

# **US Agriculture, LLC**

## **Part 2A of Form ADV** The Brochure

March 30, 2020

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This brochure provides information about the qualifications and business practices of US Agriculture, LLC. If you have any questions about the contents of this brochure, please contact us at 317-678-0700 or [meredith.devlin@us-agriculture.com](mailto:meredith.devlin@us-agriculture.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.

The Adviser is registered as an investment adviser with the SEC. Registration as an investment adviser with the SEC or with any state securities authority does not imply that the Adviser or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or in any other business.

Additional information about US Agriculture, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Material Changes**

US Agriculture, LLC (“USAG” or “we” or “us”) has not had any material changes to its business since its most recent Form ADV filing in March 2019.

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## **Item 4. Advisory Business**

USAG is an investment advisor with its principal place of business located in Indianapolis, Indiana. We have been in business since 2015, with Hageman Investments, LLC and Fred Howard Halderman as the owners of the firm.

We provide discretionary and non-discretionary advice to separately managed accounts (the “Managed Accounts”) with respect to certain investments in agriculture and farmland. USAG develops custom investment programs for each Managed Account and has the ongoing responsibility to make recommendations based upon the specific needs of each Managed Account. These services are provided to each Managed Account in accordance with a written investment management agreement. Managed Accounts also have the ability to impose reasonable investment restrictions regarding the management of their accounts.

Managed Accounts are specifically designed to provide exposure to real estate and farmland investments. These accounts are intended to be a part of larger diversified investment strategy and not a single holistic investment account.

Beginning in 2017, USAG began to provide advisory services to an open-end investment vehicle, US Core Farmland Fund LP (the “Fund” and together with the Managed Accounts, the “Clients”). The Fund seeks to offer long-term, diversified investments in annual row-crop farmland throughout the US. The Fund is focused on acquiring annual row-crop farmland and leasing that land to farmers through passive lease structures.

In the future, we may offer agriculture related investment strategies through additional open-end and closed-end investment funds.

As of December 31, 2019, USAG manages regulatory assets under management of \$170,019,184 on a discretionary basis and \$178,615,140 on a non-discretionary basis for its Clients.

## **Item 5. Fees and Expenses**

### Managed Accounts

Fees will be calculated in accordance with formulas specified in any Managed Account’s advisory agreement. Compensation arrangements are specifically negotiated with each Managed Account.

Managed Accounts typically pay an advisory fee charged either as a percentage of called and/or committed capital or a percentage of gross asset value. Generally, the annual advisory fee is 1% of called/uncalled capital or gross asset value of the investments held in the Managed Account. The advisory fees are charged in accordance with the governing agreements and may be in advance or in arrears of each quarter. Depending on the particular arrangement with each Managed Account, we will either invoice Managed Accounts or upon approval, directly debit their accounts for advisory fees.

Account minimums for all services are negotiable based upon certain criteria (e.g. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). However, we typically require \$10 million in initial committed capital to open a Managed Account.

Managed Accounts may terminate the advisory agreement by providing us with a written notice at our principal place of business. Notice requirements typically range from 30 to 90 days, as specified in each advisory agreement. In the event that committed and/or invested capital is reduced during the quarter, the reduction of fees, if called for in the advisory agreement, would be deducted from the next recurring advisory fee payment due to USAG.

Certain Managed Accounts also pay an incentive fee based on profits above a threshold specified in the advisory agreement and calculated in accordance with the formula specific in the advisory agreement. The annual incentive allocations generally range from 10% to 20%. Incentive fees are paid at the end of the contract term or at an earlier date agreed upon in the advisory agreement.

### The Fund

The Fund pays USAG a management fee (the “Management Fee”) equal to 1% per annum. Early investors and investors that contribute \$100 million or more of capital to the Fund will pay a reduced Management Fee of 0.75% per annum. The Management Fee is calculated on a quarterly basis based on the gross asset value of the investments of the Fund as of the last day of the preceding calendar quarter. Further, USAG may waive or reduce the fee charged to certain investors at its discretion.

Each investor may request to redeem, in whole or in part, on a quarterly basis in advance, except for any investor in a share class that requires a lock-up period. Redemption requests will be accommodated as the liquid assets of the Fund permit quarterly upon written notice to the general partner at least 90 days prior to the last day of the quarter. Redemptions will be distributed at a price equal to the net asset value of the investors ownership of the Fund as of the end of the calendar quarter as of which the redemption is effective.

