uses its networks as a primary tool in sourcing third-party investment managers and our experienced team to perform due diligence and monitoring.

Services offered and/or provided to Managed Accounts include, but may not be limited to, the following: identifying investment objectives and risk tolerance, balance sheet analysis, developing a comprehensive asset allocation (including non-traditional assets such as art and real estate) and investment policy, and implementing the investment strategy. The Firm also performs due diligence on existing and proposed investments (e.g., concentrated stock, private equity, etc.), as well as monitoring, reporting, and certain administrative services.

The Firm is majority-owned by Roundtable Wealth Management, LP (“RWM LP”), and Geoffrey Boisi and Richard Herbst are principal owners of RWM LP. As of January 31, 2014 the Firm managed \$744.2 million in regulatory assets under management on a discretionary basis. As of January 31, 2014, the Firm advised approximately \$989 million in regulatory assets under management on a non-discretionary basis.

## **Fees and Compensation**

The fees and expenses applicable to each Client are set forth in detail in Client advisory agreements. A brief summary of fees and expenses is provided below.

Carleon does not maintain a standard fee schedule for Managed Accounts. Managed Accounts are typically charged either a flat fee or a fee based on a percentage of assets (including amounts invested directly by the Firm, amounts invested in Funds, as well as amounts for which we have been retained to exercise day-to-day oversight). Fees are negotiated individually with each Managed Account and are generally billed quarterly, in advance. Any prepaid but unearned fees will be refunded upon termination in accordance with the provisions in the Managed Account's agreement. When a Managed Account invests in the Funds, Managed Account fees will be reduced by management fees paid as a result of the investment in one or more of the Funds.

Fees received from the Funds are a blended management fee generally charged by each Fund in accordance with the following table:

<b>Assets Under Management<sup>1</sup></b>	<b>Annual Rate</b>
First \$50 million	1.00%
\$50 million to \$100 million	0.90%
\$100 million to \$150 million	0.75%
\$150 million to \$200 million	0.65%
Greater than \$200 million	0.50%

Asset based fees related to our Funds are billed and deducted quarterly at the end of the calendar quarter (i.e. in arrears). Fees charged by the Funds are generally not negotiable, but may be negotiated for certain Funds, and in special circumstances. The Firm may choose to reduce fees charged to investors in the Funds.

Generally, Clients may be allocated and bear costs including, but not limited to: custodial charges; brokerage fees or commissions and related costs (please see the *Brokerage Practices* section below for a description of Carleon's use of brokerage); taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs and charges associated with foreign exchange transactions; expenses related to proposed investments (whether they are consummated or not); investment-related travel expenses; other portfolio expenses; and, with respect to the Funds, certain operational expenses (e.g., audit, tax and administrative costs) necessary or appropriate to the Fund's business, regulatory or tax compliance.

Management fees received by Carleon do not include investment management fees for underlying investment managers (i.e., Portfolio Funds). Capital contributions made on a date other than the first day of a calendar quarter are subject to a prorated portion of the asset based fee for that calendar quarter with respect to such contribution based on the number of days remaining in that calendar quarter.

Because the Firm typically invests a Client's assets through third party managers (either through a separate account or through a pooled investment vehicle managed by such managers), Clients indirectly bear all or a pro rata share of any management and incentive fees charged by such managers (as well as other expenses associated with such investments). Consequently, the portion of a Client's assets invested with a third party manager is subject to the account fees payable to the Fund in addition to the fees payable to the third party manager. The account fees are not reduced by the fees paid to the third party manager(s). Such fees and

<sup>1</sup> Fee ranges reflect incremental net asset value. For example, for a \$125 million investment into one Carleon Fund, fees charged according to the table would be 1% on the first \$50 million, 0.90% on the next \$50 million, and 0.75% on the remaining \$25 million.

expenses, as well as any withholding taxes payable and required to be withheld by issuers, their agents or others will reduce the assets held in (and gross return experienced by) relevant Client accounts. Expenses allocated to Managed Accounts may be negotiated individually with each Managed Account. At its discretion, Carleon may pay for expenses allocated to a Managed Account. Managed Accounts that do not pay expenses may benefit from services paid for by the Funds, Carleon, and/or other Managed Accounts.

