

# **Lloyd Crescendo Advisors LLC**

## **Brochure on Form ADV Part 2A**

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This brochure provides information about the qualifications and business practices of Lloyd Crescendo Advisors LLC. If you have questions about the contents of this Brochure, please contact us at + 1 305 639 8205 or [info@lloydcrecendo.com](mailto:info@lloydcrecendo.com). The information in this brochure has not been approved or verified by the Securities and Exchange Commission or by any securities authority.

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

## **Item 2: Material Changes**

This is our initial Brochure on Form ADV Part 1, filed in connection our registration with the Securities and Exchange Commission as an investment adviser under the Investment Advisers Act of 1940.

In the future, this Item will discuss material changes that we make to our Brochure. We will file with the amended Brochure with the SEC and provide it to our Clients, without charge.

We will send you a copy of our Brochure if you call us at 1 305 639 8205 or e-mail us at [info@lloydcrescendo.com](mailto:info@lloydcrescendo.com).

You can find more information about us via the SEC's web site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 4: Advisory Business

### Introduction

Lloyd Crescendo Advisors LLC (“LCA” or “we”) is a Delaware limited liability company founded on June 21, 2016. We are based in Miami, FL and have a branch office in New York, NY. Each of Lloyd Crescendo Member LLC (“LCML”) and FinPar Investments LLC (“FinPar”) are a “Member” and own 50% of LCA. Philip Carey, one of our two Managers and CCO, owns 100% of the voting securities of Lloyd Crescendo Member LLC (“LCML”) that owns LCML. Jacques Diwan, the other Manager, owns, indirectly, FinPar.

LCA is a “manager-managed” limited liability company. Each Member has the right and authority to designate a Manager. Mr Carey is the LCML Manager. Mr Diwan is the FinPar Manager. Each Manager has the right and authority to take such action on behalf of LCA as set forth under the LCA Agreement (“Agreement”), as provided for in LCA’s Approved Budget then in effect or as otherwise agreed by the Members.

LCA provides investment management services to individuals, HNWI, corporations, trusts, foundations, endowments, religious institutions and other non- or for-profit institutions. LCA will not manage ERISA pension plan assets or IRAs/401(k) plans. Through its branch, LCA manages the assets of private funds.<sup>1</sup>

We intend to secure within 120 calendar days of our SEC registration not less than \$100m regulatory assets under management (“RAUM”). LCA’s initial clients will be a mixture of clients with separately managed accounts and funds currently managed by Crescendo Advisors International Limited Guernsey (“CAIL”), wholly owned by Chaben Holding Ltd, Guernsey (majority owned by Mr Diwan), and clients with separately managed accounts from Lloyd Capital LLC, Geneva (“LloydCap”), a Geneva-based SEC registered investment adviser (wholly owned by Mr Carey). In both cases, clients will migrate to LCA on their voluntary election. In addition, the New York branch will be engaged as Sub-Investment Advisor of the Private Market Opportunities Fund Consumer Finance Sub-Fund (“CF Sub-Fund”) and Consumer Finance II Sub-fund (“CF II Sub-Fund”).

### Our Offering

LCA is dedicated to serving the long-term financial, and, where appropriate, environmental and social goals of our clients, including U.S. residents and non-U.S. residents. Our services are: discretionary investment management for separately managed accounts and private funds, and non-discretionary investment management for clients.

Discretionary or non-discretionary clients in a separately managed account choose one or more of the following strategies offered by LCA:

1. Traditional;
2. Multi Asset Class Strategy;
3. International;
4. Sustainable and Responsible Investing incorporating Environmental Social and Governance criteria;
5. Discretionary closed end private funds.

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<sup>1</sup> A “private fund” is a pooled investment vehicle that is not an investment company under the exemption in Section 3(c)(7) of the Investment Company Act of 1940.

LCA will not have custody (as defined in Advisers Act Rule 206(4)-2) and will not engage in any activity that would require it to register with the SEC as a broker.

