



FIRM BROCHURE

(Part 2A of Form ADV)

March 26, 2021

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Lido Advisors, LLC

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Part 2A of Form ADV (the "Brochure") provides information about the qualifications and business practices of Lido Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (310) 278-8232 or compliance@lidoadvisors.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority.

Lido Advisors, LLC is a registered investment adviser with the U.S. Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Lido Advisors, LLC and its investment adviser representatives are also available on the SEC's website at <https://adviserinfo.sec.gov>.

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Form ADV Part 2A

ITEM 2: MATERIAL CHANGES

There have been material changes, described below, to this Brochure since the September 25, 2020 previous filing. All other changes are updates and routine in nature.

This Brochure is being provided to all clients and prospective clients.

Item 5 (Fees and Compensation): Expanded to include information concerning the fees charged by Oakhurst Capital Management, LLC for the management of its mutual funds and SMA strategies.

Item 10 (Other Financial Industry Activities and Affiliations): Expanded to include relevant information about Oakhurst Capital Management, LLC.

Item 11 (Code of Ethics, Participation or Interest In Client Transactions And Personal Trading): Expanded to include relevant information about Oakhurst Capital Management, LLC and Lido Tax, LLC.

Pursuant to SEC Rules, Lido Advisors, LLC will send clients a summary of any materials changes to this Brochure within 120 days of the close of Lido Advisors, LLC's fiscal year. For more information about the firm, please visit www.lidoadvisors.com. Additional information about Lido Advisors, LLC and its Investment Advisors Representatives is available on the SEC's website at <https://adviserinfo.sec.gov>.

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ITEM 4: ADVISORY BUSINESS

A. Description of Firm

Lido Advisors, LLC ("LAL") is an SEC-registered, Los Angeles-based investment advisor founded in 2001.¹ LAL offers a variety of services, including, but not limited to, investment management and asset allocation, financial planning, family office services, and retirement and estate planning. LAL offers these services to high-net-worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other types of business entities. LAL has 14 offices located in Dallas, Texas; Los Angeles, California; San Diego, California; Pasadena, California; San Francisco, California; Broomfield, Colorado; Boca Raton, Florida; Atlanta, Georgia; Chicago, Illinois; Seattle, Washington; Scottsdale, Arizona; Bethesda, Maryland; and New York, New York. LAL conducts business in states reflected in its Form ADV Part 1 (copy available upon request or at <https://advisorinfo.sec.gov>).

LAL is majority-owned by Lido Advisors Holdings, LLC ("LAH"), a Delaware limited liability company, with the remaining minority interests held by Lido 2012 GST, LLC ("2012 GST"), a California limited liability company, and 1001 Development, LLC ("1001"), William Henry Insurance, Inc. ("WHI"), Lido Investor Holdings, LLC ("LIH"), Alexandra Browne, Michael Karsa, and Jason Lee. 2012 GST, 1001, WHI, and LIH are not involved in LAL's day-to-day management and have limited rights. 2012 GST is owned by a family office and LAL client. 1001 is an affiliate of a LAL client. WHI is a LAL client. LIH's managing member is a LAL client and certain of its members are LAL clients. Messrs. Karsa and Lee and Ms. Browne are LAL Senior Managing Directors, Mr. Lee and Ms. Browne serve on LAL's Management Committee, and

all three individuals have day-to-day management authority at LAL.

LAH is owned and managed by its members, which include Kushner Holdings, Inc. ("KHI"), a California corporation. Gregory Kushner, LAL's Chairman and Chief Executive Officer, as KHI's sole shareholder, has limited preferential rights related to certain material corporate actions. Aside from Mr. Kushner, through KHI, Jason Ozur, LAL's President, and Ken Stern, Senior Managing Director, through APS Holdings, Inc., Alyssa Weinberger, Senior Managing Director, and Jeffrey Westheimer, Senior Managing Director, are the other LAH members (collectively, "LAH principals"). LAL's Management Committee also includes Alexandra Browne, Senior Managing Director, Jason P. Lee, Senior Managing Director, General Counsel and Chief Compliance Officer, and Bradford Hixson, Director.

B. Advisory Services

1. Investment Management

LAL utilizes unique investment strategies to seek to help our clients achieve their investment goals while aiming to reduce market risks and manage volatility. We use an integrated wealth strategy that involves tailored investment services that, among other things, select assets for our clients that are less correlated to one another. These assets include not only the traditional asset classes such as fixed income², equities³, and cash⁴, but also real estate debt, foreign securities, American Depositary Receipts, hybrid offerings⁵, and Alternative Investments, such as Liquid⁶ and Non-Liquid⁷ Alternative Investments and Non-Liquid Fixed Income investments⁸. LAL believes it has the discipline to implement a strategy while remaining nimble to take advantage of potential opportunities. LAL's main strategies include:

¹ The Firm operated as Lido Advisors, Inc. prior to July 1, 2015.

² Fixed income includes government bonds, municipal bonds, corporate bonds, high yield bonds, foreign bonds, preferred stocks, CDs, loans, Exchange Traded Funds ("ETFs") based on bond indices, fixed income mutual funds, short-term fixed income instruments, structured notes, and certain preferred stocks.

³ Equities include common stocks, ETFs based on stock indices, equity mutual funds, publicly-traded master limited partnerships, publicly-traded royalty trusts, and publicly-traded real estate investment trusts ("REITs").

⁴ Cash includes, but is not limited to, money market funds, certain mutual funds or ETFs, or other cash equivalents.

⁵ Hybrid offerings generally includes merger funds, long-short commodity funds, structured notes, covered options, and other hybrid mutual funds (based on equity volatility).

- **Core Equity Strategy** is a strategy driven by asset allocations that emphasizes stocks with a certain geography or market capitalization, economic cycles, momentum and fundamental drivers that can result in tactical opportunities, all reflected in combined mutual funds, ETFs, or separate account managers.
- **SectorStrat™** is a tactical, value-driven, U.S. large-cap strategy involving low-cost ETFs in different economic sectors.
- **“Cap and Cushion” Equity Collar Strategy** is an options-based equity strategy that seeks to limit downside participation by both purchasing downside protection (buying a put option) while financing (partially or fully) the protection with selling some potential upside participation (writing a covered call option). In connection with this strategy, LAL is, through two wholly-owned entities, Lido Private Funds LLC and Lido Uncapped GP LLC, the General Partner of four Private Funds, Lido Cap and Cushion Fund LP and Lido Cap and Cushion Fund (Institutional) LP, Lido Uncapped Fund, and Lido Uncapped Fund (Institutional) (collectively, “Lido Private Funds”). Lido Private Funds offers and manages this strategy applied to the S&P 500 Index through limited partnership interests in the Lido Private Funds. In addition, LAL utilizes variations of this strategy with similar hedging arrangements. These variations are materially distinguishable from “Cap and Cushion” and any notable differences are disclosed to clients prior to deployment in their portfolios.
- **Fixed Income** is a strategy that seeks both the potential for current income and reduction in portfolio risk by using various fixed income strategies. We utilize bonds, mutual funds, and ETFs to diversify the fixed strategy with an aim to assist in better control duration and credit risk.
- **Alternative Investments** is a strategy that seeks to provide critical diversification and can, under the right circumstances, achieve results uncorrelated to equity and fixed income strategies.
- **Weighted Sector Strategy** seeks to track the investment results of a sector index, and is designed to outperform the index due to slight differences in the sector weights used by LAL versus the sector weights used by the index. This strategy uses ETFs and offers exposure to each sector in the market. Sectors are examined on a monthly basis and are over or under-weighted based on factor analysis.

LAL also utilizes additional equity and fixed income-based strategies that supplement its above-described main strategies. In some cases, LAL will utilize certain independent, third-party or affiliated asset managers (“TPAMs”) and sub-advisors to affect various strategies on behalf of a client. See Items 8 (Methods of Analysis, Investment Strategies and Risk of Loss) and 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

LAL generally manages all client assets on a fully discretionary basis.⁹ In exercising full discretionary authority, LAL selects, without first obtaining client’s authorization:

⁶ Liquid Alternative Investments are investments in exclusively single sector or commodities ETFs or alternative mutual funds.

⁷ Non-Liquid Alternative Investments include Private Funds, which include, but are not limited to, hedge funds, fund of funds, real estate funds, managed futures funds, mezzanine funds, private equity funds, venture capital funds, and other types of private pooled investment vehicles, private real estate investment trusts, private real estate holdings, and oil and gas limited partnerships.

⁸ Non-liquid fixed income investments are defined as longer-term investments in loans secured by first trust deed mortgages, including first trust deed loans, bridge loans and client directed family mortgages.

⁹ In certain instances, and at its sole discretion, LAL will arrange for clients to open trading accounts at a broker dealer/custodian on a non-discretionary basis. These non-discretionary accounts are subject to third-party fees, including, but not limited to, commissions and other custodial-related fees. These broker dealers/custodians will as a general practice provide disclosures concerning these fees directly to clients. Clients should review this information carefully and are encouraged to discuss these fees with LAL and the broker dealer/custodian.

- the securities to be bought and sold;
- the amounts of securities to be transacted and whether it will be individually or blocked traded;
- the broker dealer through which transactions will be executed; and
- the TPAM used to manage the client's assets.

