

Syntal Capital Partners, LLC

ADV Part 2A, Appendix 1 Wrap Fee Program Brochure Dated: March 30, 2016

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This brochure provides information about the qualifications and business practices of Syntal Capital Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (432) 262-8111 or Robert.Carlyon@syntal.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Syntal Capital Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Syntal Capital Partners, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

Since last year's Annual Amendment filing on March 30, 2015, this brochure has not been materially amended.

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Item 4 Services, Fees and Compensation

A.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide discretionary investment advisory services on a wrap fee basis. (*See* discussion below). If a client determines to engage the Registrant on a wrap fee basis the client will pay a single fee for investment advisory services, brokerage and custody, inclusive of commission and transactions costs. The services included in a wrap fee agreement will depend upon each client's particular need.

SYNTAL CAPITAL PARTNERS WRAP PROGRAM

The Registrant is the sponsor and investment manager of the Syntal Capital Partners Wrap Program (the "Program"). Under the Program, the Registrant and/or independent investment managers are able to offer participants discretionary and/or non-discretionary investment management services, for a single specified annual Program fee, inclusive of trade execution, custody, reporting, and investment management fees. The current annual Program fee ranges from negotiable to 2.00%, depending upon the amount and type of the Program assets.

The Registrant charges an annual wrap fee for participation in the Program. The wrap fee will be charged as a percentage of assets under management, on a non-graduated basis, as follows:

<u>Market Value of Portfolio</u>	<u>Annual Fee %</u>
Accounts valued \$5,000,000 and below	Up to 2.00%
Accounts valued between \$5,000,000 and \$10,000,000	Up to 1.65%
Accounts valued between \$10,000,000 and \$24,999,999	Up to 1.40%
Accounts valued at \$25,000,000	Up to 1.25%
Accounts valued in excess of \$25,000,000	Negotiable

Under the Program, the Registrant shall be provided with written authority to determine which securities and the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in the written agreement between each client and the Registrant. Clients may change/amend these limitations, in writing, at any time. The client shall have reasonable access to one of the Registrant's investment professionals to discuss their account.

Clients are required to open brokerage accounts and enter into new account agreements with Fidelity Institutional Wealth Services ("*Fidelity*"), Pershing, LLC through Pershing Investment Manager Services ("*Pershing*"), or other broker-dealers approved by Registrant under the Program.

Fee Calculation: The fee charged is calculated as described above and is not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

Fee Payment: Clients will be charged in advance at the beginning of each calendar quarter based upon the average daily balance of the client's account at the end of the previous quarter.

Please Note: Investment Performance: As a condition to participating in the Program, the participant **must** accept that past performance may not be indicative of future results, and understand that the future performance of any specific investment or investment strategy (**including** the investments and/or investment strategies purchased and/or undertaken by the Registrant) **may not**: (1) achieve their intended objective; (2) be profitable; or, (3) equal historical performance level(s) or any other performance level(s).

- B. Participation in the Program may cost more or less than purchasing such services separately. Also the Program fee charged by Registrant for participation in the Program may be higher or lower than those charged by other sponsors of comparable wrap fee programs.

Depending upon the percentage wrap-fee charged by the Registrant, the amount of portfolio activity in the client's account, and the value of custodial and other services provided, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately by another firm who may provide such services on a non-wrap fee basis.

Conflict of Interest. Because wrap program transaction fees and/or commissions are being paid by Registrant to the account custodian/broker-dealer, Registrant could have an economic incentive to minimize the number of trades in the client's account. *See* separate Wrap Fee Program Brochure.

- C. The Program's wrap fee does not include certain charges and administrative fees, including, but not limited to, fees charged by independent managers, transaction charges (including mark-ups and mark-downs) resulting from trades effected through or with a broker-dealer other than *Fidelity and/or Pershing*, transfer taxes, odd lot differentials, exchange fees, interest charges, American Depositary Receipt agency processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law or otherwise agreed to with regard to client accounts. Such fees and expenses are in addition to the Program's wrap fee.
- D. Registrant's related persons who recommend the Program to clients may receive compensation as a result of a client's participation in the wrap fee program. However, we no longer offer non-wrap programs, so a related person would not face a conflict in recommending the wrap fee program.

Item 5 Account Requirements and Types of Clients

The Registrant's clients shall generally include individuals, business entities, trusts, estates and charitable organizations. The Registrant does not require any minimum annual fee for investment advisory services.