### Other Fees

USAG or its affiliates may provide property management, asset management, development management, development and other services to properties owned by Clients in exchange for fees; provided that the transactions shall be on terms no less favorable to the Client than would be available from unaffiliated third parties for a comparable level of quality of service. The amount of all such fees paid by the Client and its subsidiaries to USAG or its affiliates will be disclosed annually to the Fund’s advisory committee. Managed Accounts will also receive disclosure if USAG or its affiliates will be providing services to properties owned by that Managed Account.

### Expenses

In addition to the advisory fees, Clients are also responsible for all transaction and custodial fees incurred as part of their account management. Such expenses can include real estate managing agents, broker, accountant, engineers, environmental consultants, surveyors, title insurance companies, and other agents and experts, including attorneys. Clients should carefully review their applicable governing agreements for a full description of how expenses are allocated.

In addition, the Fund bears all expenses incurred in the operation of the Fund and its subsidiaries (including, without limitation, in maintaining the status of the Fund as a REIT) and in the acquisition, ownership, operation, growth, development, leasing financing, management and disposition of portfolio investments, including such expenses incurred in connection with transactions that are not consummated, as well as filing and regulatory expenses specifically attributable to the Fund and its subsidiaries and all expenses of the offering of the Fund after its initial closing.

Please refer to Item 12 (Brokerage Practices) of this Brochure for a discussion of the Adviser's brokerage practices.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

As described in Item 5 (Fees and Compensation) above, USAG receives Performance Fees from certain Clients or investors. Clients or investors must either demonstrate that they meet the definition of an accredited investor or qualified purchaser in order to qualify for a performance-based fee arrangement.

Clients should be aware that a performance-based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Furthermore, we have an incentive to favor accounts that pay higher performance-based fees because of greater potential compensation we may receive from these accounts. Since we endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser, we take the following steps to address these conflicts:

1. We seek to disclose to Clients the existence of all material conflicts of interest, including the potential for us and our employees to earn more compensation from Clients who pay performance-based fees or pay higher performance-based fees;
2. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
3. Our management conducts regular reviews of each Client to verify that all recommendations made to a client are suitable to the Client's needs and circumstances;
4. We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts (typically investment opportunities will be allocated among Clients on a rotational basis, subject to pre-existing contractual commitments); and
5. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to Clients and equitable treatment of all Clients, regardless of the fee arrangement.

## **Item 7. Types of Clients**

As noted above, USAG provides investment advice to Managed Accounts and the Fund. Managed Accounts and investors in the Fund may include pension funds, sovereign wealth funds, investment companies, and high net worth individuals.

We typically require \$10 million in initial committed capital from each Managed Account. The minimum initial subscription amount for each investor in the Fund is \$5 million, but we reserve the right to accept subscriptions for lesser amounts.

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

The following is a summary of the methods of analysis and investment strategies taken by USAG when providing investment advisory services to its Clients. This section also includes a description of the material risks associated with investing in these strategies. Prospective clients and investors as well as existing

Clients and investors are advised to review the offering materials for the full details on each strategy and the associated risks.

#### Method of Analysis and Investment Strategies

USAG utilizes a quantitative and qualitative approach to asset analysis. The analysis focuses on a review of economic factors that will drive the long-term sustainability of the assets return potential.

These quantitative factors include the following:

- Commodity Prices
- Yield/Production Potential
- Operating Costs
- Asset Appreciation Potential

In addition, a qualitative analysis of the investment opportunity is completed to ensure the target acquisition has the appropriate characteristics to be competitive in the marketplace long term. These qualitative factors include:

- Soil quality
- Water quantity and quality
- Access to markets
- Crop varieties and respective age (permanent plantings)
- Condition of fixed assets

All of the above factors combined help to drive an investment's internal rate of return over the long run.