A client may, at LAL's sole discretion, impose parameters to LAL's discretionary authority, including, but not limited to, restrictions in certain companies or industry sectors or directed brokerage. In these instances, clients are solely responsible for informing LAL in writing of these parameters, changes to these parameters, or their overall investment goals and objectives. Finally, clients may also direct LAL to execute certain trades or purchase certain investments. In these instances, clients assume full responsibility for these directed trades or investments, including any negative impact these may have on LAL's strategies employed on their other assets. LAL cannot and does not make any assurance that client directed trades will be timely executed or executed at all.

LAL integrates Alternative Investments as part of its overall investment strategy. These investments are not suitable for all clients. For those clients whom these investments are suitable, LAL recommends, among other alternative investments, real estate-related Private Funds sponsored or operated by Oakhurst Advisors, LLC ("Oakhurst"), which is a separately registered investment adviser owned and controlled in part by LAH principals. Additional information about Oakhurst is available on the SEC's website at <https://adviserinfo.sec.gov>. Prior to June 2018, these real estate-related Private Funds were sponsored or operated by S&R Real Estate Advisors, LLC ("S&R"). In June 2018, Oakhurst and S&R entered into a business combination. The combined entity is now known as Oakhurst.

Richard Goldman, Stanley Itskowitch, and Chuck Ng, former S&R principals, are now Oakhurst principals. Mr. Goldman, Mr. Itskowitch, and Mr. Ng and certain LAH principals have long-standing relationships. LAL also sublets its office to Oakhurst. This long-standing relationship and the resulting business combination present significant, actual or potential conflicts of

interests, including, but not limited to, the potential that LAL and its principals are biased in favor of Oakhurst investments given that LAH principals have an ownership interest in Oakhurst. Moreover, it is possible that LAL clients may incur higher fees in connection with Oakhurst investments than those associated with other Alternative Investments. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) regarding LAL's mitigation efforts; See Item 5 (Fees and Compensation) regarding the fees paid to Oakhurst.

2. Asset Allocation Services

At the onset of a client relationship, LAL develops an asset allocation plan that aims to balance a client's overall financial objectives with individual attributes including risk tolerance, income requirements, liquidity requirements, income taxes, and time horizon. LAL accomplishes this by gathering pertinent information from a client during the account opening process through a Client Risk Profile Form, Investment Policy Statement ("IPS"), or other similar documentation.

LAL performs the following services in determining and maintaining the appropriate allocation plan for clients:

- Analysis of the client's current financial situation and prior investment experience;
- Assistance in setting goals to determine appropriate time horizons, investment objectives, income taxes, family structure, and amounts needed to accomplish investment goals;
- Analysis of the client's risk tolerance;
- Selection of appropriate asset classes;
- Investment selection utilizing, as appropriate, no-load mutual funds, equity and fixed income securities, Private Funds, and TPAMs;
- Ongoing monitoring of fund, securities, and manager performance;
- Ongoing portfolio performance analysis; and
- Portfolio modifications and reallocation as appropriate.

3. TPAM Selection

LAL may delegate management of all or part of a client's assets to TPAMs. LAL provides access to TPAMs through a third-party platform of approved investment managers made available by agreement between LAL and the platform provider, or through an arrangement between LAL and TPAMs. LAL will utilize TPAMs that are affiliated with LAL for certain strategies. In those instances, LAL will provide further information concerning these TPAMs as well as the nature and scope of its affiliation, among other information. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

TPAMs have discretionary authority over those assets allocated to them and they are authorized to buy, sell, and trade in securities in accordance with the client's investment objectives, risk tolerance, and time horizon, among other factors. If and when LAL determines that a TPAM is in the client's best interest, LAL, on the client's behalf, or the client will enter into a separate and independent advisory relationship with that TPAM. As such, the client will incur fees separate from and in addition to any fees charged by LAL. The TPAM may invoice its fee to the client through LAL or debit the client's custodial account directly.

LAL continues to monitor the TPAMs to ensure the TPAMs adhere to the philosophy and investment style for which they were selected and will provide recommendations to the client accordingly. If the client has entered into a direct relationship with the TPAM, only the client can terminate that relationship.

4. Sub-Advisory Arrangements

In certain circumstances, LAL enters into a sub-advisory arrangement for management of a particular style or strategy desired by or suitable for clients. Certain sub-advisors are affiliated with LAL. In those instances, LAL will provide further information concerning these sub-advisors as well as the nature, scope, among other information, of its affiliation. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

LAL conducts due diligence on each sub-advisor, which includes review of its quarterly performance returns, management team, and adherence to the guidelines and restrictions of the strategy. In its sole discretion, LAL has the authority to add, replace, or remove any sub-advisor on behalf of a client without the client's prior consent.

5. Financial Planning

LAL may also provide financial planning services. These services include, but are not limited to, providing advice on the following:

- Investment portfolio analysis and asset allocation;
- Evaluation of outside investment accounts and assessment of overall financial position;
- Insurance and risk management evaluation;
- Estate and retirement planning;
- Tax awareness;
- Wealth transfer and charitable giving;
- College savings; and
- Family governance and living expense considerations.

To begin the process, LAL generally collects, organizes, and assesses client data including information concerning the client's lifestyle, risk tolerance, and cash flow, as well as identification of the client's financial concerns, goals, and objectives. LAL's primary objective is to assist clients in developing a strategy for the successful management of income, assets, and liabilities to meet their financial goals and objectives.

LAL will provide clients with a comprehensive plan and options of utilizing LAL to implement this plan. Should a client adopt LAL's plan, LAL will advise on potential conflicts of interest arising LAL's use of its own advisory services or products including those offered in connection with pre-existing broker dealer or insurance agency relationships. Finally, LAL makes no assurances that its plan will be successful in meeting a client's financial goals and objectives.

In some circumstances, LAL will charge an additional fee for advanced financial planning. Such arrangements will be negotiated with the client in terms of services needed

and fees charged and be memorialized under separate agreement. The fees for these advanced planning services will vary based on the service required and are negotiable.

Clients can accept or reject LAL's plan and may retain the authority and discretion over all implementation decisions. Should the client proceed with LAL's plan, potential conflicts of interest will arise as LAL will likely utilize its own allocations, strategies, products or services and will receive fees or other monetary benefits as a result.

A client, however, is under no obligation to utilize LAL's plan or its services to implement the plan. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

6. Family Office Services

LAL also provides a broad range of family office services, which include non-investment related matters, such as a review of estate and tax planning issues. LAL and its Investment Adviser Representatives ("IARs") do not provide specific estate or income tax advice but will introduce the client to affiliated or unaffiliated accountants or attorney. LAL will also work directly with a client's advisor as needed. A client who initially engages LAL for consultation services only and later wishes to engage LAL for discretionary investment management services is required to enter into a separate written agreement with LAL for those services, for which LAL will be paid a separate and additional fee based on the client's assets under management.

7. Financial-Related Services through Affiliates and Third Parties

LAL has arranged for affiliates and third parties, such as independent contractors and other licensed professionals, to provide clients with certain financial-related services that supplement or are complementary to the aforementioned advisory services. These financial-related services, which include, but are not limited to, estate planning, tax consulting, tax preparation, and corresponding legal advice on such matters, will incur additional fees, which may, at LAL's discretion, be offset

by a corresponding credit, in full or in part, against other LAL fees, including, but not limited to, LAL's Asset Management fee or a direct payment, in full or in part, by LAL to these affiliates or certain third parties. See Item 5 (Fees and Compensation). Clients will in almost all instances engage directly with LAL affiliates or third parties for these financial-related services. During this process, LAL, its affiliates, or the third-parties will provide additional information concerning the nature and scope of the financial-related services, the relevant agreements concerning the provision of such services, and disclosures concerning any actual or potential conflicts. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading)

C. Important Information About All LAL Services

1. Gathering Individual Client Information

LAL's investment advice is customized to each client's portfolio based upon the individual needs, objectives, and other financial goals of the client. At the onset, LAL memorializes a client's investment objectives, risk tolerance, time horizon, and other relevant information in a client's Risk Profile, IPS, or similar document. The Risk Profile or IPS, together with the information gathered by LAL will be used to determine an investment strategy or financial plan.

A client is also responsible for promptly notifying LAL in writing of any material changes in the client's financial situation, investment objectives, risk tolerance, time horizon, or any other factor that may impact LAL's recommended investments.

LAL requires a client to execute certain agreements reflecting the terms and conditions of LAL's services (collectively, the "Agreement"). The Agreement sets forth the entirety of LAL's and a client's relationship and can only be amended or modified in writing upon both LAL's and the client's agreement. An LAL IAR will generally meet with all clients no less than annually to review the client's investment goals and current advisory portfolios. LAL IARs are also available during normal business hours to consult with clients.

2. Client Relationship

LAL substantially relies on the information provided by the client and that client's other advisors, such as accountant and lawyers, to provide its services. A client authorizes LAL to rely on this information and LAL will not assume any responsibility for information provided by a client or third parties on behalf of the client. LAL's relationship with a client is further described in this Brochure and certain Brochure Supplements (Form ADV Part 2B), which are provided to the client at the onset of the relationship. LAL's and the client's relationship will remain in effect until the Agreement is terminated by either LAL or the client. LAL does not participate in any wrap fee programs.

