

FORM ADV PART 2A: Firm Brochure

Allrise Asset Management, LLC

936 Southwood Blvd., Suite 201

Incline Village, NV 89451

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This brochure (“Brochure”) provides information about the qualifications and business practices of Allrise Asset Management, LLC. If you have any questions about the contents of this Brochure, please contact us at (888) 674-6951 or by email at info@allrisefinancialgroup.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Allrise Asset Management, LLC is also available on the SEC’s website at: www.adviserinfo.sec.gov. Registration as an investment adviser does not imply a certain level of skill or training.

Item 2 - Material Changes

This is the initial filing of the Form ADV Part 2A for Allrise Asset Management, LLC and as such, there are no material changes to report. In the future, this Item will discuss specific material changes that were made to the Brochure and will provide a summary of such changes.

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Item 4 - Advisory Business

Overview of the Firm

Allrise Asset Management, LLC (the “Adviser”), a Delaware limited partnership, is an investment adviser with its principal place of business in Incline Village, Nevada. The Adviser was formed on February 2, 2017, and is wholly owned by Allrise Financial Group, Inc., a Delaware corporation. Vladimir Evseev is the sole shareholder of Allrise Financial Group.

Types of Advisory Services

The Adviser intends to provide investment advisory services to private comingled funds (“Allrise Funds”) and separately managed accounts (“SMAs”, and together with the Allrise Funds, the “Clients”).

The Adviser currently intends to provide investment advice including, but not limited to:

- Short-term debt obligations secured by real estate.
- Real estate and real estate-related assets and securities.
- Debt obligations secured by non-real estate assets, including, without limitation, motor vehicles, aircraft, heavy equipment and other physical assets.
- Investing in affiliated and non-affiliated private funds.
- Invoice factoring.
- Purchasing and operating companies engaged in various businesses.
- Other investment opportunities that the Adviser deems attractive and appropriate for each Client.

The Adviser will manage the investments of the Allrise Funds in accordance with each fund’s governing and offering documents (“Fund Documents”). These documents will reflect any investment restrictions imposed on the Adviser. For SMAs, the Adviser will discuss the investment strategy with each Client, and come to a mutual agreement with the client on any investment restrictions that the Client wishes to impose.

Wrap Fee Programs

The Adviser does not offer wrap fee programs.

Client Assets Under Management

The Adviser is newly formed, and as of the date of this Brochure, it does not have assets under management. However, the Adviser expects its assets under management to exceed \$100 million within 120 days of the Adviser’s registration.

Item 5 - Fees and Compensation

The Adviser intends to charge fees for each Allrise Fund in the manner described in each fund's Fund Documents. The fee structure may vary for each Allrise Fund, but will typically consist of an asset based fee equal to a percentage of the fund's net asset value ("Management Fee") and/or a performance-based fee ("Performance Incentive"). For SMAs, the Adviser intends to charge both a Management Fee and a Performance incentive.

Asset-Based Fees

For each Allrise Fund, the Management Fee generally varies between 1% and 2% of the net asset value of fund's net asset value. For SMAs, the Management fee will be negotiated separately with each client, and could vary between 0.5% and 2%.

Performance-Based Fees

The Adviser intends to charge a Performance Incentive for each Allrise Fund, which may vary from 15% to 25% of the fund's realized and unrealized investment gains. Please see **Item 6 - Performance Fees and Side-by-Side Management** for more details on the Performance Incentive.

The Management Fee and Performance Incentive for each Allrise Fund are generally non-negotiable, but the Adviser, in its discretion, may waive all or part of such fees for certain fund investors. These waivers will generally be granted to affiliated persons of the Adviser, as well as to investors that invest a substantial sum in the fund, and may be memorialized in side letters between the Allrise Fund and the investor involved. For SMAs, the Management Fee and Performance Incentive will be negotiated separately with each SMA Client.

