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**Form ADV Part 2A, Firm Brochure
March 2020**

This firm brochure provides information about the qualifications and business practices of Verdeam, LLC. If you have any questions about the contents of this firm brochure, please contact our Chief Compliance Officer, Gregory J. de Rozario (303) 953-5125 or via email at gderozario@verdeam.com. The information in this firm brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Verdeam, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

The CRD number for Verdeam, LLC is **128442**.

While Verdeam, LLC may refer to itself as a Registered Investment Adviser, clients and prospects should be aware that registration itself does not imply any level or skill or training.

***Please Retain a Copy of this Brochure for your
Records***

ITEM 2: MATERIAL CHANGES

Form ADV 2 is divided into two parts: Part 2A and Part 2B. Part 2A (the “Disclosure Brochure”) provides information about a variety of topics relating to an Advisor’s business practices and conflicts of interest. Part 2B (the “Brochure Supplement”) provides information about advisory personnel of Verdeam, LLC.

Verdeam, LLC believes that communication and transparency are the foundation of our relationship and continually strive to provide our Clients with complete and accurate information at all times. We encourage all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Material Changes

The following changes have been made to this Disclosure Brochure since the last filed and distributed version:

- **Platte River Master Partnership LLLP have been added to Verdeam’s listing of private funds.**
- **Lakeview Terrace Partners closed in 2019, and as such, all references to these partnerships have been removed throughout the document.**

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by the securities regulators. This complete disclosure brochure or a summary of material changes shall be provided to each client at least annually, or more frequently if a material change occurs in the business practices of Verdeam, LLC.

At any time, you may view the current disclosure brochure online at the SEC’s Investment Adviser Public Disclosure website by visiting www.adviserinfo.sec.gov. (The CRD number for Verdeam, LLC is 128442.) You may also request a copy of this disclosure brochure directly from Verdeam, LLC at any time, by calling (303) 953-5125.

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ITEM 4: ADVISORY BUSINESS

Verdeam, LLC (hereafter “Verdeam”), is a fee-based private investment management firm that focuses on fixed income and real estate investments that offer current income as well as capital appreciation. Verdeam focuses on niche strategies that are not correlated to main stream sectors that provide above market risk adjusted returns.

Verdeam is a registered investment advisory firm, formerly known as Palm Advisors, LLC established in 2003. Verdeam is a subsidiary of VCM LLC, a holding company principally owned by Carl G. de Rozario.

Verdeam provides Investment Management Services to Private Funds and Investment Advisory and Administrative Services to the pooled investment vehicles of portfolio managers, originators, lenders and purchasers of government guaranteed loans sponsored through the Small Business Administration (“SBA”) and U. S. Department of Agriculture (“USDA”). In addition, through its subsidiary Meritus Communities LLC, Verdeam offers property management, portfolio management and advisory services in niche real estate sectors.

Investment Management Services

Private funds are neither registered under the Securities Act of 1933, nor registered under the Investment Company Act of 1940. Accordingly, interests in these funds are offered exclusively to investors satisfying the applicable eligibility and suitability requirements either in private placement transactions within the United States or in offshore transactions. Specifically, these funds are only offered to qualified clients and accredited investors. No offer to sell these funds is made by the descriptions in this Brochure, and as noted these funds are available only to investors that are properly qualified.

Private fund investments are managed in accordance with the investment objective set forth in each private fund’s confidential offering memorandum and such investments are not tailored to the individual needs of any particular private fund investor. The accounts are managed in accordance with a client’s (General Partner/Fund) chosen strategy and clients have a limited ability to tailor such strategies or limit certain securities. Investors in these vehicles must meet the qualifications of the investment instrument. These private investment vehicles may not be available to, or appropriate for, all investors. Participation in the vehicles’ strategies may involve certain risks and the investments may not be suitable for all investors.

The Adviser will seek to invest in structured cash flows, investing in interest-only strips that are created from Small Business Administration (“SBA”) and United States Department of Agriculture (“USDA”) guaranteed loans. The core strategy of the adviser is to buy and hold the strips while looking for restructuring opportunities. The adviser will also invest in other structured fixed income securities and or derivatives including cash flows (asset-backed receivables) derived from other U.S. Government-Sponsored Enterprises and agencies. These instruments may include, but are not limited to obligations issued by the Federal Agricultural Mortgage Corporation, Government National Mortgage Association, Federal Home Loan Mortgage Corporation and Student Loan Marketing Association.