D. Assets Under Management

As of December 31, 2020 LAL manages the following client assets on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management ("AUM")
Discretionary	\$7,269,566,926
Non-Discretionary	\$422,819,680
Total:	\$7,692,386,606

Assets currently managed by Oakhurst are reflected separately on Oakhurst's Form ADV.

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees

LAL typically charges a percentage fee based on a client's total assets managed by LAL ("Asset Management fee"). LAL has also entered into other fee arrangements including, but not limited to, fixed fees based on client specific circumstances or the advisory service being rendered. The Agreement will reflect all fee arrangements with the client. Although LAL believes its fees are competitive, the client should be aware that lower fees for comparable services may be available from other sources.

1. Asset Management Fees

LAL's Asset Management fee is calculated based on a variable, annual percentage determined by the client's managed assets' value as of the last quarter end. The variable annual percentage is determined by the client's managed assets' value reflected below:

Percentage	Managed Asset Amount
1.25%	on account assets under \$2,000,000
1.00%	over \$2,000,000

This fee schedule applies only to LAL's Asset Management fee. Other fees, such as those levied by custodians, TPAMs, or sub-advisors, will be in addition to the Asset Management fee.

Relevant in determining the total Asset Management fee is LAL's valuation of the client's account at the time the fee is assessed. LAL determines the client managed assets' value in order to calculate its Asset Management fee. When determining market value of an account for purposes of calculating advisory fees, LAL's policy is as follows

- For all publicly-traded, marketable securities held by the client, LAL receives daily prices electronically from a third-party provider, which are reconciled with daily prices received by clients' custodians. Any noted discrepancies are promptly corrected, and the reconciled prices are used for determining market value. Market value of an account includes securities and cash and cash equivalents in the account.
- For privately-held, hard to value, or illiquid (where no public market or ready access to buyers or sellers) securities, such as Alternative Investments, LAL calculates the value by analyzing values provided by the third-party managing the investment, LAL's own valuation due diligence practices, and at least a quarterly review of those investments.

The Asset Management fee is prorated by quarter and is paid per quarter in arrears in four quarter increments. LAL determines the average daily balance of a client's assets on the fifteenth (15th) of the last month of each quarter and assesses the Asset Management fee based on that average daily balance for each day of that quarter. This calculation includes the market value of assets held on margin. For example, for the first quarter, LAL will determine the average daily balance of the client's assets on March 15 and use that average daily balance to calculate the Asset Management fee from January 1 through March 31.

A \$2,500 minimum Asset Management fee per quarter applies, and the minimum fee is not reduced by fees or other amounts paid to Oakhurst. LAL has discretion to waive or reduce this minimum. LAL also has discretion to waive or reduce the Asset Management fee with respect to any client, based on account size, the investment strategy, and the relationship between the client and LAL. LAL generally waives fees for its employees and their friends or relatives. LAL, at its discretion, will provide billing credits against our management fees for professional legal and tax services to qualifying clients. Lower fees for comparable services may be available from other sources.

Finally, should a client begin its relationship with LAL in the middle of a quarter, the Asset Management fee will be prorated for assets held for a partial quarter based on the number of days that the account was open during the quarter. If LAL's services are terminated prior to quarter end, LAL will prorate the Asset Management fee. See Item 13 (Review of Accounts).

2. Solicitor Fees / Referral Arrangements and Fees

LAL utilizes solicitors that solicit and refer clients to it and receive compensation from LAL for the referrals. See Items 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and 14 (Client Referrals and Other Compensation).

LAL may, as an accommodation to a client, track or

monitor client assets that are not being actively managed in which LAL has no discretionary authority. LAL incorporates these unmanaged assets into a customized and comprehensive periodic client report. LAL typically charges a reduced annual fee for these unmanaged assets of 0.25%. As with all its fees, LAL retains discretion on its application and amount.

3. Fixed Management Fees

LAL generally negotiates a fixed rate management fee with certain ultra-high-net-worth clients. This fixed fee generally includes other services, such as tax and estate planning, in coordination with a client's advisors, such as lawyers and accountants, and concierge services. LAL's billing schedule varies based on individual client negotiations. LAL will credit any unearned fees should its relationship with the client end.

4. Client Consultation Fees

LAL offers consultation services at a \$500 hourly or negotiated fixed rate. LAL maintains sole discretion as to these rates. In some circumstances, LAL will charge an additional fee for advanced financial planning. Such arrangements will be negotiated with the client in terms of services needed and fees charged and be memorialized under separate agreement. The fees for these advanced planning services will vary based on the service required and are negotiable.

5. Billing Authorization

A client authorizes the automatic debit of quarterly fees through the custodial account as soon as practicable following the last business day of each calendar quarter. A client may pay LAL's quarterly fees by check. In such cases, LAL will send the invoice directly to the client. The custodian will issue periodic statements to the client that will reflect any fees paid to LAL. LAL will also provide information concerning its fees on a periodic basis. A client will then be able to compare fees to accuracy, the independent custodian's statements and LAL's information. See Item 13 (Review of Accounts).

B. Other Fees and Expenses

LAL's fees do not include third-party fees, such as custodial, mutual funds, ETFs, TPAMs, and Alternative Investment-related fees and expenses. The client is also subject to, as applicable, transaction costs, retirement plan administration fees, deferred sales charges on mutual funds initially deposited in the account, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes.

LAL, in certain circumstances, absorbs third-party fees, including, but not limited to, fees charged by Alternative Investments, TPAMs, and other third parties. In those instances, LAL will inform the client. A client should review all LAL and third-party fees charged, in addition to the LAL fees, to understand the full cost of LAL's investment recommendations. Notably, all fees will have a substantial impact on an investment's overall performance and must be accounted for in a client's investment decisions.

1. General Mutual Fund and ETF Fees

A client invested in mutual funds and ETFs will be subject to certain fees and expenses, which are embedded in the price of the mutual fund or ETF. These fees are described in each fund's prospectus or other applicable offering documents. Mutual funds also charge a distribution/service fee (12b-1 fee), and in some cases, a front-end load (commission) or deferred sales or surrender charge. Brokers executing mutual funds and ETFs may also impose transaction fees.

2. LAL-affiliated Mutual Fund Fees

LAL may, at its discretion, invest clients in the Oakhurst Strategic Defined Risk Fund ("OASDX") or the mutual funds managed by Oakhurst Capital Management, LLC ("OCM Funds").

OASDX is managed by LAL's affiliate, Oakhurst. Oakhurst earns management fees, among other fees, for advising OASDX. As LAL principals have an ownership interest in Oakhurst, a conflict of interest exists as LAL principals economically benefit from client investment in these funds. LAL addresses this conflict through disclosure to its

clients investing in OASDX and assessing whether or not similar strategies can be executed on behalf of the client with similar effect and lower costs. In certain instances, LAL may elect to waive or reduce its Asset Management fee on client assets invested in OASDX. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

3. LAL-affiliated Joint Venture Fees

Oakhurst Capital Management, LLC ("OCM"), an affiliated joint venture between LAL and an independent, unaffiliated SEC-registered investment adviser, manages OCM funds that are utilized by LAL to manage its client assets. LAL is a less than majority owner of OCM, has certain material governance rights, and does not have day-to-day operating authority. As LAL has an ownership interest in OCM, a conflict of interest exists as LAL benefits economically from LAL client investments in OCM funds. LAL addresses this conflict through disclosure to its clients investing in OCM funds and assessing whether or not similar strategies can be executed on behalf of the client with similar effect and lower costs. In certain instances, LAL may elect to waive or reduce its Asset Management fee on client assets invested in OCM funds. See also Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

4. LAL-affiliated Alternative Investment Fees

A client invested in Alternative Investments, such as Private Funds, is also subject to management fees, performance fees, and other expenses as described in the Alternative Investments' offering materials. These fees are in addition to LAL's fees.

LAL has negotiated substantial discounts for investments in Oakhurst-affiliated real estate-related Private Funds, which will be reflected in the applicable Oakhurst offering materials.

In certain circumstances, Oakhurst negotiates an equity stake in the managing member of Oakhurst-affiliated Private Funds. As a consequence, LAL principals, by virtue of their ownership interest in Oakhurst, receive

compensation should the Oakhurst-affiliated fund managing member receive certain compensation, including, but not limited to, performance fees, which creates a conflict of interest with LAL and any LAL client that invests in these Oakhurst-affiliated Private-Funds. Oakhurst will disclose such arrangements in these Oakhurst-affiliated Private Funds' offering materials. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

LAL clients that have invested in certain Oakhurst "feeder" funds – funds that have invested in other independent, third-party operator funds – are also charged other transaction and real property-related fees by third-party operators funds, including, for example, acquisition and disposition fees, property and improvement management fees, and loan origination and exit fees. These fees were charged in addition to any LAL fees charged to its clients.

These discounted fees are a result of, in part, Oakhurst-affiliated funds being offered only to LAL clients and the long-standing but then-independent relationships between certain owners of LAL and Oakhurst (formerly S&R owners). See Items 4 (Advisory Business), 5 (Fees and Compensation), 8 (Methods of Analysis, Investment Strategies, and Risk of Loss), and 10 (Other Financial Industry Activities and Affiliations).

These fees and any discounts varied based on, for example, the amount of capital invested by the specific LAL client, and whether the specific Oakhurst-affiliated fund was a "feeder" fund. These amounts are in addition to fees charged by LAL. Additional information regarding the negotiated fees is available in Oakhurst's Brochure, which is available at <https://adviserinfo.sec.gov>.