Item 6 Portfolio Manager Selection and Evaluation

- A. The Registrant may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers ("*Independent Manager(s)*") in accordance with the client's designated investment objective(s). In such situations, the *Independent Manager[s]* shall have day-to-day responsibility for the active discretionary management of the allocated Program assets. The Registrant shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which the Registrant shall consider in recommending *Independent Manager[s]* include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. Registrant generally performs reviews and monitors the performance of information furnished by the *Independent Manager[s]*. However, the Registrant does not ensure the accuracy or correctness of performance information provided by such *Independent Manager[s]*. Performance information furnished by the *Independent Manager[s]* may not be calculated on a uniform and consistent basis. Clients are encouraged to compare all information received from the *Independent Manager[s]* with information received from their custodians.
- B. The Registrant acts as the portfolio manager for the Program. Inasmuch as the execution costs for transactions effected in the client account will be paid by the Registrant, a potential conflict of interest arises in that the Registrant may have a disincentive to trade securities in the client account. In addition, the amount of compensation received by the Registrant as a result of the client's participation in the Program may be more than what the Registrant would receive if the client paid separately for investment advice, brokerage and other services.

As the Program sponsor, the Registrant shall be responsible for the primary management of the Program, including the selection and termination of all *Independent Manager[s]*. Once selected, *Independent Manager[s]* shall be responsible for day-to-day management and selection of securities for the account.

- C. As discussed below, the Registrant no longer offers to its clients discretionary and/or non-discretionary investment advisory services on a non-wrap fee basis. However, clients of the Registrant may continue to receive services on a non-discretionary wrap fee basis. The Registrant's advisory services shall not include financial planning and related consulting services.

OTHER ADVISORY BUSINESS SERVICES

INVESTMENT ADVISORY SERVICES

The Registrant may continue to provide non-discretionary investment advisory services on a wrap *fee* basis. (*See* discussion below).

CONSULTING SERVICES AND FINANCIAL PLANNING (STAND-ALONE)

The Registrant may provide consulting and/or financial planning services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on either an hourly basis or a stand-alone separate fee basis. Before engaging the Registrant to provide stand-alone planning or consulting services, clients

are required to enter into a separate *Consulting Services and Financial Planning Agreement* with Registrant setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Registrant commencing services. If requested by the client, Registrant may recommend the services of other professionals for implementation purposes, including certain of the Registrant's investment adviser representatives in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments ("PKS") and/or as licensed insurance agents. (See disclosure at Item 10.C of ADV Part 2A). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** Each client is advised that it remains the client's responsibility to promptly notify the Registrant if there is ever any change in client's financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

MISCELLANEOUS ADVISORY SERVICES DISCLOSURE

Independent Managers. The Registrant may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers ("*Independent Manager(s)*") in accordance with the client's designated investment objective(s). In such situations, the *Independent Manager(s)* shall have day-to-day responsibility for the active discretionary management of the allocated assets. The Registrant shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which the Registrant shall consider in recommending *Independent Manager(s)* include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research.

Non-Investment Consulting/Implementation Services. If requested by the client, the Registrant may provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither the Registrant, nor any of its representatives, serves as an accountant and no portion of the Registrant's services should be construed as same. To the extent requested by a client, the Registrant may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including certain of the Registrant's investment adviser representatives in their separate registered/licensed capacities as discussed below. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Affiliated Private Funds. The Registrant is affiliated with private investment funds. (the "*affiliated funds*"), of which complete description of the terms, conditions, risks and fees

associated with each of the *affiliated funds* is set forth in each *affiliated funds* offering documents. The Registrant, on a non-discretionary basis, may recommend that qualified eligible clients consider allocating a portion of their investment assets to the *affiliated funds*. The terms and conditions for participation in the *affiliated funds*, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund's offering documents. Registrant's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Conflict Of Interest. Because the Registrant and/or its affiliates may earn compensation from the *affiliated private funds* (both management fees and incentive compensation) that may exceed the fee that the Registrant would earn under its standard asset based fee schedule referenced in Item 5 below, the recommendation that a client become an investor presents a **conflict of interest**. No client is under any obligation to become a Fund investor. **The Registrant's Chief Compliance Officer, Robert Carlyon, or any other Executive Officer remains available to address any questions regarding this conflict of interest.**

Please Note: Inverse/Enhanced Market Strategies. The Registrant may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct the Registrant, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Please Note: Non-Discretionary Service Limitations. Clients of the firm that determine to engage or have engaged the Registrant on a non-discretionary investment advisory basis **must be willing to accept** that the Registrant cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event of a market correction, and the client is unavailable, the Registrant will be unable to effect any account transactions (as it would for its discretionary clients) without first obtaining the client's verbal consent.