Verdeam also creates limited partnerships for the purpose of investing in real estate and in particular, manufactured home and multi-family communities and self-storage.

Investment Advisory and Administrative Services

Verdeam may supervise the investment management of the cash and securities of a third party's pooled investment vehicle, and to the extent required, provide advice and recommendations on securities to be purchased, held or sold and the portion of the assets to remain uninvested in accordance with the investment objectives, powers and restrictions imposed by law or other governing document or writing binding upon the Fund.

Verdeam shall perform administrative, accounting, analysis and/or valuation services designed to track a wide range of loan characteristics and provide a comparative analysis of the securities in your portfolio or lending program, as well as other financial statements and reports, on a yearly, quarterly or monthly basis.

Verdeam utilizes a proprietary technology to provide analytical and portfolio construction and re-structuring, transforming raw data and complex and forensic analysis into an application to manage both process flow and related data. Our analytical and valuation model is designed to integrate systems for tracking underlying collateral, loans and securities and provide customized reporting to provide real time portfolio pricing (NAV), analytics and other specialized portfolio accounting services such as payoff tracking, prepayment analytics, cash flow forecasting and risk control.

Regulatory **assets under management** at the time this brochure was prepared were:

Discretionary	\$ 1,312,419,094
Non-Discretionary	\$ 0
Total	\$ 1,312,419,094

Real Estate Valuation Method

Verdeam recognizes that the value of its real estate holdings will fluctuate depending on market conditions. The valuation method adopted by Verdeam seeks to minimize the gap between the value reported as assets under management and the true market value.

The valuation of each funds underlying portfolio, as of the date of this brochure, is outlined in the table below.

Fund Name	Total Property Value (1)	Total Property Cash/Receivables (2)	Total SEC AUM (3)
Vertex Master Partnership LLLP	\$13,009,182.00	\$261,757.00	\$13,270,939.00
Twinleaf Partners	\$10,601,494.99	\$65,370.96	\$10,666,865.95
Marysville Partners	\$12,658,147.23	\$157,954.39	\$ 12,816,101.62
Platte River Master Partnership LLLP	\$4,410,000.00	\$ 0.00	\$4,410,000.00
Portfolio 6	\$195,990,795.37	\$0.00	\$195,990,795.37
Colonial Oaks	\$22,249,970.05	\$228,146.88	\$22,478,116.93
BC Franklin	\$124,040,721.71	\$1,686,306.70	\$125,727,028.41
Portfolio 3	\$112,454,395.46	\$ 1,383,906.03	\$ 113,838,301.49
Portfolio 5	\$702,432,204.15	\$19,889,141.87	\$722,321,346.02
Verdeam Alternative Income Fund	\$2,902,500.00	\$ 0.00	\$2,902,500.00
VP 2012-1	\$409,099.00	\$ 0.00	\$409,099.00
Vertex Regency Partners	\$11,888,000.00	\$ 0.00	\$11,888,000.00
Lassen Development Partners	\$75,700,000.00	\$ 0.00	\$75,700,000.00
Totals:	\$ 1,288,746,510	\$ 23,672,584	\$ 1,312,419,094

Total Property Value (column # 1) is the sum of the Community and Home Inventory Valuations. Adjusted net operating income (NOI) is calculated using trailing 6 month revenues over trailing 12 month expenses. That Adjusted NOI is then divided by a CAP rate. The CAP rate is intended to reflect: current market conditions as well as other variables we determine may impact the value of the property. If the property has been held for less than 12 months, equity plus debt raised is used.

Property cash and receivables (column #2) is equal to the total current assets on the Partnership's balance sheet.

The property values (column #1) and the property cash and receivables (column #2) are added to arrive at the total SEC Assets Under Management (column #3).

ITEM 5: FEES AND COMPENSATION

Verdeam's compensation depends upon the manner in which it provides service. We are compensated on various combinations of a percentage of assets under management, assets under advisement, capital contributions, and performance-based fees. Fees may be negotiated or waived in certain circumstances.