Fees paid by the Clients are primarily based on valuations of underlying investments as reported by the third-party managers and/or Portfolio Funds. Client investments in unregistered Portfolio Fund investments may consist of both redeemable (e.g., hedge funds) and nonredeemable interests (e.g., private equity funds). We may rely upon values provided by the third-party manager and/or sponsor of a Portfolio Fund. In general, investments in unregistered Portfolio Funds are valued at fair value in accordance with the terms and conditions of the respective governing agreement of the Portfolio Fund. Valuations are recorded at the net asset value reported by the Portfolio Fund sponsor which generally equals the Client's proportional share of net asset value reported by the fund sponsor of the Portfolio Fund. Carleon may also consider factors such as fund specific redemption restrictions, related sales transactions, events that occurred during the quarter, and current market conditions which may affect the value of specific underlying investments of each Fund. Please see Valuation risk disclosures in the *Methods of Analysis, Investment Strategies and Risk of Loss* section for more information.

Please refer to the respective governing documents of the Funds for detailed information on fees and expenses.

## **Performance Based Fees and Side-by-Side Management**

Carleon does not charge performance-based fees to Clients.

## **Types of Clients**

Carleon offers investment advisory services primarily to endowments, foundations, sophisticated families, and other institutions, as well as private pooled investment vehicles (i.e., the Funds). The Firm provides advisory services in respect of Managed Accounts and manages Funds into which certain sophisticated investors and institutions can invest.

Carleon generally requires a minimum of \$100 million in assets for new Managed Account relationships. At its discretion, the Firm may waive the minimum assets requirement.

Details concerning the Funds' minimum investment criteria are set forth in the Funds' offering documents and subscription application materials. The minimum investment in the Funds ranges from \$5 million to \$10 million. Carleon has the authority, subject to the approval of a Fund's general partner, to accept subscriptions for lesser amounts. Each Fund investor is required to meet certain suitability and eligibility criteria, such as being a "qualified purchaser" as defined in the Investment Company Act.

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

The Firm's goal is to invest through underlying managers and to a lesser degree direct securities across asset classes and geographies. We seek to build relatively concentrated portfolios of complementary

managers within the risk/return parameters of the relevant Client. The Firm endeavors to use its global network as a primary tool in “sourcing” potential third-party investment managers. Investment managers utilize a variety of investment strategies, which may include, but are not limited to:

- Global Equity
- Hedge Funds
- Special Situations
- Real Assets
- Fixed-Income
- Cash
- Private Equity

A third-party investment manager and/or Portfolio Fund being considered must be thoroughly researched by our investment team and approved by a consensus of our investment committee and/or by relevant portfolio management personnel. The Firm’s investment approach is driven by fundamentals and aided by sophisticated analytics. A proprietary model is used to develop an overall asset allocation. Investment, legal, and operational due diligence is performed to evaluate third-party managers and Portfolio Funds. We aim to invest in a manner that takes tax efficiency into account wherever possible and appropriate.

With respect to Managed Accounts, investment objectives are identified by assessing the Managed Account's investment objectives, time horizon, tax circumstances, cash flow needs, investment policy statement, and tolerance for risk. The information provided by the Managed Accounts will be collected during meetings, interviews, and/or through questionnaires. Strategies are developed and implemented primarily through an optimal combination of separate accounts and Funds.

#### Risk of Loss

All investing involves a risk of loss that Clients should be prepared to bear. The identification of securities and other assets believed to be undervalued is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. The Firm cannot give any guarantee that it will achieve a Client’s investment objectives or that Clients will receive a return on their investment. Below is a summary of potentially material risks for each significant investment strategy used, the methods of analysis used, and/or the particular type of security recommended.

