

# **DUNHAM LANE CAPITAL PARTNERS LLC**

**115 Broadway, 5<sup>th</sup> Floor  
New York, NY 10006**

**Form ADV Part 2A  
Firm Brochure**

August 17, 2020

This brochure provides you with information about the qualifications and business practices of Dunham Lane Capital Partners LLC. If you have any questions regarding the contents of this brochure, please contact Stephen L. Huntzinger at [Steve@dunhamlanecapital.com](mailto:Steve@dunhamlanecapital.com) or (757) 810-2541 or Anthony L. Olivieri at [Anthony@dunhamlanecapital.com](mailto:Anthony@dunhamlanecapital.com) or (914) 384-0762.

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.

We are registered as an investment adviser with the SEC. However, registration as an investment adviser does not imply a certain level of skill or training. Additional information about Dunham Lane Capital Partners LLC is available on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 283276.

If a copy of this brochure is not provided to a client at least 48 hours prior to signing an investment management agreement with us, such client has five (5) business days in which to cancel the contract without penalty.

<b>Item 2      Material Changes</b>
-------------------------------------

This section of our brochure will reflect the annual update of any material changes that occurred since the previous delivery of our firm's brochure. There have been no materials changes made to this brochure since our most recent filing.

Investment advisors must update the information in their brochure at least annually. We will deliver a brochure or summary each year to existing clients within 90 days of the close of Dunham Lane Capital Partners LLC's fiscal year.

<b>Item 3</b>	<b>Table of Contents</b>
---------------	--------------------------

ITEM 1	COVER PAGE...	1
ITEM 2	MATERIAL CHANGES .....	2
ITEM 3	TABLE OF CONTENTS .....	3
ITEM 4	ADVISORY BUSINESS .....	5
A.	FIRM DESCRIPTION .....	5
B.	TYPES OF ADVISORY SERVICES .....	5
C.	TAILORED RELATIONSHIPS .....	5
D.	WRAP FEE PROGRAMS .....	5
E.	ASSETS UNDER MANAGEMENT .....	6
ITEM 5	FEES AND COMPENSATION.....	6
A.	ADVISORY FEES.....	6
B.	BILLING .....	7
C.	OTHER FEES & EXPENSES.....	7
D.	REFUND POLICY.....	7
E.	OTHER COMPENSATION .....	7
ITEM 6	PERFORMANCE-BASED FEES.....	7
ITEM 7	TYPES OF CLIENTS .....	8
A.	TYPES OF CLIENTS .....	8
B.	CONDITIONS FOR ACCOUNT MANAGEMENT .....	8
ITEM 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	8
A.	METHODS OF ANALYSIS .....	8
B.	INVESTMENT STRATEGIES.....	8
C.	RISK OF LOSS.....	10
D.	RECOMMENDATION OF SPECIFIC TYPES OF SECURITIES.....	13
ITEM 9	DISCIPLINARY INFORMATION .....	14
ITEM 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	14
A.	FINANCIAL INDUSTRY ACTIVITIES .....	14
B.	FINANCIAL INDUSTRY AFFILIATIONS .....	14
C.	OTHER MATERIAL RELATIONSHIPS.....	14
D.	OTHER INVESTMENT ADVISERS .....	14

ITEM 11	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	15
A.	CODE OF ETHICS .....	15
B.	PROPRIETARY TRADING.....	15
C.	SIMULTANEOUS TRADING.....	15
ITEM 12	BROKERAGE PRACTICES .....	15
A.	SELECTION AND RECOMMENDATION .....	15
B.	DIRECTED BROKERAGE .....	16
C.	ORDER AGGREGATION.....	16
ITEM 13	REVIEW OF ACCOUNTS.....	16
A.	PERIODIC REVIEWS .....	16
B.	INTERMITTENT REVIEW FACTORS.....	16
C.	CLIENT REPORTS .....	17
ITEM 14	CLIENT REFERRALS AND OTHER COMPENSATION.....	17
A.	ECONOMIC BENEFITS FROM OTHERS .....	17
B.	COMPENSATION TO UNAFFILIATED THIRD PARTIES.....	17
ITEM 15	CUSTODY .....	17
A.	CUSTODIAN OF ASSETS .....	17
B.	ACCOUNT STATEMENTS.....	17
ITEM 16	INVESTMENT DISCRETION.....	18
ITEM 17	VOTING CLIENT SECURITIES.....	18
ITEM 18	FINANCIAL INFORMATION .....	18
A.	BALANCE SHEET REQUIREMENT.....	18
B.	DISCRETIONARY AUTHORITY .....	18
C.	BANKRUPTCY PETITION.....	18
	<b>PRIVACY POLICY.....</b>	<b>19</b>

