

L2 Asset Management, LLC
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August 17, 2021

Item 1 - Cover Page

This Brochure (Form ADV, Part 2A) provides information about the qualifications and business practices of L2 Asset Management, LLC (the “Adviser”). If you have any question about the contents of this Brochure, please contact us at 508-350-7150 or info@l2asset.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

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The Adviser is an investment adviser registered with the SEC. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

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Please keep a copy of this Brochure for your records.

Item 2 - Material Changes

This Brochure, also known as Form ADV, Part 2A, has been prepared according to SEC rules relating to information that must be disclosed to clients and prospective clients of certain investment advisers, such as L2 Asset Management, LLC (the “Adviser”).

You may request a copy of the most recent version of this Brochure free of charge by contacting the Adviser at 508-350-7150 or info@l2asset.com.

The date of the last update of this Brochure was March 31, 2021. Since then we have made the following material change:

- Item 12 has been updated to address broker commissions and soft dollars

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Item 4 - Advisory Business

(a) *General Description of Advisory Firm*

The Adviser is a Delaware limited liability company that began offering investment management and advisory services in January 2014. It currently serves as the manager/member to the general partner of two collective investment funds, interests in which are offered to investors on a private placement basis. The Adviser also offers separately managed accounts to institutional investors and high net worth individuals, and serves as a sub-adviser to various funds as described herein.

Dr. Sanjeev Bhojraj and Matthew Malgari are the principal owners and co-portfolio managers of the Adviser (together, the “Portfolio Managers”). Mr. Malgari also is the Adviser’s Managing Member.

(b) *Description of Advisory Services*

The Adviser offers investment advisory services on a discretionary and nondiscretionary basis to its clients, which include individuals and institutions with separately managed accounts, registered investment companies, and pooled investment vehicles intended for sophisticated investors.

The Adviser invests client assets in large-cap equity securities (i.e., securities issued by companies, each with a market capitalization that is greater than approximately the 70th percentile of market capitalization in the Adviser-defined universe) that are publicly traded primarily, if not exclusively, on U.S. securities exchanges. The Adviser also invests in mid-cap equity securities (i.e., securities issued by companies, each with a market capitalization of between \$1 billion and \$20 billion) of companies that are primarily listed on the S&P 400 Midcap Index. In managing the client assets, the Adviser takes long positions, short positions, or leveraged long and short positions using its hybrid quantitative and fundamental investment process. That process is generally stock-specific and sector-agnostic, which may, at times, cause certain client portfolios to have significant exposure to a specific sector. The Adviser also manages a client account that seeks to replicate performance of a specific index. The Adviser’s advisory services are subject to any investment management agreement or other agreement that sets forth the scope of the Adviser’s discretion.

For more information on the Adviser’s investment advisory services, see “Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss,” below. All investment strategies are available to those types of investors described in “Item 7 - Types of Clients,” below, through separately managed accounts held by banks, broker-dealers and other types of financial institutions.

(c) *Availability of Tailored Services for Individual Clients*

Client accounts generally are managed in accordance with each such client’s investment advisory agreement with the Adviser, or in the case of a client that is a collective investment fund, the collective investment fund’s offering materials and other constituent documents. Investors in a collective investment fund have no opportunity to select or evaluate any fund investment or strategy.

(d) *Wrap Fee Programs*

The Adviser currently does not participate in any wrap fee program.

(e) *Client Assets under Management*

As of December 31, 2020, the Adviser managed total regulatory assets under management of approximately \$177,988,608 on a discretionary basis. As of December 31, 2020, The Adviser did not manage any assets on a nondiscretionary basis, but may do so in the future.

Item 5 - Fees and Compensation

(a) Advisory Fees and Compensation

The Adviser generally receives from each client an asset-based fee based on a percentage of the net asset value of the client's account. The annual percentage rate of such fee is generally between 0 percent and 1.50 percent of the value of the net assets under management. The Adviser or its affiliate also may receive a performance-based fee (or, in the case of certain collective investment funds, a performance allocation to the funds' general partner) of up to 25 percent of net appreciation of client account assets, including both realized and unrealized gains and losses.

In certain cases, a client or investor and the Adviser may negotiate a fee rate that is higher or lower than the amounts in the preceding paragraph, depending in whole or in part on the amount of assets to be managed, the amount and complexity of client-specific investment restrictions, special reporting, and other services agreed to with the client or investor, and whether the client or investor would be paying a management fee, performance-based fee, or both.

