

**OM Investment Management, LLC**  
( "OMIM" )

Form ADV, Part 2A  
(the "Brochure")

March 31, 2011

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This brochure provides information about the qualifications and business practices of OMIM. If you have any questions about the contents of this brochure, please contact us at 813-388-5476. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about OMIM also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). OMIM may refer to itself as a "registered investment adviser" or "RIA". You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training.

## Item 2 – Material Changes

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated 03/11/2011, 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**

OM Investment Management, LLC (“OMIM”) is a registered investment adviser based in Florida. We are organized as a limited liability company under the laws of the State of Florida and we have been providing investment advisory services since 2007. OMIM is owned entirely by Gignesh Movalia and Sona Movalia.

OM Investment Management, LLC (“OMIM”) provides investment management and consulting services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

OMIM serves as the investment adviser to various Private Funds and serves as investment adviser to certain separately managed accounts. Generally, each Private Fund is a pooled investment vehicle that is not registered with the SEC. In this Brochure, the Private Funds and separately managed accounts managed by OMIM are generally referred to individually as an “Account” or collectively as “Accounts”.

As of March 31, 2011, OMIM managed approximately \$42.8 million in discretionary assets under management, which amount includes uncalled capital commitments as of that date. OMIM does not currently manage any assets in a non-discretionary manner.

#### **INVESTMENT MANAGEMENT SERVICES**

OMIM provides investment management and advisory services to individual client accounts which are separate and apart from Private Funds. Services provided to individual client accounts may vary from investment management and advisory services, consulting services, and/or investment analysis. The individual client accounts are directly owned by: individuals; banks or thrift institutions; pension and profit sharing plans; trusts, estates or charitable organizations; and/or corporations or business entities other than the aforementioned.

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.

Where appropriate, OMIM may also recommend the use of independent investment manager(s) (“Independent Manager(s)”) to manage certain types of investments in the client's portfolio. We will monitor and review the performance of the recommended Independent Managers. Before making a recommendation, we consider each Independent Manager(s):

- management style
- performance
- reputation
- financial strength
- reporting
- pricing
- research

OMIM also may render non-discretionary investment management services to clients relative to their individual employer-sponsored retirement plans. In so doing, OMIM either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the retirement plan. The client assets shall be maintained at the custodian designated by the sponsor of the client's retirement plan.

## CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. OMIM provides specific consultation and administrative services regarding investment and financial concerns of the client. OMIM will consult on insurance matters, including any underlying securities. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

## POOLED INVESTMENT VEHICLES

OMIM will offer investment management services for a private investment partnership. OMIM provides investment management services to OM Global Investment Fund, LLC ("OM Global" or the "Fund"), which is a Florida limited liability company. The Company is a private investment entity structured pursuant to Section 3(c)(1) of the Investment Company Act of 1940 (the "ICA of 1940"). This provides the Fund an exemption from registration as an investment company under the ICA of 1940. In addition, OMIM holds a limited power of attorney to act on a discretionary basis with regards to client funds contributed into the Fund. The Company funds will be kept separately at either a brokerage firm or bank custodial account under the Fund's name.

### Item 5 – Fees and Compensation

As an investment adviser, we provide investment services and wealth management counseling. Our clients include both individual and institutional investors. OMIM offers services on either a *discretionary* basis or a *nondiscretionary* basis. *Discretionary* services mean that you give us written authorization to make investment decisions on your behalf. *Nondiscretionary* services mean that we confirm our recommendations with you prior to acting on them or that you direct your own investment activities based on our recommendations.

Our minimum investment for providing customized, discretionary portfolio services is \$500,000. We offer our custom strategies for accounts with a minimum of \$100,000. We require an executed investment advisory agreement with all clients, irrespective of the services to be provided. This agreement cannot be assigned by OMIM or by you without the consent of the other party.