A client will use a custodian bank to hold its assets (an existing institution or one for which LCA has information). A client will grant a limited power of attorney to LCA, solely with investment power over the account. LCA will not have authority to withdraw funds or assets in a client's account. This power includes the right to manage client portfolios and effect on a discretionary basis transactions in securities, currencies or precious metals, mutual funds, hedge funds, time deposits and bank deposits, as well as the right to carry out any steps of administrative procedures necessary to the performance of these transactions. LCA may initiate forward foreign exchange transactions, provided they serve to hedge an existing investment and if such activity does not subject LCA to having to register with the National Futures Association under the Commodity Exchange Act as a Commodity Trading Adviser.

Under a non-discretionary mandate, we will interact with the client and, at the client's request, discuss and provide views, advice and recommendations concerning securities, currencies, financial market trends and related investment options, strategies and opportunities. We will provide the client with advice and recommendations that are appropriate for it and its investment objectives ("Objectives"). The client is responsible for making the investment decision and executing the trade – we do not take client orders to buy or sell securities.

There is no account minimum. However, LCA recommends a minimum investment amount of \$1m to provide for proper diversification. Fees are negotiable, depending on the circumstances.

Client servicing includes the following steps.

- Investment and Risk Profile: Client's short-term and long-term needs, familiarity with capital market history and expectations.
- Agree Objective: Propose appropriate investment strategy to be constructed and managed.
- Examine current and projected financial, economic and social conditions: short-term and intermediate-term expected conditions to use in constructing a specific portfolio.
- Implement the plan by constructing the portfolio and provide non-discretionary investment management advice or, in the exercise of discretion, trade the portfolio: Meet client needs at minimum risk levels.
- Feedback: Monitor and update investor needs, environmental conditions, evaluate portfolio performance.

Our goal is to invest in publicly traded global equities and bonds, funds or ETFs, while they trend 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 is to help avoid large losses on individual investment positions. Although we do not intend to generate a large number of transactions, this strategy may generate a significant number of transactions in volatile market. We are not a passive 'buy and hold' advocate, as we believe a portfolio should be actively managed to help minimize risk. Asset allocation is employed to help limit the volatility of client portfolios.

### **Tailored Relationships**

We tailor advisory services to the individual needs of our clients. Client Objectives are documented in the Investment Management Agreement ("IMA") as amended from time to time. Clients are allowed to

impose restrictions on the investments in their account. We accept any reasonable limitation or restriction by the client to the extent that these restrictions do not impair our ability to effectively manage an account.

### **Wrap Fee Programs**

We do not sponsor or manage a Wrap Fee Program, or manage client assets via Wrap Fee programs.

### **Participating Affiliates**

CAIL will become a “participating affiliate” of LCA. CAIL would sign a participating affiliate agreement with LCA. CAIL will appoint “associated persons” to perform for LCA the activities contemplated by the five SEC Staff no-action letters that establish participating affiliate relationships – providing research, advice and/or recommendations to LCA for it to use for its clients. The associated persons would not have any affiliation with LCA – officer, manager or employee. CAIL will provide LCA with the following:

- macroeconomic research for the European and Asian markets;
- asset allocation and strategy advice for the European and Asian markets; and
- advice and recommendations for European and Asian investments.

LloydCap will continue to be a Geneva-based RIA. It will continue to manage assets and will be a participating affiliate of LCA.

LCA will supervise LloydCap and CAIL in this regard.

### **Item 5: Fees and Compensation**

For discretionary and non-discretionary investment management in a separately managed account, LCA will charge a fee based upon assets under management and will not charge a performance fee.

The client’s custodian values assets – cash and securities. Those valuations are used for fee calculations.

LCA does not calculate fees. Where possible, the custodian holding client assets calculates those fees. Otherwise, Berkowitz Pollack Brant Advisors and Accountants, with no affiliation to LCA, will calculate fees for other clients.

The fee schedule for separately managed accounts, discretionary and non-discretionary, is as follows:

Assets in \$\$	Management Fee (a percentage of assets in the portfolio)
Up to 3 million	1.5%
3 to 5 million	1.25%
5 to 10 million	1%
More than 10 million	Negotiable

For private funds, LCA charges a management fee charged on AUM (typically 1-2%) plus an incentive fee charged on profits generated (15-20%) to a fixed per cent charged on a one-off transaction (i.e. we charge the borrower a specific interest rate and deduct a per cent of it for management).