(b) Payment of Fees

The Adviser's management fees typically are calculated and payable monthly or quarterly in arrears, and performance-based fees typically are calculated annually in arrears. Management fees due from the Adviser's privately offered collective investment funds, however, are typically paid monthly in advance and are not refundable to an investor in case of a partial or full redemption during any month. In either case, the Adviser deducts management fees from the assets in the client's account unless the Adviser agrees with the client to bill the client directly for fees incurred. Sub-advisory fees from certain clients are calculated daily and paid monthly in arrears.

Performance-based fees may create an incentive for the Adviser to make more risky and speculative investments than it might otherwise make. See "Item 6 - Performance-Based Fees and Side-by-Side Management," below, for more information.

(c) Other Fees and Expenses

Clients are responsible for the costs and expenses of maintaining an account, including fees for custody of account assets, brokerage costs, income and other taxes relating to the client, the client account and/or the client's portfolio, and the costs of verification of account assets if verification is required. For more information on the Adviser's broker selection process, see "Item 12 - Brokerage Practices," below. Client accounts that are invested in mutual funds and/or ETFs pay, indirectly, investment advisory fees to the managers of those funds, in addition to amounts paid directly to the Adviser. Clients that are collective investment funds also are responsible for fund-related costs, such as fund administration, transfer agency, audit, taxes and preparation of tax returns, costs of communications with investors, government fees, and legal services. The Adviser bears only its own operating costs and expenses.

The Adviser believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

(d) Additional Compensation and Conflicts of Interest

No supervised person of the Adviser accepts compensation for the sale of securities or other investment products, including sales of interests in collective investment funds managed by the Adviser.

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

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients. The Adviser (or an affiliate of the Adviser) is entitled to be paid performance-based compensation by its private pooled investment vehicle clients. Such performance-based compensation may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements. The Adviser and its investment personnel, including investment personnel that share in performance-based compensation, manage both client accounts that are charged performance-based compensation and accounts that are charged only an asset-based fee, which is a non-performance-based fee. In addition, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts or have asset-based fees or performance-based compensation arrangements providing for payment to the Adviser at different times or over different time intervals. When the Adviser and its investment personnel manage client accounts with different fee structures, the potential exists for one client account to be favored over another client account. Accordingly, the Adviser and its investment personnel have a greater incentive to favor client accounts that pay the Adviser (and indirectly its investment personnel) higher fees, performance-based compensation, or compensation that is paid at different times or over different time intervals.

The Adviser manages multiple client accounts, including accounts with different fee arrangements. The management of multiple client accounts creates a conflict of interest because the Adviser may have an incentive to favor one client account over another. Accordingly, the Adviser has adopted and implemented policies and procedures intended to address conflicts of interest that may arise relating to the management of multiple client accounts. In particular, the Adviser has adopted order aggregation, trade allocation and other policies and procedures to ensure that, among other things, accounts managed by the Adviser participate fairly in trades and limited investment opportunities. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies.

In addition, the Adviser's procedures relating to the allocation of investment opportunities provide that eligible client accounts with the same or substantially similar investment mandates and strategies participate in investment opportunities pro rata based on the relative value of the assets of each participating account to all participating accounts; provided, however that the Adviser may allocate investment opportunities to such accounts on a non-pro rata basis due to a consideration of factors including but not limited to, directed brokerage arrangements, allocations based on relative account sizes, the degree of risk involved in the investments acquired, the extent to which such investments are consistent with the investment policies and strategies of the various accounts involved, and the application of social screens to certain accounts which may prohibit their eligibility to participate in certain investment opportunities.

To the extent orders are aggregated, the client orders are price-averaged and allocated in accordance with the aggregated order; provided, that the aggregated order may be allocated on a different basis for reasons including but not limited to partially filled orders and to avoid odd lots or excessively small allocations. These areas are monitored by the Adviser's Chief Compliance Officer and Pricing and Allocation Committee (the "PAC").

Item 7 - Types of Clients

The Adviser provides investment advisory services to privately offered collective investment funds, registered investment companies, and separately managed accounts of institutional investors and high net worth individuals. The Adviser, however, is not precluded from advising types of clients that are not listed above. Investment advisory services are negotiated at the time the parties enter into an investment management agreement or other agreement that sets forth the scope of the Adviser's investment advisory services. With respect to any client that is a pooled investment vehicle, any initial and additional subscription minimums are disclosed in the offering memorandum for the pooled investment vehicle. The Adviser currently does not impose any specific restrictions on the requirements for clients opening or maintaining an account, such as minimum account size. However, certain collective investment funds impose minimum capital contributions from new investors.

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

(a) Methods of Analysis and Investment Strategies

The Adviser's investment methodologies employ a proprietary mix of quantitative and fundamental processes to evaluate individual stocks and construct portfolios. Quantitative investment analysis is a method of evaluating securities by analyzing a large amount of data through the use of models to generate an investment decision. Fundamental analysis involves a bottom-up approach to investing through a detailed analysis of specific companies, including their financial statements and financial ratios, management, competitive advantages and markets, in an attempt to determine the value of its stock.