## INVESTMENT MANAGEMENT SERVICES

### ***Asset-Based Fees***

OMIM shall charge an annual investment advisory fee based upon a percentage of the market value of the assets being managed by OMIM. OMIM's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The advisory fee is inclusive of all investment and wealth management services. The standard annual client advisory fee schedule is as follows::

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE</u>
Up to \$500,000	2.0%
\$500,001 to \$1,000,000	1.5%
\$1,000,001 to \$10,000,000	1.0%
Above \$10,000,000	negotiable

### ***Performance-Based Fees***

OMIM may also charge a performance-based fee to those clients who have either (a) a net worth of at least \$1,500,000 or (b) at least \$750,000 under OMIM's management. For those clients, we will charge fees based on a percentage of the market value of the assets being managed by OMIM ("base fee") in addition to a fee based on the performance of the account ("performance fee").

OMIM will charge a performance fee of twenty percent (20%) of the net performance by which the account exceeds the account's previous high water mark. The OMIM will also charge a base fee of 0.50% on all assets managed under the performance based fee arrangement.

The OMIM's annual base fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The OMIM's performance fee shall be charged annually, in arrears, based on the net gains of the client's portfolio at the end of the calendar period. For the performance fee only, OMIM reserves the right to charge the performance fee on a prorated basis on any withdrawals from the account.

Clients who elect to terminate their contracts will be charged a performance-based fee based on the performance of the account for the measuring period going back from the termination date and pro-rated from the date on which the performance-based fee was previously assessed by our firm.

In measuring the client's assets for the calculation of performance-based fees, OMIM shall include: for securities for which market quotations are readily available, the realized capital losses and unrealized capital losses of securities over the period and, if the unrealized capital appreciation of the securities over this period is included, the unrealized capital depreciation of securities over the period.

### **CONSULTING SERVICES**

Consulting fees are negotiated with each client and will be billed at an hourly rate or charged a fixed fee based upon the nature and complexity of the project. Generally, OMIM requires one-half of the consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon completion of the agreed upon services, which will be completed within six months of the project's inception. Either party may terminate the agreement by written notice to the other. In the event the client terminates OMIM's consulting services, the balance of OMIM's unearned fees (if any) shall be refunded to the client. If termination occurs within five business days of entering into an agreement for such services the client shall be entitled to a full refund.

### **POOLED INVESTMENT VEHICLES**

Investors in OMIM Private Funds who are regular advisory clients of OMIM will not pay management fees to OMIM (other than the fees they pay to OMIM in the ordinary course of business pursuant to their investment management agreement with OMIM). Investors in the OMIM Private Funds who are not otherwise clients of OMIM will be charged an annual management fee in accordance with a fee schedule set forth in the Confidential Private Offering Memorandum of OMIM Private Funds.

### **GENERAL INFORMATION**

**Account Minimums and Minimum Fee:** OMIM does not impose an account minimum for starting or maintaining an Investment Management account. However, OMIM generally imposes a minimum annual fee for its investment management services of \$10,000.00. This minimum fee may have the effect of making OMIM's service impractical for clients, particularly those with portfolios less than \$500,000 under OMIM's management. This minimum annual fee does not apply to accounts managed under the performance fee platform. OMIM, in our sole discretion, may negotiate to charge a different minimum fee or management fee, or no minimum fee or management fee, based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

**Additions and Withdrawals:** The client may make additions to and withdrawals from the account at any time, subject to OMIM's right to terminate an account. If assets are deposited into an account after the inception of a

quarter that exceed \$50,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. Clients may withdraw account assets on notice to OMIM, subject to the usual and customary securities settlement procedures. For partial withdrawals in excess of \$50,000 within a billing period, OMIM shall credit its unearned fee towards the next quarter's fee. However, OMIM designs its portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

For the initial quarter of investment management services, the first quarter's fees shall be calculated on a pro rata basis. The Agreement between OMIM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. OMIM's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner. Additions may be in cash or securities provided that OMIM reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. OMIM may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

**Independent Managers:** As noted in Item 4, OMIM may recommend that clients use Independent Managers for a portion of their assets. These Independent Managers may be available to the client directly or through a wrap fee program. The investment management fees charged by the Independent Manager(s), together with the fees charged by the wrap fee program sponsor and corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, OMIM's investment advisory fee set forth above.

Certain Independent Manager(s) may impose more restrictive account requirements and varying billing practices than OMIM. In such instances, OMIM may alter our corresponding account requirements and/or billing practices to accommodate those of the Independent Manager(s) or wrap fee program sponsor.