<b>Item 4      Advisory Business</b>
--------------------------------------

**A.      Firm Description**

Dunham Lane Capital Partners LLC (“DLCP” or the “Firm”) was organized as a Delaware limited liability company on March 4<sup>th</sup>, 2016.

DLCP’s current business activities consist of providing investment advisory services utilizing its investment strategy, including providing discretionary investment management services to qualifying individuals and entities through separately managed accounts.

The managers of DLCP are Stephen L. Huntzinger and Anthony L. Olivieri. The principal owners of DLCP are Constantia Ventures LLC and Huntzinger Holdings LLC. The principal owner of Constantia Ventures LLC is Anthony L. Olivieri. The principal owner of Huntzinger Holdings LLC is Stephen L. Huntzinger.

**B.      Types of Advisory Services**

DLCP provides discretionary asset management services and utilizes a separately managed account platform to direct investments on behalf of its clients. This platform allows each client to possess an individual account housed with the custodian that DLCP will maintain full trading discretion over. The separately managed account setup allows increased transparency for clients as they can view the details of their account at any time through the custodian. The platform also gives the client and DLCP the ability to liquidate some or all of the client’s assets in a timely and orderly fashion without hindering the investment performance of other clients of DLCP. DLCP also believes that utilizing separately managed accounts is currently the most cost-effective way to operate for both the client and DLCP.

DLCP is responsible for providing ongoing analysis and continuous monitoring of our client’s securities holdings. Our advice with respect to constructing portfolios and managed programs include investments in common stocks, exchange traded funds, exchange traded notes, bonds, currencies, and options.

**C.      Tailored Relationships**

Excluding special circumstances, DLCP does not tailor its advisory services by client. DLCP employs the same capital allocation strategy across all of its accounts that it deems will provide the maximum risk adjusted return for all of its clients. DLCP’s clients understand that their account holdings will closely reflect those of other clients of DLCP. DLCP clients may not impose restrictions in certain securities or types.

**D.      Wrap Fee Programs**

DLCP is not a participant in, or a sponsor of, any wrap fee program.

**E. Assets under Management**

DLCP manages approximately \$53,284,000 in assets as of August 17, 2020.

<b>Item 5 Fees and Compensation</b>
-------------------------------------

**A. Advisory Fees**

DLCP earns its fees and compensation by providing asset management services. DLCP utilizes a separately managed account platform to direct investments on behalf of its clients. Fee structures and account type availability for new accounts is subject to change. The compensation will be in the form of management fees and/or performance-based fees, and are assessed as follows:

**1. Separately Managed Accounts**

DLCP's compensation from separately managed account clients may take the form of: (i) a fee based on a percentage of the client's assets under management (the "Management Fee") and/or (ii) a performance or incentive based fee (the "Performance Fee"). Each client may elect to authorize DLCP's custodian to deduct its fees directly from such client's account, which is typically the process.

**a) Management Fees**

DLCP's Management Fee for separate accounts may range from no such fee to 2.0% (on an annual basis) of the closing amount of net assets under management. The Management Fee is typically prorated and calculated daily by the account custodian based on the prior day's closing value. The accrued amount is then debited from the Client's account at the close of the quarter by the custodian. To avoid confusion, a Client that pays a Management Fee of 2.0% annually will incur a daily charge of approximately 0.00794% of the Net Asset Value of that client's account in a calendar year with 252 market days.