The Adviser's investment approach is intended to find undiscovered value by ferreting out atypically high-quality businesses for their level of valuation. The Adviser's processes assess quality across many metrics and then identify stocks that may not be appropriately valued. These processes allow the Adviser to compare the relative merits of every company with equity securities traded in the U.S. in its applicable universe of equities that meet the Adviser's data requirements.

Stocks are evaluated by the Adviser on many variables or factors that can be classified broadly into various categories, including "valuation" and "earnings quality." "Valuation" contains traditional measures such as the dividend-to-price ratio and the earnings-to-price ratio, and "earnings quality" is used to assess the quality of earnings using measures such as accounting accruals and inventory turnover. Other variables focus on measures of analysts' forecasts, balance sheet quality, market movements, return patterns including short and long-term price momentum, long-term growth prospects, sustainable dividends, and potential for dividend increases. Final suitability for investment is determined after imposing additional sorting and merging procedures using some or all of these variables.

The Adviser also manages a client account that seeks to replicate performance of a specific index. For certain of the accounts for which the Adviser serves as sub-adviser, a social screen is applied as part of the investment approach.

In managing client assets, the Adviser relies on computer models, methodologies, algorithms, frameworks, analytical tools, inventions, discoveries, computer software, patents and trade secrets used for asset management (the "Asset Management Products") generated and licensed from Kailash Capital, LLC ("Kailash Capital"), an investment adviser registered with the SEC. Kailash Capital is controlled by Dr. Bhojraj and Mr. Malgari and is under common control with the Adviser.

The development of an investment strategy is a continuous and evolving process, and the Adviser's investment strategy and methods may therefore be modified from time to time. The Adviser's investment methods, including the Asset Management Products, are confidential and the descriptions of them in this Brochure are not exhaustive.

(b) *Material Risks*

A client account managed or advised by the Adviser generally is subject to the principal risks of investing in equity securities, debt securities, leverage/short sales, alternative investments, and cash and cash-equivalent investments.

- No Assurance of Achievement of Investment or Performance Objectives. There is no assurance that your account will achieve its investment or performance objectives.
- Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short term as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.
- Mid Cap Risks. Investments in mid capitalization companies involve greater risks than investments in larger, more established companies, including because such companies may have narrower markets and more limited managerial and financial resources, and because there is often less publicly available information concerning such companies than for larger, more established businesses. These securities may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks. Securities of such issuers may lack sufficient market liquidity to enable your account to effect sales at an advantageous time or without a substantial drop in price. Mid- capitalization companies often have narrower markets and more limited managerial and financial resources than larger, more established companies. As a result, their performance can be more volatile and they face greater risk of business failure, which could increase the volatility of your account's portfolio. Generally, the smaller the company size, the greater these risks.
- Market Volatility. Investments in mid capitalization companies are generally subject to more price volatility than larger, more established companies and may lack sufficient market liquidity.
- Covered Call and Put Options Risks. There are risks associated with the sale and purchase of call and put options. The seller (writer) of a call option which is covered (i.e., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller (writer) of a put option which is covered (i.e., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security below the exercise price of the option.
- Cash Management Risks. We may, at certain times, invest some of your account's assets temporarily in money market funds or other similar types of investments. During any period in which its assets are not substantially invested in accordance with its principal investment strategies, your account may be prevented from achieving its investment objective, which may adversely affect your account's performance.
- Concentration and Geographic Risk. A portfolio that concentrates its investments in a relatively small number of issuers, asset classes, geographic locations or economic sectors may be more adversely affected by adverse economic, business, political or other developments than a less concentrated portfolio.