- *Selection and Monitoring of Managers and Funds* - There is a risk that Carleon, in its selection process, may not identify appropriate external investment managers or Portfolio Funds for Client portfolios. Further, there is a risk that an external investment manager or Portfolio Fund does not meet Carleon’s investment expectations over time, develops significant weaknesses in its compliance or operational controls that could materially adversely affect a Client’s investment or could develop material regulatory, financial or other operational issues.
- *Due diligence considerations* - Carleon will conduct due diligence which it believes is appropriate to select Portfolio Funds and external investment managers. However, due diligence is not foolproof and may not uncover problems associated with a particular Portfolio Fund or external investment manager. For example, one or more of the external investment managers may engage in improper conduct, including unauthorized changes in investment strategy, which may be harmful and may result in losses to a Client. Carleon may rely upon representations made by external investment managers, accountants, attorneys, prime brokers, and/or other investment professionals.

If any such representations are misleading, incomplete or false, this may result in the selection of an external investment manager or Portfolio Fund that might have otherwise been eliminated from consideration had fully accurate and complete information been made available to Carleon.

- *Dependence on External Investment Managers* - Each Client's performance will be highly dependent upon the expertise and abilities of the external investment managers and/or Portfolio Funds selected or recommended by Carleon. There is a risk that an event having a negative impact on one of the external investment managers, such as a significant change in personnel or corporate structure or resources, may adversely affect Clients' results. External investment managers selected by Carleon may or may not have extensive track records.
- *Lack of Control (Underlying Managers)* - The Firm may not have a role in the management of all or a portion of Clients' third-party managed accounts and it may not have the opportunity to evaluate in advance the specific investments made by any third-party managers. As a result, the rates of return to Clients will primarily depend upon the choice of investments and other investment and management decisions of third-party managers, and returns could be adversely affected by the unfavorable performance of such managers. The Firm ultimately relies on third-party managers to develop the appropriate systems and procedures to control operational risks. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for, or other similar disruption in operations may cause Client accounts to suffer financial losses.
- *Multiple Managers*. The overall success of Carleon's strategies depends on, among other things, (i) the ability to develop a successful asset allocation strategy, (ii) the ability to select external investment managers and Portfolio Funds and to allocate the assets amongst them, and (iii) the ability of the external investment managers and Portfolio Funds to be successful in their strategies. The past performance of such strategies is not necessarily indicative of their future profitability. No assurance can be given that the strategy or strategies utilized will be successful under all or any future market conditions. Because Carleon may allocate client assets to multiple Portfolio Funds or accounts of external investment managers who make their trading decisions independently, it is possible that one or more of such external investment managers and Portfolio Funds may, at any time, take positions which may be opposite of positions taken by other external investment managers and Portfolio Funds. It is also possible that external investment managers and Portfolio Funds may on occasion take substantial positions in the same security or group of securities at the same time. The possible lack of diversification caused by these factors may subject a Client's portfolio to more rapid change in value than would be the case if the Client's portfolio were more widely diversified.
- *Strategy Risk* - The failure or deterioration of an entire strategy may cause a Client and most or all third-party managed accounts and Portfolio Funds that employ such strategy to suffer significant losses. Strategy specific losses may result from excessive concentration by multiple managers in the same investment or broad events that adversely affect particular strategies (e.g., illiquidity within a given market).
- *General Market Risk* - Investments selected directly by Carleon and/or the Portfolio Funds or external investment managers selected by Carleon may decline in value for any number of reasons, including changes in the overall market for equity and/or debt securities, and factors pertaining to particular portfolio securities, such as management, the market for the issuer's products or services, sources of supply, technological changes within the issuer's industry, the availability of additional capital and labor, general economic conditions, political conditions and other similar



conditions. Returns from the investments in which a Client account invests may underperform returns from the general securities markets or other types of investments.