**b) Performance Fees**

DLCP's Performance Fee for separate accounts will be assessed quarterly to Qualified Clients, and generally ranges from 15.0% to 25.0% of the increase in an account's net assets related to gains in the account during such calendar quarter, paid in arrears. Performance Fees shall be subject to a loss carry-forward provision, also known as a "High Water Mark," so that no Performance Fee will be deducted from any investor's account by the custodian until prior losses have been recouped. If a Client terminates the advisory relationship prior to the end of a performance fee calculation period, then the performance fee will be calculated as of the termination date.

DLCP requires each client to complete a Managed Account Agreement in which the client must represent whether he, she, or it is a Qualified Client as such term is defined in Rule 205-3(d)(1) of the Investment Advisers Act of 1940. Specifically, performance fees can only be utilized by individuals who meet the following qualifications: (i) a natural person

who or a company that immediately after entering into the contract has at least \$1,000,000 under the management of the investment adviser; or (ii) a natural person who or a company that the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,100,000 at the time the contract is entered into.

Lower fees for comparable services may be available from other sources. Fees may vary from client to client based on client qualifications and specific circumstances. These fees are negotiable.

**B. Billing**

Fees may be deducted directly from client accounts by the custodian as described in Item 5A.

Clients may also set up regular additional contributions through DLCP's Automatic Investment Plan ("AIP"). The AIP does not subject clients to additional fees, but contributions are generally subject to a minimum of \$250 each month. Additional contributions under the AIP are deducted directly from the client's checking or savings account.

**C. Other Fees & Expenses**

There may be additional costs associated with portfolio management. Clients may incur certain charges imposed by other third parties in connection with investments made through the account, including, but not limited to, annual maintenance, brokerage, clearance, custody and administrative fees.

**D. Refund Policy**

DLCP has no formal refund policy because advisory fees payable are assessed in arrears.

**E. Other Compensation**

DLCP does not receive any compensation other than its advisory fees, as described in Item 5A.

<b>Item 6      Performance-Based Fees</b>
---

DLCP may receive performance-based compensation for each client as described in Item 5A. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client or to favor Client accounts who pay performance-based compensation over those that do not. DLCP seeks to mitigate any potential conflicts of interest which may arise from managing accounts that bear a performance fee by monitoring and diligently enforcing its policies

and procedures to put its Clients' best interests first and complying with Rule 205-3 of the Adviser's Act.

<b>Item 7      Types of Clients</b>
-------------------------------------

**A.      Types of Clients**

DLCP provides discretionary investment management services to numerous types of clients, including individuals, trusts, corporate pension and profit sharing plans, charitable institutions, and endowments.

**B.      Conditions for Account Management**

DLCP generally requires a \$250,000 minimum account size. DLCP may, in its sole discretion, raise or lower the minimum requirement with respect to certain clients.

<b>Item 8      Methods of Analysis, Investment Strategies and Risk of Loss</b>
--

**A.      Methods of Analysis**

We use fundamental analysis to evaluate and locate undervalued stocks, bonds, and other securities. Our objective is to buy undervalued securities at a discount to our estimates of their fair value. We use "bottom up" analysis which means we focus on each company one by one, analyzing the Balance Sheet, Income Statement, and Statement of Cash Flows to determine what we believe to be the fair value. We place a primary emphasis on analyzing company financials, company-specific competitive advantages within their industry and company-specific economics.

We use a variety of tools in our analysis including, but not limited to, Value Line, SEC filings, company reports, press releases, newspapers, industry trade publications, books, stock screens, and investment company reports.

**B.      Investment Strategies**

Our investment strategy's objective is long-term capital appreciation. As mentioned above, we focus on analyzing one company at a time, with a primary emphasis on analyzing the financial statements and the company-specific economics for each business. We approach investing with a long-term time horizon, and although we do not impose minimum investment horizons, we prefer our clients to have a similar long-term (preferably 3-5 years or longer) time horizon.

We have a few tenets that are central to our investment philosophy:

- We view stocks as fractions of real businesses, meaning we approach investing in stocks that same way we would approach investing in an entire business, by analyzing



- each business' historical financial statements, earnings history, economic advantages, company specific risks, and valuation among other things.
- We view stock price fluctuations (volatility) as an opportunity to occasionally buy stocks below their intrinsic value (estimated fair value) and at other times sell stocks at or above their intrinsic value. This means we do not manage our portfolios with the intention of minimizing volatility.
  - We try to invest in stocks when they are available only at a discount to their intrinsic value. We believe that this margin of safety (or difference between price and estimated fair value) is a better way to manage risk than to try to time the overall market, minimize volatility, or use other techniques that are commonly employed by other investment professionals.