Investment Management Fees

Advisory fees for private funds range from 1.00% to 2.00% annually of client assets under management, calculated monthly/quarterly in arrears at the close of each month/quarter on the ending account balance for the monthly/quarterly billing period. In some cases, depending on the terms of the fund, the advisory fee shall cease to be payable once Verdeam is eligible to receive an Incentive Fee.

In managing the Private Fund(s), Verdeam may also be entitled to Incentive Fee(s) or Allocation(s); performance-based fees. These fees are in the amount of 10% to 35%, depending on the fund, calculated monthly or quarterly at the end of each month or quarter. Verdeam may waive or lower management or performance fees for certain investors in the private funds because of their affiliation or relationship with Verdeam. Private fund fees are described to investors, in detail, in each private fund's confidential offering memorandum. The funds are only offered to qualified clients and accredited investors.

Investments in Private Funds we manage are generally initiated at the beginning of the calendar month. Specific provisions for additions, withdrawals and terminations are set forth in the appropriate fund's confidential offering memorandum.

The Private Funds bear all expenses incidental to their operations and business, including organizational, investment and operating expenses. Investment expense include, but are not limited, to the expenses related to investing and holding capital, such as brokerage commissions, ticket charges, expenses related to short sales, trade execution platforms, clearing and settlement charges, custodial fees, bank service fees, interest expense, and extraordinary expenses. Operating expenses include but are not limited to third party professional and service fees and related expenses, including legal, administrative, consulting, custodial, regulatory reporting (including, but not limited to, Form PF, Schedule 13G, etc.), expenses related to the ongoing offering of Interests (including any "blue sky" filing fees), accounting, software and support, bookkeeping, investment and voting support, investor, auditing and tax preparation, premiums for directors' and officers' liability insurance (if any), indemnification expenses, research expenses such as systems, software, data, pricing feeds, databases, and related computing equipment.

Fees and expenses for each Private Fund are described to investors, in detail, in the appropriate Private Fund's confidential offering memorandum.

Investment Advisory and Administration Fees

Advisory and Administration fees for the assets under our advisement are typically a percentage of the "Management Fees" received by the third-party in its capacity as Portfolio Manager, General Partner, Originator, Lender and or Purchaser for the assets in the pooled investment vehicle. These fees range from 25% to 75% and are generally calculated monthly in arrears at the end of each calendar month.

Other Expenses

Other expenses for the Private Funds are described in the preceding sections. With respect to other funds and accounts, investment activity may also involve transaction fees payable by clients, such as sales charges, ticket charges, expenses related to short sales, clear and settlement charges, bank service fees, interest expenses, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, clients will incur certain charges imposed by custodians, broker-dealers, third party investment consultants, and other third parties, such as custodial fees, consulting fees, administrative fees, and transfer agency fees.

We do not accept, and none of our principals, members, managers, directors, officers and employees (collectively, "supervised persons") accept, any compensation for the purchase or sale of securities or other investment products unless specifically stated in that partnerships offering documents.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance-based fees; fees based on a share of capital gains and or capital appreciation of the assets of a client (such client that is a hedge fund or other pooled investment vehicle). Fees which may be paid to Verdeam or to affiliates of Verdeam that serves as the general partners of the private funds.

This payment may be structured as a fee (referred to as an incentive fee or performance fee) or an allocation (referred to as an incentive allocation or performance allocation). A performance or incentive fee or allocation is representing an asset manager's compensation for managing an account/fund, which is based upon a percentage of the net income and/or profits of the account/fund being managed.

Incentive Allocation

A typical hedge fund is a partnership. The general partner entity is a partner in the hedge fund partnership, and as such is entitled to an allocation of the partnership's income, profits, losses, and expenses. The partnership agreement generally provides that income, profits, losses, and expenses are first apportioned among the partners in proportion to capital contributions. The incentive allocation provisions of the partnership agreement provide, however, that if there is net income in any year, a % of the **net income** that is initially apportioned to the limited partners will be allocated instead to the general partner (which in turn

can be allocated to the advisor). The **incentive fee** provisions of the partnership agreement provide that if there is net profit in any year, the fund pays a fee to the general partner equal to a % of such **net profit**.