Certain Independent Manager(s) may pay OMIM for referring the client. Please refer to Item 10 of this Brochure for more information on this practice and on the potential conflict of interest this poses.

**Termination of the Advisory Relationship:** Unless noted otherwise above, a client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded and any earned, unpaid fees will be due and payable.

**Mutual Fund Fees:** All fees paid to OMIM 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 a possible distribution 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 things, 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.

**Wrap Fee Programs and Separately Managed Account Fees:** Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap

fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

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

**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 or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

### PERFORMANCE-BASED FEES

OMIM may enter into performance fee arrangements with qualified clients. All performance-based fee arrangements are subject to individualized negotiation. OMIM will structure any performance or incentive fee arrangement in compliance with the provisions of Section 205(a)(1) of the Investment Advisers Act of 1940 (the "Advisers Act") and the rules promulgated under the Advisers Act. In measuring clients' assets for the calculation of performance-based fees, OMIM will include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive to recommend investments, which may be riskier or more speculative than those that would be recommend under a different fee arrangement. Performance-based fee arrangements also may create an incentive to favor performance-based fee paying accounts over other accounts in the allocation of investment opportunities. OMIM has procedures designed and implemented to ensure that it treats all clients fairly and equally, and prevents this conflict from influencing the allocation of investment opportunities among clients. As noted above, the Private Funds generally pay, subject to a high water mark, incentive allocations to OMIM that are tied to the performance of the relevant Private Fund. Incentive allocations may be appropriate for certain sophisticated Investors and will comply with Section 205 of, and Rule 205-3 under, the Advisers Act. OMIM's receipt of incentive allocations raises certain conflicts of interest, which are described below.

**Investment Selection.** Incentive allocations and other arrangements where the incentive to achieve gains may exceed the disincentive to suffer losses may cause OMIM to choose investments that are riskier or more speculative than might otherwise have been chosen.

**Valuation.** Under the applicable incentive allocation arrangements, OMIM may under certain circumstances receive an incentive allocation that is attributable in part to unrealized appreciation of the securities held in a Private Fund's portfolio. This may create an incentive for OMIM to adopt higher valuations in respect of such securities. In addition, there is no provision for adjustment or refund of incentive allocations charged on the basis of unrealized appreciation should incentive allocations with such unrealized appreciation taken into account not match the appreciation ultimately realized.

**Side-by-Side Management.** Because the incentive allocations received by OMIM are subject to a high water mark, OMIM may have the incentive to favor Accounts that are generally above their respective high water marks (and therefore required to pay incentive allocations) over those Accounts that are generally below their respective high water marks (and therefore are not required to pay incentive allocations until such Accounts return to their



applicable high water marks). This conflict is most apparent where two Accounts follow the same, or a similar, investment strategy.

Further, OMIM and its personnel may have differing investment or pecuniary interests in such Private Funds. OMIM faces a potential conflict of interest when (i) the actions taken on behalf of one Account may impact other similar or different Accounts (e.g., because such Accounts have the same or similar investment strategies or otherwise compete for investment opportunities, have potentially conflicting investment strategies or investments, or have differing ability to engage in short sales and economically similar transactions) and (ii) OMIM and its personnel have differential interests in such Accounts (i.e., expose OMIM or its related persons to differing potential for gain or loss through differential ownership interests) because OMIM may have an incentive to favor certain Accounts over others that may be less lucrative. Such conflicts may present particular concern when, for example, OMIM places or allocates the results of securities transactions that OMIM believes could more likely result in favorable performance or engages in cross trades.

To mitigate the conflicts discussed in this Item 6, OMIM's policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to such Accounts and without consideration of OMIM's (or such personnel's) pecuniary, investment or other financial interests. Additionally, OMIM has adopted valuation policies as described in Item 5 above.

#### **Item 7 – Types of Clients**

OMIM provides its services to high net worth individuals, trusts, business entities, corporate pension and profit-sharing plans, charitable institutions, foundations, and endowments.