PLEASE NOTE: RETIREMENT ROLLOVERS-No Obligation/Conflict of Interest: A client leaving an employer typically has four options (and may engage in a combination of these options): i) leave the money in his former employer's plan, if permitted, ii) roll over the assets to his new employer's plan, if one is available and rollovers are permitted, iii) rollover to an IRA, or iv) cash out the account value (which

could, depending upon the client's age, result in adverse tax consequences). The Registrant may recommend an investor roll over plan assets to an Individual Retirement Account (IRA) managed by the Registrant. As a result the Registrant and its representatives may earn an asset-based fee. In contrast, a recommendation that a client or prospective client leave his or her plan assets with his or her old employer or roll the assets to a plan sponsored by a new employer will generally result in no compensation to the Registrant (unless you engage the Registrant to monitor and/or manage the account while maintained at your employer). The Registrant has an economic incentive to encourage an investor to roll plan assets into an IRA that the Registrant will manage or to engage the Registrant to monitor and/or manage the account while maintained at your employer. There are various factors that the Registrant may consider before recommending a rollover, including but not limited to: i) the investment options available in the plan versus the investment options available in an IRA, ii) fees and expenses in the plan versus the fees and expenses in an IRA, iii) the services and responsiveness of the plan's investment professionals versus the Registrant's, iv) protection of assets from creditors and legal judgments, v) required minimum distributions and age considerations, and vi) employer stock tax consequences, if any. No client is under any obligation to rollover plan assets to an IRA managed by the Registrant or to engage the Registrant to monitor and/or manage the account while maintained at your employer.

Trade Error Policy. Registrant shall reimburse accounts for losses resulting from the Registrant's trade errors, but shall not credit accounts for such errors resulting in market gains. The gains and losses are reconciled, on a monthly basis, within the Registrant's custodian firm account.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement or Consulting and Financial Planning Agreement*.

The Registrant shall provide investment advisory services specific to needs of each client. Prior to providing investment advisory services, an investment adviser representative will discuss with each client, their particular investment objective(s). The Registrant shall allocate each client's investment assets consistent with their designated investment objective(s). Clients may, at anytime, impose restrictions, in writing, on the Registrant's services.

Please Note: The Registrant does not manage any non-wrap fee accounts. However, as stated above, if a client determines to engage the Registrant on a wrap fee basis the client will pay a single fee for investment advisory services, brokerage and custody, inclusive of commission and transactions costs (*See* Item 4.A). The services included in a wrap fee agreement will depend upon each client's particular need

Performance Based Fees and Side-By-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees, except with respect to performance allocations that the Registrant may earn as a result of its management of certain affiliated private funds. All performance-based fees are in compliance with Section 205(a)(1) under the Investment Advisers Act of 1940 and Rule 205-3 promulgated thereunder.

Methods of Analysis, Investment Strategies and Risk of Loss

The Registrant may use any combination of the following when analyzing securities or third party managers:

- Research
 - i. The Registrant's research processes includes public, private and proprietary information
 - ii. Quantitative market analysis using proprietary models
 - iii. Reviewing third party fundamental & macro analysis
 - iv. Investment committee reviews academic research papers
 - v. Technical research following price momentum and trade volume
 - vi. Formulating views and opinions around economic and geopolitical developments
- Strategy Development & Implementation
 - i. Identify preferable investment space in the market
 - ii. Focus on styles and market segments where the dispersion between managers is significant – hire active managers for these pieces
 - iii. Where the dispersion between managers is minimal, allocate funds to passive managers
 - iv. Proprietary strategies are also managed next to external managers
 - v. Quantitative risk signal determines the process and timeline of implementation of client funds
- Risk Management
 - i. Quarterly review of external managers based on performance and investment mandate
 - ii. Disciplined risk budgeting and position size management for proprietary strategies
 - iii. Investment committee reviews market themes and risk factors weekly and reserves the right to override fund allocations in extreme markets

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases – securities purchased with the intention of being held for at least a year;
- Short Term Purchases – securities purchased with the intention of being sold within a year;
- Trading – securities purchased with the intention of being sold within thirty (30) days; and
- Derivatives – the use of swaps, forwards, futures, options on futures and other options

