

# **Lloyd Capital LLC**

Form ADV Part 2A

28 September 2011

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This brochure provides information about the qualifications and business practices of Lloyd Capital LLC. If you have any questions about the contents of this brochure, please contact us at +41 79 505 4141 and/or [Cinfo@lloydcapital.ch](mailto:Cinfo@lloydcapital.ch). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any other securities authority.

Additional information about Lloyd Capital LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2: SUMMARY OF MATERIAL CHANGES**

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### **Introduction**

In July, 2010, the US Securities and Exchange Commission published a new rule “Amendments to Form ADV” which amends the disclosure document that we provide to Clients as required by SEC Rules. This Brochure is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to Lloyd Capital LLC’s (“Lloyd Capital” or the “Firm”) Brochure and provide Clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to Clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

### **Full Brochure Available**

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting us at +41 79 505 4141 or [Cinfo@lloydcapital.ch](mailto:Cinfo@lloydcapital.ch).

Additional information about Lloyd Capital is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Lloyd Capital who are registered, or are required to be registered, as investment adviser representatives of Lloyd Capital.

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## ITEM 4: ADVISORY BUSINESS

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### **Firm Description**

Lloyd Capital is an investment adviser providing investment management services to high net worth individuals, their legacy trusts and estates, corporations and business entities, which are US persons (individually and collectively “Client(s)”). Lloyd Capital is a registered investment adviser registered with the US Securities and Exchange Commission (“SEC”). Further, Lloyd Capital is affiliated with the Association Romande des Intermédiaires Financiers (“ARIF”), a self-regulatory organization recognized by the Swiss Federal State according to Article 24 of the Money Laundering Act (MLA). Neither registration with the SEC nor membership with ARIF implies a certain level of skill or training. Lloyd Capital was founded in April 2011.

### **Principal Owners**

Lloyd Capital is organized as a Swiss limited liability company. It is wholly owned by Philip Carey, its Managing Partner.

### **Types of Advisory Services**

Lloyd Capital offers discretionary investment management for individuals, trusts, corporations and business entities who are “US persons” (defined on the basis of residence) or US taxpayers regardless of residence and who are looking for international diversification in terms of currency and geographic exposure.

Clients choose one of the following strategies offered by Lloyd Capital: Yield, Balanced, Growth and International. Please see Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss below for more detailed information regarding our investment practices.

Lloyd Capital conducts research and makes investment decisions for Client accounts based on the strategy selected, taking into account Client restrictions and guidelines. Lloyd Capital does not select the broker-dealers or banks to hold Client assets or to execute trades. See Brokerage Discretion, in Item 12.

As an asset manager for individuals, trusts, corporations and business entities, Lloyd Capital recognizes that all of our Clients are unique and that their investment needs may be different. As such, we may modify our primary investment strategies in an effort to accommodate the investment objectives and accompanying restrictions requested by a particular Client. At the commencement of the Client relationship, each of our Clients executes an investment management agreement, which sets forth their investment objectives, investment strategy and any investment restrictions that will be applicable to our management of the assets in the Client’s account. Prior to the execution of the agreement, we review requested objectives and restrictions and work with the Client as needed to refine these objectives and restrictions to both meet the Client’s needs and provide us with sufficient discretion to properly invest the Client’s assets.

Client servicing will generally include the following steps:

- **Investment and Risk Profile.**

Focus: Investor's short-term and long-term needs, familiarity with capital market history, and expectations.

- **Agreed Objective.**

Focus: Propose appropriate investment strategy to be constructed and managed.

- **Examine current and projected financial, economic and social conditions.**

Focus: Short-term and intermediate-term expected conditions to use in constructing a specific portfolio

- **Implement the plan by constructing the portfolio.**

Focus: Meet the investor's needs at minimum risk levels.

- **Feedback loop.**

Focus: Monitor and update investor needs, environmental conditions, evaluate portfolio performance.

Lloyd Capital's goal is to invest in global equities while they are trending in a positive direction. Concurrent with the purchase of an investment, a sell point is also determined in order to limit losses should the upward trend reverse direction. The purpose of this strategy is to help avoid large losses on individual investment positions. Although Lloyd Capital's objective is not to generate a large number of transactions, this strategy will generate a significant number of transactions in volatile market. Lloyd Capital is not a passive 'buy and hold' advocate as the firm believes an investment portfolio should be actively managed to help minimize risk. Additionally, asset allocation is employed in order to help limit the volatility of various Client portfolios through the use of cash and fixed income investments. Although multiple investment vehicles may be used, Lloyd Capital primarily employs publicly traded equities and bonds.