5. Third-Party Asset Manager Fees

TPAMs will also charge fees in addition to LAL fees. TPAMs will provide disclosures relating to those fees in their respective Form ADV Part 2A fees.

6. LAL-affiliated or Third-Party Research Fees

LAL will, in certain instances, charge its clients for specific

research services provided by affiliates or third parties that are specifically tailored to certain strategies utilized for its clients. In those instances, clients will be notified of the nature and scope, the fee incurred, and any actual or potential conflicts resulting from such services.

7. Broker Dealer/Custodian Fees

Clients will incur brokerage commissions and other execution costs charged by the custodian or executing broker dealer in connection with transactions for a client's account. Clients should further understand that all custodial fees and any other charges, fees and commissions incurred in connection with transactions for a client's account will be paid out of the assets in the account and are exclusive of and in addition to the fees charged by LAL. See Item 12 (Brokerage Practices).

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

LAL does not charge fees calculated based on a share of capital gains upon or capital appreciation of an investment, otherwise termed performance-based fees. Consequently, LAL does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee.

ITEM 7: TYPES OF CLIENTS

A. Clients

LAL provides advisory services to high-net-worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, insurance companies, and other types of business entities.

B. Client Accounts

LAL generally requires a minimum of \$1 million to open an account. LAL may waive this minimum as well as decline any potential client for any reason. LAL's client relationship is reflected in the Agreement. See Items 4 (Advisory Business) and 5 (Fees and Compensation).

Clients covered under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") will be provided certain required disclosures to the "responsible plan fiduciary" in accordance with ERISA Section 408(b)(2). These disclosures provide written notice setting forth LAL services and the direct and indirect compensation LAL receives from the services. LAL provides information related to its compensation arrangements in its Brochure and Agreement. These disclosures are collectively designed to enable the ERISA fiduciary to determine the reasonableness of all compensation received by LAL, identify any potential conflicts of interests and satisfy reporting and disclosure requirements to plan participants. A client meeting the definition of "qualified client" prior to the definitional change is grandfathered from these new requirements.

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

A. Methods of Analysis and Investment Strategies

LAL analyzes its recommended investments using a combination of qualitative and quantitative information, including, but not limited to, news, financial publications, internal and external research reports, interviews, prospectuses, and exchange market data. See Items 4 (Advisory Business), 10 (Other Financial Industry Activities and Affiliations), 12 (Brokerage Practices), and 14 (Client Referrals and Other Compensation). LAL recommends investment strategies that are informed by each client's investment objectives, risk tolerance, and time horizon, among other factors. LAL will also:

- Redistribute investment allocations in order to diversify a client's portfolio and in an effort to reduce risk and increase performance.
- Utilize specific investments to increase sector weighting and/or dividend potential and employ cash positions in an effort to hedge against market movement.
- Sell positions for reasons that include, but are not limited to, harvesting capital gains or losses,

business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in a client's portfolio, change in the risk tolerance of the client, or any risk deemed unacceptable for the client's risk tolerance.

LAL provides no assurances that these strategies will ultimately meet client objectives. LAL's recommended investments bear risk, some more than others, and a client should be prepared to assume those risks, including the potential for complete loss. See Items 4 (Advisory Business).

B. Material Risks

LAL's recommended investments, as with all securities, involve a significant risk of loss, including, but not limited to, complete loss of any initially invested capital or principal. LAL's recommendations are subject to various market, currency, economic, political, and business risks, and these investment decisions are not always profitable. Moreover, there is risk that the initial principal will be lost due to these risks. Clients must be prepared to bear these risks and the possibility of total loss for any LAL recommended investment. LAL cannot and does not make any assurance that any recommended investment will successfully meet a client's expectations.

Before investing, clients should:

- Commit assets that can be invested on a long-term basis, usually a minimum of three to seven years, at times even longer horizons;
- Understand that volatility from investing can occur and recommended investments can fluctuate widely; and
- Understand that over time the client's assets may be valued more or less than the amount invested.

LAL typically invests for the long-term and generally does not engage in daily or high-frequency trading. Nevertheless, TPAMs selected by LAL can employ such strategies, and as a result, such frequent trading can result in increased brokerage and other transaction costs, which may lower an investment's overall performance.

The following is an outline of overall risks relevant to the asset classes utilized by LAL:

- **COVID-19 Pandemic Risks:** The COVID-19 pandemic has caused severe disruptions in the global economy, and may have a material, negative impact on all LAL recommended investments. As of the date of this Brochure, there is an outbreak of a highly contagious form of a novel coronavirus, which the World Health Organization has declared a global pandemic, the U.S. has declared a national emergency, and for the first time in its history, every state in the U.S. is under a federal disaster declaration. Many states have issued orders requiring the closure of non-essential businesses and/or requiring residents to stay at home, although as of the date of this Brochure, many of these orders are being terminated or modified to allow more business activity. Additionally, the U.S. Food and Drug Administration has recently approved several vaccines for the novel coronavirus, though distribution of the vaccine has been slower than expected so far and is likely to take at least several quarters before a sufficient number of people have been vaccinated to substantially reduce the rate of infection. The novel coronavirus has also been mutating over time – the rate of spread may accelerate and/or the effectiveness of the approved vaccines may be compromised or reduced by any mutation that may appear in the future. The COVID-19 pandemic and preventative measures taken to contain or mitigate its spread have caused, and are continuing to cause, business shutdowns, cancellations of events and travel, significant reductions in demand for certain goods and services, reductions in business activity and financial transactions, supply chain interruptions and overall economic and financial market instability both globally and in the U.S. Such effects will likely continue for the duration of the pandemic, which duration is uncertain.
- **Market Risk:** A security's price can drop for any reason, including reasons independent of the security's underlying assets' perceived value in reaction to tangible and intangible, publicly known and unknown events and conditions.
- **Equity Risk:** Historically, the equity markets have moved in cycles, and the value of equity securities can fluctuate significantly from day-to-day. A public company may report poor results or be negatively affected by industry or economic trends and developments. Consequently, a public company's securities can suffer a price decline in response. These factors contribute to price volatility.
- **Business Risk:** This risk is associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity regardless of the economic environment.
- **Foreign Risk:** Investments in foreign securities pose special risks, including currency fluctuation and political risks, and these investments can be more volatile than that of a U.S. public company's securities. The risks are generally intensified for investments in emerging markets.
- **Currency Risk:** Foreign investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Political and Legislative Risk:** Public companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning, with significant impact, especially for companies operating outside of the U.S. or those companies who conduct a

substantial amount of their business outside of the U.S.

- **Credit Risk:** The risk that principal and/or interest on a fixed income investment will not be paid in a timely manner or in full due to changes in the financial condition of the issuer. Generally, the higher the perceived credit risk, the higher the rate of interest investors will receive on their investment.
- **Interest Rate Risk:** The risk that the value of an interest-bearing investment will change due to changes in the general level of interest rates in the market. The market value of a bond fluctuates inversely to the change in interest rates; that is, as interest rates rise, bond prices fall and vice versa. Interest rate risk is commonly measured by a bond's duration; the greater a bond's duration, the greater the impact on price of a change in interest rates. Investors can incur a gain or loss from bonds sold prior to the final maturity date. Many bonds are rated by third-party Nationally Recognized Statistical Rating Organization (NRSRO), for example, Moody's Investor Services or Standard & Poor's Inc. While ratings may assist investors to determine the creditworthiness of the issuer, they are not a guarantee of performance. U.S. Treasury bills, notes and bonds are guaranteed by the full faith and credit of the U.S. and therefore are deemed to carry no risk of default.
- **Reinvestment Risk:** The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.
- **Call Risk:** The risk that a bond will be called by its issuer. A callable bond has a provision which allows the issuer to purchase the bond back from the bondholders at a predetermined price. Generally, issuers call bonds when prevailing

rates are lower than the cost of the outstanding bond. Call provisions allow an issuer to retire high-rate bonds on a predefined call schedule.

- **Prepayment Risk:** Some types of bonds are subject to prepayment risk. Similar to call risk, prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule of the bonds. Prepayment risk is particularly prevalent in the mortgage-backed bond market, where a drop-in interest rates can trigger a refinancing wave. When investors in a bond comprised of the underlying pool of mortgages receives his or her principal back sooner than expected, they may be forced to reinvest at prevailing, lower rates.
- **Liquidity Risk:** The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements or recover invested capital to meet other financial needs. Alternative Investments typically are subject to this risk.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Opportunity Cost Risk:** The risk that an investor can forego profits or returns from other investments.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The following is an outline of risks pertaining to strategies involving options utilized by LAL:

- **Call Risk:** When writing covered call options to produce income for a client's account, there can be times when the underlying stock is "called" (call option contract exercised or assigned) by the investor that purchased the call option. That means the client would be required to sell the underlying security at the exercise (pre-determined) price to that investor.
- **Margin Risk:** Clients are usually required to open a margin account in order to invest in options, which carries additional risks and would result in margin interest costs to the client.
- **General and Specific Market Rule:** Option positions tend to be adversely affected by company specific issues (the issuer of the underlying security) which can include but are not limited to bankruptcy, insolvency, failing to file with regulatory bodies, being delisted, having trading halted or suspended, corporate reorganizations, asset sales, spin offs, stock splits, mergers and acquisitions. In addition, market related actions, political issues, and economic issues may adversely affect the option market. These factors could restrict, halt, suspend, or terminate option positions written (sold) or purchased.
- **Valuation Risk:** Changes in value of the option do not always correlate with the underlying security, and the account could lose more than principal amount invested.