Fees are payable in advance. Fees are calculated in US Dollars and charged on the first business day of each calendar quarter based upon the fair market value of the assets under management in the client's account on the last business day of the previous quarter, as valued by the custodian. The client authorizes the custodian, acting as the agent of the client, to withdraw from the client's account any fees that are due to LCA so as not to result in LCA having custody under the Advisers Act.

Either party may terminate the client IMA at any time and with immediate effect. LCA does not charge a termination fee. Clients remain responsible for investment advisory fees up to and including, but not after, the effective date of termination. Termination of an IMA does not affect any transaction initiated but not yet settled at the time of termination. Fees are returned pro rata for any unused portion over a quarter, with no deduction, set off or lien, but outstanding trades will be settled.

When providing sub-advisory services for the Sub-Fund, LCA will receive fee based upon assets under management and a performance-based fee.

Fees are negotiable depending on the circumstances.

Our discretionary investment clients are responsible for other fees and charges incurred as we manage their assets. These include brokerage commissions/transaction fees, custodian fees, stamp duty, taxes, exchanges and other trading- or custodial-related fees. Clients are responsible for third-party fees.

We will invest discretionary client assets in unaffiliated mutual funds and exchange-traded funds. When this happens, clients will be responsible for the fees that are disclosed in each fund's prospectus or private placement memorandum. Such fees are exclusive of and in addition to our management fee.

We do not accept compensation for the sale of securities or other investments. We do not receive transaction-based compensation, including fund subscription fees. We do not take client orders to buy or sell Securities.

Only where appropriate, suitable and within Objectives, we may exercise discretion and place client assets in CAIL funds. No affiliate or related person will beneficially own more than five per cent of any such fund or otherwise be able to gain, directly or indirectly, from any such investment. To address the conflicts of interest that arise from this and to satisfy Advisers Act requirements, we will obtain your consent on an investment by investment basis and not "double charge" a fee (a fee from the CAIL fund and a fee directly to us for asset appreciation): you will only pay a fee to the CAIL fund.

#### **Item 6: Performance-Based Fees and Side-by-Side Management**

Separately managed accounts do not pay a performance fee. Only for private funds managed in our New York branch office do we charge a performance-based fee. To address the conflicts of interest inherent in side-by-side management, we manage separately managed accounts in Miami and private funds in New York and neither type of account would invest in the same securities.

#### **Item 7: Types of Clients**

LCA provides investment management to individuals, HNWIs, corporations, trusts, foundations, endowments, religious institutions and other non-profit or for-profit institutions. LCA does not manage ERISA pension plan assets or IRAs/401(k) plans. In its branch, LCA will manage private fund assets.

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

### Investment process, strategies and returns

Portfolio allocations and performance will differ between U.S. person clients and non-U.S. clients due to relevant tax and regulatory issues (e.g. non-U.S. funds being PFICs, etc.). Clients must seek their own tax and legal advice. LCA does not provide tax or legal advice.

LCA analysis includes fundamental, charting, cyclical and technical methodologies. The main sources of external information include third party research, corporate rating services, annual reports, prospectuses, financial newspapers and magazines and company press releases.

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.

Macro changes may imply changes in currency and asset allocations. Market fluctuations may create buying or selling opportunities.

All investment decisions/recommendations are based on a client's profile and investment strategy to ensure that appropriate investments are made for the client within its needs. As the cornerstone of the portfolio management process, every client completes an Investment and Risk Profile ("Profile") that documents investment objectives and restrictions or sets any benchmarks (indices or otherwise) against which portfolio assets will be managed/advised. In the process of managing assets and to achieve the Objectives, LCA will examine current and projected financial, economic and social conditions. We will propose an investment strategy and construct and manage the portfolio. This will be based one or more of the following "Strategies".