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Registrant) will be profitable or equal any specific performance level(s). Investors generally face the following investment risks:

- **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.
- **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 may be caused by external factors independent of the fund's specific investments as well as due to the fund's specific investments. Additionally, each security's price will fluctuate based on market movement, which may, or may not be due to the security's operations or changes in its true value. For example, political, economic and social conditions may trigger market events which are temporarily negative, or temporarily positive.
- **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.
- **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.
- **Financial Risk** – Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies – Long Term Purchases, Short Term Purchases, and Trading – are quantitative investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher

transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

In addition to the fundamental investment strategies discussed above, the Registrant may also implement and/or recommend derivative transactions which may involve a high level of inherent risk. The use of derivatives, such as swaps, forwards, futures, options on futures and other options, which are subject to additional risks, including that the value of the derivative may not correlate with the value of the underlying security, rate or index, that portfolio volatility may increase due to the leverage associated with the use of derivatives, and that the counterparty to the derivative may be unable to satisfy its obligations. **Please Note:** Although the intent of the options-related transactions that may be implemented by the Registrant is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct the Registrant, in writing, not to employ any or all such strategies for his/her/their/its accounts.

As appropriate in accordance with the client's investment objectives, the Registrant currently primarily allocates client assets among: various independent investment managers, mutual funds, ETFs, individual debt and equity securities, derivatives, securities components of variable annuities and variable life insurance contracts.

Risks Associated with the Use of Derivatives. Certain of the ETFs and mutual funds (the "Funds") the Registrant recommends or purchases on a discretionary basis for client accounts may use derivatives. Such strategies may be considered aggressive. Investing in derivatives may expose the clients to greater risks than investing directly in the reference asset(s) underlying those derivatives, such as counterparty risk, liquidity risk and increased correlation risk (each as discussed below). When the recommended Funds use derivatives, there may be imperfect correlation between the value of the reference asset(s) and the derivative, which may prevent the Funds from achieving its investment objective. The Funds may use a combination of swaps on an index (such as the Dow Jones US Health Care Index) and swaps on an ETF that is designed to track the performance of an index. The performance of the Funds may not track the performance of an index due to embedded costs and other factors. Thus, to the extent the Funds invests in swaps that use an ETF as the reference asset, these Funds may be subject to greater correlation risk and may not achieve as high a degree of correlation with an index as it would if the Funds only used swaps on an index. Also, with respect to the use of swap agreements, if an index has a dramatic intraday move that causes a material decline in the Funds' net assets, the terms of a swap agreement between the Funds and its counterparty may permit the counterparty to immediately close out the transaction with the Funds. In that event, the Funds may be unable to enter into another swap agreement or invest in other derivatives to achieve the desired exposure consistent with the Funds' investment objective. This, in turn, may prevent the Funds from achieving its investment objective, even if an index reverses all or a portion of its intraday move by the end of the day. Any financing, borrowing and other costs associated with using derivatives may also have the effect of lowering the Funds' return.

Leverage Risk. Certain of the Funds recommended by the Registrant attempt to obtain investment exposure in excess of its assets in seeking to achieve their investment objectives—a form of leverage—and will lose more money in market environments adverse to its daily objective than a similar fund that does not employ such leverage. The use of such leverage could result in the total loss of an investor's investment.

Compounding Risk. The Registrant may recommend or invest certain clients in leveraged ETFs. As a result of mathematical compounding and because particular ETFs may have a single day investment objective, the ETF's performance for periods greater than a single day is likely to be either greater than or less than the Index it may be tracking for performance times the stated multiple in the ETF's objective, before accounting for fees and ETF expenses. Compounding affects all investments, but has a more significant impact on a leveraged fund. Particularly during periods of higher volatility, compounding will cause longer term results to vary from the stated multiple in the ETF objective (e.g. 2x) of the return of the Index. This effect becomes more pronounced as volatility increases. ETF performance for periods greater than a single day can be estimated given any set of assumptions for the following factors: (a) Index performance; (b) Index volatility; (c) period of time; (d) financing rates associated with inverse exposure; (e) other Fund expenses; and (f) dividends or interest paid with respect to securities in the Index.