Investment advisory services are offered on a discretionary basis.

### **Tailored Relationships**

Lloyd Capital tailors advisory services to the individual needs of the Client. The goals and objectives for each Client are documented. Lloyd Capital Clients are allowed to impose restrictions on the investments in their account. Lloyd Capital will accept any reasonable limitation or restriction by the Client to the extent that these restrictions do not impair Lloyd Capital's ability to effectively manage an account. All limitations and restrictions placed on accounts must be presented to Lloyd Capital in writing.

### **Wrap Fee Programs**

Lloyd Capital does not sponsor nor manage a Wrap Fee Program. Further, Lloyd Capital does not manage Client assets via Wrap Fee programs.

### **Client Assets**

Lloyd Capital applied for registration with the SEC in September 2011. Updated asset figures are calculated annually following the December 31, 2011 fiscal year end of Lloyd Capital. At that time Lloyd Capital will establish a current assets under management figure.

## ITEM 5: FEES AND COMPENSATION

### **Compensation**

Lloyd Capital's fee for investment advisory services varies based on the amount of assets managed by Lloyd Capital for a given Client and, in certain instances, the type(s) of assets under management. Typically, fees are a fixed per cent of the assets under management. This fee includes all investment recommendations and portfolio construction, unless the Client contract states otherwise. Investment Management fees will adhere to the following table. Fees are negotiable.

<b><u>Investment Advisory Services</u></b>	
<b>Assets in US Dollars</b>	<b>Annual Fee</b>
\$1,000,000 to \$3,000,000	1.00%
\$3,000,000 to \$5,000,000	0.85%
\$5,000,000 to \$10,000,000	0.75%
Over \$10,000,000	Negotiable

### **Calculation and Payment**

Fees are calculated by a qualified third party as a per cent of the value of the assets held with the Custodian. Annual fees are paid on a quarterly basis in arrears. One-fourth of the annual fee shall be charged each quarter. For accounts opened during the quarter fees will be prorated to cover only that period which the account was managed by Lloyd Capital. Thereafter, the quarterly asset-based fee is based on the account asset value on the last business day of the previous calendar quarter, and becomes due the following business day. A qualified third party calculates asset-based fees based upon account statements received from the Custodian. Lloyd Capital will send the Custodian and Client an invoice detailing the amount of the asset-based fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated. The Custodian will deduct the indicated fee from the Client's account and remit funds to Lloyd Capital. The Custodian will send a statement to the Client not less than quarterly, though typically monthly. This statement will show all account activity, including fees paid to Lloyd Capital.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Lloyd Capital does not charge a termination fee.

### **Other Fees**

Clients may incur certain charges imposed by Custodians, brokers, and other third parties utilized by Lloyd Capital to manage the investments of Clients. These fees may include any of the following: fees and commissions related to trade execution, fees charged by the Custodian, deferred sales charges on pooled investment vehicles, odd-lot differentials, transfer fees and taxes, wire transfer and electronic fund fees, safekeeping fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to Lloyd Capital's fee, and Lloyd Capital shall not receive any portion of these commissions, fees, and costs.

### **Termination of Agreement**

The Investment Management Agreement may be terminated at any time upon written notice by either the Client or Lloyd Capital. Such termination shall not affect any transaction not yet completed at the time of the termination. The Client shall be responsible for investment advisory fees up to and including the effective date of termination. Lloyd Capital will refund any unearned, prepaid fees, if any.

The Client's Investment Management Agreement with Lloyd Capital is non-transferable without Client's written approval.

Clients may terminate the Investment Management Agreement without penalty (full refund or no fees due) within 5 business days of signing the Agreement if the Lloyd Capital Form ADV Part 2 was not delivered at least 48 hours prior to Client's execution of the Agreement.

### **General Information on Compensation**

Lloyd Capital does not receive commissions or any compensation for transactions in any Client account. As a fee-only advisor, Lloyd Capital is paid only on the advice and investment management provided to Clients based on the assets under management in the Client's account(s).

In certain circumstances, fees, account minimums and payment terms are negotiable depending on Client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low cost basis securities, anticipated future business or pre-existing relationships with Clients. Certain Clients may pay more or less than others depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the Client's situation. Lower fees for comparable services may be available from other sources.