- *Hedge Funds and Other Alternative Assets* - Investing Clients in alternative assets managed by third-parties, such as hedge funds and other private investment funds can be: (i) highly speculative and invest in complex instruments and structures including derivatives and structured products; (ii) illiquid with limited withdrawal or redemption rights; (iii) leveraged; (iv) subject to significant volatility; (v) subject to long holding periods; (vi) less transparent than public investments; (vii) subject to significant restrictions on transfers; (viii) affected by complex tax considerations; and (ix) in the case of private equity funds, affected by capital call default risk. In addition to the above, investors in these strategies will be subject to fees and expenses which will reduce profits or increase losses.
- *Managed Account Allocations* - Carleon may place or recommend that Client assets be placed with third-party managers by opening discretionary managed accounts rather than investing in funds and other private investment companies. Given the investment discretion conferred on third-party managers, investing using a managed account may expose a Client theoretically to unlimited liability and it is possible, given the potential for leverage at which certain of the third-party managers could trade, that a Client could lose more in a managed account directed by a particular third-party manager than Carleon had allocated to such third-party manager to invest.
- *Key Personnel* – The Firm and key personnel involved in managing Client portfolios devote as much of their time to the activities of Clients as the Firm deems necessary and appropriate. However, they have no affirmative obligation to dedicate all of their time or attention to the affairs of Clients, nor are they restricted from engaging in activities that may be deemed competitive to a Client. Accordingly, there could be potential conflicts regarding their devotion of time to Clients.
- *Valuation* – Client assets invested with a third-party manager will generally be valued by the relevant Fund in accordance with the Fund’s respective governing documents (subject to a general partner and Carleon adjusting such values when deemed appropriate). In general, a general partner and Carleon (or their designees) are permitted to value certain investments as they reasonably determine. There is no guarantee that an independent valuation or a valuation determined by Carleon or any other party will represent the value that will be realized on the immediate or eventual disposition of the investment. General fluctuations in the market prices of securities may affect the value of investments held by the Portfolio Funds. Volatility and instability in the securities markets may also increase the risks inherent in the investments of the Funds. Managed Accounts may also face valuation risks, as Carleon will generally rely on valuations provided by third-party managers. Carleon maintains a Valuation Committee that is responsible for, among others things, (i) reviewing compliance with Carleon’s valuation policies and (ii) providing consistent and objective oversight and implementation of Carleon’s valuation policies and procedures. From time to time, a portion of certain Fund’s capital may be invested in illiquid investments for which liquidity is generally available only upon realization of the related investment (“Special Investments”). Certain of the Funds will establish separate “Special Investment Accounts” for such investments. The Valuation Committee has oversight of the valuation process of Special Investments. If it is deemed necessary or prudent, Carleon may hire an independent third party to provide an appraisal of an investment. Valuations of Special Investments are carried out in accordance with provisions of certain of the Fund’s offering documents. Investors should refer to their respective Fund’s offering documents for additional information with respect to valuations, Special Investments, and Special Investment Accounts.



Please refer to the *Fees and Compensation* section above for additional disclosures about Carleon's valuation processes.

- *Limited Liquidity* – Investments selected for Clients may be illiquid due to transfer and redemption restrictions or for other reasons. As a result, it may be necessary for a Client to hold certain investments for an indefinite period of time. All else equal, a less liquid investment may bear more risk than a liquid investment. For example, if a Client is unable to liquidate its investment as its value declines, Carleon may be unable to limit losses. Similarly, if Carleon is unable to liquidate an investment at a time when cash is needed, Carleon may miss other investment opportunities or be forced to sell other investments at unfavorable times. Many of Carleon's investments are suitable only for certain sophisticated investors who have no need for immediate liquidity. Clients should understand that they may not be able to immediately liquidate their investment in the event of an emergency or for any other reason.
- *Use of Leverage* - Although it is currently anticipated that leverage at the Client level will not be used at all or be limited to interim capital needs, it is expected that certain third-party managers and Portfolio Funds will employ leverage as part of their investment program. While leveraged investments offer the opportunity for capital appreciation, such investments involve a higher degree of risk. The amount of borrowings which any particular third-party manager or Portfolio Fund portfolio may have outstanding at any time may be large in relation to their capital. The Portfolio Funds may use and structure leverage in a manner that the Portfolio Fund cannot predict or might not consider prudent. In addition, the third-party managers and Portfolio Funds may "leverage" their investment returns with options, swaps, forwards and other derivative instruments that are inherently leveraged. If a third-party managed account or Portfolio Fund cannot generate adequate cash flows to meet debt obligations, the third-party managed account or Portfolio Fund may suffer a partial or total loss of capital invested. The cumulative effect of the use of leverage by the third-party managed account and Portfolio Funds in a market that moves adversely to the investments of the entity employing the leverage could result in a loss significantly greater than if leverage were not employed.
- *Risk Management* - Carleon applies a risk management approach that it believes is appropriate for Clients. The application of any risk management approach involves numerous judgments and quantitative and qualitative assessments. The amount and quality of risk due diligence, measurement and monitoring is dependent on access to the investments and risk management systems (if any) of third-party managers. No risk management system is fail-safe, and no assurance can be given that the Fund's or Portfolio Managers' risk control framework will achieve its objectives or that the Fund will have access to a third party manager's risk management systems. When this information is unavailable or incorrect, estimates of risk will be made which may turn out to be inaccurate. Efforts to measure and reduce risk may not be successful. Furthermore, third-party managers and Portfolio Funds will rely on the financial information made available to them by the issuers in which the third-party managers and Portfolio Funds invest. The third-party managers and Portfolio Funds may not have the ability to independently verify the financial information disseminated by the numerous issuers in which the third-party managers and Portfolio Funds may invest and will be dependent upon the integrity of both the management of these issuers and the financial reporting process in general. In addition, some of the third-party managers and Portfolio Funds may have little or no performance histories which are necessary for quantitative risk budgeting and scenario testing or other frameworks within which the Firm will attempt to manage risk. Investors in the Funds are advised to refer to respective Fund offering memoranda for detailed disclosures that specifically address the risks of each Fund's investment strategies, methods of analysis, and/or particular types of securities recommended.