The Management Fee for each Allrise Fund will generally range between 1% and 2% of the Fund's net asset value and may be payable monthly or quarterly, in advance, on the first day of each calendar month or quarter, respectively. The Performance Incentive will be deducted annually or quarterly, in arrears, on the last day of each calendar year or quarter, respectively. Fees will be deducted directly from each Allrise Fund when earned, and may be withdrawn by the Adviser or allocated to the fund account of the Adviser or one of its affiliates. For more information please consult the Fund Documents for each Allrise Fund.

Other Fees and Expenses

Each Allrise Fund (each, a "Fund") will pay all fees, costs, expenses, liabilities and obligations relating to the Fund's activities, investments and business, including, without limitation, (i) management fees; (ii) administration, legal, auditing, consulting, banking, custody, regulatory, compliance, reporting (including securities filings related to the Fund) and accounting expenses; (iii) tax expenses and expenses related to the Fund's financial statements, tax returns, Schedule K-1s, tax estimates and filings (including, without limitation, expenses related to the foregoing incurred to allow the Fund, the general partner of the Fund (the "General Partner") or their affiliates to comply with non-U.S. and U.S. federal, local and state laws and regulations during the term of the Fund, including responses to regulatory inspections, examinations and enforcement actions and civil actions; (iv) expenses associated with the identification,

investigation, acquisition, holding, winding up, liquidation, dissolution and disposition of the Fund's assets; (v) expenses related to preliminary deal sourcing and general market research (including in connection with pursuing investment opportunities and relationships that the General Partner believes may be beneficial to the Fund and marketing to, and maintaining business relationships with, private equity and similar sponsors and similar activities), investment banking, consulting, software (including accounting and similar software), travel, research (including consultations with industry experts), and other professional services to the Fund; (vi) expenses incurred in connection with valuing the Fund's assets, including, without limitation, third party valuation services; (vii) expenses attributable to any proposed investment that is ultimately not made by the Fund, including any "break up" fees or other costs to which the Adviser may have committed on behalf of the Fund; (viii) all costs of leverage incurred by the Fund and other similar fees and expenses, all interest on borrowed funds (if any), and other expenses relating to the financing or refinancing of any indebtedness of, guarantees or other obligations of the Fund; (ix) expenses incurred in connection with the obtaining and maintaining of insurance policies by or on behalf of the Fund, the General Partner, or the Adviser; (x) extraordinary expenses of the Fund (such as fees or expenses incurred in litigation or in respect of indemnification obligations); (xi) any taxes, fees and other governmental charges levied against the Fund; (xii) any private placement fees and expenses paid to third parties in connection with the organization and offer and sale of interests in the Fund; and (xiv) organizational expenses of the Fund.

Item 6 - Performance Fees and Side-by-Side Management

Performance Fees*Allrise Funds*

Pursuant to the governing documents for each Allrise Fund, the general partner of such fund may be entitled to receive a performance based fee (the “Performance Incentive”), which is generally equal to a percentage of the fund’s realized and unrealized investment gains. The performance incentive is described in the Fund Documents of each Allrise Fund, and will typically vary from 15% to 25%.

SMA's

Pursuant to the investment management agreement for each SMA, the Adviser may be entitled to receive a Performance Incentive as a percentage of the SMA’s investment gains. The amount of the Performance Incentive will generally be negotiated with each SMA Client on a case by case basis.

Conflicts Associated with Performance Fees

The Performance Incentive may induce the Adviser or its affiliates to favor, or to take increased investment risk with respect to, the Clients from which the Adviser or its affiliates receive higher Performance Incentives relative to other Clients. To mitigate this potential conflict of interest, the Adviser and its affiliates are subject to an investment allocation policy, which is designed to ensure that each Client is allocated investment opportunities on a fair and equitable basis.

Item 7 - Types of Clients

The Adviser intends to provide investment advice to Allrise Funds and SMAs.

Each Allrise Fund's Fund Documents set forth the eligibility criteria and minimum investment requirements for investment in such Allrise Fund, which may be waived or modified at the discretion of the Allrise Fund's general partner or manager, as applicable, pursuant to such Allrise Fund's governing documents.