Fees are calculated as described above, and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of a Client.

The same or similar portfolio management services may be available from other investment advisers for a lower fee. Investment advisory fees, which include investment advisory and transaction costs, may be more or less costly than paying for the services separately, depending upon the investment advisory fees charged, the number of transactions for the account, the level of brokerage and other fees that would be payable if Client obtained the services available under the program individually.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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Lloyd Capital does not receive a performance fee (fees based on a share of capital gains on or capital appreciation of the assets of a Client).



## ITEM 7: TYPES OF CLIENTS

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### **Types of Clients**

As described in Item 4, Lloyd Capital may provide services to a variety of Client types as indicated below. Clients will generally be US persons, according to their residency, or US taxpayers regardless of residency. Clients may include:

- Individuals – Private investors, investing personal assets
- Trusts – Entities set up by individuals to manage assets according to a stated mission or purpose
- Corporations and Business Entities – Taxable entities organized for a specific business purpose, investing cash reserves

### **Account Minimums**

Lloyd Capital does not have a firm minimum account size. However, Lloyd capital recommends a \$1,000,000 minimum investment in order to achieve proper diversification and strategy deployment. Accounts of less than \$1,000,000 will be reviewed and accepted on a case by case basis.

## ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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### **Methods of Analysis**

Lloyd Capital's analysis includes fundamental analysis, technical analysis and charting, and cyclical methodologies. The main sources of information used include third party research materials, corporate rating services, annual reports, prospectuses, financial newspapers and magazines and company press releases.

**Fundamental Analysis** – Generally, Lloyd Capital uses Fundamental Analysis in making investment decisions with respect to investments in equities, options and fixed-income instruments. Fundamental Analysis is the process of looking at economic and business indicators as investment selection criteria. These criteria are usually ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Lloyd Capital considers macroeconomic factors as well as issue specific factors.

Macroeconomic factors considered by Lloyd Capital include, but are not limited to; general economic conditions, inflation trends, interest rates and the yield curve, market volatility and trends, and the monetary policies and legislative actions of certain countries.

Issue specific factors include, but are not limited to; earnings, cash flow, growth estimates and trends, management strength and stability and the issuer's credit rating.

**Technical Analysis and Charting** – Technical Analysis and Charting are used for analyzing various economic and market trends. These trends, both short- and long-term, are used for determining specific trade entry and exit points and broad economic analysis. These trends may include put/call ratios, pricing trends, moving averages, volume, and changes in volume, among many others. Indicators used by Lloyd Capital do not speak to the financial health of a particular issuer. Rather, indicators are used to

gauge market sentiment regarding a given issue. Technical Analysis and Charting will be used primarily for the timing of a particular trade, and not security selection.

**Cyclical Investing** – Cyclical investing is an investing theory that certain companies/sectors tend to respond to economic conditions in predictable ways. Cyclical stocks are highly correlated with the market and general economic conditions. For example, if the economy is weak and consumers are not spending money, cyclical stocks prices will tend to trend downward. As the economy moves through various conditions, so too will the cyclical companies. Some companies are known as counter-cyclical companies. These are companies that tend to move contrary to prevailing economic conditions. Lloyd Capital will analyze general market economic and market conditions, look for directional trends, and invest in companies expected to perform well under forecasted conditions.

Sources of information that we may use include information from publicly available sources or purchased from third-party vendors; e.g. Telekurs.

### **Investment Strategies**

All investment decisions/recommendations by Lloyd Capital are based on a Client's profile and investment strategy to ensure that appropriate investments are made for the Client within its needs. The investment Strategies used to achieve investment objectives include long term purchases (securities held for at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days) and option writing, including covered options, uncovered options and spread strategies.

As the cornerstone of the portfolio management process, every Client completes an Investment and Risk Profile ("Profile"), which documents investment objectives and restrictions or sets any benchmarks (indices or otherwise) against which portfolio assets will be managed/advised. The Profile gives rise to an agreed investment objective ("Objective"). In the process of managing assets and to achieve the Objective, Lloyd Capital will examine current and projected financial, economic and social conditions. Lloyd Capital will propose an investment strategy and construct and manage the portfolio. This will be based one or more of the following Strategies.

- **Yield:** For Clients who seek to maintain capital in real terms.

Investment returns are mainly generated in the form of interest/dividend income. This strategy is for investors with below-average risk tolerance and looking for the minimum possible capital fluctuations.