## **Disciplinary Information**

Carleon and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of the Firm or its personnel.

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

Carleon has a related entity, Roundtable Capital Services LLC, which is a broker-dealer. Certain principals of Carleon are also principals of the broker-dealer. As Carleon does not trade in specific securities through Roundtable Capital Services LLC for its Client accounts, no conflict of interest is anticipated to exist.

RT Investment Holdings GP LLC, an affiliate of Carleon, serves as the general partner to certain of the Funds. Principals of Carleon are also Principals of the general partner or its affiliates and may also serve as members of the Board of Directors for any offshore Funds. Carleon has been retained by the Funds to serve as the investment adviser and/or investment manager and is responsible for the management of Fund assets.

Carleon Capital Partners Ltd. ("CCP Offshore") is a wholly-owned subsidiary of Carleon that serves as an investment advisor to one Managed Account. CCP Offshore and the general partner of the Funds are affiliated with Carleon by common ownership. CCP Offshore, the general partner, employees and the persons acting on its behalf are subject to Carleon's supervision and control and are therefore "persons associated with" Carleon and subject to Carleon's compliance program.

Carleon, its principals or related persons will have a material investment in some or all of the Funds. Therefore, Carleon may be considered to participate in transactions effected for those Clients. The foregoing relationships, fees and actual or potential conflicts of interest arising therefrom are disclosed in the applicable Fund's offering document. Carleon, its principals, or related persons that are Clients and/or Fund investors do not receive preferential fee or liquidity terms over other Clients and investors.

Please see the section directly below for more information regarding Carleon's relationships with affiliates, and potential conflicts resulting from such relationships.

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

The Firm seeks to have an alignment of interest with Clients and operate in a manner that reduces or eliminate conflicts of interest. However, there may be apparent and potential conflicts of interest between Carleon, its affiliates, and its principals on the one hand, and their Clients, on the other hand. Among the conflicts that a potential Client of Carleon may wish to consider are below.

By virtue of entering into a subscription agreement, investors consent to a Fund entering into principal transactions and cross transactions to the fullest extent permitted under applicable law. Such consent may be revoked by investors. Where a Fund seeks to enter into principal transactions and cross transactions, Carleon intends to comply with the requirements of Section 206(3) of the Advisers Act and the rules

thereunder, to the extent applicable, by appointing one or more third parties unaffiliated with the general partner, Carleon and their affiliates (the “Independent Client Representative”) to review and approve on behalf of the Fund, to the extent required by Section 206(3) of the Advisers Act and the rules thereunder, such principal transactions and cross transactions. Appointment of the Independent Client Representative will be in the investment manager’s sole and absolute discretion.