Finally, Registrant may also allocate investment management assets of its client accounts, on a discretionary basis, among one or more of its ETF and mutual fund and asset allocation programs (i.e. Aggressive, Moderately Aggressive, Moderate, and Conservative). Registrant's asset allocation strategies have been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, such as Registrant's asset allocation programs, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is applicable to Registrant's management of client assets:

1. **Initial Interview** – at the opening of the account, the Registrant, through its designated representatives, shall obtain from the client information sufficient to determine the client's financial situation and investment objectives;
2. **Individual Treatment** – the account is managed on the basis of the client's financial situation and investment objectives;
3. **Quarterly Notice** – at least quarterly the Registrant may notify the client to advise the Registrant whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
4. **Annual Contact** – at least annually, the Registrant shall contact the client to determine whether the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
5. **Consultation Available** – the Registrant shall be reasonably available to consult with the client relative to the status of the account;
6. **Quarterly Report** – the client shall be provided with a quarterly report for the account for the preceding period;
7. **Ability to Impose Restrictions** – the client shall have the ability to impose reasonable restrictions on the management of the account, including the ability to instruct the Registrant not to purchase certain mutual funds;

8. No Pooling – the client’s beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account;
9. Separate Account – a separate account is maintained for the client with the Custodian;
10. Ownership – each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

Voting Client Securities

Unless the client directs otherwise in writing, the Registrant is responsible for voting client proxies for all accounts held at Pershing. For those clients with their accounts maintained at Fidelity, the Registrant may be responsible for voting client proxies. Registrant delegates its voting responsibility to Institutional Shareholder Services, Inc., an independent company that provides institutional proxy voting and corporate governance solutions (“ISS”). ISS has established a policy for voting proxies and other corporate actions, which Registrant has adopted in whole. Registrant’s Chief Compliance Officer is responsible for monitoring this process in an effort to ensure that votes are cast in a manner that is both timely and consistent with the clients’ best interests. Clients may contact Registrant’s Chief Compliance Officer for a copy of Registrant’s proxy voting policies and procedures.

Please note: the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.

Item 7 Client Information Provided to Portfolio Managers

The Registrant shall be the Program’s portfolio manager. The Registrant shall provide investment advisory services specific to needs of each client. Prior to providing investment advisory services, an investment adviser representative will discuss with each client, their particular investment objective(s). The Registrant shall allocate each client’s investment assets consistent with their designated investment objective(s). Clients may, at anytime, impose restrictions, in writing, on the Registrant’s services.

As indicated above, each client is advised that it remains his/her/its responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant’s previous recommendations and/or services.

To the extent the Program utilizes *Independent Manager[s]*, the Registrant shall provide the *Independent Manager[s]* with each client’s particular investment objective(s). Any changes in the client’s financial situation or investment objectives reported by the client to the Registrant shall be communicated to the *Independent Manager[s]* within a reasonable period of time.

Item 8 Client Contact with Portfolio Managers

The client shall have reasonable access to the Program's portfolio manager.

Item 9 Additional Information

- A. The Registrant has not been the subject of any disciplinary actions.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Registrant is registered with the U.S. Commodity Futures Trading Commission (the "CFTC") as a commodity pool operator. The Registrant is also a member of the National Futures Association (the "NFA"). The NFA and CFTC each administer a comparable regulatory system covering futures contracts, swaps and various other financial instruments in which certain clients and pooled vehicles may invest.

The Registrant filed a notice of claim for exemption pursuant to CFTC Rule 4.7 in 2014. Rule 4.7 exempts a commodity trading advisor and a commodity pool operator that files a notice of claim for exemption from having to provide a CFTC-mandated Disclosure Document to certain highly accredited clients known as Qualified Eligible Participants ("QEPs") who consent to their accounts being Rule 4.7-exempt QEP accounts. Accordingly, the Adviser is exempt from the requirement to provide a Disclosure Document with respect to its Rule 4.7-exempt QEP accounts. In accordance with Rule 4.7, the Adviser must prominently display the following CFTC-specified disclosure statement in this Brochure.

PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH ACCOUNTS OF QUALIFIED ELIGIBLE PERSONS, THIS BROCHURE IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMODITY FUTURES TRADING COMMISSION. THE COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A TRADING PROGRAM OR UPON THE ADEQUACY OR ACCURACY OF COMMODITY TRADING ADVISOR DISCLOSURE. CONSEQUENTLY, THE COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS TRADING PROGRAM OR BROCHURE.

In addition, certain of the Registrant's management persons are registered with the NFA as Associated Persons of the Registrant, if necessary or appropriate to perform their responsibilities

Registered Representatives of a Broker Dealer. As disclosed above, certain of Registrant's representatives are, in a separate and independent capacity, registered representatives of *PKS*, a FINRA member broker-dealer. Therefore, clients can choose to engage Registrant's representatives, in their individual capacities, to effect securities brokerage transactions on a commission basis.