When calculating the net profits, the fees and/or allocations will be based on absolute or **benchmark** (sometimes referred to as a hurdle) relative returns and subject to certain *clauses* or *provisions*. The **hurdle rate** indicates the minimum economic performance that the fund adviser must achieve in order to be allowed to charge an incentive fee.

The **high-water mark** (or 'loss carry forward') states that any previous losses must be recouped by new profits before the incentive fee is to be paid. A provision in which the performance fee only applies when there are net profits (i.e., profits after the losses in previous years have been recovered). This means that the Advisor only receives an Incentive Fee on increases in the account value of the Client's account in excess of the highest account value it has previously achieved.

The **clawback clause** (or 'loss recovery account') stipulates that a portion of the incentive fee will be retained every year in a clawback account, usually until the account reaches a certain percentage of the assets. If future performance turns out to be negative, the clawback account is then debited to the client's credit at the incentive fee rate. If the negative relative performance exceeds the clawback account, then a loss recovery account will be established. Future incentive fees will be credited to this account, and no incentive fee will be earned by the manager until the loss recovery account has been reduced to zero.

Important note regarding performance-based fees: *Performance-based fees create certain inherent conflicts of interest with respect to Verdeam's management of assets. For example, such fees may cause us to engage in transactions or strategies which will increase the amount of the performance fees, but which may not increase the overall performance of the client's account. To minimize this conflict of interest, Verdeam's performance fee is usually earned only when the account performance is positive and account performance exceeds an agreed-upon hurdle rate.*

Specifically, our entitlement to a performance-based fee in managing one or more accounts may create an incentive for us to take risks in managing those assets that we would not otherwise take in the absence of such arrangements, or to recommend an investment that may carry a higher degree of risk to the client. Additionally, since performance-based fees reward us for strong performance in accounts which are subject to such fees, we may have an incentive to favor these accounts over those that have only asset-based fees (i.e., fees based simply on the amount of assets under management in an account) with respect to areas such as trading opportunities, trade allocation, and allocation of new investment opportunities. To minimize this conflict of interest, Verdeam's performance-based fee schedule will usually include a base fee calculated on assets under management so that Verdeam's incentive to grow capital that is appropriately balanced with an incentive to preserve capital.

The conflicts of interests described above are further mitigated by the fact that we employ the same investment strategy for all client accounts/funds, we only advise private funds which generally will all have

a performance fee arrangement and our investment strategy is to primarily invest in fixed income instruments collateralized by various government agencies and enterprises.

In addition to the Management Fee(s) (asset-based fee) that Verdeam receives for the management of Private Funds, Verdeam may also receive:

An **Incentive Allocation** based upon any gains obtained in the Client's account/fund for the preceding quarter. This fee will be equal to a % of any gains in the Client account at the end of the preceding quarter, subject to a “**high water mark**” to ensure the Advisor will not receive the Incentive Fee unless, and only to the extent that there are cumulative gains in the Client's account.

An **Incentive Fee** based upon the Client/Fund achieving its **hurdle rate** in which the Limited Partners receive their Preferred Return (as described in the offering memoranda) and recovering their Capital Contributions. Thereafter, the Incentive Fee, if payable, shall be equal to a % of the Cash Flow (and Net Capital Proceeds, if available) and shall be paid monthly/quarterly as earned.

Depending upon the structure of each individual partnership the Incentive fee(s) paid to Verdeam may or may not be subject to “**clawback**” or reduction based on any losses incurred in subsequent periods.

Verdeam does not represent that the amount of the performance fees or the manner of calculating the performance fees is consistent with other performance-related fees charged by other investment advisers under the same or similar circumstances. The performance fees charged by Verdeam may be higher than the performance fees charged by other investment advisers for the same or similar services.

We structure any performance fees subject to federal rules and in accordance with the available exemptions granted under those rules.

ITEM 7: TYPES OF CLIENTS

Verdeam provides investment management and investment advisory and administration services to:

- **Pooled Investment Vehicles:** We provide sophisticated investment strategies and techniques to private investment pools.