- Leverage/Short Sales. A client account incurs leverage in its investment program, whether directly through the use of borrowed funds, or indirectly through investment in certain types of financial instruments with inherent leverage, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent a client account purchases securities with borrowed funds, its net assets would tend to increase or decrease at a greater rate than if borrowed funds were not used.
- Exchange Traded Funds (“ETFs”). ETFs represent shares of ownership in either funds or unit investment trusts that hold portfolios of common stocks, bonds or other instruments, which are designed to generally correspond to the price and yield performance of an underlying index. A primary risk factor relating to ETFs is that the general level of stock or bond prices may decline, thus affecting the value of an equity or fixed income ETF, respectively. An ETF may also be adversely affected by the performance of the specific sector or group of industries on which it is based. Moreover, although ETFs are designed to provide investment results that generally correspond to the price and yield performance of their underlying indices, ETFs may not be able to exactly replicate the performance of the indices because of various sources of tracking error, including their expenses and a number of other factors.
- Swaps. The use of swaps is a highly specialized activity which involves investment techniques, risk analyses and tax planning different from those associated with ordinary portfolio securities transactions. Swaps may be subject to various types of risks, including market risk, liquidity risk, structuring risk, legal risk, tax risk, and the risk of nonperformance by the counterparty. Swaps can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swaps may increase or decrease a client account’s exposure to commodity prices, equity or debt securities, long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, mortgage backed securities, corporate borrowing rates, or other factors such as security prices, baskets of securities, or inflation rates and may increase or decrease the overall volatility of the client account’s portfolio.
- Financial Models. The Adviser relies on certain proprietary and standard financial models to assess risk, i.e., the Asset Management Products. Financial models attempt to account for risk and uncertainty. Despite their mathematical sophistication, at best they provide an oversimplification of reality and rely on data or models that may be incomplete or inaccurate. Moreover, incomplete or inaccurate data inputted into the Adviser’s financial models is likely to compromise the models’ integrity and generate inaccurate trading signals. The complex reality of the financial world, however, is not and cannot be reflected in a mathematical model. In the universe of finance, the behavior of individuals determines the value of individual financial instruments, and behavior can, and in crises, frequently does, change.
- Social Screens. Certain accounts sub-advised by the Adviser are subject to social screens. Because investments for these sub-advised client accounts are selected in part based upon religious criteria, the return on these investments may be lower or higher than investments based solely on fundamental security analysis. The Adviser’s socially screened client accounts may outperform or underperform client accounts not subject to the social screen. The Adviser may forgo otherwise attractive investment opportunities or increase or decrease the client’s exposure to certain types of issuers or certain sectors due to the Adviser’s application of the social screens.
- Alternative Investments. The value of alternative investments may fall because of default, mispricing or improper valuations, or changing investor expectations. Investments in real estate tend to be very sensitive to movements in interest rates, and investments in commodities tend to be very sensitive to inflation rates and changes in currency rates.

- Cash and Cash-Equivalent Investments. The value of cash-equivalent investments may fall because of rapid increases in exchange rates, prolonged low short-term interest rates, and concentrated exposure to those financial institutions that have issued cash-equivalent instruments.
- Dependence upon the Adviser. The Adviser's success in managing the clients' assets will depend on the management of the Adviser and on the skill and acumen of Dr. Bhojraj and Mr. Malgari. If Dr. Bhojraj and Mr. Malgari should cease to participate in the Adviser's business, the Adviser's ability to select attractive investments and manage the clients could be severely impaired.
- Investment Risks in General. The prices of securities and derivative instruments in which the clients may invest may be volatile. Market movements are difficult to predict and are influenced by, among other things: government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace.
- Cybersecurity Risk. The information and technology systems of the Adviser and of key service providers to the Adviser and its clients may be vulnerable to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Adviser has implemented various measures designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for the Adviser to make a significant investment to fix or replace them and to seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Adviser or its client accounts and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information.
- Systems and Operational Risk. The Adviser relies on certain financial, accounting, data processing and other operational systems and services that are employed by the Adviser and/or by third party service providers, including prime brokers, the third party administrator, market counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems may be subject to certain defects, failures or interruptions. For example, the Adviser and its clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in the clients' operations. In addition, despite certain measures established by the Adviser and third party service providers to safeguard information in these systems, the Adviser, clients and their third party service providers are subject to risks associated with a breach in cybersecurity which may result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of the client trading activities, liability under applicable law, regulatory intervention or reputational damage.
- Debt Securities. The value of debt securities may fall because of increases in interest rates, deteriorating credit quality, the lack of market liquidity, the risks associated with rapid changes in interest rates, the risks associated with extended periods of very low interest rates and, with respect to asset-backed securities, the risks that the underlying securities will be prepaid or not paid as quickly as expected.
- Public Health Risk. The Adviser could be materially adversely affected by the widespread outbreak of infectious disease or other public health crises, including the COVID-19 pandemic. Public health crises such as the COVID-19 pandemic, together with any containment or other remedial measures undertaken or imposed, could cause significant interruptions in the operations of the Adviser.

Business Continuity Risk. Kailash has adopted a business continuation strategy to maintain critical functions in the event of a partial or total building outage affecting our offices or a technical problem affecting applications, data centers or networks. The recovery strategies are designed to limit the impact on clients from any business interruption or disaster. Nevertheless, our ability to conduct business can be curtailed by a disruption in the infrastructure that supports our operations.

Additional information concerning the risks associated with the Adviser's investment strategies is available to clients and potential clients upon request. For more information, please contact us at 508-350-7150 or info@l2asset.com.