##### ***Members of the Fund***

OMIM provides investment management services to a private investment entity that relies on a federal registration exemption by Section 3(c)(1) of the ICA of 1940. This exempt entity is structured as an investment partnership allowing up to 100 contributing investors. The Fund receives investment advice based on its investment objectives rather than the individual objectives of its Members. However, for the purpose of counting clients in accordance with amended Rule 203(b)(3)-2 of the Advisers Act of 1940, each Member shall be counted individually as clients.

OMIM may accept individuals, pension and profit sharing plans, and corporations or other business entities to become Members in OM Global Investment Fund, if they so qualify. The Members will not be advised individually, but the Fund (as a whole) will be advised as one client.

##### ***Individual Client Accounts***

In addition to OM Global Investment Fund, the Applicant provides investment management and advisory services to separate individual clients who may be individuals, banks or thrift institutions, pension and profit sharing plans, trusts, estates or charitable organizations, and/or corporations or business entities other than the aforementioned, and will provide such services separate from those of the private investment entity (i.e., OM Global Investment Fund) which OMIM will initially manage. Certain individual client accounts may authorize investment discretion to OMIM and thus allow OMIM to effectuate investments on behalf of the client based on the client's individual financial goals, investment objectives, experience, and risk tolerance. However, there will be clients who only require OMIM to provide personal consulting services without the need for OMIM's investment management services.

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

### ***Methods of Analysis***

OMIM utilizes a variety of resources to conduct an analysis for the investment strategies particular to its clients. These include, but are not limited to:

- Fundamental and technical analysis which shall include charting, as well as, some cyclical weighting based on macroeconomic analysis;
- Financial newspapers and magazines;
- Research services prepared by third party providers (i.e., JPMorgan Chase, Fidelity Investments and Morningstar®);
- Corporate rating services;
- Commercially available services regarding investments and taxation of investments;
- Annual reports, prospectuses and regulatory filings with the SEC;
- Company press releases; and
- Proprietary analysis and research.

### ***Investment Strategies***

Generally, with respect to the purchase or sale of securities, OMIM's investment approach is long-term in focus and centered on asset allocation and Modern Portfolio Theory. Securities purchases are generally made with the intent that they will be held long-term. However, OMIM may employ short-term investment trades/strategies, short sales, and margin and options transactions deemed appropriate to a particular client.

### ***Risk of Loss***

Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

## **Item 9 – Disciplinary Information**

OMIM has been registered and providing investment advisory services since 2007. Neither our firm nor any of our management persons have any reportable disciplinary information.

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

OMIM is the manager of OM Global Investment Fund, LLC; a Florida limited liability company ("OM Global"). OM Global was formed to provide its clients and certain other qualified investors with access to a diversified portfolio of global equity investments. Officers of OMIM spend approximately 10% of their time on matters related to the Funds.

Clients should be aware that the receipt of additional compensation by OMIM and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. OMIM endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;

- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

As previously disclosed, we may recommend the services of various registered investment advisers to our clients. In exchange for this recommendation, we may receive a referral fee from the selected investment adviser. The fee received by us is typically a percentage of the fee charged by that investment adviser to the referred client. The portion of the advisory fee paid to us does not increase the total advisory fee paid to the selected investment adviser by the client. We do not charge the client any fees for these referrals. We are aware of the special considerations required under Rule 206(4)-3 of the Investment Advisers Act of 1940. As such, all appropriate disclosure shall be made and all applicable Federal and State laws will be observed. We may also recommend advisers that provide advice in wrap-fee programs in which we share in the client's advisory fees or advisors that do not share their fees with us in any way; in this situation, we will include the assets managed by these advisers in calculating the client's assets under management when calculating our advisory fee.

Clients should be aware that the receipt of additional compensation by OMIM and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. OMIM endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for us or our employees to earn compensation from the referral of clients to other registered investment advisers;
- we disclose to the client in a separate disclosure document the compensation we receive in exchange for the client's referral to the selected investment adviser;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we conduct initial and periodic due diligence on the selected investment advisers to establish that the advisers are suitable to recommend to our clients.