The minimum suitability standards and investment required to invest in a Private Fund is described in each Private Fund's confidential offering memorandum.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Verdeam utilizes a proprietary technology to provide analytical and portfolio construction and re-structuring, transforming raw data and complex and forensic analysis into an application to manage both process flow and related data. Our analytical and valuation model is designed to integrate systems for tracking underlying collateral, loans and securities and provide customized reporting to provide real time portfolio pricing,

analytics and other specialized portfolio accounting services such as payoff tracking, prepayment analytics, cash flow forecasting and risk control. Despite the analysis we perform, any investment in securities carries market risk and investors may lose their principal investment.

Verdeam's investment strategy is to make investments in undervalued cash flows found in a variety of asset classes including, but not limited to fixed income securities and real estate. To implement our strategies, we analyze, value, and manage fixed income instruments collateralized by various government agencies such as Sallie Mae, the Small Business Administration ("SBA"), other asset backed receivables, and real estate

Investments in Partnerships/Private Funds involve a number of risks. We invest in a variety of fixed income securities and real estate. Changes in interest rates will affect the underlying loan portfolio. As interest rates fall, borrowers may be compelled to refinance their loan, increasing prepayment risk. As interest rates increase, borrowers may have difficulty making higher debt payments, potentially increasing default risk. Increased interest rate volatility may reduce demand for the assets likely to constitute the fund's portfolios, further reducing liquidity and impacting valuation of the assets in the secondary market negatively. More generally, depressed economic activity may impair the borrowers' core businesses and increase loan defaults. These investment strategies involve a variety of risks and a wide range of assumptions. The risks discussed are not the only risks applicable; a larger scope of risks can be found in each fund's confidential offering memorandum.

No investment or investment strategy can assure a profit or avoid a loss. Investing in securities involves risk of loss that clients should be prepared to bear.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the registered investment advisor or the integrity of its management. Neither, Verdeam, its principals, nor its employees have a history of any legal or disciplinary action, and therefore there is nothing to disclose in this regard.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Sponsor of Limited Partnerships

Verdeam Investment Management, LLC is the General Partner of **VP 2012-1, LLLP**. This fund is a Private Fund that is managed by Verdeam, LLC. Both Verdeam Investment Management, LLC and Verdeam, LLC are wholly owned subsidiaries of VCM, LLC in which Carl G. de Rozario, an Officer of Verdeam, is the majority owner.

As the investment adviser to this fund, we receive a management fee and subject to certain limitations, may receive performance-based fees as described in Item 5 on page 6 of this Disclosure Brochure. Our affiliates serve as the general partner of VP 2012-1, LLLP and were entitled to a payment of a management structuring fee equal to 1% of the loan amount. A loan secured by the GP to finance the acquisition of the fund's assets.

These management fees and performance fees may exceed the compensation we receive for providing investment advisory services to other client accounts.

Meritus Communities, LLC is the General Partner for most of our manufactured housing investment partnerships. Verdeam is a shareholder of Meritus Communities, LLC.

Vertex Property Holdings, LLC is the General Partner in our manufactured housing and multi-family housing investment partnerships.

Conflicts of Interest

We and/or our affiliates or related persons will receive management, performance, oversight, board, administrative or similar fees in connection with advisory, management, monitoring, administrative or similar services that we and/or our affiliates or related persons provide to portfolio companies of VCM, LLC. Verdeam employs policies and procedures to address these potential conflicts of interest as described under Item 11 and 12 below. Such conflicts of interest are further mitigated by the fact that all services provided by Verdeam are structured to include an incentive/performance fee.

Mr. de Rozario will be the primary individual serving the management functions of each entity. In making its decision as to which investment advisor the Partnership would select to manage the Partnership's portfolio, the General Partner had an obvious conflict of interest in selecting its affiliate, Verdeam, LLC, as opposed to one or more independent investment advisors. Potential investors should take note that the entire control of the Partnership and its investments is in the hands of Mr. de Rozario, acting through the three entities he controls, and that Mr. de Rozario dictated the terms of the Advisory Agreement between Verdeam and the Partnership, including the terms of compensation set forth in the fund's Memorandum.