All investments in securities and other financial instruments involve a risk of loss, which clients should be prepared to bear.

Item 9 - Disciplinary Information

Not applicable.

Item 10 - Other Financial Industry Activities and Affiliations

(a) Broker-Dealer, Commodity Exchange Act Registration

Not applicable.

(b) Material Relationships or Arrangements

Each of the limited partnerships or private funds for which the Adviser serves as general partner or investment manager has and may in the future enter into agreements, or "side letters," with certain prospective or existing limited partners whereby such limited partners including such persons that may be affiliated with the Adviser or its related persons may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the partnership or fund. For example, such terms and conditions may provide for special rights to make future investments in the partnership, other investment vehicles or managed accounts; special redemption rights, including those relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the limited partner and/or other terms; rights to receive reports from the partnership on a more frequent basis or that include information not provided to other limited partners (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the partnership or fund and such limited partners. The modifications are solely at the discretion of the partnership or fund and may, among other things, be based on the size of the limited partner's investment in the partnership or fund or affiliated investment entity, an agreement by a limited partner to maintain such investment in the partnership or fund for a significant period of time, or other similar commitment by a limited partner to the partnership or fund.

The Adviser licenses Asset Management Products from Kailash Capital and uses these products in its provision of advisory services. Kailash Capital receives licensing fees and from the Adviser and others that have licensed the models and intellectual property. Dr. Bhojraj and Mr. Malgari, as well as one other employee of the Adviser, have an ownership interest in Kailash Capital. The Adviser therefore has a financial incentive to continue using, or recommend the continued use of, Kailash Capital's intellectual property when advising its clients. There exists a conflict of interest between the Adviser's license and use of the Asset Management Products from Kailash Capital. The Adviser manages client accounts on a discretionary basis. At any time, clients of the Adviser may hold positions (long or short) that are recommended or otherwise included in the Asset Management Products licensed from Kailash Capital. The Adviser is not subject to any

trading restrictions related to such positions and, accordingly, may buy or sell such positions. To mitigate the conflict of interest created by this practice, the individuals with investment discretion at the Adviser do not receive information from Kailash Capital with respect to specific security recommendations prior to such recommendations being made available to the public. In addition, Mr. Malgari provides assistance to Kailash Capital in developing data analytics and commentaries; however, the Adviser does not make any investment decision based on such data analytics or commentaries until they have been published.

(c) Recommendations of Other Advisers to Clients

Not applicable.

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

The Adviser's compliance policies and procedures, as well as its Code of Ethics, are administered primarily by the Adviser's Chief Compliance Officer (the "CCO"), as well as the PAC. The CCO and/or PAC's responsibilities include reviewing personal securities transactions by the Adviser's principals and employees, reviewing the Adviser's broker-selection process and soft-dollar practices, reviewing trade allocation and aggregation practices, and reviewing transactions that inherently create a conflict of interest between the Adviser and its clients.

(a) Code of Ethics

The Adviser has adopted a Code of Ethics for all its employees that describes the Adviser's high standard of business conduct, and its fiduciary duty to its clients. The Code of Ethics and the Adviser's compliance policies include policies and procedures relating to, among other things: confidentiality of investor and client information, handling of material non-public information and prohibitions on insider trading, gifts and entertainment, outside activities, political contributions, personal account trading, trading in client accounts and prohibitions on market manipulation, and disclosure (anti-fraud) requirements. All supervised persons at the Adviser must acknowledge annually the terms of the Code of Ethics and the compliance policies and procedures. Investors or prospective investors may request a copy of the Adviser's Code of Ethics by contacting the Adviser's Chief Compliance Officer at 508-350-7150 or info@l2asset.com.

(b) Investing in Securities where Adviser has a Material Financial Interest

Dr. Bhojraj and Mr. Malgari, as well as other key employees of the Adviser, maintain substantial investments in certain collective investment funds managed by the Adviser so, in this regard, the Adviser may be recommending securities in which it does have a material financial interest.

Neither the Adviser nor any of its related persons buys or sells as principal (i.e., in a principal transaction) securities to or from client accounts, except in accordance with the Advisers Act and with the consent of the Adviser's Chief Compliance Officer.

(c) Investing in Securities Recommended to Clients

In addition, the Adviser or its access persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or its access person recommends to clients. The Adviser or its access persons may trade in a particular security in a manner that is the same as, different from, or even opposite to the trading activity undertaken by the Adviser on behalf of its clients with respect to that same security. Such practices present a conflict when, because of the information an Adviser has, the Adviser or its access persons are in a position to trade in a manner that could adversely affect the Adviser's clients (e.g., place their own trades before or after client trades are executed).

in order to benefit from any price movements due to the clients' trades). In addition to affecting the Adviser's or its access person's objectivity, these practices by the Adviser or its access persons may also harm clients by adversely affecting the price at which the clients' trades are executed.