Options involve a high degree of risk and are not suitable for all clients. A client should read "Characteristics and Risks of Standardized Options", which can be obtained from any exchange on which options are traded, at www.optionsclearing.com, by calling 1-888-OPTIONS, or by contacting your broker or custodian.

The following outlines risks relevant to Alternative Investments recommended by LAL:

LAL recommends Alternative Investments, including Private Funds, as an integral part of its overall investment

strategy. In making these recommendations, LAL evaluates clients on a number of factors, including, but not limited to, sophistication, risk tolerances and qualifications, investment objectives, and available assets. LAL endeavors to allocate Alternative Investments to clients in a fair and equitable manner, but not all qualifying clients will have an opportunity to invest. A client's Alternative Investments are held at the custodian selected by each Alternative Investment sponsor or investment manager. Alternative Investment performance is typically reported directly by sponsor or manager and is monitored by LAL.

Clients should review all offering materials, including private placement memoranda, if applicable, before investing as these materials provide important information about the investment's terms and conditions, risk factors, and potential conflicts of interest. LAL may also provide additional material to highlight important information concerning the Alternative Investment. This may include, but is not limited to, information concerning:

- **Liquidity Risk:** Most, if not all, Alternative Investments do not have a ready, public market for resale. In those instances, a client cannot sell or otherwise dispose of the investment. In instances where a client is provided an opportunity to divest, those opportunities carry significant fees and potential loss in value. In other words, a client will be unable to sell the Alternative Investment without substantial loss, including principal loss.
- **Capital-Deployment Risk:** Certain Alternative Investments, particularly those involving real estate, may not have immediate opportunities to deploy investor capital. Although a client may have invested in the Alternative Investment, that investment may not be immediately utilized because appropriate opportunities may not yet exist or have been identified. As such, a client's investment may not be used until such opportunities are available, which may have an immediate and detrimental impact on a client's overall expected and actual return.

- **Tax Risk:** Many Alternative Investments are structured as limited partnerships. As a result, a client will receive K-1s reflecting that limited partnership interest. In addition, depending on the nature of the Alternative Investment, these K-1s may be issued for multiple states, resulting in a client filing taxes in those states. Finally, a client may be required to file tax filing extensions as these K-1s may be issued after the tax deadline.
- **Bridge Loan Financing Risk:** If a client is contemplating an Oakhurst-affiliated investment, Oakhurst may have obtained a bridge loan to initially fund the investment. If Oakhurst obtained a bridge loan, that bridge loan may be structured so that investor monies will be used to pay the bridge loan interest until repayment. In those circumstances, a client's investment will be used to satisfy the interest obligation until the bridge loan is paid in full, which will have an adverse impact on the timing of returns and expected and actual performance.
- **Suitability Risk:** LAL may recommend Alternative Investments as part of its overall investment strategy. These investments present unique risks that include but are not limited to, illiquidity, higher fees, volatile performance, heightened risk of loss, limited transparency, special tax considerations, subjective valuations and limited regulatory oversight. Thus, LAL only recommends these investments to clients that it believes can bear these risks. A client must also meet regulatory requirements to be eligible to make these investments, including minimum net worth and sophistication requirements. Any client investing in an Alternative Investment must carefully review corresponding offering documents to understand, among other things, the terms, conditions, risks, and conflicts of interest of the investment.
- **Performance-Based Fee Incentive Allocation Risk:** Alternative Investments often impose performance-based fees or incentive allocations payable to the fund manager or general partner. Those performance-based fee or incentive allocation structures create an incentive for the managers of these investments to make investment choices that are riskier or more speculative than would be the case in the absence of a performance-based fee/incentive allocation structure. When applicable, the performance-based fee structure could also cause those managers to devote a disproportionate amount of time to manage these investments, and compensation may be larger than it otherwise would have been because the fee/incentive allocation will be based on account performance instead of a percentage of assets under management. See Item 6 (Performance-Based fees and Side-by-Side Management).
- **Leverage/Hedging Risk:** Certain Alternative Investments employ the use of leverage or hedging, which also creates additional risk. Leverage is the use of debt to finance an activity. Hedging on the other hand occurs when an investment is made in order to reduce the risk of adverse price movements in a security. For example, hedging is used when one takes an offsetting position in a related security, such as an option or short sale. While leverage or hedging can operate to increase rates of return, it also increases the amount of risk inherent in an investment.
- **"Fund-of-Funds" Risk:** LAL also recommends Alternative Investments that are considered "funds of funds" and the investments and strategies for some of the underlying portfolio funds include leverage, short sales, uncovered options, futures, derivative instruments, forward and swap foreign exchange contracts, non-U.S. securities, "junk" bonds, and illiquid investments. These investments carry high costs, substantial risks, such as the risks inherent in an investment in securities, as well as specific risks associated

with each underlying fund's investment strategy.

The following outlines risks relevant to First Trust Deeds and Real Property:

LAL recommends to certain clients that they consider investments in first trust deeds (whereby the client will lend money to a borrower to purchase real property and in return, receives a deed of trust on the real property until the loan is paid in full). In other cases, LAL will recommend certain Alternative Investments that utilize invested assets to purchase real property (e.g., private residences, commercial property or a combination of both) or first trust deeds. While LAL believes these investments are suitable for certain clients, these investments may have substantial risk. There is no publicly traded securities market for these types of investments. In addition, investments in trust deeds and real estate are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other state or federal agency.

The following outlines the risks specific to First Deed Trusts:

- **Valuation Risk:** The value of the underlying property is appraised as of a specific date. There is no guarantee or assurance that the appraised value reflects a value that a buyer would be willing to pay.
- **Borrower Risk:** The borrower's ability to continue to make payments and repay the loan will depend upon the borrower's financial condition, which could change over time.
- **Default Risk:** Default by the borrower could affect monthly payments. Under extreme cases, it may be necessary to foreclose or take other actions to protect your investment. The total amount received upon foreclosure could be more or less than the total amount invested.
- **Bankruptcy Risk:** If a borrower files a reorganization or full insolvency bankruptcy, the foreclosure process could be stalled. Additionally, investors could incur significant legal fees and

costs in attempting to obtain a relief. (Relief consists of getting court approval to release the property out of the bankruptcy so that the property can be foreclosed upon.) Furthermore, the court could modify the terms of the loan by extending the due date, changing the interest rate and payment structure, or causing the priority of the loan to be subordinated to a bankruptcy court- approved financing plan.

- **Environmental Risk:** Investing in any trust deed investment also is subject to possible loss due to uninsured losses from disasters such earthquakes, floods, tsunami, terrorist attacks, etc. Clients should carefully review the risk factors section in the relevant offering documents for complete information.

The following outlines the risks specific to Real Property:

- **Real Estate Market Risk:** The value of the real estate property is generally appraised upon purchase. Over time, the value of the real estate property can vary widely depending on market conditions. There is no guarantee or assurance that the carried value reflects a value that a buyer would be willing to pay.
- **Foreclosure Risk:** If the real estate investments are obtained by a loan and the borrower is unable at any time to make the loan payments, it may cause the holder of the note to foreclose or take other actions to protect their investment.

Additional risks include economic conditions, neighborhood values, interest rates, the supply of and demand for properties of like kind, the ability of the borrower to obtain necessary alternative financing and certain city, state and/ or federal regulations. Investing in any general real estate investment also is subject to possible loss due to uninsured and unpredictable losses from acts of nature or systemic shocks such as earthquakes, floods, tsunami, terrorist attacks, and acts of war. Clients should carefully review the risk factors section in the relevant offering documents for complete

information. These risks are in addition to the principal risks associated with investing in a private investment vehicle, which are outlined in their respective offering materials provided to clients prior to investing.

The following outlines risks relevant to Bridge Loans:

Oakhurst or other third parties may independently request that certain ultra-high-net-worth clients contemplate bridge loan opportunities. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading). LAL may play a role on behalf of clients exploring these opportunities. There are material risks involved in bridge loan investment opportunities. Bridge loan opportunities are high risk investments that are only suitable for clients that can tolerate complete loss of the Bridge loan, which may be in upwards of \$10 million.

A bridge loan is a short-term investment which provides interim financing until next stage or permanent financing is made available. Bridge loans are typically for and provided to Oakhurst and are used for Oakhurst-affiliated investments, namely to purchase commercial real estate or to develop a property and may offer a higher rate of return than other investments. Bridge loans have substantial risks and there is no guarantee that, for example, Oakhurst-affiliated investments will be formed, completed, or meet client expectation on performance. Clients considering bridge loans should consult with their legal counsel prior to committing to a bridge loan.