- **Balanced:** For Clients who seek to maintain capital in real terms and achieve long-term capital gains.

Investment returns are mainly generated in the form of interest/dividend income as well as capital and foreign exchange gains. This strategy is for investors with an average risk tolerance and capacity for capital fluctuations.

- **Growth:** For Clients who seek to generate long-term growth.

Investment returns are mainly generated in the form of capital and foreign exchange gains. This strategy is for investors with and above-average risk tolerance and capacity for greater capital fluctuations.

- **International:** For Clients looking for international diversification in terms of currency and geographic exposure.

This mandate invests in equities and bonds outside of the US markets and would complement a Client's domestic investment portfolio.

Lloyd Capital keeps records of all of this and monitors on a regular basis all activity to ensure that it is consistent with the Objective. There can be no assurance that a Client's investment objectives will be met, that Lloyd Capital's risk management will be successful, or that a Client will not suffer loss.

Lloyd Capital reserves the right to advise Clients on any type of investment that it deems appropriate based on the Client's stated goals and objectives. Lloyd Capital may also provide advice on any type of investment held in a Client's portfolio at the inception of the advisory relationship or on any investment on which the Client requests advice.

### **Risk of Loss**

Investing in securities involves risk of loss that Clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Each Client will receive the Swiss Banking Association (SBA) brochure entitled "Special Risks in Securities Trading". The list below details some of the risks investors may face when investing with Lloyd Capital. The factors noted below are not the only risks faced by investors, rather the risk factors determined by Lloyd Capital to have the greatest bearing on investment performance. Depending on the strategy employed, certain factors may be more prevalent than others in an investment portfolio.

- **Market Risk** - The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Interest-rate Risk** - Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Inflation Risk** - When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk** - Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk** - This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Liquidity Risk** - Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Option Risk** - Certain investment strategies offered by Lloyd Capital may make use of options. These options run the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control

many shares of the underlying stock. This imbedded leverage in the option contract may compound gains and losses.

## **ITEM 9: DISCIPLINARY INFORMATION**

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### **Legal and Disciplinary**

There are no legal, regulatory or disciplinary events involving Lloyd Capital or any of its employees.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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### **Financial Industry Activities**

Lloyd Capital does not have any affiliations with other financial service firms. All relationships are for contracted services only, and no affiliation is created by way of these various service agreements.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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### **Code of Ethics**

Lloyd Capital has implemented a Code of Ethics ("Code") that defines our fiduciary commitment to each Client. This Code applies to all persons associated with Lloyd Capital. Our Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to our Clients. Lloyd Capital and its personnel owe a duty of loyalty, fairness and good faith towards our Clients. Lloyd Capital and its associates adhere not only to the specific provisions of the Code of Ethics, but to the general principles that guide the Code. The Code of Ethics covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures.

Lloyd Capital has written our Code of Ethics to meet and exceed regulatory standards. Lloyd Capital's employees must acknowledge the terms of the Code of Ethics at least annually. Any individual not in compliance with the Code of Ethics may be subject to termination.

Clients and prospective Clients can obtain a copy of Lloyd Capital's Code of Ethics by contacting us at +41 79 505 4141 or [Cinfo@lloydcapital.ch](mailto:Cinfo@lloydcapital.ch).

### **Participation or Interest in Client Transactions – Financial Interest and Principal/Agency Cross**

Lloyd Capital and its employees do not recommend to Clients, or buy or sell for Client accounts, securities in which they have a material financial interest.

It is Lloyd Capital's policy that the Firm will not affect any principal transactions for Client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory Client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another Client account.

Lloyd Capital may, in certain circumstances, cross trade between discretionary Clients provided that a fee is not taken and the price satisfies the best execution requirement. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory Client and for another person on the other side of the transaction.

#### **Participation or Interest in Client Transactions – Personal Securities Transactions**

Lloyd Capital and its employees may buy or sell securities identical to those recommended to Clients for their personal accounts. These trades may not occur ahead of Client trades. The Code of Ethics, described above, is designed to ensure that the personal securities transactions, activities and interests of the employees of Lloyd Capital will not interfere with (i) making decisions in the best interest of advisory Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Lloyd Capital's Clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as Clients, there is a possibility that employees might benefit from market activity by a Client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to prevent conflicts of interest between Lloyd Capital and its Clients.