Generally, the beneficial owners of the SMAs as well as the investors in the Allrise Funds will be both "accredited investors" within the meaning of Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the "Securities Act"), and "qualified clients" as such term is defined in Rule 205-3(d) under the Investment Advisers Act of 1940 (the "Advisers Act"). Certain Allrise Funds may be limited to investors who meet the definition of "qualified purchaser" pursuant to section 2(a)(51) of the Investment Company Act of 1940.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

There is no guarantee that the Adviser will accomplish its investment objectives or that the Adviser's investment strategy and risk management will be successful. Investing in securities involves significant risk of loss that Clients and potential Clients should be prepared to bear.

Investment Strategy

The Adviser will employ various investment strategies for the Clients, as listed in Item 4. For each Allrise Fund, detailed information about the fund's investment strategies, methods of analysis and material risks can be found in the fund's Fund Documents. For SMAs, the Adviser will discuss investment strategies with each SMA Client, and customize an investment program based on the SMA Client's investment objectives.

For each investment strategy, the Adviser will analyze the relevant investment opportunity, and, based on the Adviser's experience and analysis, will determine whether such opportunity is appropriate for the investment objectives and risk tolerance for each of the Adviser's clients. The Adviser will then determine which, if any, of the Adviser's Clients will participate in such investment opportunity.

Risk of Loss

The following risks should be carefully evaluated before making an investment with the Adviser and / or the Allrise Funds. The list of risks below does not purport to be an exhaustive list of the risks relating to investments by the Adviser. Please refer to each Allrise Fund's Fund Documents for a more complete description of risks of investment related to such fund.

General Business Risks. Investments involve business and financial risks that can result in substantial losses. There can be no assurance that the Adviser will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on the Clients' investments. The Clients' investments may be volatile, and a variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the value of the Clients' investments. The investment performance over a particular period may not necessarily be indicative of the results that may be expected in future periods or over the long term.

Newly Formed Adviser and Allrise Funds. The Adviser and the Allrise Funds are new and have no performance history. However, the Adviser believes that its investment professionals have significant experience that is directly relevant to the Adviser's and the Allrise Funds' investment strategies.

Market Conditions. There can be no assurance that the market will be liquid. For example, from mid-2007 through 2009, liquidity in the market for leveraged bank loans constricted significantly, resulting in a decline in the market price for many of these assets. There can be no assurance that another such liquidity crisis will not occur. Illiquidity in the market may adversely affect the Adviser's ability to dispose of assets.

In addition, price movements of instruments in which some of the Clients' assets will be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Governments from time to time may also intervene, directly and by regulation, in certain markets. Such intervention is often intended to influence prices directly and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Leveraged Investments. The Adviser may use leverage for the Clients' investments. The use of leverage will increase the volatility of the investments. Leverage generally magnifies both opportunities for gain and risk of loss from a particular investment. The effect of leverage may therefore result in a greater decrease in the value of the Clients' investments than if leverage were not used.

Lack of Sufficient Investment Opportunities. The Adviser may not be able to identify and obtain a sufficient number of investment opportunities to invest the full amount of capital that may be invested by Clients. Among other factors, the returns on investments available in the marketplace are a function of the supply of investment opportunities and the amount of capital investing in such opportunities.

Borrower Fraud. For loan investment strategies, there is the possibility of material misrepresentation or omission on the part of borrowers or guarantors. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Adviser to perfect or effectuate a lien on the collateral securing the loan. The Adviser will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness.

Credit and Interest Rate Risks of Debt Securities. Debt portfolios are subject to credit and interest rate risk. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, subordination, lack or inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument and securities which are rated by rating agencies are often reviewed and may be subject to downgrade. "Interest rate risk" refers to the risk associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate securities) and directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Illiquidity of Investments. Most of the Clients' investments will be illiquid and there can be no assurance that the Adviser will be able to realize any return on such investments in a timely manner, if at all. Generally, there will be no readily available

market for a substantial number of the Clients' investments, rendering many of such investments difficult to value. There can be no absolute assurance of the final liquidation date of any of the Clients' investments, nor a particular date upon which any investment will be returned.