#### Analysis Risk Factors:

- Crop yields and prices are volatile in nature and could be lower than modeled and forecasted. A reduction in these variables will have a direct impact on the income potential of the investment.
- Import and export regulations can impact the ability of commodity products to flow freely in the world markets. These restrictions can lead to imbalances in supply and demand that are unfavorable for any particular investment, depending on the region and crops grown.
- Irrigation water risk can be an issue for properties that rely on a fresh water supply provided by natural underground aquifers. The lack of regulation in some regions has caused water levels to drop which has reduced the availability of water for crop production. The lack of quality water can be a risk factor as well and is mitigated through a thorough due diligence process prior to acquisition.
- Weather is always a risk in crop production. Too much rain, not enough rain, wind, and hail all create issues that impact production agriculture. US Agriculture will evaluate every situation to determine if crop insurance is necessary to mitigate these risks.
- Counter party risk is present when properties are leased under passive rent structures. These lease structures require a tenant to pay a fixed amount for the year in order to have access to farm on the client's property. A missed payment can have a large impact on current returns for the year. A thorough review of a tenant's financial position can help to mitigate this risk.
- Government Regulations and changes in agriculture policy may have a material impact on the income and appreciation potential of assets held in the portfolio. These changes can result in a negative, neutral, or positive change and are difficult to forecast in advance.

#### Investment Strategies:

USAG seeks to acquire properties for its Clients that are appropriately positioned to take advantage of the macroeconomic and microeconomic issues affecting the agriculture industry. These factors include any imbalance in supply and demand of commodity products at both the world and local level. Properties targeted for acquisition should provide the potential to create economies of scale in the production process in order to be a cost leader in the industry. The process to implement this strategy is as follows:

1. Identify attractive commodities based on world supply and demand factors.
2. Identify regions that have the best combination of qualitative and quantitative characteristics to competitively produce commodities identified in item 1.
3. Identify localized regions that have the most favorable access to markets and tenant competition.
4. Target properties in the region identified that can be acquired for the most favorable terms.
5. Source local property management that continually seeks to add value to the asset.
6. Continually review performance to ensure client's goals are being met.

This strategy is a long-term strategy given the illiquid nature of the investment and the transaction costs associated with the acquisition of a target property.

#### Investment Risk Factors:

- Unfavorable shift in the supply and demand for food, fiber, and fuel commodities leading to lower than expected returns.
- Inability to create economies of scale due to a lack of potential investment opportunities.
- Government regulation restricting corporate ownership of farmland in certain states, reducing the potential area for geographic diversification.
- Unforeseen changes in government regulations that negatively impact the commodities produced, the use of the property, and/or the marketing opportunities.
- Unexpected need to exit an illiquid investment in a short time frame requiring the asset to be sold at a discounted price.
- Significant changes in the global financial markets that could lead to unfavorable changes in interest rates, access to credit, and or currency valuations.
- Clients will invest in a concentrated number of investments within one industry or geographic location.

Investments in agriculture and farmland are highly speculative investment and are not intended as a complete investment program. This strategy is designed only for sophisticated persons who are able to bear the economic risk of the loss of their entire investment and who have a limited need for liquidity in their investment.

Additionally, there are certain risks unique to investors in the Fund. Please review the Fund's offering documents for a full list of risks to be considered prior to investing in the Fund.

#### Force Majeure

Portfolio investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a portfolio

company or a counterparty to an client or a portfolio company) to perform its obligations until it is able to remedy the force majeure event. In addition, forced events, such as the cessation of the operation of machinery for repair or upgrade, could similarly lead to the unavailability of essential machinery and technologies. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to a portfolio company or a client of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which clients may invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to clients, including if the investment in such portfolio companies is canceled, unwound or acquired (which could be without adequate compensation).

### Cybersecurity

Investment advisers, including USAG, must rely in part on digital and network technologies (“cyber networks”) to maintain substantial computerized data about activities for client accounts and otherwise conduct their businesses. Such cyber networks might in some circumstances be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure of confidential computerized data or client data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers seeking to compromise sensitive information, corrupt data, or cause operational disruption. Cyber-attacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. We maintain policies and procedures on information technology security, it has certain technical and physical safeguards intended to protect the confidentiality of its internal data, and takes other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction. Nevertheless, despite reasonable precautions, the risk remains that cybersecurity incidents could potentially occur, and such incidents, in some circumstances, might result in unauthorized access to sensitive information about USAG, and/or cause damage to client accounts.

## **Item 9. Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s evaluation of the adviser or the integrity of the adviser’s management. Neither USAG nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events that would require disclosure in response to this Item.