In order to monitor compliance by our personnel with the Code and applicable law, each employee is required to provide Lloyd Capital with duplicate copies of their monthly securities account statements, which are reviewed by an officer of Lloyd Capital. In addition, each officer and employee is required to sign a statement to acknowledge that they 1) understand what insider trading is, and that they will not be party to it and 2) will adhere to the Code.

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

As discussed above, Lloyd Capital and its employees may trade in the same securities with Client accounts. To the extent possible, employee and Client trades in the same security will be executed on an aggregated basis when consistent with Lloyd Capital's obligation of best execution. In such circumstances, the affiliated and Client accounts will share commission costs equally and receive securities at a total average price. Lloyd Capital will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

### **ITEM 12: BROKERAGE PRACTICES**

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

Lloyd Capital does not receive formal soft dollar benefits from broker-dealers or custodian banks in connection with Client securities transactions.

#### **Brokerage for Client Referrals**

Lloyd Capital does not receive Client referrals from brokers.

#### **Directed Brokerage**

We do not engage in directed brokerage. Lloyd Capital retains discretion over the selection of brokers, dealers and venues to be used in executing trades on behalf of Clients and does not accept brokerage orders from Clients.

### **Best Execution**

In selecting brokers, custodian banks or trade partners, and determining the reasonableness of commissions and mark-ups charged, we will attempt to effect securities transactions in such a manner that the total cost or proceeds in each transaction is the most favorable under the circumstances. This is known as “Best Execution”. Lloyd Capital need not solicit competitive bids and does not have an obligation to seek the lowest available transaction cost (e.g., commission cost).

Lloyd Capital maintains a list of approved brokers. In selecting these brokers, with which Lloyd Capital will execute trades, Lloyd Capital considered a number of factors. Among the factors considered by Lloyd Capital were:

- Transaction net costs
- Security price
- Clearance and settlement practices
- Ease of execution
- Integration with existing Lloyd Capital systems
- Interface applications for monitoring Client investments
- Firm commitment to regulatory compliance
- Industry reputation
- General financial strength and stability
- Breadth of products and services
- Research capabilities

The foregoing factors are expected to enhance the investment management capabilities of Lloyd Capital. Lloyd Capital does not attempt to demonstrate that such factors are of a direct benefit to all Clients on all trades. Research and brokerage service received may be used to service some, or in certain circumstances, all Clients, subject to compliance with applicable law.

### **Trade Aggregation**

Lloyd Capital typically aggregates trades for multiple accounts. Orders for the same security entered on behalf of more than one Client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating Clients. If the order is filled at different prices during the day, the prices are averaged for the day so that all participating accounts receive the same price. If an order has not been filled completely so that there are not enough shares to allocate among all the Clients equally, shares will be allocated in good faith, based on the following considerations: amount of cash in the account, existing asset allocation and industry exposure, risk profile, and type of security. All Clients participating in each aggregated order shall receive the average price and, subject to minimum ticket charges, pay a pro-rata portion of commissions.

Lloyd Capital's allocation procedure seeks to be fair and equitable to all Clients with no particular group or Client(s) being favored or disfavored over any other Clients.

Accounts for Lloyd Capital or its employees may be included in a block trade with Client accounts.

## **ITEM 13: REVIEW OF ACCOUNTS**

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### **Reviews**

Investment advisory accounts are generally reviewed each quarter; accounts are continually monitored. Accounts are reviewed regularly, either in person or by telephone, in order to determine if the positions held are consistent with the investment objectives of the Client. Additional reviews may also be triggered by market events, political changes, changes in the economy, or changes in interest rate. Accounts are reviewed by Philip Carey, Managing Partner.

Reviews could also occur at the time of new deposits, material changes in Client's financial information, changes in economic cycles, at Lloyd Capital's discretion, or as often as the Client may direct.

Lloyd Capital encourages frequent Client contact. Clients are obligated to promptly notify us of any changes in the Client's financial status to ensure that investment strategies continue to meet the Client's changing needs.

### **Review Triggers**

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a Client's own situation.

### **Reporting**

Clients will generally receive quarterly statements from Custodians which include account activity, beginning and ending balances, and current values. In addition, the Custodian provides Lloyd Capital with trade confirmations for each position bought and sold.

Client meetings are encouraged and are scheduled quarterly or less frequently as specific situations dictate. Supplemental written reports, with more detailed information including investment performance, may be provided to Clients upon request.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

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### **Other Compensation**

Lloyd Capital does not receive any formal economic benefits (other than normal compensation) from any firm or individual for providing investment advice. We are compensated exclusively by our Clients.