Over time investment opportunities suitable for Clients may be identified by control persons of the Firm. In all instances, these opportunities will be made available to Clients before related person entities and access persons.

From time to time, minority investors in Carleon’s affiliates may become aware of other investment opportunities. These minority investors do not render investment advice and are not involved in the day to day operation of Carleon or its affiliates. While certain of these investments may also be suitable for Clients, with limited exceptions, they will not be offered to Carleon’s affiliates before they are allocated to Clients. This practice may present a potential conflict of interest between the interest of Clients and investors and the interests of the Carleon control persons. To mitigate this conflict, Carleon has adopted policies and procedures designed to ensure that allocations do not involve a practice of favoring or discriminating against any Client or group of Clients. For example, in determining how to fairly allocate investment opportunities where there is scarce capacity for Clients, Carleon’s procedures state the Investment Committee and portfolio management personnel may consider the following factors in allocating the investment to Clients: Suitability; Portfolio Need; Client Circumstances; Preference to Existing Clients; Significant vs. Small Allocations; Minimum and Target Size Restrictions; and Conflicts of Interest.

There may be instances where conflicts arise such as when Carleon has an inherent conflict of interest to recommend the Funds to Managed Accounts. The Firm has adopted and implemented written compliance policies and procedures that are designed to mitigate conflicts of interest. For example, if a Managed Account invests in a Fund, the Managed Account’s fee may be reduced by any Fund management fees charged to the Managed Account. The Firm further mitigates our conflicts primarily through our policy to act in the best interests of our Clients and to disclose (potential) conflicts of interest to Clients and investors.

Carleon, its officers, directors, employees and other related persons may purchase, on a limited basis, securities that may also be recommended to the Funds. To mitigate any potential conflicts of interest involving personal trades, Carleon has adopted a Code of Ethics (“Code”), which includes personal securities transactions and insider trading policies and procedures. The Code’s following set of principles frame the professional and ethical conduct that Carleon expects from its employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients and investors, and the interests of Carleon above one’s own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Seek to avoid any actual or potential conflict of interest;

- Conduct all personal securities transactions in a manner consistent with the Code;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect favorably on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

Carleon's Code also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide Carleon with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A copy of Carleon's Code shall be provided to any Client or prospective Client upon request.

## **Brokerage Practices**

Ordinarily Clients will invest with third-party managers and Portfolio Funds directly and without the involvement of any financial intermediary such as a broker-dealer. As such, commissions are not ordinarily payable in connection with such investments. However, Carleon may, on occasion, recommend the purchase or sale of securities for Clients which will involve the services of a broker-dealer. To the limited extent that Carleon engages in transactions other than investments in third-party managers and Portfolio Funds, Carleon has authority for the Funds and certain Managed Accounts to determine and/or recommend the financial intermediaries to be used in connection with such transactions. In making its decisions regarding the allocation of brokerage transactions, Carleon seeks to obtain the best execution, taking into account the following factors: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected (such as prompt and accurate confirmation and delivery), taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker-dealer and (iv) the competitiveness of commission rates in comparison with other broker-dealers satisfying Carleon's other selection criteria. Carleon does not receive research or other products or services from a broker-dealer based in connection with Clients' securities transactions. Although Carleon generally seeks competitive commission rates and commission equivalents, it may not necessarily pay the lowest commission or equivalent. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

Those Clients (e.g., non-discretionary Managed Accounts) who have directed that we use particular brokers are advised that such a direction of brokerage may result in their receiving less favorable execution in certain transactions, or in paying higher transaction costs. Although it is the Firm's policy to always seek best execution for Client trades, in such a directed brokerage arrangement, the Firm may not be free to seek the best price and execution by placing transactions with other brokers or dealer. Accordingly,

Clients should consider whether a directed brokerage arrangement may result in disadvantages to the Client that are not outweighed by the value of custodial and other services provided by that broker.

