



**GILDER GAGNON HOWE & CO.**

Members of the NYSE Euronext, FINRA and SIPC  
3 Columbus Circle, New York, NY 10019

## **Firm Brochure**

Part 2A of Form ADV  
Wrap Fee Program Brochure

This wrap fee program brochure provides qualifications and business practices of Gilder Gagnon Howe & Co. LLC ("GGHC" or "Firm"). If you have questions about the contents of this brochure, please contact us at 1.212.765.2500, email [compliance@gghc.com](mailto:compliance@gghc.com) or website [www.gghc.com](http://www.gghc.com). The information in this brochure has not been approved or verified by the United States Securities Exchange Commission ("SEC") or by any state securities authority.

Additional information about Gilder Gagnon Howe & Co. LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Any reference to Gilder Gagnon Howe & Co. LLC as a "Registered Investment Advisor" or as being "registered" does not imply a certain level of skill or training.

**March 18, 2016**



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### **I Material Changes**

There are no material changes to report.

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## **Services, Fees, and Compensation**

GGHC was founded in 1968.

GGHC is registered as both a broker-dealer and as an investment advisor. GGHC operates with the goal of giving the small investor who possesses long-term patience and fortitude, an opportunity to create wealth. All of our clients have the same objective — growth of capital. It is important that each client understands and is willing to tolerate the risks that this strategy entails. GGHC's approach to building wealth is not for everyone. Investing in securities involves substantial risk. Clients can and will experience decline in their assets in the process. A client needs to understand that this approach to investing is not for the short-term investor, involves the risk of losing money and will result in sharp fluctuations in the value of his or her account from month to month or year to year.

GGHC provides investment advisory services, also known as asset management services, for its clients.

GGHC provides continuous investment advisory services to clients with a specific focus on aggressive equity investing for a portion of the client's assets. GGHC's brokers exercise complete discretion over the investment of their clients' accounts, subject to each client's right to impose reasonable restrictions. GGHC employees who manage client accounts with discretion are referred to hereafter as "discretionary brokers."

While GGHC maintains a singular focus on achieving profits through aggressive equity investing, each discretionary broker decides how to best reach that goal for his or her clients. Each of GGHC's discretionary brokers work independently in determining his or her investments and deciding which securities and other instruments to purchase and sell for their managed accounts.

GGHC's investment objective is to seek capital growth and to capture equity gains through active trading in growth stocks over the long term. GGHC's growth strategy seeks to maximize the return on client assets by investing in securities with high potential returns. GGHC does not follow the typical "buy and hold" strategy to achieve long-term growth. GGHC client accounts will generally see frequent trading activity as GGHC searches for growth opportunities which are worth holding on to.

The specific manner in which fees are charged by GGHC is established in a client's written agreement with GGHC. Retirement accounts are charged a fee based on assets under management (see Fee Schedule — Retirement Accounts). For Non-Retirement accounts GGHC charges a commission on each transaction, rather than charging a management fee.

GGHC standard commission and fee rates are not negotiable.

**Investment Advisory Agreement**

Each client signs an Investment Advisory Agreement and a limited power of attorney (Trading Authorization) granting GGHC discretion to purchase and sell securities and other instruments and obligations for the client's account. Each client must establish a brokerage account at J.P. Morgan Clearing Corp. and deposit cash or securities in the account for GGHC to manage. J.P. Morgan Clearing Corp. will maintain custody of the assets in the client's account while they are managed by GGHC. Clients should read their brokerage agreements carefully for complete information about the terms and conditions of their J.P. Morgan Clearing Corp. accounts.

**Fee Schedule — Wrap Fee Accounts (Retirement Accounts)**

Retirement accounts will be charged a fee based on a percentage of assets under management as set forth in the following table:

Asset Value From	To	Fee Percentage
\$0	\$1,000,000	3%
\$1,000,001	Above	2.5%

These fees are calculated on a pro-rated monthly basis, based on the equity reported on the account's month-end statement, and will be charged to a client's account the following month.

As an example, if an account's month-end equity is \$1,250,000, the fee for the month is 3% of \$1,000,000 divided by 12, plus 2.5% of \$250,000 divided by 12. In the month an account is opened or closed, the fee for that month is not charged.