Fourteeners, LLC is the General Partner of Massive Partners, LLLP. This Private Fund, is managed by Verdeam, LLC. Carl G. de Rozario, an Officer of Verdeam is the majority owner of Fourteeners, LLC, directly and Verdeam, LLC, indirectly.

Meritus Communities, LLC is the General Partner for most of our manufactured housing investment partnerships. Verdeam is a shareholder of Meritus Communities, LLC.

ITEM 11: CODE OF ETHICS

Pursuant to SEC Rule 204A-1, VERDEAM has a Code of Ethics that promotes the fiduciary duty of Verdeam and its Investment Adviser Representatives and its employees. The Code of Ethics articulates the importance of trust as a foundation to the relationship between an investment adviser and its Clients and establishes policies and procedures to ensure that Verdeam and its investment adviser representatives place the interests of the Clients first. The Code of Ethics requires that Verdeam and its employees adhere to all applicable securities and related laws and regulations. The Code of Ethics also requires Verdeam and its investment adviser representatives follow industry "best practices" involving: confidential information, suitability of investments, personal trading on the part of Verdeam and its investment adviser representatives, outside business activities of investment adviser representatives, and the disclosure of

conflicts of interest. A copy of the Adviser's Code of Ethics is available upon request for any Client or prospective Client.

Participation or Interest in Client Transactions and Personal Trading

Individuals associated with Verdeam may make recommendations to clients related to pooled investment funds with which they are associated. In addition, associated individuals are permitted to buy or sell securities for their personal accounts identical to or different than those recommended to clients. Recommendations and transactions such as these may create an incentive for the individual to act in his own best interest rather than that of the client. Verdeam prohibits associated persons to favor his or her own interest over that of a client, or to make personal investment decisions based on the investment decisions of clients.

In order to address these and other potential conflicts of interest, Verdeam requires that associated persons with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's Chief Compliance Officer. Verdeam also requires prior approval from the Chief Compliance Officer for investing in any IPOs or private placements (limited offerings).

ITEM 12: BROKERAGE PRACTICES

In choosing broker-dealers, we are not required to consider any particular criteria. For the most part, we seek "best execution" at the "best price" and "commission rate" under the circumstances of a particular transaction. In evaluating whether a broker-dealer will provide best execution, we consider a range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions, the execution, clearance and settlement and error correction capabilities of the broker-dealer generally and in connection with securities of the type and in the amounts to be bought or sold, the broker-dealer's willingness to commit capital, the broker-dealer's reliability and financial stability, the size of the transaction, and the market for the security.

Currently, Verdeam does **not** receive research or other products or services other than execution from a broker-dealer or a third-party in connection with client securities transactions ("soft dollar benefits"), as described below. However, should Verdeam establish a soft dollar arrangement, then Verdeam shall adopt a Soft Dollar Policy to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934.

Research and Soft Dollar Benefits

Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), establishes a "safe harbor" for investment managers who use commission dollars to purchase brokerage and research services for their managed accounts that provide lawful and appropriate assistance to the manager in performing their investment decision making responsibilities, provided the manager determines in good faith that the amount of any increased commission costs for "brokerage and research services provided by a broker-dealer" is reasonable relative to the value of such services.

Client commissions utilized to pay for brokerage and research often are referred to as “soft dollars.” As fiduciaries, investment managers are obligated to act in the best interest of their clients and cannot use client commissions or other assets to benefit themselves, absent client consent. Investment managers who obtain research services with soft dollars are not paying for those services with their own funds, which benefit the investment manager and create a *conflict of interest* in the selection of the broker-dealer(s) to execute the clients’ trades. *Section 28(e) addresses this conflict* by permitting investment managers to pay more than the lowest commission rate (sometimes referred to as “paying up”) to obtain brokerage and research services, so long as they make a good faith determination regarding the reasonableness of commissions paid.

Brokerage Services

Under Section 28(e)(3)(C), a person provides “brokerage services” insofar as he or she “effects securities transactions and performs functions incidental thereto (such as clearance, settlement, and custody) or required in connection therewith. . . .”

Research Services

Under Section 28(e)(3), a person provides research services insofar as he or she (A) furnishes advice, either directly or through publications or writings, as to the value of securities, the advisability of investing in, purchasing, or selling securities, and the availability of securities or purchasers or sellers of securities; or (B) furnishes analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts.