The Adviser has adopted the following procedures in an effort to minimize such conflicts: owners of the Adviser typically may not buy or sell single-name equity securities. However, the owners may invest *pari passu* with certain clients in a separately managed accounts provided that such transactions are reported to the Chief Compliance Officer. The Adviser requires its access persons to preclear certain transactions in Covered Securities in their Covered Accounts with the Chief Compliance Officer or General Counsel, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of the Adviser's clients. In addition, the Adviser's Code of Ethics prohibits the Adviser or its access persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. The Adviser's access persons are required to disclose their Managed Accounts, as well as Covered Securities holdings in their Covered Accounts upon commencement of employment with the Adviser and on an annual basis thereafter. The Adviser's access persons are also required to provide quarterly transaction reports.

The Adviser has no proprietary trading accounts and therefore does not invest in the same (or related) securities in which it invests client assets.

The Code of Ethics contains specific policies and procedures regarding restrictions on personal trading. In addition, the Code of Ethics and the Adviser's compliance policies provide that each employee has the responsibility to be sure that he or she is not benefitting in any personal investment at the expense of Adviser's clients, that the employee is not in any way taking advantage of or trading on knowledge of the impact of client transactions upon the market price of the employee's own securities, and that the employee is not damaging the employee's own or the Adviser's reputation by trading on the Adviser's recommendations to its clients.

While it is possible that an employee of the Adviser may hold the same security that a client holds, the Adviser believes that the potential conflict of interest that is present in such a situation is minimal due to the fact that the Adviser's primary holdings are relatively small positions in widely traded US equity securities. Such positions would require significant large transactions well outside the range of any possible transaction made on behalf of clients or by any single employee in order to make a price impact on the market price of the security. The Adviser has implemented monitoring of employees' personal security accounts transaction and holdings reports on a regular basis in order to identify and address any conflicts of interest that might arise, including front-running, market manipulation or insider trading.

An additional conflict of interest may arise due to cross-trading between the client accounts. The Adviser may engage in such cross-trading for a variety of reasons, including the need to rebalance client accounts, for tax or liquidity purposes, or to reduce transaction costs that may arise in an open market transaction. It is the Adviser's policy not to engage in cross-trading unless one of the following conditions is met: (a) the Adviser utilizes an interposed non-affiliated broker-dealer (which will generate a commission charge), or (b) the Adviser utilizes an off-exchange transaction without a broker, however pricing must be within the range of trading for the particular day (and in this case, pre-approval by the Adviser's Chief Compliance Officer is required prior to executing the cross-trade). Any other type of cross-trade generally is prohibited. If the Adviser effects a cross-trade, the Adviser will waive any fee in connection with the completion of the transaction to which it otherwise would be entitled.

(d) Contemporaneous Trading

The Adviser's related persons may, and currently do, invest in private funds managed by the Adviser and/or mutual funds sub-advised by the Adviser. Such investments pose a risk that the Adviser or individuals who are in a position to control the allocation of investment opportunities to the Adviser's client accounts will favor those private funds in which the

Adviser's related persons invest, particularly in the case of limited opportunities (such as initial public offerings and private placements) or other investments that are otherwise subject to limited capacity. The Adviser's related persons have access to information that is not available to other investors in such private funds.

Item 12 - Brokerage Practices

(a) Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

The Adviser generally is responsible for the placement of client portfolio transactions and the negotiation of any commissions paid on such transactions for discretionary clients. The types of securities in which clients invest normally are purchased through brokers on securities exchanges or directly from the issuer or from an underwriter or market maker for the securities. Purchases of securities through brokers typically involve a commission to the broker. Purchases of securities from dealers serving as market makers typically include the spread between the "bid" and the "ask" price. The Adviser may utilize the services of one or more introducing brokers who will execute client brokerage transactions through a prime broker or other brokers or custodians who will clear client transactions.

Transactions for a discretionary client's account are executed through brokers (including futures commissions merchants) selected by the Adviser in its sole discretion and without the consent of the client. In placing portfolio transactions for a client, the Adviser will seek to obtain the best execution for the client, taking into account factors such as (a) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any), (b) the operational efficiency with which transactions are effected and the efficiency of error resolution, taking into account the size of order and difficulty of execution, the financial strength, integrity and stability of the broker, (c) special execution capabilities, (d) clearance, (e) settlement, (f) reputation, (g) on-line pricing, (h) block trading and block positioning capabilities, (i) willingness to execute related or unrelated difficult transactions in the future, (j) order of call, (k) on-line access to computerized data regarding clients' accounts, (l) performance measurement data, (m) the quality, comprehensiveness and frequency of available brokerage and research products and services considered to be of value, (n) the availability of stocks to borrow for short trades, (o) the competitiveness of commission rates in comparison with other brokers satisfying the Adviser's other selection criteria, and (p) commission-sharing agreements or other soft dollar arrangements (See discussion on Soft Dollar Arrangements below) that are in effect at the time of the transaction. The Adviser is not required to weigh these factors in any particular manner.