Since our investment strategy relies on in-depth analysis of each individual stock or security that we own, we practice a portfolio management style that is concentrated. We typically own between 5 and 20 stocks (although this number can be below 5 or above 20 depending on conditions and current opportunities). We believe that concentrating our investments on the stocks of businesses we know the best reduces our risk over the long-term, as we believe it is less risky to own a small number of stocks that you know in depth as opposed to owning a large number of stocks that you know little about. However, this practice often leads to higher volatility than one would experience in a more widely diversified portfolio or index fund. We may also hold higher than industry average amounts of cash. We believe having a sizeable cash position at times is very important as it will enable us to capitalize during times of extreme distress and/or volatility.

Our investment strategy is generally focused on finding undervalued stocks. Although we maintain flexibility to invest in many different types of situations, our focus tends to revolve around investing in stocks in two broad categories which we refer to as Operating Businesses and Special Situations. In the Operating Business category, we are looking to invest in stocks of good businesses that are compounding their intrinsic value over time. We look for characteristics such as high returns on capital, consistent free cash flow, and a predictable business model. We prefer to buy these businesses at low prices relative to their normal, or average, earnings. In our Special Situations category, we look for businesses that are undergoing some type of corporate event that might lead to an increase in value. Examples of special situation investments include, but are not limited to, spinoffs, corporate restructurings, mergers, liquidations, asset sales, and rights offerings.

Although many investments fall into the above categories, we may invest in stocks that don't satisfy the above criteria when we believe that such an investment is undervalued.

When securities are purchased, they may be paid for in full or part of the purchase price may be borrowed from the broker. The securities purchased are the broker's collateral for the loan. If the securities in the account decline in value, so does the value of the collateral supporting the loan, and, as a result, the firm can take action, such as issue a margin call and/or sell securities in any of the accounts held with the member, in order to maintain the required equity in the account.

The above summary descriptions of our investment strategies and their risks are not designed to be comprehensive. Please contact us with any questions pertaining to our method of analysis, our investment strategy, or the various risks involved.

## **C. Risk of Loss**

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

Notwithstanding the method of analysis or investment strategy employed by DLCP, the assets of each client are subject to risk of devaluation or loss. DLCP wants investors to be aware that there are many different events that can affect the value of your assets or portfolio, including, but not limited to, changes in financial status of companies, market fluctuations, changes in exchange rates, change in interest rates, trading suspensions and delays, economic reports, terrorism and natural disasters.

Here are a few more details on some areas of risk that a client should consider:

### **Market Risks**

Stock prices fluctuate in response to many different factors. These fluctuations often lead to sustained periods of time where stock prices are generally going down. Despite our evaluation that a given stock is both undervalued and of high quality, there is a strong chance that this given stock will decline with the overall market. Our clients need to understand that our investment strategy is designed for long-term capital appreciation but is not immune to the general fluctuations of the overall stock market, meaning that client assets can decline in value for sustained periods of time.

### **Volatility Due to Concentration**

It is important to understand that when we make investments, our mindset is that we are making a long-term investment stake in a business that we usually intend to hold for long periods of time and we are not concerned with the day to day fluctuations of the market price of the stock. Again, we manage our portfolios for long-term capital appreciation, and not to minimize short-term volatility, and you should expect higher than average volatility in your account than you would experience if you invested in an index fund or more widely diversified portfolio.

### **Equity Securities**

The value of the equity securities is subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and riskier than some other forms of investment.

### **Small-Cap and Mid-Cap Stocks**

A portion of the DLCP's assets may be invested in securities of small-cap and mid-cap issuers. While securities of small- and mid-cap issuers may offer the potential for greater

capital appreciation than investments in securities of large-cap issuers, securities of small-cap issuers may also present greater risks. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small- and mid-cap issuers may be higher than in those of large-cap issuers.