**Commission Schedule — Non-Retirement Accounts**

Non-Retirement accounts are charged transactional commissions. All commissions charged are subject to a limit of 2% of the principal amount involved in the trade (except for de minimis deviations due to rounding).

**Other Commissions — Non-Retirement Accounts**

Options — GGHC's standard commissions on option trades are based on the premium price (the price paid to the issuer of the option for granting the rights, which is separate from and in addition to the exercise price). If the option premium is less than or equal to \$5.00, the commission is 2% of the premium. If the option premium is greater than \$5.00, the commission is \$10 per option.

Bonds — the commission is \$1.00 per \$1,000 face value, with a \$400 maximum.

A future — the commission on futures trades is \$43.00 per contract.

**Discounts****Insider Accounts**

Discount applies to employees and related accounts of family members (spouses, parents, siblings, children, in-laws, dependents, and any account over which an employee has beneficial or financial interest). The standard insider discount is 50% unless the Turn-Around Discount is greater. Members and their spouses do not pay commissions on accounts they manage for themselves.

**GGHC Employees' Profit Sharing Plan**

GGHC's Employees' Profit Sharing accounts are not insider accounts (see above). GGHC Employees' Profit Sharing Accounts are client accounts and as such receive the client average price on trades which could adversely affect the client average price (see Aggregation of Orders). GGHC Employees' Profit Sharing accounts do not pay commissions or management fees.

**No Commissions**

GGHC does not charge commissions on purchases of securities in syndicate offerings or when "bought-in" on short positions. GGHC does not accept selling concessions from underwriters in connection with client purchases. GGHC does not charge commissions when exercising options.

GGHC provides discretionary advice to separately managed accounts. Certain of these accounts use a wrap fee structure which is described in this brochure. We manage the accounts that participate in the wrap fee program in a similar fashion to how other managed accounts are managed. The wrap fee program may cost a client more or less than if the client was charged for all transactional commissions instead of paying the wrap fee. Factors that affect whether the wrap fee program costs clients more or less include the account type (Retirement or Non-Retirement); frequency of trading activity and whether type account is margin or cash. We permit each client to choose his or her investment objective, Growth (Cash) or Aggressive Growth (Margin). In certain circumstances, we will adhere to account restrictions imposed by the client. Retirement type accounts

are restricted to Growth (cash) as their investment objective. Retirement type accounts cannot trade on margin; however, Non-Retirement accounts may trade on a cash or margin basis. Clients should understand that at times and in certain market conditions, the aggressive growth (margin) investment strategy may require frequent trades which will result in higher commission costs.

Expenses that are charged to or borne by the clients include administrative costs, which include a \$50.00 termination fee, charged directly to the account by J.P. Morgan Clearing Corp, whenever an IRA or Keogh account is closed.

GGHC receives compensation as a result of the client's participation in the wrap fee program. The amount of compensation received by us might be more than what we would have received if the client did not participate in the wrap fee program and instead paid commissions. GGHC might receive more compensation from a wrap fee program if we do not frequently trade in the account or could receive less if trading is more frequent. Clients with Retirement type accounts do not have the option to select to participate in a wrap fee program. GGHC only offers wrap fee programs to Retirement type accounts.

### **Account Requirements and Types of Clients**

GGHC primarily provides investment advice to clients who are individuals. We also provide investment advice to other account types such as corporations, trusts, pension accounts, partnerships, LLC's and foundations. There is no minimum investment amount to open or maintain an account and no minimum account size to participate in the wrap fee program. However, some of GGHC's discretionary brokers at their preference do impose a minimum dollar value for starting or maintaining an account with that discretionary broker.

### **Portfolio Manager Selection and Evaluation**

GGHC is the sponsor and only portfolio manager for the wrap fee program and we do not select other portfolio managers. Within GGHC there are a number of discretionary portfolio managers to whom clients are referred from existing clients or other business relationships. Fee structure for accounts is selected by account type, Retirement or Non-Retirement, not by portfolio manager or account size. Retirement type accounts are the only accounts offered the wrap fee program. All other account types are commission based accounts.

1. GGHC performance calculations are based on GIPS standards.
2. GGHC's Compliance Department reviews performance information and monitors its compliance with presentation standards.