- **Traditional:**
  - **Conservative:** For clients who seek to maintain capital in real terms. Investment returns are mainly generated in the form of interest/dividend income. This includes a below-average risk tolerance with minimum possible capital fluctuations. The Assets shall be invested in cash, bonds, money market instruments, fiduciary placements or collective investment funds whose assets are invested in aforesaid kind of financial instruments.
  - **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 gains. This strategy may have foreign currency exposure. This is average risk tolerance with capital fluctuations. The Assets shall be invested for about one half in cash, bonds, money market instruments, fiduciary placements and for about another half in equities and other equity securities. The investments shall likewise be carried out via collective investment funds whose assets are invested in aforesaid kind of financial instruments.
  - **Growth:** For clients who seek to generate long-term growth. Investment returns are mainly generated in the form of capital gains. This strategy may have foreign currency exposure. This is above-average risk tolerance with higher capital fluctuations. A major part of the Assets shall be



invested in equities and other equity securities or in collective investment funds whose assets are invested in equities and other equity securities.

- **Multi Asset Class Strategy:** For clients, whose aims are to preserve and grow capital over the long-term with low volatility. It seeks diversification across a wide range of asset classes, including non-traditional investments such as hedge funds, private equity, private lending and real estate. Having a portfolio exposure to these alternative asset classes provides an attractive annual return over the long-term and generates a stable recurring income. Through our network and due diligence process, LCA strives to create high quality multi-asset class portfolios represented by a careful selection of fund managers with cost-efficient investments such as ETFs or securities. This strategy is offered with the following two sub-strategies:
  - **Moderate Growth:** The client is expecting their portfolio to achieve capital appreciation on a 1 to 3-year investment cycle, with strong focus on capital preservation, knowing capital losses may occur on shorter periods of time. The Assets shall be mainly invested in cash equivalent and fixed income asset classes, diversified to a lesser extent in equities, alternatives investments and real assets, as well as derivatives for hedging purposes.
  - **Long-Term Growth:** The client is expecting capital appreciation on a three to eight-year investment cycle, knowing capital losses may occur on shorter periods of time. Assets are mainly invested in equities, alternatives investments and real assets, and to a lesser extent in cash equivalent and fixed income asset classes, as well as derivatives for hedging purposes.
- **International:** For clients looking for international diversification in terms of currency and geographic exposure. This mandate invests in equities and bonds outside the U.S. markets and would complement a client's domestic U.S. investment portfolio. Investment returns are mainly generated in the form of interest/dividend income as well as capital gains. The Assets shall be invested for about one half in cash, bonds, money market instruments, fiduciary placements and for about another half in equities and other equity securities. The Assets shall be invested in equities and bonds outside of the U.S. markets or through ADRs where necessary. The investments shall likewise be carried out via private funds whose assets are invested in aforesaid kind of financial instruments.
- **Sustainable, Responsible and Impact Investing ("SRI"):** incorporating Environmental, Social and Governance ("ESG") criteria. For clients wishing to invest for social as well as financial gains in situations where it is deemed possible, prudent and not too costly. While SRI investing is generally not expected to significantly detract from portfolio performance, the client recognizes this possibility. To this end, we engage in the following:
  - positive screening: proactively investing in companies with good ESG practices;
  - exclusionary screening: avoiding or divesting from companies with poor ESG practices;
  - thematic investing: targeting specific themes such as climate change, water or human rights;
  - shareholder advocacy, including actively voting proxies; and/or
  - investing a portion of cash holdings in programs for community development.
- **Discretionary private funds:** these funds will provide financing solutions by lending, secured by collateral, throughout the capital structure of the borrower. They will provide qualified investors

with attractive credit-oriented investment strategies emphasizing low volatility and preservation of capital. Targeted industries for loans will be those that are underserved by traditional sources of capital including consumer finance, litigation, trade finance, factoring, and life insurance, while continuously seeking new asset types with appropriate risk/reward profiles. Loans will be transactions that self-liquidate and do not depend on a balloon payment or refinancing at maturity.

LCA monitors account activity on a quarterly basis to ensure that investment management and trading is consistent with the Objectives.