### **Exchange Traded Funds**

DLCP may invest client assets in a type of investment company called an exchange-traded fund (“ETF”). ETFs are a recently developed type of investment security, representing an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector. Unlike open-end mutual funds, the shares of ETFs and closed-end investment companies are not purchased and redeemed by investors directly with the fund, but instead are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETF and closed-end fund shares are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. As a relatively new type of security, the trading characteristics of ETFs may not yet be fully developed or understood by potential investors. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETFs performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs.

### **Exchange Traded Notes**

DLCP may invest in a type of security called an exchange-traded note (“ETN”). ETNs are unsecured debt obligations issued by a financial institution designed to reflect the value of an underlying index, trading strategy, or other benchmark. In contrast to ETFs, ETNs do not have an actual investment portfolio and do not buy & hold assets. The ETN represents a promise by the issuer to pay investors an investment return reflecting the performance of a specified index, strategy or benchmark if the note is held to maturity. ETNs are complex products and carry their own significant risks in addition to those listed above for ETFs. In particular, since ETNs are debt obligations, there is significant credit risk that depends on the credit-worthiness of the issuer. If the issuer goes bankrupt, then the value of the ETN can decline substantially or lose all of its value. ETNs also carry issuance risk since the supply of ETNs is entirely controlled by the issuer. As a result, if the supply is out of balance with the demand, then the value of the ETN can deviate significantly from the underlying benchmark. The issuer may also call and redeem ETNs prior to maturity date

creating risk in that the tender price may be significantly different than the market price at the time of the call. ETNs are also subject to holding period risk, especially those that are leveraged or inversely related to a benchmark, where the value of the ETN can deviate significantly from the stated multiple (or inverse) of the benchmark during the same period.

### **Options Risk**

The purchase or sale of an option by DLCP involves the payment or receipt of a premium payment and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying investment for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying investment does not change in price in the manner expected, so that the option expires worthless and the investor loses its premium plus any fees associated with the transaction. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying investment in excess of the premium payment received. There is an unlimited risk of loss when selling options.

### **Note/Debt Securities Risks**

DLCP may invest in fixed-income and adjustable rate securities. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, industry, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities. Income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominating currency relative to the U.S. dollar.

### **Currency Risk**

DLCP may invest a portion of its assets in instruments denominated in currencies other than the U.S. dollar, the price of which is determined with reference to currencies other than the U.S. dollar. Client accounts will, however, be valued in U.S. dollars. To the extent unhedged, the value of the assets will fluctuate with U.S. dollar exchange rates as well as the price changes of investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies will reduce, all other economic factors being constant, the effect of increases and magnify the effect of decreases in the prices of the account's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on non-U.S. dollar securities. To the extent permitted, DLCP also may, but does not expect to regularly do so,

utilize options to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

### **Liquidity Risks**

We occasionally invest in securities which are illiquid or thinly-traded or for which no liquid market exists. Although we define risk as the chance of permanent loss of capital and not the level of liquidity in any given security, there is a risk that we may not be able to sell this type of illiquid security in a timely manner if needed which could result in a loss.

While this information provides a synopsis of the events that may affect your investments, this listing is not exhaustive. We want you to understand that there are inherent risks associated with investing, and, depending on the risk occurrence, you may suffer loss of all or part of your principal investment.

### **Derivative Investment Risk**

Derivatives are financial contracts whose value depends on, or is derived from, an underlying product, such as the value of a securities index. The risks generally associated with derivatives include the risks that: (1) the value of the derivative will change in a manner detrimental to the Client; (2) before purchasing the derivative, DLCP will not have the opportunity to observe its performance under all market conditions; (3) another party to the derivative may fail to comply with the terms of the derivative contract; (4) the derivative may be difficult to purchase or sell; and (5) the derivative may involve indebtedness or economic leverage, such that adverse changes in the value of the underlying asset could result in a loss substantially greater than the amount invested in the derivative itself or in heightened price sensitivity to market fluctuations.

Derivatives markets can be highly volatile. The profitability of investments by the DLCP in the derivatives markets depends on the ability of DLCP to analyze correctly these markets, which are influenced by, among other things, changing supply and demand relationships, governmental, commercial and trade programs and policies designed to influence world political and economic events, and changes in interest rates. In addition, Client assets may be pledged as collateral in derivatives transactions. Thus, if the Client defaults on such an obligation, the counterparty to such transaction may be entitled some or all of the assets of the Client as a result of the default.