The following outlines risks relevant to Oakhurst-affiliated investments:

- **Concentration Risk:** Notably, the majority of Oakhurst investors originate from LAL, which causes a potential bias in the level of due diligence provided by LAL related to the fund investments. This is mitigated through the use of an independent due diligence service provider that evaluates to evaluate the strength of the underlying investment opportunities, including, but not limited to, if applicable, the underlying sponsor's or operator's business operations, track record, and regulatory compliance. LAL and Oakhurst also meet on an ad hoc and routine

basis to discuss due diligence. Should LAL determine that following due diligence the fund, sponsor or operator, or underlying assets are not suitable for client investment, LAL will not proceed. As LAL and Oakhurst have overlapping ownership, efficiencies can be created through due diligence by both or either entities. LAL's and Oakhurst's affiliation, however, does create potential conflicts of interest. Furthermore, due to the concentration of clients in the Oakhurst-affiliated investments, certain risks exist related to Oakhurst's reliance on LAL to fund its offerings, and there is the potential for LAL investment adviser representatives to be biased in their recommendations to the Oakhurst-affiliated investments in order for certain real estate deals to close. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

- **Control Risk:** In addition, in most if not all cases, the Oakhurst-affiliated investments are minority investors in the underlying opportunity and do not have management rights or voting control rights. Therefore, investors in the Oakhurst-affiliated investments do not have the power to exercise significant control over the activities of the underlying company, and thus, must rely upon the judgment and experience of the underlying company and its managers, officers, directors, employees and affiliated individuals and entities.

Additional conflicts of interest and policies to address those conflicts are disclosed in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

ITEM 9: DISCIPLINARY INFORMATION

LAL is required to disclose all material facts regarding any legal or disciplinary events in the past ten years that would be material to a client's or prospective client's evaluation of LAL or the integrity of its management. LAL does not have any of these legal or disciplinary events and thus has no information to disclose with respect to this Item 9.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Other Financial Industry Activities

1. Independent Contractors and Outside Activities

Craig Sheftell, a LAL IAR, performs advisory services on behalf of LAL as an independent contractor and is a Fallbrook Capital Securities Corporation Registered Representative. Mr. Sheftell conducts business through his outside brokerage firm and also receives compensation for doing so. Although he devotes as much time to the business and affairs of LAL as is necessary to perform his duties, he also devotes a significant amount of time to performing services for his other outside businesses. The dual roles and additional compensation create potential conflicts of interest because his obligations to the outside businesses take time away from his LAL duties. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

2. Passive Ownership Interests / Passive Investment Affiliations

- **2012 Lido GST, LLC:** 2012 GST is a passive owner of LAL. 2012 GST also is a client. Due to these relationships, potential conflicts of interest exist in that 2012 GST will receive benefits not available to other clients. See Item 4 (Advisory Business).
- **1001:** 1001 is a passive owner of LAL. 1001 also is affiliated with a LAL client. Due to these relationships, potential conflicts of interest exist in that 1001 will receive benefits not available to other clients. See Item 4 (Advisory Business).
- **WHI** is a passive owner of LAL and LAL client. Due to these relationships, potential conflicts of interests exist in that WHI will receive benefits not available to other clients. See Item 4 (Advisory Business).

- **LIH** is a passive owner of LAL, LIH's manager's member is a LAL client and certain LIH members are also LAL clients. Due to these relationships, potential conflicts of interests exist in that LIH may receive benefits not available to other clients. See Item 4 (Advisory Business).
- **Lido Flamingo, LLC ("LF")** was created to purchase and hold minority interests in real estate-related investments. LF members include Mr. Kushner, Mr. Ozur, Mr. Westheimer, Ms. Weinberger, and their family members. Mr. Kushner and Mr. Ozur serve as LF's Managing Members. In certain circumstances, LF makes investments that result in significant minority interests in those investments. These investments generally do not meet the investment criteria for the majority of other LAL clients due to investment size or risk. Certain clients, however, have made the decision to participate in the same investments as LF. In those circumstances, clients make those investments on the same terms as LF.
- **AG Associates, LLC ("AG")** is co-managed by Mr. Goldman. He and certain LAL clients are members and managers of AG. Pursuant to the Oakhurst Consulting Agreement, formerly an agreement between S&R and LAL, AG is to invest up to \$250,000 into any Oakhurst-affiliated investment, which is intended to be a side-by-side investment with clients. LAL principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients, including those that are managers, became involved or associated with AG prior to them becoming LAL clients. AG no longer invests in Oakhurst Private Funds.
- **Leviathan Co-Invest I, LLC ("Leviathan")** is a co-investment vehicle for certain LAL and Oakhurst principals, employees, and other affiliates to invest in Oakhurst Private Funds. Leviathan's co-investment is typically \$1 million although the investment may vary fund by fund. Leviathan does not charge management fees, which creates

a potential conflict of interest whereby LAL and Oakhurst principals, employees, and affiliates may ultimately receive better performance than LAL clients invested in the same fund. LAL addresses this potential conflict by disclosure and believes by aligning the interests of its principals, employees, and affiliates, through Leviathan, with the interests of LAL clients reinforces the fiduciary duty relationship.

- **Mapleton Capital Management, LLC ("Mapleton")** is a hedge fund that has received LAL client investments. Mr. Goldman is a Mapleton principal. Mapleton also sublets space from LAL. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.)
- **Archway Realty ("Archway Realty")** is a real estate company created by Scott Weiss. Mr. Weiss is also a client. Clients and LAL IARs or entities controlled by those IARS have invested in real estate operated by Archway Realty. Certain clients participate in the same investments as those made by Archway Realty. In each case where a client invests in an investment sponsored or operated by Archway Realty, that client does so on the same terms as participating LAL professionals.
- **Lakeside Housing ("Lakeside")** is a real estate investment fund organized to purchase and operate apartment buildings. LAL is entitled to receive a carried interest from Lakeside pursuant to a written agreement with the Lakeside operator. Clients and LAH principals, through LF (which holds a minimal, minority interest), are investors in Lakeside, and participate in this investment on the same terms and conditions. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).
- **Oakhurst** is an SEC-registered investment adviser to a mutual fund and real estate-related Private Funds. Members and partial owners of this affiliated investment adviser include Mr. Kushner, Mr. Ozur, Ms. Weinberger, Mr. Westheimer, Mr. Stern, Jeff Garden, and Jason Lee. Mr. Goldman, Mr. Itskowitch, and Mr. Ng also became Oakhurst principals when S&R merged with Oakhurst in June 2018. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).
- **Oakhurst Capital Management ("OCM")** is an affiliated, SEC-registered investment adviser that manages mutual funds and SMA strategies. OCM is a joint venture between LAL and F/m Acceleration, LLC ("F/m"), an unaffiliated, SEC-registered investment adviser. OCM is less than majority owned by LAL and shares in OCM's profit or loss. LAL has sub-advisory agreements with OCM and F/m that provides for management of certain LAL client assets. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.)
- **LAL client or owner investment opportunities** – From time to time, LAL clients or owners present certain investment opportunities to Oakhurst Real Estate Funds and that Oakhurst deems suitable for investment. Such opportunities and investments present conflicts of interest in that Oakhurst Real Estate Funds may be biased in favor of these opportunities due to the relationship between Oakhurst and LAL and that these LAL clients or owners will benefit when an investment is made by the relevant Oakhurst Real Estate Fund. In order to mitigate these conflicts, Oakhurst performs due diligence on these opportunities and determines, prior to investment, that the investment is not only suitable for the fund but also presents at least the same potential benefits and involve standard terms and conditions as other available third-party opportunities reasonably then known to Oakhurst.
- **Other Passive Investments/Affiliations** – LAH principals are from time to time introduced to

certain investment opportunities from their clients, from family members of their clients, and from a variety of other sources. The principals conduct their own independent due diligence and obtain approval from LAL's CCO to participate in these investments. Most if not all of these investments are deemed too speculative for clients. In instances where LAL believes that the opportunity is suitable for clients, they will establish the criteria for determining suitability and then obtain an indication of interest from those clients. See Items 11 (Code of Ethics, Potential Conflicts of Interest).

3. Subletting Activities

LAL subleases office space to multiple subtenants, including Oakhurst. The rental fees, activities performed by certain subtenants, and the proximity of the subtenants to LAL create potential conflicts of interest. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

B. Affiliations

Mr. Kushner is also the founder and President of Lido Consulting, Inc., a consulting firm specializing in providing education and other services to family offices and high-net-worth individuals. Lido Consulting does not provide investment advice or offer, purchase, or sell securities. Mr. Kushner also is a member and partial owner of an affiliated investment adviser, Oakhurst.

Mr. Kushner also serves as the managing member for several limited liability companies that invest in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. The LLC members are family members and close friends and the main purpose of each LLC is passive real estate investing. Although Mr. Kushner serves as the managing member for the LLCs, he is not involved in the day to day management of the various properties.

Additionally, Mr. Kushner serves as trustee to two family related trusts and CFO to a family foundation, and all three are clients of LAL. Also, Mr. Kushner serves as CFO and is a shareholder of a California corporation that performs real estate management services. This company does provide management services to some of the real estate invested in by the family LLCs. Mr. Kushner spends less than 10% of his work time performing his duties for these outside entities.

Mr. Westheimer is also the owner of 10 Fifteen Consulting, which is a sole proprietor that provides non-investment related business consulting services. Additionally, Mr. Westheimer is a managing member of a limited liability company, which invests in various commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. Mr. Westheimer is also an Oakhurst Principal. Mr. Westheimer spends less than 5% of his time on his outside business activities.

Mr. Ozur also provides back office, accounting and related services to certain Alternative Investments, including Private Funds managed by Mapleton Capital Management, LLC and related entities, and Thomas James Capital (TJC),¹⁰ in which certain clients have invested. Mr. Ozur also is a member and partial owner of Oakhurst. Additionally, Mr. Ozur is a managing member of a limited liability company that invests in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. Mr. Ozur spends less than 5% of his time on these outside business activities.