### **Investment Committee**

The LCA Investment Committee (“IC”) has overall responsibility for the management and allocation of investments and Objectives. The IC meets monthly or as necessary given changes in market and economic conditions. The IC establishes medium to long-term strategic views as well as short-term tactical decisions leveraging our network and in-house multidisciplinary knowledge. The IC reviews and approves new investments to broaden client investment opportunities. IC members include Mr Carey and Karim Aryeh, our CIO - others may be co-opted on a non-voting basis to provide research and investment advice, subject to compliance with relevant legal and regulatory requirements.

### **Discretionary mandates**

LCA will manage client assets on a fully discretionary basis.

### **Non-discretionary mandates**

Under a non-discretionary mandate, we will interact with the client and, at the client’s request, discuss views, advice and recommendations concerning securities, currencies, financial market trends and related investment options, strategies and opportunities. LCA may provide the client with advice and recommendations that may be appropriate for the client and its Objectives. The client is responsible for making the investment decision and executing the trade with its broker – we will not take client orders to buy or sell securities.

### **Asset Management Investment Committee**

The Asset Management Investment Committee (“AMIC”) provides support in allocating capital across the private credit spectrum and will assist with specific investments and co-investment opportunities. Our general private debt strategy is focused on building a diversified portfolio using a relationship-based deal sourcing model coupled with detailed credit analysis, due diligence and bespoke legal structures. Post investment, the team actively monitors each investment leveraging the full resources of LCA.

### **Risk of Loss**

***Investing in securities involves the risk of loss that clients should be prepared to bear.***

All investment programs have certain risks. Our investment approach constantly keeps the risk of loss in mind. The list below details some of the risks investors may face when investing. The factors noted below are not the only risks faced by investors, rather the risk factors determined by us 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 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

There is nothing to report.

#### Item 10: Other Financial Industry Activities and Affiliations

Lloyd Cap will continue to be a Geneva-based SEC registered investment adviser. It will continue to manage assets and will be a participating affiliate of LCA. Any Clients that migrate to us from Lloyd Cap will be managed solely by us and not by Lloyd Cap.

CAIL is a participating affiliate of LCA. CAIL has signed a participating affiliate agreement with us. CAIL has designated "associated persons" to perform the activities contemplated by the five SEC Staff no-action letters that establish participating affiliate relationships. These associated persons would not have any affiliation with us as an officer, manager or employee.

CAIL will provide only the following for European and Asian Markets:

- macroeconomic research;
- asset allocation;
- strategy advice; and
- investment recommendations.

LCA will supervise CAIL in this regard.

Mr Aryeh, our CIO, will sit as a non-voting member of the CAIL investment committee to discuss North American macroeconomic research. In this regard, he will be subject to controls that govern his involvement with CAIL and also safeguard our confidential client information (as defined in our Code of Ethics – See Item 11 below).

We require all officers, LLC managers and employees, and anyone associated with us in a related person or participating affiliate capacity, to declare all conflicts of interest and outside interests and activities and we take steps to address the conflicts arising from these activities. Certain outside interests or activities may be subject to compliance clearance and may have conditions imposed, or may not be approved.

Other conflicts of interest from Conflicts Log to be disclosed and discussed.

### **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### **Code of Ethics**

We have a Code of Ethics (“Code”) that defines our fiduciary commitment to each client and as a means to prevent the misuse of “confidential client information”. This Code applies to all persons associated with us – “supervised persons” (defined in Code, as are other terms used in this Item). Supervised persons must acknowledge receipt of the Code (when joining us, annually and for Code amendments) and comply with its requirements, including standards of behavior the requirement to report Code violations. Our “access persons” and their “connected persons” (defined in our Code) must comply with the Code’s personal securities transaction requirements (pre-clearance, holdings reporting and transactions reporting). Any individual not in compliance with the Code of Ethics may be subject to discipline up to and including termination.