The 28(e) safe harbor encompasses third-party research and proprietary research on equal terms. However, it requires that the broker-dealer receiving commissions for effecting transactions must “provide” brokerage or research services.

Brokerage for Client Referrals

Verdeam does not select or recommend broker dealers in exchange for client referrals.

Directed Brokerage

Verdeam does not accept directed brokerage accounts.

Allocation and Aggregation of Trades

The purchase or sale of securities may be aggregated for various Funds to the extent that more than one Fund is acquiring or selling the same securities. In doing so, the size of each bunched/aggregated order may influence the commission costs and choice of the broker executing the trade. The price paid by each client will be the average price of the order. Verdeam allocates aggregated purchase and sale transactions on a

fair and consistent basis to ensure that no client or group of clients receive more favorable treatment over another client.

ITEM 13: REVIEW OF ACCOUNTS

Verdeam reviews each Client account on a monthly basis in conjunction with calculating their management fees. Verdeam employs various programs when conducted periodic reviews are made, which include investment objectives and strategy descriptions. More frequent reviews may be triggered by material changes in variables such as market, political or economic environment.

Pooled fund members are provided with account statements from the fund's general partner on a quarterly basis which includes an NAV summary, an earnings summary for the entire portfolio, individual statements, and cumulative balances. Verdeam will also provide periodic performance analysis.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Verdeam does not use or employ the services of a solicitor, nor does it compensate an individual or entity for these services. If we were to enter into such an arrangement, we would do so in compliance with applicable law and in accordance with Rule 206(4)-3 under the Investment Advisers or similar state rules regarding solicitation arrangements. Conversely, we do not receive or accept compensation or any other economic benefit from non-advisory clients for providing investment advice or other advisory services.

ITEM 15: CUSTODY

Verdeam does not act as a general partner for a partnership, managing member for a limited liability company or trustee for a trust in which Verdeam's "advisory clients" are either partners of the partnership, members of the limited liability company or beneficiaries of the trust. Additionally, neither Verdeam nor any affiliated CPA firm has signatory authority for an "advisory client's" checking account.

We are be deemed to have custody of certain client securities under Rule 206(4)-2 under the Investment Advisers Act and similar State Securities and/or other laws and Regulations. Specifically, we are considered to have custody of securities of Private Funds because Affiliates of Verdeam serve as a general partner(s) for a partnership and as a managing member for a limited liability company to Private Funds.

Private Fund Investors will receive monthly statements directly from the third-party administrator if one exists or at least quarterly. Annually all private funds are audited. We urge clients to review their account statements for accuracy.

ITEM 16: INVESTMENT DISCRETION

Generally, our clients retain us on a discretionary basis upon execution of a management agreement. We have discretionary authority with respect to the investment decisions on behalf of our clients pursuant to the management agreements. Investment decisions for the Funds are made in accordance with the applicable Fund's investment objectives, strategies and restrictions and are not tailored to the individualized needs of any particular investor in the Fund.

Fund investors should consider whether the applicable fund meets their investment objectives and risk tolerance prior to investing. Information about the Private Funds can be found in their governing documents and offering memoranda.

ITEM 17: VOTING CLIENT SECURITIES

We have written proxy voting policies and procedures as required by Rule 206(4)-6 under the Investment Advisers Act. Under these policies and procedures for any security that entails a voting right in the underlying company, Verdeam generally does not have or accept authority to vote Client securities but reserves the right to in limited instances. When Verdeam exercises this right, they always vote in alignment with Management. All voting issues, proxies, and solicitations will be communicated to Clients through the Client's broker-dealer/custodian. Nor will Verdeam provide advice on behalf of proxy shares. Should a conflict of interest arise, Verdeam will resolve the conflict with the view of the best interest of the investors. If Verdeam determines there is a material conflict of interest in connection with the proxy vote, Verdeam will determine whether voting in accordance with the guidelines described above is in the best interest of the client. It will also determine whether it is appropriate to disclose the conflict to the affected client and provide the client with the opportunity to vote the proxy themselves.