GGHC discretionary brokers act as the portfolio managers for the client accounts that are referred to them. This creates a conflict of interest because they have an incentive to select themselves as the portfolio managers over other portfolio managers in order to receive the advisory fees and other compensation. Clients choose their manager. When a client is referred to GGHC, they may be sent information on one or more managers. The client, not the manager, selects the person they chose to manage their account.

### **Methods of Analysis**

GGHC's investment process begins with the identification of a potential investment opportunity. Once GGHC has identified a potential strategic investment opportunity, it combines fundamental security analysis, corporate governance analysis, merger arbitrage analysis and technical analysis as a part of the due diligence process.

GGHC uses fundamental analysis and technical analysis when evaluating securities. Fundamental analysis is a method of security valuation which involves examining a company's financials and operations, especially sales, earnings, growth potential, assets, debt, management, products, and competition. Fundamental analysis takes into consideration only those variables that are directly related to the company itself, rather than the overall state of the market. Technical analysis is the study of relationships among security market variables, such as price levels, trading volume, and price movements, so as to gain insights into the supply and demand for securities. Rather than concentrating on earnings, the economic outlook, and other business-related factors that influence a security's value, technical analysis attempts to determine the market forces at work on a certain security or on the securities market as a whole.

GGHC uses a proprietary quantitative screening and analysis system that provides an economic versus accounting-based analysis of a number of performance, risk, and valuation based metrics.

GGHC has two critical objectives in managing portfolios. The first objective is to mitigate market risk and the second objective is to mitigate investment risk.

GGHC seeks to mitigate market risk by employing hedging strategies that include the use of exchange listed options and short sales. To reduce investment risk, GGHC seeks to diversify portfolios across types of investments and risk, use position limits and limit leverage. To further mitigate investment risk, each position is actively monitored on a daily basis.



**Investment Strategies**

GGHC focuses on stocks, with a minor emphasis on options, bonds, and commodities. We believe that while market action is impossible to predict, companies which have successfully competed with others are likely to continue to do so. Therefore, we invest in individual stocks, not markets. GGHC prefers to purchase stocks of smaller and medium-sized companies operating worldwide.

GGHC uses the following strategies to implement its investment advice to clients: long-term purchases (securities held at least a year); short-term purchases (securities held less than one year); trading (securities sold within 30 days); short sales (borrowed securities are sold); margin transactions (securities are borrowed against and the borrowed funds are used to purchase more securities – margin and short selling are not strategies in Retirement type accounts); and option transactions.

In addition to the investment strategies noted above, GGHC's discretionary brokers may take certain actions with respect to a client's portfolio in an effort to manage the client's tax liabilities associated with the client's account. For example, a discretionary broker may cause a client to sell certain securities toward the end of the year in order to take a tax loss, and then may repurchase those securities later, in a manner that would not be treated as a wash sale under the Internal Revenue Code. In order to permit as many clients to participate in tax-saving trades as possible, GGHC may affect cross trades among client accounts in a manner consistent with applicable law and its investment advisory agreements with clients. Tax strategies and cross trades are not effected in Retirement type accounts.

**Risk of Loss**

All investment programs have certain risks including the risk of loss that clients should be prepared to bear. GGHC believes that all stocks possess risk and looks to purchase for its clients only those offering the greatest possible reward. GGHC's growth investment approach can result in dramatic losses over one or more market cycles. Further, clients 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 is caused by external factors independent of



a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

**Inflation Risk:**

When any type of inflation is present, a dollar next year will not buy as much as a dollar today, 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.

**Business Risk:**

These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

**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's operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and in bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

**Margin Risk:**

Borrowing to purchase stocks increases a client's leverage allowing the client to purchase more stock than the client could purchase for cash. However, borrowing increases levels of market risk which may cause a greater drop in an investment and margin loans must be repaid regardless of the underlying value of the securities purchased. Margin accounts also have minimum maintenance requirements. If

the equity in a margin account falls below the minimum amount, the broker-dealer will issue a maintenance call requiring an additional deposit in cash or acceptable collateral. There is no extension of time on a margin call. Failure to meet a margin call may force a client to sell some or all securities in an account which may be sold without the client's approval.