Gignesh Movalia, Managing Member of OMIM, is a Member of Chhatrala Capital, LLC, which is the manager of Chhatrala Opportunity Fund, LLC ("COF"); a Delaware limited liability company formed to acquire undervalued hospitality and other commercial properties and discounted debt obligations from motivated sellers. Mr. Movalia is also an investor in COF, a private Real Estate fund for which Chhatrala Capital is the Fund Manager. OMIM Capital has no ownership or other interest in either Chhatrala Capital or COF. Mr. Movalia's financial interest in these entities could be considered a possible conflict of interest should OMIM introduce any of its clients to COF

as a potential investor. Investors in COF are assessed incentive and other administrative and/or transactions fees by virtue of their investment in the fund. As an owner of the fund manager of this fund, Mr. Movalia will participate in the income and earnings of the fund. The fees and other assessments paid by investors are disclosed in the Fund's Private Placement Memorandum.

## **Item 11 – Code of Ethics**

### ***Code of Ethics***

OMIM has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Record-keeping, Annual Review, and Sanctions.

OMIM has adopted and maintains a written Code of Ethics to ensure that securities transactions by OMIM's employees are consistent with the firm's fiduciary duty to its Clients and to ensure compliance with legal requirements and the Advisor's standards of business conduct. OMIM and its personnel owe a duty of loyalty, fairness and good faith towards their Clients, and the obligation to adhere not only to the specific provisions of the Code of Ethics, but to the general principles that guide the Code. It is the Advisor's intent to manage all business with the overriding principle that the Client's interests are placed ahead of the firm's or any associate's own investment interests. Any action that violates that principle is a violation of the Code and may be sanctioned appropriately.

All prospective and current Clients have a right to see OMIM's Code of Ethics. OMIM shall provide a copy of its Code of Ethics to any Client or prospective Client who requests to receive a copy for review.

### ***Privacy Policy***

This privacy policy explains the manner in which collects, utilizes and maintain non-public personal information about investors, as required under recently enacted Federal legislation. This privacy policy only applies to non-public information of investors who are individuals (not entities).

OMIM collects personal information about its investors mainly through the following sources:

- Subscription forms, investor questionnaires and other information provided by the investor in writing, in person, by telephone, facsimile, electronic mail or by any other means. This information includes name, address, nationality, tax identification number, and financial and investment qualifications; and
- Transactions within the Partnership, including account balances, investments and withdrawals.

### ***Disclosure of Non-public Personal Information***

OMIM does not sell or rent investor information. OMIM does not disclose non-public personal information about its investors to nonaffiliated third parties or to affiliated entities, except as permitted by law. For example, OMIM may share non-public personal information in the following situations:

- To service providers in connection with the administration and servicing of the Partnership, which may include attorneys, accountants, auditors and other professionals. The Partnership may also share information in connection with the servicing or processing of Partnership transactions;

- To affiliated companies in order to provide you with ongoing personal advice and assistance with respect to the products and services you have purchased through the Partnership and to introduce you to other products and services that may be of value to you;
- To respond to a subpoena or court order, judicial process or regulatory authorities;
- To protect against fraud, unauthorized transactions (such as money laundering), claims or other liabilities;
- Upon consent of an investor to release such information, including authorization to disclose such information to person acting in fiduciary or representative capacity on behalf of the investor.

### ***Protection of Investor Information***

OMIM's policy is to require that all employees, financial professional and companies providing services on its behalf keep client information confidential.

OMIM maintains safeguards that comply with federal standards to protect investor information. The Fund restricts access to the personal and account information of investors to those employees who need to know that information in the course of their job responsibilities. Third parties with whom the Partnership shares investor information must agree to follow appropriate standards of security and confidentiality.

OMIM's privacy policy applies to both current and former investors. The Partnership may disclose non-public personal information about a former investor to the same extent as for a current investor.

OMIM may make changes to its privacy policy in the future. OMIM will not make any change affecting you without first sending you a revised privacy policy describing the change. In any case, OMIM will send you a current privacy policy at least once a year as long as you continue to be an investor in the Partnership.

## **Item 12 – Brokerage Practices**

### ***Brokerage Recommendations***

OMIM generally recommends that clients utilize one of two custodians - Fidelity Investments or Lazard Capital Markets. OMIM may also agree to implement investment management services with any other brokerage firm or custodian of your choice. Irrespective of custodian selection, OMIM cannot implement investment recommendations until after you have provided us with the necessary information and authorization regarding your account.