Legal, Tax and Regulatory Risks. Legal, tax and regulatory changes could occur that may adversely affect the Client investments. In recent years, market disruptions and the dramatic increase in the capital allocated to alternative investment strategies have led to increased governmental as well as self-regulatory scrutiny of the alternative investment industry in general. It is impossible to predict what, if any, changes may continue to be instituted with respect to the regulations applicable to the Allrise Funds, the Adviser, their affiliates, the markets in which they trade and invest or the counterparties with which they do business, or what effect such increased regulation might have.

Compliance. The Fund must comply with various legal requirements, including requirements imposed by the securities laws, tax laws and pension laws in various jurisdictions. Should any of those laws change over the scheduled term of the Fund, the legal requirements to which the Fund, the General Partner and the Investment Manager may be subject could differ materially from such requirements as at the date of this Memorandum. In addition, there can be no assurance that the Fund, the General Partner, the Investment Manager or their affiliates will be able, for financial reasons or otherwise, to comply with future laws and regulations, and any regulations which restrict the ability of the Fund to implement its investment strategy could have a material adverse impact on the Fund's portfolio. To the extent that the Fund or the Fund's investments are or may become subject to regulation by various governmental agencies, the costs of compliance will be borne by the Fund.

Real Estate Investment - General Risks. Real estate investments will be subject to the risks generally incident to ownership of real property, including, but not limited to uncertainty of cash flow to meet fixed and other obligations; adverse changes in local employment conditions, interest rates and real estate tax rates; changes in fiscal policies; and uninsured losses, including but not limited to environmental events and other risks that are beyond the control of the Adviser. All of these factors play a critical role in a borrowers' ability to repay mortgages, and of the Adviser to profitably dispose underlying properties, should that become necessary, all of which can adversely impact the financial return of an investment.

The Adviser's real estate loan strategy's success will depend in part upon its ability to identify and "acquire" investment opportunities and the ability of the borrowers to successfully rehabilitate, develop, or otherwise reposition underlying properties while adhering to budgetary restraints. The strategy's success will also depend on trends affecting the value of real estate. Underlying properties may be significantly affected by such factors as local and economic trends, availability of financing, potential environmental issues and competition from other available properties within the targeted market areas. Furthermore, there can be no assurance of profitable returns because property values can fluctuate rapidly, and the cost of holding real estate assets may exceed the income produced, particularly since certain expenses related to real estate and its development and ownership, such as property taxes, utility costs, maintenance costs and insurance, tend to increase over time and are largely beyond the control of the owner.

Risks Associated with Bankruptcy Cases. There are a number of significant risks inherent in the bankruptcy process. Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions which may be contrary to the interests of the Clients' investments.

The Adviser and the Allrise Funds have no operating history. Although the Adviser's management team has significant experience in real estate, credit analysis, and forming and buying companies, the Adviser and the Allrise Funds have no prior operating history upon which an investor can base its investment decision.

No Assurance of Investment Returns. The Adviser cannot give investors assurance that investments in certain assets will generate returns or that returns will be commensurate with the risks of investing in these types of assets.

Item 9 - Disciplinary Information

There is no material legal or disciplinary information to report.

Item 10 - Other Financial Industry Activities and Affiliations*Adviser's Relationships with Other Pooled Investment Vehicles*

The Adviser may invest Client assets in other pooled investment vehicles ("Other Funds"), including Other Funds that are managed by entities affiliated with the Adviser and / or Vladimir Evseev, the Adviser's principal owner. Vladimir Evseev will receive fees from such Other Funds, and this will create a conflict of interest with respect to the Clients, by producing an incentive for the Adviser to invest Client assets in Other Funds even if such investment is not in the best interest of the Clients. To the extent Clients of the Adviser are placed in investment funds or other investment projects or opportunities in which Mr. Evseev has a pecuniary interest, such Clients will receive disclosure of such affiliation or conflict of interest and will be asked to specifically approve such investment. See the Adviser's Code of Ethics.