Access persons may buy or sell securities for their own accounts, but may not buy securities identical to those recommended to or held by Clients without pre-clearance and subject to compliance with controls (including monitoring and testing). The Code, described above, is designed to ensure that personal securities transactions, activities and interests of access persons will not interfere with (i) making decisions or giving advice in the best interests of clients and (ii) implementing such decisions or giving such advice while, at the same time, allowing personal investing. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not interfere with the best interest of our clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code 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. Pre-clearance is designed to prevent “front-running” and “trading with” Clients. Employee trading is monitored under the Code to address conflicts of interest. In order to monitor compliance by our personnel with the Code and applicable law, each employee is required to provide LCA with copies of the confirmation of each transaction.

We do not recommend to clients, or buy or sell for client accounts, securities in which our supervised persons, access persons or connected persons have a material financial interest.

## **Compliance**

We do not engage in principal transactions or trade with a client. Principal transactions are defined as transactions where an adviser, acting as principal for its own account or the account of an affiliate, 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 fund or position and another Client account. As noted above, we do reserve the right to exercise discretion and invest discretionary assets in a CAIL fund, subject to conditions (transaction by transaction consent and no double fees).

We may, in certain circumstances, effect an agency cross trade between discretionary clients provided that both legs of the trade are sent to an executing broker at the same time, a fee is not taken and the price satisfies our best execution requirement.

We will send you a copy of our Code if you contact us at +1 305 639 8205 or [info@lloydcrescendo.com](mailto:info@lloydcrescendo.com).

### **Item 12: Brokerage**

#### **Trading Practices**

As a fiduciary, we act in the best interests of our Clients.

For clients with non-discretionary mandates, we do not accept instructions to buy or sell securities. We only provide research, investment advice and recommendations.

We do not make referrals for brokerage or accept referrals from brokers. We do not engage in directed brokerage.

We place orders to trade with the trading desk of a custodian holding client assets or, if not required to do this, with executing brokers.

#### **Best Execution**

Best execution is seeking the best transaction available and the execution of this in such a manner that the total cost or proceeds in each transaction is the most favorable under the circumstances.

Where we are required to place orders with the trading desk of a custodian, we require that trading desk to provide us with best execution and the analysis and data that they have used to establish whether they have received best execution.

In seeking best execution and selecting brokers with which LCA will execute trades and placing orders, and seeking best execution, we consider these factors:

- price;
- transaction net costs;
- clearance and settlement practices;
- ease of execution;
- executing broker-custodian relationships and extended credit lines;

- firm commitment to regulatory compliance;
- industry reputation;
- general financial strength and stability;
- breadth of products and services;
- research capabilities; and
- other factors relevant to a specific type of trade.

Research and brokerage service received may be used to service some, or in certain circumstances, all clients, subject to compliance with applicable law.

A trading errors/breaches log is maintained. We may effect an agency cross for two discretionary clients provided that a fee is not taken and the price satisfies the best execution requirement.

### **Research and Soft Commissions**

Research and brokerage service received may be used to service some, or in certain circumstances, all clients. In addition to generating research, we use third party research. We intend to rely upon the safe harbor in Section 28(e) of the Securities Exchange Act of 1934 with respect to soft commissions.

### **Aggregation and Allocation**

With regard to discretionary mandates, we have the authority and discretion to determine the securities and the amounts of the securities to be bought or sold for Clients' accounts. We have a policy and procedures for the allocation and aggregation of orders, including IPOs. We allocate on a pre-trade basis that is fair and consistently applied, save for limiting factors such as available cash and investment overweighting. We do not change allocations after execution, save for an error made in the pre-allocation (this would be treated as a trade error). Post-trade changes to pre-trade allocations require the prior written approval of the IC.

### **Trade Errors**

A trade error is an unintended action or omission in the course of trading. Once a trade error is recognized, the person responsible for the error, or spotting it, must immediately notify the CEO. If it is possible to cancel the trade prior to settlement, the person responsible for placing the trade should attempt to do this, in a manner to minimize risk or financial loss. If it is not possible to cancel the trade, the transaction is reversed as soon as possible. If it is not possible or not prudent in the best interests of the client to reverse the trade immediately, the CEO will determine whether the reversal of the trade should be delayed and what other course of action to take. We will correct the trade error promptly and efficiently protecting the interests of the client. Any gain will accrue solely to a client. We bear losses. We do not net gains and losses. We do not compensate clients for lost market opportunities arising from a trade error.