Carleon may recommend that Managed Accounts establish a brokerage account(s) with a specific unaffiliated custodian for custody and brokerage services (the “Designated Custodian”). Although Carleon recommends that Managed Accounts establish accounts at the Designated Custodian, it is the client’s decision to custody assets at the Designated Custodian. Carleon has a limited number of Managed Accounts that custody their assets at a custodian(s) other than the Designated Custodian. Carleon may have the authority to use broker-dealers other than the Designated Custodian to execute trades for client accounts maintained at the Designated Custodian, but this practice may result in additional costs to clients; as such, Carleon is more likely to place trades through the Designated Custodian rather than other broker-dealers. The Designated Custodian’s fee schedules may be higher, but not significantly so, than those available from other brokers for similar services. For Managed Accounts custodied at the Designated Custodian, the Designated Custodian generally does not charge separately for custody, but is compensated by account holders through transaction-related fees for securities trades that are executed through the Designated Custodian or that settle into the Designated Custodian accounts. Managed Accounts that custody assets outside of the Designated Custodian may pay higher fees and charges for transactions, and may not get the most favorable execution of their transactions.

Carleon does not maintain a formal soft dollar arrangement with the Designated Custodian or other brokers. The Designated Custodian provides Carleon with access to its institutional trading services not typically available to the preferred custodian’s retail customers. To mitigate potential conflicts, Carleon conducts a periodic best execution review that includes an assessment of the pricing and services received from the preferred custodian.

Carleon may receive products or services from the Designated Custodian that, to the best of Carleon’s knowledge, are of the type that are generally made available to all of the Designated Custodian’s institutional clients. Products and services provided to Carleon by the Designated Custodian may include, without limitation, data feeds, special execution capabilities, clearance, settlement, online pricing, willingness to execute related or unrelated difficult transactions in the future, online access to computerized data regarding clients’ account, efficiency of execution and error resolution, quotation services, custody, recordkeeping, proprietary or third-party research and similar services. These products and services are made available to Carleon on an unsolicited basis and without regard to transaction costs charged or paid by Managed Accounts or the volume of business Carleon directs to the Designated Custodian. However, with respect to those products and services provided by the Designated Custodian, Carleon may not receive each of the products and services if Managed Accounts were not held at the Designated Custodian. The above products and services may benefit Carleon and many, but not necessarily all, of its Managed Accounts. Carleon may have a conflict and incentive to select or recommend the Designated Custodian based on its interest in receiving products and services as disclosed above. Further, if Carleon receives research or other products or services as a result of doing business with the Designated Custodian, Carleon may receive a benefit because it does not have to produce or pay for the research, products, or services. To mitigate (potential) risks and conflicts associated with trading, Carleon has implemented written compliance policies and procedures, including a policy to seek best execution for Clients’ securities transactions. Further, Carleon periodically assesses the quality of research, products, and services received from brokers and the Designated Custodian.

As previously disclosed, Carleon invests Client assets primarily with third-party managers and/or in Portfolio Funds. Should a Fund(s) engage in a securities transaction, orders for the same security entered on behalf of more than one Fund will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating Funds. Instances in which the Funds’ securities orders will not be aggregated include, but are not limited to, the following: tax, legal, regulatory, cash availability, or other administrative reasons. Should a Managed Account engage in a securities transaction,

Carleon does not anticipate such order(s) to be aggregated with other Clients' orders. Managed Accounts receive individualized advice and non-discretionary Managed Accounts ultimately decide their investments and the timing of transactions. The primary cost associated with not aggregating is that Clients may receive differing execution prices for securities transactions.

Carleon's allocation procedures seek to allocate investment opportunities among Clients in the fairest possible way taking into account Clients' best interests. Carleon will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Client, Fund or group of Clients or Funds.

## **Review of Accounts**

The composition of Client accounts is monitored on a regular basis by the senior investment professionals of Carleon. Typically, reviews are conducted quarterly, and most often include a review of the performance of the investments in the portfolio, diversification of the assets, exposures to market and other risks. Such reviews may be performed on an ad hoc basis under unusual market circumstances or Client directives.