Adviser's Relationships with Other Investment Advisers

Vladimir Evseev owns a majority controlling interest in Orbis Asset Management LLC, an exempt reporting adviser in California, through its parent, Orbis Holdings LLC (collectively, "Orbis"). The Adviser may invest in Other Funds managed by Orbis, which will result in Mr. Evseev's receiving fees from the Other Funds, in addition to any fees the Adviser receives from the Clients.

Adviser's Relationships with Real Estate Brokers

The Adviser's investment advice to Clients includes the purchase of loans secured by real estate. Such loans will generally originate from entities affiliated with the Adviser and Vladimir Evseev. These entities include Royal Development, Inc., George Washington Lending, Inc., and Allrise Direct Lending LLC. Vladimir Evseev will receive, indirectly through these entities, fees associated with such loan originations.

The Adviser will address the conflicts described in this Item 10 by maintaining and following policies and procedures to carefully considering investments in Other Funds that are managed by Orbis or another affiliate of the Adviser or Vladimir Evseev, and by only making such investments if, in the reasonable opinion of the Adviser, the investments are in the best interest of the Clients.

Item 11 - Code of Ethics, Participation/Interest in Client Transactions, Personal Trading***Code of Ethics***

The Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 of the Advisers Act. The Code:

- Sets the standard of business conduct that the Adviser requires of its Supervised Persons, in accordance with the Adviser’s and its Supervised Persons’ fiduciary duty. “Supervised Person” means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.
- Requires the Supervised Persons to comply with applicable federal securities laws;
- Contains provisions regulating personal securities transactions by the Supervised Persons;
- Contains provisions requiring the Supervised Persons to report any violations of the Code promptly to the Chief Compliance Officer (“CCO”); and
- Contains provisions requiring the Adviser to provide each Supervised Person with a copy of the Code and any amendments to the Code, and requiring the Supervised Persons to provide the Adviser a written acknowledgment of their receipt of the Code and any amendments.

The Adviser will provide a copy of the Code to any Client or prospective client upon request.

The Code governs personal trading activities by the Supervised Persons and their immediate family members living in the same household. The Code requires the Supervised Persons to report all personal trades on at least a quarterly basis and provide initial and annual holdings reports to the CCO. The Supervised Persons are permitted to invest in most “reportable securities,” as defined in the Code, subject to the Adviser’s restricted securities list. In addition, any initial public offering, primary issuance, or limited offering is subject to pre-clearance by the CCO.

The Adviser also maintains policies and procedures around outside business activities. Specifically, the Supervised Persons must obtain written approval from the CCO before engaging in outside business activities, which include being (whether or not on behalf of the Adviser) an officer, director, limited or general partner, member of a limited liability company, or an employee or consultant of any entity or organization not.

The Adviser maintains policies and procedures that address and place limits on the giving and receiving of gifts and entertainment and the making of political contributions.

The Adviser also maintains insider trading policies and procedures that are designed to prevent the misuse of material, non-public information. The insider trading policies apply to every Supervised Person and employee of the Adviser and extend to activities outside the scope of their duties at the Adviser. The Adviser forbids any Supervised Person or employee from engaging in any activities that would be considered insider trading.

The Adviser may purchase on behalf of Clients loans originating from entities affiliated with the Adviser and owned, in whole or in part, by Vladimir Evseev. These entities charge fees related to loan origination and servicing, giving rise to a conflict of interest between the Adviser and Mr. Evseev on one hand, and the Clients on the other. The Adviser will maintain and follow policies and procedures to ensure that the prices paid for loans purchased from entities affiliated with the adviser will be the same as loans that would be purchased as a result of arm's length negotiations, and to ensure that each transaction is in the best interest of the relevant Client.

The Adviser's Supervised Persons and employees are required to certify to their compliance with the Code annually.