It should be noted that clients may pay different rates for the execution portion of brokerage commissions depending on the broker-dealer used, the available commission rate structures at each broker dealer and the other factors noted above. Where possible and permissible, the total cost per share for each client will generally include \$0.01 in soft dollar commissions (See discussion on Soft Dollar Arrangements below). The Adviser may pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction in recognition of the value of the research or brokerage products provided by the broker.

1. Soft Dollar Arrangements

The term "soft dollars" refers to benefits provided to the Adviser by a broker as a result of commissions generated from financial transactions executed by the broker for client accounts managed by the Adviser. Soft dollars may be used by the Adviser to acquire various products or services. The use of soft dollars to pay for these products and services, including research and brokerage services, presents the Adviser with potential conflicts of interest.

The Adviser uses soft dollars generated by client's brokerage transactions to pay for brokerage and research products and services that fall within the safe harbor afforded by Section 28(e) of the Exchange Act. Under Section 28(e), an

investment adviser who uses soft dollars only to obtain investment research and brokerage services generally shall not be deemed to have acted unlawfully or to have breached a fiduciary duty under state or federal laws. In order to qualify for the safe harbor, the products or services must provide assistance to the investment adviser in the performance of its investment decision-making responsibilities, or must relate to the execution, clearance or settlement of a trade. The use of soft dollar arrangements, even within the limitations of the Rule 28(e) safe harbor described above, can create conflicts of interest. The products and services received by the Adviser from soft dollars generated by a client's assets may be used to benefit other clients of the Adviser and, to the extent that the Adviser is able to pay for certain products and services through the use of soft dollars, whether for the client or other clients, the Adviser will not bear the burden of having to incur the cost of such products and services directly.

During the Adviser's last fiscal year, it acquired products and services with client brokerage commissions including, but not limited to research from independent research firms, market data and industry news services and publications.

2. Referral of Investors

The Adviser has not, but may in the future direct client brokerage business to brokers who refer prospective clients to the Adviser, including investors in a private collective investment fund managed by the Adviser. Because such referrals would likely benefit the Adviser and its affiliates but will provide an insignificant (if any) benefit to the clients, the Adviser will have a conflict of interest with its clients when allocating client brokerage business to a broker who has referred clients. To prevent client brokerage commissions from being used to pay client referral fees, the Adviser will not allocate client brokerage business to a referring broker unless the Adviser determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to the clients.

3. Directed Brokerage

The Adviser does not recommend, request or require that a client direct it to execute transactions through a specified broker-dealer. However, the Adviser permits clients to direct the use of a particular broker-dealer for trades in their account. Any such instructions should be in writing. In designating the use of a particular broker, dealer or other person, the client must understand:

- A client directed brokerage arrangement may result in the client paying higher commissions than other clients that do not have client directed brokerage arrangements;
- The client is responsible for negotiating commission rates and other terms with any client-selected broker-dealer(s);
- A client directed brokerage arrangement may result in the client trading after other clients' aggregated orders, and that the client may receive execution at higher or lower prices than the Adviser's other clients that do not have directed brokerage arrangements;
- Clients should evaluate the relative costs, advantages and disadvantages to them of directed brokerage when considering whether or not to direct us to use one or more specific brokers.
- ERISA accounts may be subject to additional requirements and restrictions with respect to directed brokerage.

(b) Allocation of Investment Opportunities; Order Aggregation

The Adviser may at times determine that certain investments will be suitable for acquisition by a client and by other accounts managed by the Adviser, the Adviser's own accounts, or accounts of an affiliate. If that occurs, and the Adviser is not able to acquire the desired aggregate amount of such investments on terms and conditions that the Adviser deems advisable, the Adviser will endeavor to allocate in good faith the limited amount of such investments acquired among the various accounts for which the Adviser considers them to be suitable. The Adviser may make such allocations among the accounts in any manner which it considers to be fair under the circumstances, including allocations based on relative

account sizes, the degree of risk involved in the investments acquired, and the extent to which such investments are consistent with the investment policies and strategies of the various accounts involved.