OMIM has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides OMIM with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help OMIM manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom we may contract directly.

OMIM is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

#### ***Research and Other Soft Dollar Benefits***

OMIM has access to customary research and services from Fidelity Institutional Wealth Services, but a budget, or the like, does not exist based on the amount of commissions we generate while executing trades for our clients. Fidelity provides OMIM with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

### **Item 13 – Review of Accounts**

OMIM provides its clients with comprehensive management of their assets, on a discretionary basis. Therefore, OMIM performs various daily, weekly, monthly and periodic reviews of the client portfolios under their supervision and oversight. OMIM will utilize computerized, portfolio, monitoring software that will print out the value and content of all portfolio positions on a timely basis. There will be informal, timely reviews for Partnership Interests (i.e., capital accounts) and Individual Client Accounts. A more formal review of OMIM's client accounts will take place on a regular basis as to the specific security holdings and adherence to investment objectives of particular client accounts. Review protocols will consider overall portfolio disposition. Event-triggered reviews will be held when significant developments occur, or are anticipated, which may affect the valuations of holdings.

Currently, the Reviewer of the Accounts of OMIM will be the responsibility of 1 individual, Gignesh Movalia. Mr. Movalia, as the Managing Members of OMIM, will be conducting the reviews of the: (1) Fund's interests with respect to the adherence of the Company's investment fundamentals, and (2) Individuals Discretionary Client Accounts (IDCA's) with respect to the adherence of individual Client financial goals, investment objectives, experience, and risk tolerance. In the future, OMIM may employ additional personnel to assist in the review process of Client accounts. At such time, OMIM will amend this Brochure accordingly to disclose their names, titles and responsibilities.

Regarding the individual client accounts, OMIM provides clients a monthly summary of assets, transactions, and account activity. Regarding clients in a private investment Fund, each member will receive quarterly account statements from OMIM. These account statements will summarize the financial activity of the Fund during the quarter as well as reflect the net asset value of the interests owned by the investor. Within 90 days after the end of each fiscal year each partner shall be furnished with certified audited financial statements of the Fund and OMIM will report to each investor in the Fund related tax information necessary for the preparation of the investor's federal income tax return.

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

Our firm may pay referral fees to independent persons or firms for introducing clients to us. OMIM may agree to share a portion of the management fees or net new profits allocable to OMIM under the partnership agreement or managed account agreement with persons who introduce subscribers to OMIM or a OMIM sponsored partnership.

Any commissions and/or placement fees will only be paid to persons who are registered as a broker-dealer under the Securities Act of 1934 or otherwise appropriately registered or exempt therefrom.

OMIM has the discretion to direct commissions to certain broker-dealers which may furnish other products or services to the Fund or the Advisor. Although OMIM believes the Fund will benefit from many of the services obtained with commission rates generated by Fund trades, the Fund will not benefit exclusively. The Advisor will also derive direct or indirect benefits from some or all of these services, particularly to the extent that the Advisor uses "soft-dollars" to pay for expenses OMIM would otherwise be required to pay for itself (e.g., investment research).

### **Item 15 – Custody**

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. An exception to this is with certain 401(k) plans that generate a monthly statement on their web site and send an annual statement. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. 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 things. Clients should contact us directly if they believe that there may be an error in their statement. As manager of Private Funds, OMIM is deemed to have custody of the cash and securities held by these Funds. The Funds each send an audited financial statement to each Fund investor within 120 days of each Fund's fiscal year end.

### **Item 16 – Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

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

### **Item 17 – Voting *Client* Securities**

OMIM has adopted proxy voting policies and procedures for its clients (the "Policies"). OMIM's general policy is to vote proxy proposals, amendments, consents or resolutions relating to its clients' securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of the clients, as

determined by OMIM in its discretion, and addresses any possible conflicts of interest. In limited circumstances, OMIM may refrain from voting proxies where OMIM believes that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipated benefit to the clients. In addition, certain non-U.S. companies may not accept proxy votes from foreign institutional investors. In such cases, OMIM may choose not to vote such shares.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about OMIM's financial condition. OMIM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.