Mr. Stern is the owner of Asset Planning Solutions, Inc. ("APS"), an insurance agency. As the owner of the insurance agency, Mr. Stern receives a portion of the fees or commissions received by the agency. Some of these fees or commissions are being generated by insurance products sold to LAL clients, among others.

¹⁰ TJC is a fund managed and operated by Richard Goldman. See Items 4 (Advisory Business) and 11 (Code of Ethics, Potential Conflicts of Interest).

Additionally, Mr. Stern serves as the Managing Director for APS Holdings, Inc. ("APS Holdings"), the holding company for APS. Also, through 5X International, LLC ("5X International"), in addition to his role as Senior Managing Director, Mr. Stern is a consultant/business manager and also has authored and published several books and DVDs on money management. From time to time, he hosts various personal finance and financial planning television and radio shows and also periodically serves as a consultant for various companies through 5X International. As noted above, Mr. Stern is also an Oakhurst principal. Mr. Stern also is a member of GTIS Qualified Opportunity Zone Fund's Advisory Board. He is neither compensated for nor a fiduciary pursuant to this role.

Messrs. Kushner, Ozur, Westheimer, Lee and Ms. Weinberger among others, invest through affiliated entities in Alternative Investments in which clients also invest, which creates a potential conflict of interest. Certain Alternative Investments, including Private Funds, are limited by the number of investors due to, among other things, applicable law and regulations or the investment's structure. Investments under these circumstances may result in a displacement of a client. In other words, these investments will have used a "slot" that would otherwise have been available to a client. LAL addresses and mitigates the potential conflicts through its Code of Ethics that includes pre-approval and reporting requirements of certain personal securities transactions by LAH principals, directors, officers, agents or employees, including Alternative Investments, and through disclosures to clients.

Ms. Weinberger also is a member and partial owner of Oakhurst and a partial owner of Lido Consulting, Inc.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics Summary

LAL has adopted a Code of Ethics ("Code") in compliance with Advisors Act Rule 204A-1. The Code establishes

standards of conduct for supervised persons and includes general requirements that supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, potential conflicts of interest and confidentiality of client information. The Code reflects policies reasonably designed to prevent the unlawful use of material, non-public information by LAL or any of its associated persons. The Code also requires that certain of LAL's personnel ("Access Persons") report their personal securities assets and transactions and obtain pre-approval of certain investments, including initial public offerings and limited offerings. Other than certain exceptions that are outlined in the Code, LAL's Access Persons generally may not effect transactions for themselves or for their immediate family members (i.e., spouse, minor children, and adults living in the same household as the Access Person) within three (3) business days before and one (1) business day after any client transaction in the same security.

The Code also requires supervised persons to report any violations of the Code promptly to the CCO. Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code during that year. LAL will provide a copy of its Code of Ethics to any client or prospective client upon request.

Consistent with the Code, the following is a summary of LAL's potential conflicts of interest. Since inception, LAL has developed close business relationships with entities and individuals deemed to possess certain levels of experience, expertise, and results, among other things. As a general matter, LAL initiates and continues these relationships consistent with its fiduciary duty and, ultimately, to the benefit of its clients. As these relationships develop, deepen, and mature, actual or potential conflicts of interest develop. Correspondingly, LAL has developed policies and procedures to identify, address, and remediate, to the extent possible, these actual or potential conflicts of interest, which are more fully described in detail below.

1. LAL-Related Actual or Potential Conflicts of Interest

2012 Lido GST, LLC

Conflicts:

2012 GST is a minority owner of LAL and certain of its affiliates are LAL clients. 2012 GST participates in LAL's profitability and has certain limited ownership rights. 2012 GST, however, is not involved in LAL's day-to-day operations. Additionally, an affiliate of 2012 GST is in the business of loaning monies and provides a line of credit to LAL. Either its affiliates or 2012 GST, in their collective capacity as LAL clients, LAL owner, and lender, results in significant, potential conflicts of interest, including, but not limited to, LAL favoring 2012 GST over other clients or LAL providing preferential or sole access to certain recommended investments. 2012 GST and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few LAL clients.

1001 Development, LLC

Conflicts:

1001 Development, LLC ("1001") is an affiliate of a LAL client and minority owner of LAL. 1001 has certain limited ownership rights. 1001, however, is not involved in LAL's day-to-day operations. As both a client and LAL owner, there are significant, potential conflicts of interest, including, but not limited to, LAL favoring 1001 over other clients or LAL providing preferential or sole access to certain recommended investments. 1001 and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and does invest in certain investments that would not be suitable for all but a few LAL clients.

William Henry Insurance, Inc.

Conflicts:

WHI is an affiliate of a LAL client and minority owner of LAL. WHI participates in LAL's profitability and has certain limited ownership rights. WHI, however, is not involved in LAL's day-to-day operations. As both a client and LAL owner, there are significant, potential conflicts of interest,

including, but not limited to, LAL favoring WHI over other clients or LAL providing preferential or sole access to certain recommended investments. WHI and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few LAL clients.

Lido Investor Holdings, LLC

Conflicts:

LIH's managing member is a LAL client and certain members are also LAL clients. LIH participates in LAL's profitability and has certain limited ownership rights. LIH, however, is not involved in LAL's day-to-day operations. As both a client and LAL owner, there are significant, potential conflicts of interest, including, but not limited to, LAL favoring LIH members over other clients or LAL providing preferential or sole access to certain recommended investments.

Oakhurst Advisors, LLC

Conflicts:

Oakhurst is an SEC-registered investment adviser that manages liquid and illiquid alternatives, namely mutual funds and Private Funds. Oakhurst is owned by LAH principals and Messrs. Goldman, Ng, and Itskowitz.

Oakhurst manages one mutual fund, Oakhurst Strategic Defined Risk Fund ("OASDX").

LAL's potential conflict of interest arises as LAL benefits from the sale of OASDX shares and LAH principals must spend a portion of their time working at Oakhurst and on, among other things, OASDX. Should LAL recommend OASDX to clients, LAL will earn fees for managing client assets and LAH principals, by virtue of their Oakhurst ownership, may earn fees on OASDX sales. In those circumstances, LAL will evaluate both LAL's and Oakhurst's fees to determine the appropriate fee rebate or waiver in order to mitigate these potential conflicts of interest.

In June 2018, Oakhurst and S&R, an investment adviser managing a number of private, real estate-based funds, entered into a business combination and are now known

as Oakhurst. Prior to this transaction, LAL clients invested in S&R-affiliated funds.

Following this business combination, LAL continues to recommend Oakhurst Private Funds provided that these Private Funds meet LAL's suitability and other requirements. LAL will earn only its asset management fee on client investments in Oakhurst-affiliated funds. Any LAL principal that is also a principal of Oakhurst is generally precluded from receiving any revenue derived from an Oakhurst Private Fund management fee earned from any LAL client investment. In certain Oakhurst Private Funds, Oakhurst may negotiate an economic or equity stake in the funds' managing members. Oakhurst may earn a portion of performance fees, among other fees, as a result. As LAH principals also own, in varying percentages, Oakhurst, this arrangement may result in LAH principals receiving a proportional share of these accrued performance and other fees. Thus, LAH principals' receipt of this compensation is a potential conflict of interest. Oakhurst will disclose the existence of any such arrangement in the relevant offering materials.

There is also the possibility that LAL's recommendation of Oakhurst-affiliated funds to LAL clients will indirectly benefit LAH principals who are also Oakhurst principals by increasing Oakhurst's assets under management and thus increasing Oakhurst's enterprise value. Relatedly, LAH principals that are also Oakhurst principals may favor Oakhurst Private Funds over other alternative investments in order to increase Oakhurst's enterprise value, which would cause these LAH principals' ownership interest in Oakhurst to appreciate. LAL will continue to monitor this potential conflict of interest and address as appropriate. LAL will request specific consent for investment from its clients in all Oakhurst Private Funds.

Other Oakhurst-related potential conflicts of interest include:

Shared Premises and Address: Oakhurst is a LAL subtenant.

LAL and Oakhurst share use of various common areas.

LAL's Relationship to the Oakhurst-affiliated investments' Bridge Loan Lender: Oakhurst may obtain or has obtained bridge loans from certain clients ("Bridge Loan Lender") that have or will be used to secure certain underlying assets of Oakhurst-affiliated investments prior to being opened to other clients for investment. To date, the only Bridge Loan Lender has been an affiliate of 2012 GST, which is a part owner of Oakhurst. For those Oakhurst-affiliated investments involving the Bridge Loan Lender, the Bridge Loan Lender will receive interest during the loan's duration. Oakhurst makes these interest payments from subsequent investments. Typically, if the loan is not fully paid by a date certain, the remaining balance is converted into an equity stake in the fund. Oakhurst has provided in the past and will provide in the future due diligence services to the Bridge Loan Lender regarding several investment opportunities unrelated to the Oakhurst-affiliated investments. Additionally, the Bridge Loan Lender shares in revenues generated by LAL. Potential conflict of interest exists in that the Bridge Loan Lender may receive an investment opportunity and economic benefit unavailable to other clients, and the placement of Oakhurst-affiliated investment with other clients directly results in the repayment of the portion of the outstanding principal of the loan. Any bridge loans and any use of equity offering proceeds to redeem those loans are specifically disclosed in offering materials relating to Oakhurst-related funds.