The Adviser often purchases or sells the same security for more than one client contemporaneously and using the same executing broker. It is the Adviser's practice, where appropriate, to aggregate client orders for the purchase or sale of the same security submitted contemporaneously for execution using the same executing broker. The Adviser may determine that it is appropriate to aggregate purchase and sale orders if such aggregation is reasonably likely to result in an overall economic benefit to the clients based on an evaluation that the clients will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors.

When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. To the extent an order is price-averaged, a client account participating in the trade may pay a higher price than if the Adviser did not aggregate the order. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair to clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients.

The Adviser may not include a client account in an aggregated order in certain circumstances, including when the client has placed a trading or investment restriction on the account precluding the account from participating in an aggregated order. In cases where trading or investment restrictions are placed on a client's account, the Adviser may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients who are able to participate in an aggregated order.

In certain instances, the purchase or sale of investments for a client will be effected simultaneously with the purchase or sale of like investments for other accounts or entities. Such transactions may be made at slightly different prices, as a result of the volume of investments purchased or sold. In such event, the average price of all investments purchased or sold in such transactions may be determined, at the Adviser's sole discretion, and the client may be charged or credited, as the case may be, with the average transaction price. In certain circumstances where average pricing is not possible, or where firm or employee capital trades in the same securities or strategies as client assets, the Adviser will employ an order rotation system or other mechanism to ensure that all client accounts are treated fairly and equitably and that no firm or employee capital receives treatment preferential to that of client assets.

Item 13 - Review of Accounts

The portfolios of all client accounts are reviewed periodically by at least one Portfolio Manager to determine whether they conform to the investment objectives and strategies agreed to with the Adviser. Significant market events affecting the prices of one or more securities in client accounts may trigger review of client accounts on other than a periodic basis.

Each client or, in the case of clients which are pooled investment vehicles, the vehicle's investors typically receive one or more of the following reports or other materials relating to his or her account: (a) monthly or quarterly account balance statements from the client's custodian and/or fund administrator, and (b) periodic commentary from the Adviser relating generally to the management of client assets.

Investors in privately offered collective investment funds managed by the Adviser may receive additional materials or reports, including annual financial statements and income tax information. For more information, please see the relevant fund's offering documents.

Item 14 - Client Referrals and Other Compensation

The Adviser may make cash payments to third-party solicitors for client referrals whereby the third-party solicitor receives compensation attributable to the client solicited and referred by the third-party solicitor, provided that, to the extent required, each such solicitor has entered into a written agreement with the Adviser pursuant to which the solicitor will provide each prospective client with a copy of the Adviser's Form ADV Part 2A, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Adviser and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended and related SEC staff interpretations.

Item 15 - Custody

The Adviser is deemed to have custody, as defined in Rule 206(4)-2 under the Advisers Act, of the funds or securities held by funds for which its affiliate acts as general partner. The Adviser relies on the "audit exemption" in Rule 206(4)-2(b)(4) under the Advisers Act, which exempts an adviser to a limited partnership, limited liability company or other pooled investment vehicle from the requirement to deliver account statements to its clients if the vehicle is audited annually by an independent public accountant that is registered with the Public Company Accounting Oversight Board and distributes the audited financial statements annually to the investors in the vehicle within 120 days of the end of its fiscal year.

The Adviser is not deemed to have custody of its managed account assets or its sub-advised funds.

Item 16 - Investment Discretion

The Adviser accepts discretionary authority to manage client assets. Prior to assuming discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines), and (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held.

The Adviser may consider the following factors, among others, in allocating securities among clients: (i) a client's investment objectives and strategies; (ii) risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi)

size of available position; (vii) current market conditions; (viii) account liquidity, account requirements for liquidity and timing of cash flows; and (ix) amount of trade away fees or other transaction fees.

The Adviser may also manage client assets on a nondiscretionary basis in which case the Adviser will only provide securities recommendations to the client who will be responsible for trade execution.

Item 17 - Voting Client Securities

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of each client.

In voting proxies, the Adviser utilizes the services of a third-party proxy agent in accordance with client mandates to provide recommendations and an automated voting system. The Adviser periodically reviews the proxy voting policies, procedures and methodologies, conflicts of interest and competency of the third-party proxy voting agent. Investors may obtain information about how the Adviser has voted with respect to their securities and a copy of the Adviser's Proxy Voting Policies and Procedures by contacting the Adviser at 508-350-7150 or info@l2asset.com.

With respect to those clients for which the Adviser does not conduct proxy voting, clients should work with their custodians to ensure they receive their proxies and other solicitations for securities held in their accounts.

To the extent that the Adviser has been delegated authority to deal with class action claims it will do so on a case-by-case basis. The Adviser has retained a third-party service provider to process claims. To the extent that the Adviser does not have authority to deal with claims, it will forward any claims it receives to the client.

Item 18 - Financial Information

Not applicable.