### **Key Man Risk**

DLCP currently has two principals who monitor the portfolio. Should either principal cease to be actively involved in the operation of DLCP, it could result in an adverse effect on the performance of the portfolio.

## **D. Recommendation of Specific Types of Securities**

DLCP does not focus its advice on, or make recommendations relative to, any specific security. Our advisory services encompass an array of securities and investment vehicles.

<b>Item 9</b>	<b>Disciplinary Information</b>
---------------	---------------------------------

DLCP and its employees have not been involved in any legal or disciplinary events related to past or present investment clients.

<b>Item 10</b>	<b>Other Financial Industry Activities and Affiliations</b>
----------------	---

**A. Financial Industry Activities**

DLCP is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of DLCP's management or supervised persons is registered as representatives of, or has an application pending to register as representatives of, a broker-dealer.

**B. Financial Industry Affiliations**

DLCP is not a registered futures commission merchant, commodity pool operator, or commodity trading advisor, and does not have an application pending to register as such. Furthermore, none of DLCP's management or supervised persons is registered as, or has applications pending to register as, an associated person of any such entity.

**C. Other Material Relationships**

The managers of DLCP are also the managing members of Banyan Real Estate Group GP, LLC, an entity which serves as the sponsor of a pooled investment vehicle. DLCP does not offer or refer their advisory clients to Banyan Real Estate Group GP, LLC or the Banyan Real Estate Group, L.P. (collectively, "Banyan") and is not aware of any conflicts of interest between DLCP and Banyan.

DLCP does not have any arrangements that are material to its advisory business or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser, 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 other than those already disclosed herein.

**D. Other Investment Advisers**

DLCP does not have any arrangements that are material to its advisory business or its clients with other investment advisers.

<b>Item 11</b>	<b>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b>
----------------	--

**A. Code of Ethics**

All employees of DLCP must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, DLCP has determined to adopt a Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by DLCP personnel. DLCP's Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

**B. Proprietary Trading**

At times, we at DLCP may buy or sell securities for our own accounts that we have also recommended to clients. DLCP will always document any transactions that could be construed as conflicts of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, we will monitor our proprietary and personal trading reports for adherence to our Code of Ethics.

**C. Simultaneous Trading**

From time to time, representatives of DLCP may buy or sell securities for themselves at or around the same time as clients. In any instance where similar securities are being bought or sold, we will uphold our fiduciary duty by always transacting on behalf of our clients before transacting for our own benefit.

<b>Item 12</b>	<b>Brokerage Practices</b>
----------------	----------------------------

**A. Selection and Recommendation**

DLCP will select and recommend broker dealers or custodians based on a number of factors, including, but not limited to, ease of administration, quality of execution, commission rates, and pre-existing agreements. Currently, DLCP has elected to use Interactive Brokers as its preferred broker-dealer/custodian for client accounts. DLCP may consider additional brokers as client needs arise.

DLC will attempt to obtain the best execution of orders, considering all circumstances, but will not necessarily attempt to obtain the lowest possible commission for transactions to the account.

## **Brokerage for Client Referrals**

When selecting or recommending broker-dealers to clients, DLCP does not consider whether it receives client referrals from a broker-dealer or third party.

### **B. Directed Brokerage**

#### **1. General Requirements**

DLCP recommends that clients utilize a broker to execute transactions. This arrangement is designed to maximize efficiency and to be cost effective for our clients. By requiring clients to use our specific custodians, we seek to achieve most favorable execution of client transactions.

#### **2. Permit**

While DLCP does not ordinarily permit clients to direct brokerage, this matter may be given due consideration depending on the needs of the client.

### **C. Order Aggregation**

Except for limited circumstances, DLCP aggregates sale and purchase orders of securities for advisory accounts with similar orders to obtain the best pricing averages and minimize trading costs. This practice is reasonably likely to result in administrative convenience or an overall economic benefit to DLCP. Clients also benefit relatively with better purchase or sale execution prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. Our policies and procedures mandate aggregating multiple orders. Aggregate orders will be allocated to Client accounts in a systematic, non-preferential manner.