Clients may obtain, free of charge, a full copy of our proxy voting policies and procedures and/or a record of proxy votes on their behalf by contacting us at the following address: **Verdeam, LLC - Attn: Chief Compliance Officer 3900 S. Wadsworth Boulevard, Suite 650 Denver, CO 80235 Phone: 303-962-3500.**

ITEM 18: FINANCIAL INFORMATION

Registered Investment Advisers are required to provide you with certain financial information or disclosures about their financial condition. Verdeam has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because we do not serve as a custodian for any client assets, nor do we require prepayment of fees of more than \$600 six months or more in advance.



VERDEAM

3900 S. Wadsworth Boulevard

Suite 650

Denver, CO 80235

Phone: 303.953.5125

www.verdeam.com

Form ADV Part 2B, Brochure Supplement

Supervised Person:

Carl G. de Rozario

CRD #: 1224224

March 2020

This brochure supplement provides information about the qualifications and background of Carl G. de Rozario which supplements the Verdeam, LLC firm brochure. You should have received a copy of the Verdeam, LLC brochure along with this brochure supplement. If you did not receive the firm brochure, or if you have any questions about the contents of this brochure supplement, please contact our Chief Compliance Officer, Gregory J. de Rozario at (303) 953-5125 or via email at gderozario@verdeam.com.

Additional information about Carl G. de Rozario is available on the SEC's website at www.adviserinfo.sec.gov.

The CRD number for Carl G. de Rozario is **1224224**.

While Verdeam, LLC may refer to itself as a Registered Investment Adviser, clients and prospects should be aware that registration itself does not imply any level or skill or training.

Please Retain a Copy of this Brochure for your Records

Education and Business Standards

Verdeam requires the successful acquisition of a college degree, or demonstrated and successful business experience, or combination of both, and requisite continuing education. Related employees of Verdeam may also be required to have examinations based on specific state examination requirements and continuing education requirements.

Carl G. de Rozario was born in 1958, and is the co-founder, managing partner, and Investment Advisor Representative of Verdeam, LLC. Carl graduated with a BS in Economics (with a concentration in Finance) from Colorado State University, in 1983. He currently holds the Series 65.

Employment History

Prior to forming Palm Advisors, LLC, now Verdeam, LLC, Mr. de Rozario was the President and Chief Executive Officer of First Matrix Investment Services, Matrix Capital Markets and Matrix Asset Management.

Mr. de Rozario has over 29 years of experience in the securities industry, having specialized in a broad range of mortgage related securitizations.

Mr. de Rozario served as Vice President of Structured Finance for U.S. Bancorp Investments where he underwrote asset and mortgage-backed transactions, which included the financing of subordinated whole loan derivatives.

In 1993, Mr. de Rozario founded Lewis, de Rozario and Company, a Denver based NASD member broker-dealer, where he served as President and Managing Director of Fixed Income Trading.

Mr. de Rozario also served as Vice President of Capital Markets for First Interstate Bank of Denver, where he oversaw all trading activities and managed a \$400 million government bond and mortgaged-back arbitrage trading account.

Disciplinary Information

Carl G. de Rozario has not had any legal or disciplinary events in his past. Clients and prospective clients can view the CRD records (registration records) for Carl de Rozario through the SEC's Investment Adviser Public Disclosure (IAPD) website www.adviserinfo.sec.gov or FINRA's BrokerCheck database online at www.finra.org/brokercheck.

The CRD number for Carl G. de Rozario is 1224224.

Other Business Activities

Carl G. de Rozario is a direct owner of VCM, LLC which is the parent company of the following:

Verdeam, LLC	Investment Advisor
Verdeam Investment Management, LLC	General Partner
Fourteeners, LLC	
Meritus Communities, LLC	General Partner

Additional Compensation

Verdeam would be required to disclose additional information if any additional compensation was received from non-clients for advisory services. Presently, no such additional compensation is being received, Verdeam has no information to disclose in this regard.

Supervision

As the Chief Compliance Officer of Verdeam, Gregory J. de Rozario is primarily responsible for the compliance and supervision of Verdeam, LLC and Carl G. De Rozario. Advisory clients may contact Gregory J. de Rozario directly by calling (303) 953-5125 or via email at gderozario@verdeam.com.