## **Item 10. Other Financial Industry Activities and Affiliations**

USAG is related by common ownership and/or control to Halderman Farm Management Service, Inc. (hereinafter, “HFMS”), a property management firm, and Halderman Real Estate Services, Inc. (hereinafter, “HRES”), a retail real estate brokerage and appraisal service provider firm. USAG may utilize these related entities for access to potential investments in the marketplace. USAG may engage HFMS and/or HRES for services related to real estate transactions or the management of current real property assets in clients’ portfolios.

Hageman Realty, Inc. (a real estate brokerage) may be utilized by USAG for access to potential investments in the marketplace or for services related to real estate transactions. Hageman Realty, Inc. is owned by a member of Steve Hageman's immediate family.

Steve Hageman is a minority owner of Merritt Hall Insurance, an insurance broker that provides services to Clients or the underlying properties held by Clients. Mr. Hageman is a passive, minority investor in Merritt Hall Insurance.

US Agriculture Farm Management Services, LLC, an affiliate of USAG, will be utilized to perform services on behalf of Clients and its real property assets. These services will include property management, asset management, development management, development and other services to Clients in exchange for fees; provided that these services shall be on terms no less favorable to Clients than would be available from unaffiliated third parties for a comparable level of quality of service. The Fund's General Partner will make such determination acting reasonably and in good faith for services provided to the Fund. The amount of all such fees paid by the Fund to US Agriculture or its affiliates will be disclosed annually to the Fund's Advisory Committee. Each Managed Account will be responsible for reviewing and approving the services provided by US Agriculture Farm Management Services, LLC.

Additionally, certain other employees may conduct outside business activities that present a potential conflict of interest to USAG. No referral fees of any kind will be exchanged among the above-described entities. Nonetheless, these affiliations present a potential conflict of interest, to the extent that USAG, employees, their family members, or other affiliated persons may receive additional direct or indirect compensation as a result of a related entity providing additional services to Clients. Additionally, potential conflicts of interest may also arise to the extent that certain non-advisory activities may require a significant time commitment from our employees, thus limiting the amount of time they can dedicate to management and maintenance of client investment portfolios.

Since we endeavor at all times to put the interest of our Clients first as part of our fiduciary duty as a registered investment adviser and take the following steps to address this conflict:

1. We seek to disclose to Clients and investors as well as prospective clients and investors the existence of all material conflicts of interest;
2. We seek to disclose to Clients and investors as well as prospective clients and investors that they are not obligated to use the services of our affiliates, unless the discretion to select transaction intermediaries has been granted to us;
3. We do not pay or collect referral fees from any related persons or entities;
4. We monitor compensation paid to any affiliates to ensure that it is competitive in a given market segment;
5. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
6. We periodically monitor all outside employment activities and affiliations to verify that any conflicts of interest continue to be properly addressed by our firm;

7. To protect personal information of our Clients and investors collected by us from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We restrict access to Client and investor non-public information to those employees, affiliates, and vendors who need to know that information to service our Clients; and
8. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to Clients.

The Fund and its affiliates may co-invest with other investment vehicles sponsored by USAG or any of its affiliates on terms that are determined by the Fund's general partner to be fair and reasonable to the Fund (and such co-investment will not require the approval of the Advisory Committee or the investors in the Fund). If the Fund co-invests with another investment vehicle sponsored by USAG, conflicts may arise in connection with this relationship (e.g., the investment objectives or financial resources of the co-investing entity or entities may differ substantially from those of the Fund). There can be no assurance that the general partner of the Fund and the general partner of such other investment vehicle will agree on all matters, and either the Fund or such other investment vehicle could take actions that are disadvantageous to the other. In addition, there can be no assurance that the return on the Fund's investment will be equivalent to or better than the returns obtained by its affiliates participating in the transaction. Further conflicts could arise once the Fund and its affiliates have made their respective investments. For example, if a company is unable to meet its payment obligations or comply with covenants relating to investments held by the Fund or by the other affiliates, such other affiliates may have an interest that conflicts with the interests of the Fund. If additional financing with respect to such investment is necessary as a result of financial or other difficulties, it may not be in the best interests of the Fund to provide such additional financing. If the Fund were to lose its investment as a result of such difficulties, the ability of the general partner to recommend actions in the best interests of the Fund may be impaired.