<b>Item 13      Review of Accounts</b>
--

### **A. Periodic Reviews**

DLCP reviews its Clients' account activity at least monthly. The reviews are monitored by Stephen L. Huntzinger and Anthony L. Olivieri and consist of determining whether your investment goals and objectives are aligned with our investment strategies. If it is determined that a potential conflict between the investment strategy and the Client's investment goals could arise, we will immediately contact the Client to explain our opinion and collectively determine the proper steps to take.

### **B. Intermittent Review Factors**

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in your financial status (such as retirement, termination of employment, relocation or inheritance).



Clients are advised to notify DLCP promptly if there are any materials changes to their financial situations, investment objectives, or in the event they wish to place restrictions on their accounts.

**C. Client Reports**

Our firm does not prepare separate written client reports. Clients will receive a report at least quarterly from the custodian, detailing account performance. Clients can also elect to receive electronic monthly statements and can access their account online at any time in between reporting periods. We provide a quarterly letter in addition to the report from the custodian. Our letter typically contains brief commentary on our individual positions and/or past investments.

<b>Item 14 Client Referrals and Other Compensation</b>
--

**A. Economic Benefits from Others**

DLCP does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients.

**B. Compensation to Unaffiliated Third Parties**

DLCP currently does not compensate any other person for client referrals.

<b>Item 15 Custody</b>
------------------------

**A. Custodian of Assets**

All client funds and securities are maintained at a qualified custodian and DLCP does not act as a custodian for any Client accounts. Through the Advisory Agreement, Clients have authorized and instructed the custodian to debit the client's account for advisory fees each quarter. The custodian makes all fee calculations, based on the advisory contract. DLCP does not calculate the fee, nor does it send a bill. Since DLCP does not use custodians who are related persons, we are not deemed to have custody of Client funds or securities under SEC interpretation of Rule 206(4)-2.

**B. Account Statements**

Although we are your investment adviser, your statements will be mailed or made available electronically by the broker-dealer or custodian. When you receive these statements, please review them carefully. Please compare asset values, holdings, and fees on your statement to that in the previously issued account statement.

<b>Item 16      Investment Discretion</b>
---

Unless otherwise agreed to in writing, the Client grants DLCP full discretionary authority in order to supervise and direct the investments of your accounts. This authority is for the purpose of making and implementing investment decisions without your prior consultation.

Our discretionary authority does not give authority to take or have possession of any assets in your account or to direct delivery of any securities or payment of any funds held in the account to DLCP. Furthermore, our authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except you, the account owner.

<b>Item 17      Voting Client Securities</b>
--

DLCP does not accept authority to vote Client securities. Upon the request of a Client, DLCP may make recommendations with regard to Client's vote of securities.

<b>Item 18      Financial Information</b>
---

**A.      Balance Sheet Requirement**

DLCP does not require or solicit prepayment of more than \$1200 in advisory fees per Client, six months or more in advance. Therefore, we are not required to include a financial statement.

**B.      Discretionary Authority**

DLCP has discretionary authority to manage client assets.

DLCP does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

**C.      Bankruptcy Petition**

DLCP has not been the subject of a bankruptcy petition at any time during the past ten (10) years.

## **PRIVACY POLICY**

DLCP does not disclose nonpublic personal information about its clients or former clients to any persons other than as described below. DLCP collects information about its clients (such as name, address, social security number, assets and income) from discussions with clients, from documents that clients may deliver to DLCP (such as account applications) and in the course of providing services. In order to service its client accounts and effect client transactions, DLCP may provide client personal information to its custodian and other affiliates and to firms that assist it in servicing client accounts and which have a need for such information. DLCP does not otherwise provide information about its clients to outside firms, organizations or individuals, except as required by law. Any party that receives this information will use it only for the services required and as allowed by applicable law or regulations, and is not permitted to share or use this information for any other purpose. DLCP does not independently verify information provided by a custodian, client, or other third party, nor does DLCP guarantee the accuracy or validity of such information. DLCP is not liable for any loss resulting from its use of information provided by a client, a custodian, or other third-party in the course of providing its services.