### **Compensation – Client Referrals**

If a Client is introduced to Lloyd Capital by either an unaffiliated party or by a Lloyd Capital affiliate, Lloyd Capital may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act. Any such referral fee shall be paid solely from the investment management fees earned by Lloyd Capital, and shall not result in any additional charge to the Client. If the Client is introduced to Lloyd Capital by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of its solicitor relationship. If Lloyd Capital subsequently contacts or is contacted by the prospective Client, Lloyd Capital shall provide each prospective Client with a copy of the Lloyd

Capital Form ADV 2 (the written disclosure statement also known as the “Brochure”) and a copy of the solicitor’s written disclosure document and a statement to the Client disclosing the terms of the solicitation arrangement between Lloyd Capital and the solicitor, including the compensation to be received by the solicitor from Lloyd Capital.

## **ITEM 15: CUSTODY**

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### **Custody – Fee Debiting**

Lloyd Capital does not take physical custody of Client assets. Clients may authorize Lloyd Capital to debit fees directly from the Client’s account at the Custodian. Client investment assets will be held with a Custodian agreed upon by the Client and Lloyd Capital. The Custodian is advised in writing of the limitation of Lloyd Capital’s access to the account. The Custodian sends a statement to the Client not less than quarterly indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Lloyd Capital.

While Lloyd Capital will assist Clients in establishing and maintaining accounts at the Custodian, Lloyd Capital shall have no responsibility or liability with respect to custodial arrangements or the acts, omissions or other conduct of the Custodian.

### **Custody – Account Statements**

As described in Item 13, Clients receive at least quarterly statements from the Custodian that holds and maintains Client’s investment assets indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Lloyd Capital. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that Lloyd Capital may provide.

## **ITEM 16: INVESTMENT DISCRETION**

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### **Discretionary Authority for Trading and Limited Power of Attorney**

**Discretionary Portfolio Management** – Through the investment management agreement, Lloyd Capital may accept limited power of attorney to act on a discretionary basis on behalf of Clients. A limited power of attorney allows Lloyd Capital to execute trades on behalf of Clients.

Lloyd Capital has the authority to determine, without obtaining specific Client consent, both the amount and type of securities to be bought to satisfy Client account objectives. Additionally, Lloyd Capital may accept any reasonable limitation or restriction to such authority on the account placed by the Client. All limitations and restrictions placed on accounts must be presented to Lloyd Capital in writing.

## **ITEM 17: VOTING CLIENT SECURITIES**

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### **Proxy Voting**

Lloyd Capital may vote all proxies on behalf of each Client over which it has proxy voting authority, as agreed in the Investment Management Agreement. All proxy votes are based on Lloyd Capital’s determination of such Client’s best interests.



Lloyd Capital abstains from voting proxies when Lloyd Capital believes that it is appropriate to do so. If a material conflict of interest over proxy voting arises between Lloyd Capital and a Client, Lloyd Capital will vote all proxies in accordance with the policy described above. If Lloyd Capital determines that this policy does not adequately address the conflict of interest, Lloyd Capital will notify the Client of the conflict and request that the Client consent to Lloyd Capital's intended response to the proxy solicitation. If the Client consents to Lloyd Capital's intended response or fails to respond to the notice within a reasonable time specified in the notice, Lloyd Capital will vote the proxy as described in the notice. If the Client objects in writing to Lloyd Capital's intended response, Lloyd Capital will vote the proxy as the Client directs. In these circumstances, a Client's consent to a proposal generally will be obtained from either investors holding a majority of the interests in the Client or from a committee of investors appointed by the Client. We do not vote proxies based upon any social or environmental mandates.

Investors can obtain a copy of Lloyd Capital's proxy voting policy and a record of votes cast by Lloyd Capital on behalf of the Client in which that investor is invested by contacting Lloyd Capital at +41 79 505 4141 or [Cinfo@lloydcapital.ch](mailto:Cinfo@lloydcapital.ch).

## **ITEM 18: FINANCIAL INFORMATION**

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### **Financial Condition**

Lloyd Capital 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.

Lloyd Capital is not required to provide a balance sheet; Lloyd Capital does not require prepayment of fees of more than \$1,200 per Client, and six months or more in advance.

## OTHER INFORMATION

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### **Privacy**

Lloyd Capital is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a Client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver our Privacy Notice to you annually, in writing.