Item 12 - Brokerage Practices

The Adviser does not intend to provide advice on registered securities, and therefore does not intend to engage broker-dealers. In the event that the Adviser does provide advice on registered securities, it will adopt policies and procedures with respect to the selection and evaluation of broker-dealers the Adviser chooses for trading assets in Client accounts.

The Adviser may pay placement fees or other forms of commissions or incentive payments to unrelated third parties in connection with real estate investments, the purchase of operating businesses, or privately placed or unregistered securities. The Adviser will seek to insure that any such third party that is retained and compensated by the Adviser for such services is appropriately qualified and/or licensed to perform such services.

Item 13 - Review of Accounts

The investment portfolios of the Allrise Funds and the SMAs will generally consist of long-term investments; accordingly, the Adviser's review of Client accounts will not be directed toward a short-term decision to dispose of investments. The Adviser's investment team will monitor, review and analyze existing investment positions on at least a quarterly basis to attempt to identify issues early on and to take action when necessary.

Generally, the Adviser will provide written quarterly unaudited account statements and annual audited financial statements to the Allrise Fund investors, as well as written quarterly account reports to its SMA clients.

Item 14 - Client Referrals and Other Compensation

The Adviser and its affiliates do not intend to compensate third parties for client referrals.

Item 15 - Custody*Allrise Funds*

The Adviser is expected to have custody of the asset of the Allrise Funds, as custody is defined in Rule 206(4)-2 under the Advisers Act (the “Custody Rule”). In accordance with the Custody Rule:

- The assets of each Allrise Fund will be maintained with a qualified custodian, with the exception of certain privately offered securities, as defined in Rule 206(4)-2(b)(2);
- Each Allrise Fund will be audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board;
- Each Allrise Fund’s audited financial statements will be prepared in accordance with U.S. generally accepted accounting principles (“GAAP”); and
- The Adviser will deliver such annual audited financial statements to the investors of each Allrise Fund within 120 days after the end of such Allrise Fund’s fiscal year.

SMAs

The Adviser is expected to have custody of SMAs. In accordance with the Custody Rule:

- The assets of each SMA will be maintained with a qualified custodian, with the exception of certain privately offered securities, as defined in Rule 206(4)-2(b)(2);
- The assets of each SMA will be verified by a surprise examination by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, as specified in the Custody Rule.

The qualified custodian will send quarterly account statements to Clients (including each investor in an Allrise Fund). Clients should review these statements carefully. Clients (including each investor in an Allrise Fund) will also receive account statements at least quarterly from the Adviser. Clients are urged to compare the account statements they receive from the qualified custodian with those they receive from the Adviser.

Item 16 - Investment Discretion

The Adviser will generally provide discretionary investment advice to its Clients. The investment management agreement executed by the Adviser and each Client (including the Allrise Funds) will provide the Adviser with such discretionary authority.

Any limitations on the Adviser's discretionary authority will be included in each Client's investment management agreements, and, in the case of the Allrise Funds, will also be included in each fund's Fund Documents.

Item 17 - Voting Client Securities

The Adviser does not generally invest in voting securities, but may occasionally do so.

The Adviser has adopted proxy voting policies and procedures to vote proxy proposals, amendments, consents or resolutions (collectively, "proxies") relating to Client investments.

The Adviser will vote proxies relating to investments in a manner that serves the best interests of Clients, as determined by the Adviser. Investors cannot direct the Adviser's vote.

Conflicts may arise between the interests of Clients versus the interests of the Adviser and its affiliates. In such cases, the Adviser will address each such conflict, and endeavor to resolve it in a fair and equitable basis.

Clients may request a copy of the proxy voting policies and procedures and the proxy voting records by contacting the Adviser at the address, email or telephone number listed on the cover page of this Brochure.

Item 18 - Financial Information

The Adviser has no financial commitments that impair its ability to meet contractual and fiduciary commitments to Clients. The Adviser has not been the subject of any bankruptcy proceedings.