The Fund, the general partner, USAG or their affiliates may, in their sole discretion and subject to applicable law, enter into agreements that alter or supplement an investor's economic, legal or other rights or obligations with respect to such investor's investment in the Fund (commonly referred to as "side letters"). Such agreements may involve, among other matters, (i) reduced Management Fees for certain investors, (ii) certain investors' receiving information not ordinarily received by investors generally, (iii) agreements to permit certain transfers of the their shares of the Fund, and (iv) modifications to subscription agreements.

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

High ethical standards are essential for the success of USAG and to maintain the confidence of our Clients and investors. USAG is of the view that its long-term business interests are best served by adherence to the principle that Client interests come first. USAG has a fiduciary duty to its Clients, which requires individuals associated with USAG to act solely for the benefit of Clients. Potential conflicts of interest may arise in connection with the personal trading activities of individuals associated with advisers.

In recognition of USAG's fiduciary obligations to its Clients, and USAG's desire to maintain its high ethical standards, USAG has adopted this Code of Ethics containing provisions designed to: (i) prevent improper personal trading by employees; (ii) prevent improper use of material, non-public information about recommendations made by USAG or holdings of its Clients; (iii) identify conflicts of interest; and (iv) provide a means to resolve any actual or potential conflict in favor of Clients.

USAG generally prohibits employees from participating in investments contemplated for Clients. All employees are required to report their personal securities transactions to the Chief Compliance Officer (“CCO”). USAG also requires pre-clearance before purchasing an IPO or limited offering (i.e., private placement), requires periodic reporting of employees’ personal securities transactions and holdings, and requires prompt internal reporting of Code of Ethics violations.

USAG may utilize a restricted list which will include a list of securities that, for business or legal reasons, employees may not transact in for a specified time period. Any trading activity with respect to a security or a derivative thereof on the restricted list must be pre-cleared and approved in writing by the CCO.

USAG’s Code of Ethics applies to all employees. Further, employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

A copy of USAG’s Code of Ethics is available to current Clients and investors as well as prospective clients and investors upon request.

## **Item 12. Brokerage Practices**

USAG does not have any formal or informal soft-dollar arrangements and does not receive any soft-dollar benefits.

USAG is responsible for all parts of the investment cycle, including deal origination, investment decision-making, deal negotiation and transaction structuring, portfolio management (the act of overseeing the investments that we have made) and exit strategies.

Each direct investment is carefully structured through negotiations by employees as well as various professionals engaged by the firm to facilitate a particular transaction, as appropriate. These professionals may include real estate brokers, attorneys, accountants, consultants, appraisers and due diligence professionals, among others. USAG may utilize the expertise of these professionals in evaluating each transaction, including negotiating the most favorable pricing and other terms for the transaction under the circumstances. Typically, USAG is granted the discretion to select deal intermediaries and professionals in the advisory agreements. Such transactions are generally discreetly negotiated deals which do not involve the participation of an investment bank or broker dealers.

As noted above, USAG has implemented policies and procedures for fair and consistent allocation of investment opportunities among all Clients. Investment opportunities are offered on a rotational basis to Clients. When an opportunity is presented to a Client and accepted, that Client will be last in line to accept the next opportunity. However, if a Client does not accept an investment, the investment will be offered to the next Client in line.

Steve Hageman along with his heirs, successors, and assigns have the opportunity to purchase assets with personal assets and not Client assets, that are located within the following townships in Indiana due to their proximity to his existing operations without first offering such assets to any Client:

- Gilboa Township, Benton County, Indiana
- Pine Township, Benton County, Indiana
- Union Township, Benton County, Indiana
- Grant Township, Newton County, Indiana
- Carpenter Township, Jasper County, Indiana
- Jordan Township, Jasper County, Indiana

- Monon Township, White County, Indiana
- Princeton Township, White County, Indiana
- West Point Township, White County, Indiana

In the event any asset located in the townships listed above are not purchased by Mr. Hageman, his heirs, successors, or assigns, then Clients have the opportunity to purchase those assets based on the rotational schedule described above. Clients have the equal opportunity to purchase the above assets and Steve Hageman along with his heirs, successors, and assigns are not being given a right of first refusal to purchase the above assets.

Any transaction intermediaries selected by USAG will be selected on the basis of the following, as applicable:

- expertise in the particular market;
- market reach and financial stability;
- history of similar transactions;
- the fees and other cost associated with its services;
- its reputation;
- our past experience with the firm, including any past deal flow or ideas provided by the firm, if any;
- our anticipation of future deal flow, if any; and
- responsiveness of staff.