**Risks Associated with Growth Investing**

GGHC's Growth Investment Strategy carries risks that are unique to this strategy. In down markets, smaller or medium-sized companies' share prices come under great pressure. The lack of marketability, lower than average dividends, and unfamiliarity to the investing public of these stocks may outweigh the growth potential. The outlook of a smaller company can deteriorate suddenly. Turnaround companies, rather than growing favorably, sometimes fall deeper into trouble, cyclical companies may fail to bounce, new issues flounder, and new products disappoint. This may cause discretionary brokers to sell unsuccessful positions at substantial losses.

**Voting Client Securities:**

GGHC does not vote proxies relating to securities held in client accounts, nor does GGHC offer advice on proxy voting. Clients will receive all proxy statements and related proxy voting materials from the issuers whose securities are held in their accounts. In the case of the Wrap Fee Retirement type accounts, proxy statements and related materials will be forwarded to a plan fiduciary named in the plan's investment advisory agreement for voting.

**Client Information Provided to Portfolio Managers**

Not applicable since GGHC is the only portfolio advisor.

**Client Contact with Portfolio Managers**

There are no restrictions on the clients' ability to contact or consult with the portfolio managers or GGHC.

**Additional Information****Disciplinary Information**

Not applicable

**Other Financial Industry Activities and Affiliations**

In addition to being registered as an investment advisor, GGHC is registered as a broker-dealer. GGHC acts as broker when effecting transactions for its clients, as reflected in the clients' written contracts with GGHC. GGHC acts only as agent in connection with client transactions, and not as principal. GGHC does not act as a market maker in any security and does not issue research reports.

As compensation for its services, GGHC receives either commissions or investment advisory fees, if the client is a type of Retirement plan. For all clients, GGHC pays any charges owed to broker-dealers through which client trades are effected except for trades executed in foreign markets. Certain non-U.S. brokers do not specifically break out commission charges when reporting executions. Orders sent to some such brokers will result in additional costs being borne by the customer. Regardless, when GGHC directs an order to a non-U.S. broker that may result in an increase in the customer's cost, it is based on a reasonable belief by GGHC that the broker can provide the most advantageous execution overall, and that, considering all relevant factors, the cost to the customer is reasonable and consistent with GGHC's ongoing best execution efforts. Receiving commissions creates a conflict of interest as GGHC has an incentive to trade frequently and to engage in short sales. GGHC follows written procedures that it believes are reasonably designed to ensure that client accounts are not traded excessively, and that all trades effected for client accounts are suitable for those clients. Subject to GGHC's policy against excessive trading, GGHC believes compensation via trading commissions provides the best incentive to brokers to remain focused on identifying better investments. Any commissions or other fees paid by clients are charged to client accounts directly by J.P. Morgan Clearing Corp. and paid to the broker or brokers involved in executing the trade, including J.P. Morgan Clearing Corp. itself. For a complete description of J.P. Morgan's Clearing Corp. services and compensation, clients can read the J.P. Morgan Clearing Corp. customer agreement that is completed in connection with opening an account with GGHC.

Other than as stated above, GGHC has no relationships or arrangements material to its advisory business with any related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading advisor or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

GGHC's management persons do not have affiliations with other broker-dealers, investment companies, other investment advisors, financial planning firms, commodity pool operators, commodity trading advisors or futures commission merchants, banking or thrift institutions, accounting firms, law firms, insurance companies or agencies, pension consultants, real estate brokers or dealers, or entities that create or package limited partnerships.

GGHC is a registered Portfolio Manager in the jurisdictions of British Columbia, Quebec and Ontario, Canada.

### **Code of Ethics**

The employees of GGHC have committed to a Code of Ethics that is available for review by clients and prospective clients upon request.

GGHC's Code of Ethics provides for a high ethical standard of conduct for all of GGHC's employees. The Code of Ethics requires compliance with applicable securities laws. It generally requires officers and employees to report their personal securities transactions periodically, and their holdings upon commencement of employment with GGHC and on a continuing basis thereafter, with certain exceptions as provided under SEC regulations. GGHC employees are considered "restricted persons" under FINRA rules and are not permitted to purchase equity securities in any initial public offering. Partners and employees are permitted to purchase securities in a private placement with the preapproval from compliance. There may be times when the same securities will be purchased for clients on or after the IPO. This may result in the partner or employee receiving a better price than the clients. Partners or employees must get preapproval from Compliance before selling any of the shares received in the private placement. Shares purchased by partners or employees after the IPO will trade para passu with the clients.