Managed Accounts receive a written asset allocation report no less frequently than quarterly. Investors in the Carleon Funds will receive a written quarterly report that provides portfolio commentary and performance. In addition, Carleon furnishes each investor in the Carleon Funds with: (1) annual audited financial statements prepared in accordance with U.S. generally accepted accounting principles and (2) monthly/quarterly statements which include net asset value of the investor's interest in the relevant Fund.

## **Client Referrals and Other Compensation**

The Firm does not directly or indirectly compensate any person, who is not a supervised person, for Client referrals.

## **Custody**

Client assets are held in custody by unaffiliated broker/dealers or banks. However, Carleon meets the Advisers Act definition of having custody over certain Client accounts. For example, the Firm or its affiliates are general partners or managers of the Carleon Funds, and are deemed to have custody of the Carleon Funds. To comply with the Advisers Act Custody Rule (i.e. Rule 206(4)-2) and to provide meaningful protection to investors, the Funds' are subject to an annual financial statement audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with generally accepted accounting standards, and are distributed to investors within 180 days of a Fund's fiscal year end.

With respect to Managed Accounts, Carleon may access certain clients' funds through our ability to debit advisory fees. In these cases, Carleon is considered to have custody of client assets under Rule 206(4)-2 under the Advisers Act. Account custodians send statements directly to the account owners. Clients should carefully review these statements, and should compare these statements to any account information provided by Carleon.



## Investment Discretion

Carleon generally has discretion and authority to manage and direct the investment of capital for some Clients. This authority is provided to Carleon through an investment advisory agreement signed by the Client. Any limitations on Carleon's discretionary authority is included in investment advisory agreements, Fund offering documents, investor side letters, and/or the Firm's internal compliance policies and procedures. Some Managed Accounts have an agreement for Carleon to provide advisory services on a non-discretionary or consulting basis. In a non-discretionary relationship, the Firm typically leads the investment decision making process with the Client as final decision maker.

## Voting Client Securities

Carleon's third-party managers shall vote the majority of Carleon's Clients' proxies. However, Carleon anticipates situations to arise, notably with a Fund invested in ETFs or a Managed Account that instructs Carleon to vote proxies on individual securities, where the Firm may vote a Client's proxy. Carleon has proxy voting authority over the Funds. For Managed Accounts, Carleon does not accept proxy voting authority, advise on particular solicitations, or forward proxies, unless instructed by the client in writing. Managed Accounts that have not instructed Carleon in writing to accept proxy voting authority should contact their third-party managers and/or custodian(s) with questions about receiving proxies and the process for voting on such proxies. The Firm has adopted and implemented proxy voting policies and procedures and utilizes ProxyEdge for execution and recordkeeping of Carleon's proxy voting and class actions.

In circumstances where Carleon votes a proxy, Carleon's policy is to vote in the interest of maximizing value for its Clients. To that end, Carleon will vote in a way that it believes, consistent with its fiduciary duty, will cause the security to increase the most or decline the least in value. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote. Clients may not direct Carleon to vote proxies in a particular solicitation.

Carleon has currently identified no conflicts of interest between our Client interests and our own within our proxy voting process. Nevertheless, if we determine that Carleon is facing a material conflict of interest in voting Client proxies, our procedures provide for an Investment Committee to convene and to determine the appropriate vote. Decisions of the Committee must be unanimous. If a unanimous decision cannot be reached by the Committee, a competent third party will be engaged, at our expense, who will determine the vote that will maximize Client value. As an added protection, the third party's decision is binding.

Our complete proxy voting policy and procedures are memorialized in writing and are available for your review. In addition, our complete proxy voting record is available to our Clients, and only to our Clients. Please contact Carleon if you have any questions or if you would like to review either of these documents.

In addition, if "Class Action" documents are received by Carleon on behalf of Clients, Carleon and/or the general partner will ensure that Clients either participate in, or opt out of, any class action settlements received. Carleon will determine if it is in the best interest of Clients to recover monies from a class action. The Portfolio Manager/Analyst covering the company will determine the action to be taken when receiving class action notices. In the event that Carleon opts out of a class action settlement, Carleon will maintain documentation of any cost/benefit analysis to support its decision.



## **Financial Information**

Carleon is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.