In certain cases, the other party to the transaction may be responsible for the selection of intermediaries and USAG may have no control or little control over the selection process under such circumstances.

## **Item 13. Review of Accounts**

USAG utilizes an Investment Committee to approve all investments and dispositions and will be actively involved in analyzing each investment and reviewing those investments on an on-going basis for the Managed Accounts and the Fund.

The Investment Committee will meet at least quarterly. The following individuals serve on the Investment Committee:

- Anatole Pevnev, Managing Director
- David Martin, Director, Asset Management
- Howard Halderman
- Steve Hageman
- Tom Peck

Clients will receive quarterly reports that provide financial statements and asset summaries of investments as well as market data relating to the industry in which investments are intended to be made. Audits will be completed for all Clients by an independent accounting firm on an annual basis.

## **Item 14. Fund Referrals and Other Compensation**

We may pay referral fees to our employees or other individuals and entities for referring Managed Accounts to our firm.

Payment of referral fees for prospective client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the solicitor is, at least partially, motivated by financial gain. Therefore, such a referral may be made even if our advisory services are not suitable to a particular Managed Account's needs or entering into an advisory relationship with us is not, overall, in the best interest of the Managed Account. As these situations represent a conflict of interest, we have established the following restrictions in order to ensure our fiduciary responsibilities:

1. All such referral fees are paid in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements;
2. Any such referral fee will be paid solely from our investment management fee, and will not result in any additional charge to the Managed Account;
3. If the Managed Account is introduced to us by an unaffiliated solicitor, the solicitor, at the time of the solicitation, will disclose the nature of his/her/its solicitor relationship and provide each prospective client with a copy of our Form ADV Part 2 Brochure, together with a copy of the written disclosure statement from the solicitor to the Managed Account disclosing the terms of the solicitation arrangement between our firm and the solicitor, including the compensation to be received by the solicitor from us; and
4. All referred Managed Accounts will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

## **Item 15. Custody**

Custody is defined as any legal or actual ability by our firm to access Client funds or securities.

Although our firm does not take actual possession of our Managed Account funds or securities, due to certain operating and money movement arrangements that give us access to Managed Account assets, we are deemed to have custody of those assets. Therefore, we urge all of our Managed Accounts to carefully review and compare the reviews of account holdings and/or performance results they receive from us to those they receive from their bank or another qualified custodian. Any discrepancies should be reported to us and/or the qualified custodian immediately. The Managed Accounts will receive audited financial statements on an annual basis. Additionally, USAG receives a surprise examination by a qualified accounting firm on an annual basis.

USAG has also established an account with UMB Bank, a qualified custodian, to hold funds and securities on behalf of the Fund. The Fund is subject to an annual audit in accordance with generally accepted accounting principles in the United States (US GAAP). Audited financial statements are distributed to investors in the Fund within 120 days of the Fund's fiscal year-end.

## **Item 16. Investment Discretion**

Investment discretion over each Client's account is outlined within their respective governing agreements. Managed Accounts are managed on either a discretionary or non-discretionary basis. We may accept grants of discretionary authority from Managed Accounts that we otherwise manage on a non-discretionary basis. For Managed Accounts granting us the discretionary authority to determine which investments and the size of investments to be bought or sold for their account(s), we request that such authority be granted in writing, typically in the investment advisory agreement.

Should a Managed Account wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Managed Accounts may change/amend these limitations as desired. Such amendments must be submitted to us by the Managed Account in writing.

USAG maintains discretion of the Fund and has the authority to determine which investments and the size of the investments to be bought or sold for the Fund, subject to the investment guidelines outlined in the governing documents.

## **Item 17. Voting Fund Securities**

Since we do not generally transact in publicly-traded securities, we do not anticipate the receipt of proxy materials for investments held by our Clients. However, should any such materials be generated by an issuer, as a matter of firm policy, our firm does not vote proxies on behalf of Clients. Clients will receive their proxies and other solicitations directly from their custodian or transfer agent and retain sole responsibility for voting. We may provide Managed Accounts with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

## **Item 18. Financial Information**

Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered, and therefore we have no obligation to disclose our firm financials as part of this Brochure.

Our firm has no financial condition that impairs our ability to meet our contractual obligations to our Clients, and have never been the subject of a bankruptcy proceeding.