GGHC's Code of Ethics defines fiduciary responsibilities and bans making untrue or fraudulent statements or material omissions, the misuse of material non-public information and other unethical practices. The Code of Ethics also details GGHC's policies on gifts and entertainment, training, education, and recordkeeping.

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

GGHC, as a firm, does not invest for its own account. However, GGHC officers and employees may do so, subject to compliance with GGHC's Code of Ethics. The Code of Ethics requires that officers and employees put the interests of

clients first. As explained in more detail below, GGHC's policies regarding personal investment activity distinguishes between the accounts of discretionary brokers, traders and senior officers, on the one hand, and the accounts of all other employees on the other. The Code of Ethics imposes the same conditions on the personal investment accounts of GGHC employees, and other investment accounts that they are deemed to control, such as certain accounts of family members. Employees are permitted to invest in securities on their own under certain, very specific circumstances. The following rules apply to non-discretionary employee accounts:

- the discretionary broker who maintains the account will be held responsible for ensuring compliance with these rules along with the account holder.
- the account must hold a security for at least 30 days, with certain exceptions approved by the Chief Compliance Officer.
- orders to buy or sell must be given to the discretionary broker or their assistant for execution. GGHC's Compliance Department keeps a record of these orders.
- the account cannot take a position in a security held by GGHC client accounts if there is an active order in the security. An employee may buy a held by GGHC client accounts after checking with the other discretionary broker and GGHC's Trading Department to make sure no one is trading in the security. The one day rule also applies (see below).
- if an employee buys a security and then any discretionary broker buys the same security for their clients the employee must first check with the manager who holds the position for his/her clients to make sure they are not contemplating selling before the employee can enter order to sell.

GGHC discretionary brokers, traders, and certain officers may exercise discretion over the investments for their own accounts ("Self-Managed Accounts"), or they may have another GGHC discretionary broker manage all or a portion of their accounts ("Peer-Managed Accounts"). GGHC trading procedures generally prohibit a discretionary broker from purchasing or selling a security for a client account within one day of purchasing or selling the same security for any employee account, including his or her own account. A discretionary broker generally will treat and trade the Peer-Managed Accounts that they manage identically to the accounts of clients that he or she manages, subject to differences due to client-specific investment restrictions, cash flow into and out of the account, the availability of certain securities, GGHC's trade allocation procedures and other factors. Self-Managed Accounts may or may not be invested in the same securities as those client accounts managed by the same discretionary broker. The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the employees of GGHC 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. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between GGHC and its clients.

GGHC does not hold securities in inventory and does not effect securities transactions on a principal basis with firm's clients even on a "riskless" basis. If such principal transactions were to be effected, GGHC would give the client advance notice and obtain client consent insofar as it is required under Section 206(3) of the Investment Advisers Act of 1940.

Subject to the provisions of Rule 206(3)-2 of the Investment Advisers Act of 1940, GGHC may arrange "agency cross" transactions between GGHC client accounts, whether of the same or different discretionary broker, in accordance with the client's investment advisor agreement. Such "agency cross" transactions will only occur if the discretionary broker believes it to be in the best interest of the clients. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor acts as broker for both the advisory client and for another person on the other side of the transaction. For agency cross transactions, GGHC's standard commissions are applied. Retirement plan accounts will not participate in cross transactions.

### **Aggregation of Orders**

#### **Single Broker Trades**

Generally, each GGHC discretionary broker will purchase or sell the same securities for several clients at approximately the same time. Whenever possible, orders to purchase or sell the same security for multiple accounts of the same discretionary broker are aggregated for execution. GGHC determines which accounts should participate in a bunched order and how to allocate the order among the participating accounts systematically, considering all relevant factors, including account size, risk profiles of the accounts, existing positions in the security held by some accounts, the availability of cash in the account for investment, and client-imposed limitations, among other factors. Each GGHC discretionary broker uses proprietary models called "target tables," which determine position sizes based upon the equity of the account, and may cause account performance to vary. Once the participating accounts are identified and their intended allocations are determined, the bunched trade is entered into GGHC's trading system for execution.