### **Item 13: Review of Accounts**

We review accounts each quarter and monitor activity on a continuous basis to help ensure, *inter alia*, that advice given or acted upon, and trading is consistent with client Objectives.

Additional reviews may also be triggered by market events, political changes, changes in the economy, or changes in interest rate. Reviews could also occur at the time of new deposits, material changes in client's financial information, changes in economic cycles, market, political or economic conditions, changes in tax laws or new investment information, at our discretion, or as often as the client directs.

We encourage 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 their Objectives and changing needs.

Clients receive statements from their custodians, quarterly or monthly, which include account activity, beginning and ending balances and current values. In addition, we receive 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**

Other than as disclosed herein, we do not receive economic benefits or compensation from any firm or individual for providing investment advice. We are compensated exclusively by our clients.

We have in place an agreement with CAIL, a related person, to identify and refer U.S. resident prospects. This agreement, in compliance with Advisers Act Rule 206(4)-3, provides that we will pay CAIL a referral fee. Any such fee shall be paid solely from the investment management fees we earn and shall not result in any additional charge to the client. This is a conflict of interest as the fee is paid to an affiliate, and to address this the agreement complies with Rule 206(4)-3 and the fee is based upon an arms' length agreement and reflects current market standards.

Otherwise, we do not pay a fee for solicitations or referrals.

#### **Item 15: Custody**

We do not have custody of Client assets.

Clients receive at least quarterly statements from the custodian that holds and maintains their assets indicating all amounts disbursed from the account including the amount of fees paid directly is. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that we or the custodian provide.

#### **Item 16: Investment Discretion**

We do not accept client instructions to buy or sell securities.

When we manage assets on a discretionary basis, we accept a limited power of attorney to act on a discretionary basis. This allows us to execute trades on behalf of clients. We have the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client Objectives. Additionally, we may accept any reasonable limitation or restriction

to such authority on the account placed by the client, but not instructions to buy or sell securities. All limitations and restrictions placed on accounts must be in writing.

With regard to non-discretionary account management, we provide investment advice, formulate strategies, evaluate performance of positions taken or held and gain access to analysis, commensurate with the investment objectives and restrictions set forth in the IMA. This will involve materials being provided to the Client, as well as telephone call briefings.

#### **Item 17: Voting Client Securities**

For discretionary mandates, we exercise voting authority over client securities according to our proxy voting policies and procedures.

We may vote all proxies on behalf of each client over which we have proxy voting authority, as agreed in the IMA. All proxy votes are based on our determination of such client's best interests, both in terms of their financial interest and where appropriate, in line with their values, in the discharge of our fiduciary duties.

We abstain from voting proxies when we believe that it is appropriate to do so. If a material conflict of interest over proxy voting arises between us and a client, we will vote all proxies in accordance with our policy described above. If we determine that this policy does not adequately address the conflict of interest, we will notify the client of the conflict and request that the client consent to the intended response to the proxy solicitation. If the client consents to the intended response or fails to respond to the notice within a reasonable time specified in the notice, we would vote the proxy as described in the notice. If the Client objects, we would vote the proxy as the Client directs. In these circumstances, a client's consent to a proposal 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.

For non-discretionary mandates, we may discuss corporate actions with its clients prior to the event, but only the client takes the decision and votes or exercises the proxy.

Shareholders may engage in dialogue with companies to adopt more progressive, environmental, social and governance practices. Clients investing with an SRI strategy may be interested in supporting shareholder resolutions that relate to environment and environmental health; labor policy/union relations; civil rights/political freedoms and workplace diversity. Those clients may wish to be informed on such shareholder engagement opportunities as they arise. Once informed, we and the client would discuss if it should support such resolutions moving forward.

We will provide our proxy voting policies and procedures and information on how we voted on request.

#### **Item 18: Financial Information**

We have nothing to disclose.