Conflict of Interest. The recommendation that a client purchase a commission product from *PKS* presents a **conflict of interest**, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather

than on a particular client's need. No client is under any obligation to purchase any commission products from Registrant's representatives. Clients are reminded that they may purchase securities products recommended by the Registrant through other, non-affiliated registered representatives. **Registrant's Chief Compliance Officer, Robert Carlyon, or any other Executive Officer remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Licensed Insurance Agents. Certain of the Registrant's representatives, in their individual capacities, are licensed insurance agents, and may recommend the purchase of certain insurance-related products on a commission basis.

Conflict of Interest: The recommendation by Registrant's representatives that a client purchase an insurance product presents a **conflict of interest**, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from the Registrant's representatives. Clients are reminded that they may purchase insurance products through other, non-affiliated insurance agents and/or registered representatives, respectively. **The Registrant's Chief Compliance Officer, Robert Carlyon, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Affiliated Private Fund. As disclosed above in Item 4, the Registrant is associated with an affiliated private fund. For a complete description of this relationship and the conflicts of interest it may pose, See Item 4 above.

- B. Registrant and its representatives may refer clients to Deutsche Bank Trust Company Americas, a bank ("DBTCA"), Deutsche Bank National Trust Company, a trust company ("DBNTC") and Deutsche Bank Trust Company, National Association, a trust company ("DBTCNA" and together with DBTCA and DBNTC, "*DB Private Bank*") and/or BlackRock, Inc. ("*BlackRock*") and/or Reich & Tang Asset Management, LLC ("RTAM"), and/or Stable Custody Group ("SCG"), a subsidiary of Reich & Tang Deposit Solutions, LLC, and/or Dynasty Financial Partners ("DFP") (collectively a "*receiving party*"). The Registrant may refer clients to a *receiving party* to evaluate the possibility of opening investment advisory, custody, and trust accounts, entering into lending transactions, investing in mutual funds and private investment funds, opening money market insured savings account and entering into other types of investment transactions where such would be consistent with those clients' needs and objectives. Registrant may receive from *DB Private Bank* and/or *BlackRock* a percentage of the gross revenues before taxes received by the banking division of *DB Private Bank* and/or *BlackRock* generated by the client. Specifically, the Registrant may receive fifteen percent (15%) of revenues generated by fees paid from referred clients to *DB Private Bank*. The Registrant may receive up to five basis points of revenues generated by *BlackRock* for clients referred to *BlackRock* for various services. Registrant shall share in interest income from bank deposits, i.e., checking accounts savings accounts, certificates of deposit, money market accounts. In addition Registrant may receive custody fees, excluding any commissions or credits related to the execution of the transaction(s) for accounts opened with *DB Private Bank's* and/or *BlackRock's* custody department. The Registrant may share in revenue on all loans (excluding mortgages) and capital markets transactions to be agreed upon on a case by case basis. In addition, the Registrant may

receive compensation for demand deposit accounts that are opened through RTAM and/or SCG.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

Except for the Registrant's affiliate private fund, neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest. However, the affiliated private funds may allow the Registrant and associated persons to earn compensation in excess of what they stand to earn under a separately managed account as a result of incentive allocations. For a complete description about the incentive allocation, please see the fund's partnership agreement and private placement memorandum.

The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of the their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the *Registrant* has only one Access Person, he or she shall not be required to submit any securities report described above.

The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this

situation creates a potential conflict of interest. As indicated above, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

REVIEW OF ACCOUNTS

For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Registrant's Principals. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Registrant on an annual basis.

The Registrant *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

CLIENT REFERRALS AND OTHER COMPENSATION

As referenced on ADV Part 2A, Item 12.A.1, the Registrant may receive an indirect economic benefit from *Fidelity* and/or *Pershing*. The Registrant, without cost (and/or at a discount), may receive support services and/or products from *Fidelity* and/or *Pershing*. Registrant's clients do not pay more for investment transactions effected and/or assets maintained at Fidelity and/or Pershing as a result of this arrangement.

There is no corresponding commitment made by the Registrant to *Fidelity* and/or *Pershing* or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

Please see Item 9.B above for a complete description of client referral relationship that create conflicts of interest.

FINANCIAL INFORMATION

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

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Robert Carlyon, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.