If a bunched order is filled completely, GGHC will allocate the securities purchased or sold in accordance with the original order. GGHC prioritizes allocation of client orders based on objective criteria (such as cash available, account size, whether certain accounts have already established a position in the

security, and risk ratio and leverage ratios — which are GGHC derived formulas). Otherwise, GGHC will rotate among client accounts in computer generated random order. If an order is only partially filled, the securities are allocated in a manner deemed fair to all clients participating in the bunched trade. The discretionary broker will decide whether to (a) fill all client accounts completely in the order of the allocation until all shares are allocated before giving any to employee accounts, or (b) give each participating client account a *pro rata* share. Employee accounts will be always be excluded if choice (b) is selected.

### **Multiple Broker Trades**

GGHC's method of placing trades differs when two or more discretionary brokers wish to purchase or sell the same security at about the same time. GGHC generally does not aggregate orders for different discretionary brokers. However, when two or more discretionary brokers wish to trade in the same security at the same time, GGHC uses the following procedure.

There are times when GGHC will execute the orders for the discretionary broker who originated the purchase or sell idea first. Orders for other discretionary brokers wishing to trade in the same security at the same time will be executed afterward. At other times, all discretionary brokers' orders will be executed together. Once each discretionary broker determines which accounts will participate in the trade and the intended allocation among the accounts, as described above, each discretionary broker's trades are sent to the trading room as separate orders. However, GGHC's traders work them at the same time as a single order. If the aggregate trade requires more than one execution to complete, GGHC's trading system allocates a *pro rata* portion of each execution between the participating discretionary brokers based on the relative size of their orders. The system then allocates the trades among each discretionary broker's clients' accounts in the same manner as for single broker bunched orders, as described above. The accounts of brokers whose orders are worked side by side may receive different average prices for their orders.

Some of GGHC's discretionary brokers manage a much larger amount of assets than others. This could affect client average price. In cases where both a large and small trade would otherwise be entered in the same security at the same time, GGHC may permit the smaller order to trade first, rather than working the orders as described above. This practice may have some beneficial impact on the performance of accounts participating in the smaller order if the larger order affects the market price for the security. The accounts of brokers whose orders are worked side by side may receive different average prices for their orders.



**Sweep Program**

GGHC offers clients a Sweep Program option that is subject to recent amendments to the Financial Responsibility Rules adopted by the SEC. The Sweep Program enables cash in clients' accounts to be invested in money market funds with the clients' authorization. Certain money market funds in the Sweep Program may be sponsored by an affiliate of J.P. Morgan Clearing Corp. The money market funds may charge management fees, distribution fees and shareholder servicing fees, among other miscellaneous expenses. These fees may go to an affiliate of J.P. Morgan Clearing Corp.

**Review of Accounts****Periodic Reviews**

GGHC discretionary brokers and client service brokers review all of their client accounts on a regular basis. Further, Firm's supervisors review all orders and new account forms. Among other things, the reviews focus on evidence of excessive activity, suitability, restricted securities, conflicts between client and employee trades and other compliance matters. GGHC employs proprietary technology to monitor positions, risk ratios, leverage ratios and cash available in each account. J.P. Morgan Clearing Corp. monitors clients' margin levels and reports them to GGHC on a daily basis.

**Regular Reports**

GGHC clients can receive information about their accounts online, and by mail and telephone. Through our password protected website, clients can see account activity that is updated daily when the markets are open. GGHC discretionary brokers send their clients a quarterly letter summarizing their activities, and clients may call their brokers for information during business hours. Clients receive confirmations of every transaction, and account statements at least quarterly from J.P. Morgan Clearing Corp. They also provide clients with annual 1099 reports. Clients also will receive proxy statements and annual reports from the issuers of securities held in, and prospectuses for any newly issued securities purchased for their accounts.

**Other Compensation**

J.P. Morgan Clearing Corp. pays GGHC a portion of the interest it earns on the cash proceeds from short sale transactions held as collateral, and GGHC pays any fees charged by the lender of the security for the privilege of borrowing it. J.P. Morgan Clearing Corp. also pays GGHC a portion of the interest it earns on

cash collateral posted by other, non-GGHC customers with respect to securities  
J.P. Morgan Clearing Corp. borrowed from GGHC client accounts.

**Financial Information**

Registered Investment Advisors are required in this document to provide you with certain financial information or disclosures about GGHC's financial condition. GGHC 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.

**Requirements for State-Registered Advisors**

Not applicable