Oakhurst allocations: LAL allocates certain services and employees to Oakhurst for operational purposes. These services include, but are not limited to, information technology and equipment. Employees include those serving legal and compliance, marketing, investment, and office services, among other functions. Oakhurst is allocated expenses for these services and employees, which are accrued and ultimately reimbursed. LAL and Oakhurst's arrangement creates potential conflicts of interest based on competing resources devoted to LAL and Oakhurst functions, which creates operational risks. These risks are mitigated through routine supervision and coordination with LAL and Oakhurst management.

LAL and Oakhurst Compliance functions: LAL's and

Oakhurst's General Counsel and CCO is the same individual and many of their compliance functions are performed by dual LAL and Oakhurst employees. Both entities' overlapping compliance functions can result in potential conflicts of interests, including, but not limited to, the allocation of resources dedicated to the respective entities' compliance functions, LAL clients being disadvantaged by the potential bias in favor of LAL or Oakhurst, and the relationship between LAL and Oakhurst results in potential unidentified compliance risks. LAL will remediate these potential conflicts of interests by enhancing its conflict of interest policies and procedures.

Oakhurst Capital Management

Barry Julien

Conflicts:

OCM is an SEC-registered investment adviser that manages mutual funds and SMA strategies. OCM is a joint venture between LAL and F/m Acceleration, LLC, an independent, SEC-registered investment adviser. LAL owns a less-than-majority interest in OCM. Barry Julien, an IAR of OCM, LAL, and F/m Acceleration, LLC and OCM President, leads OCM's asset management efforts and has an ownership interest in OCM.

OCM manages three mutual funds, Oakhurst Fixed Income Fund ("OHFIX"), Oakhurst Short Duration Bond Fund ("OHS DX"), and Oakhurst Short Duration High Yield Bond Fund ("OHSX"). OCM will, at times, utilize OCM mutual funds in its SMAs.

LAL has sub-advisory agreements with OCM and F/m Acceleration, LLC in which the two entities, at one time or another, will manage LAL client assets.

LAL's and Mr. Julien's conflicts of interest arises as they both benefit from LAL client investments in OCM funds and SMA strategies. In addition, Mr. Julien additional conflicts of interest as a result of his roles, in certain instances as a fiduciary, at LAL, OCM, and F/m Acceleration, LLC. OCM will earn fees for managing LAL client assets in OCM funds and SMAs. LAL and Mr. Julien will receive a proportion of these fees as a result of their respective ownership interests in OCM. In order to

mitigate this conflict, LAL may provide an Asset Management fee credit to offset, in part, any potential profit share from OCM. LAL will also monitor LAL's and Mr. Julien's conflicts of interest to determine whether any additional policies and procedures are necessary.

APS Holdings, Inc.

Asset Planning Solutions, Inc.

Ken Stern, Brendan Van Cleve, Jeff Christie, Eric Hoffman

Conflicts:

APS Holdings, Inc. is a partial owner of LAL and its members are Ken Stern, Brendan Van Cleve, Jeff Christie, and Eric Hoffman. APS Holdings wholly owns Asset Planning Solutions, Inc., a California-registered insurance company. Certain LAL clients obtain insurance products through Asset Planning Solutions and its affiliates that will result in compensation earned by Asset Planning Solutions and its affiliates. In addition, Asset Planning Solutions may earn compensation from referrals to other insurance companies or insurance-related services or products sold to or involving LAL clients.

LAL client or owner investment opportunities

Conflicts:

From time to time, LAL clients or owners present certain investment opportunities to Oakhurst and are deemed to be suitable for investment in Oakhurst Private Funds. Such opportunities and investments present conflicts of interest in that LAL, Oakhurst, and Oakhurst Private Funds may be biased in favor of these opportunities due to the relationship between Oakhurst and LAL and that these LAL clients or owners will benefit when an investment is made by the relevant Oakhurst Real Estate Fund. In order to mitigate these conflicts, Oakhurst performs due diligence on these opportunities and determines, prior to investment, that the investment is not only suitable for the fund but also presents at least the same potential benefits as other third-party opportunities. To date, Oakhurst Real Estate Funds have made two investment in LAL client or owner related opportunities, which were also disclosed by the relevant Oakhurst Real Estate Fund. In order to address this potential conflict, Oakhurst will review any LAL client or owner investment opportunities to ensure

that its terms and conditions are at the very least consistent with industry standards and return expectations.

Leviathan Co-Invest I, LLC

Conflicts:

Leviathan is a co-investment vehicle for certain LAL and Oakhurst principals, employees, and other affiliates to invest in Oakhurst Private Funds. Leviathan's co-investment is typically \$1 million although the investment may vary fund by fund. Leviathan does not charge management fees, which create a potential conflict of interest whereby LAL and Oakhurst principals, employees, and affiliates may ultimately receive better performance than LAL clients invested in the same fund. LAL addresses this potential conflict by disclosure and believes by aligning the interests of its principals, employees and affiliates, through Leviathan, with the interests of LAL clients reinforces the fiduciary duty relationship.

LAL Subletting Relationships

Conflicts:

LAL receives rental payments for subletting space to certain clients and strategic partners. This relationship may give rise to certain conflicts:

Potential Conflicts Created by Receipt of Additional Rental Fees: While these sublease arrangements were done at arm's length, subtenants pay LAL a rental rate per square foot that exceeds the rate that LAL pays to its landlord. The increased rental rate compensates LAL for the subtenant's use of common areas, certain office equipment, phone and internet licenses, and administrative and support services. Certain subtenants perform advisory services on behalf of LAL and its clients and LAL's receipt of higher rental fees creates a potential conflict of interest in that LAL can be incentivized to utilize subtenants for advisory services as opposed to other similarly-situated providers who do not pay rent to LAL. In these instances, LAL assesses the subtenants' expertise, experience, familiarity with LAL and its clients and corresponding fees to ascertain whether these costs are comparable to other unaffiliated third-parties.

Potential Conflicts Due to Activities between Subtenants and LAL: Although subtenants' activities are conducted independently of LAL, there exist potential conflicts of interest between LAL and certain subtenants due to certain interactions and agreements. Specifically, Mapleton is a subtenant of LAL that performs advisory activities on behalf of LAL and its clients and has pre-existing business relationships with LAL personnel.

Mapleton is an unaffiliated California-registered investment adviser. LAL has entered into a sub-advisory arrangement with Mapleton whereby LAL will delegate active discretionary clients and LAL's receipt of higher rental fees creates a potential conflict of interest in that LAL can be incentivized to utilize subtenants for advisory services as opposed to other similarly-situated providers who do not pay rent to LAL.

Potential Conflicts Due to Activities between Subtenants and LAL: Although certain of subtenants' activities are conducted independently of LAL, there exist potential conflicts of interest between LAL and certain subtenants due to certain interactions and agreements. Specifically, Mapleton is a subtenant of LAL that performs advisory activities on behalf of LAL and its clients and has pre-existing business relationships with LAL personnel. Mapleton pays Ozur Consulting, LLC, an entity controlled by Mr. Ozur, to provide accounting and back-office support. Mr. Ozur also served as a Mapleton Vice President prior to joining LAL in 2009. Finally, Mr. Goldman a member of Mapleton, is also an Oakhurst principal. This creates potential conflicts of interest in that there may be an incentive for LAL to sublet space to Mapleton and utilize Mapleton as a sub-advisor for client assets, even though Mapleton's rates for these sub-advisory services may not be the lowest rates in the market. To mitigate such potential conflicts, LAL does not assess higher fees on Mapleton-managed client assets than LAL-managed assets and does not assess Mapleton's sub-advisory fees in addition to LAL advisory fees.

Archway-Affiliated Companies

Conflicts:

Archway Capital LLC ("Archway"), which is a different entity than the previously identified Archway Realty, is a

sub-tenant of LAL and a joint venture between Oakhurst and certain third parties involving Oakhurst-affiliated Private Funds ("Archway Funds") investing in real estate loans. LAL will, should Archway Funds be determined to be a suitable investment for its clients, invest its client's assets in these affiliated funds. This relationship creates a potential conflict of interest due to the proximity of Archway to LAL and the potential to influence LAL to invest its client assets in the Archway Funds. Archway's lease payments to LAL may also further influence LAL similarly. To mitigate such potential conflicts of interests, LAL will monitor its relationship with Archway to determine whether additional policies and procedures are required aside from LAL's standard allocation practices.

Lido Tax, LLC

Conflicts:

Lido Tax, LLC ("L-TAX") is a separate, affiliated entity that provides tax consulting services, including tax preparation, primarily to LAL clients. L-TAX is majority owned by LAL with a minority interest held by a Lido IAR. Typically, LAL will provide certain clients with an Asset Management fee credit for application against L-TAX tax consulting services. Outside of this potential fee credit, LAL clients are responsible for all other L-TAX-related fees. LAL may receive an economic benefit from L-TAX activities, given its majority interest in the firm, that results in a conflict of interest whereby LAL may be incentivized to direct LAL clients to L-TAX for tax consulting services. In certain instances, however, LAL clients will not pay fees to L-TAX "out of pocket" for tax consulting services due to LAL's above-described Asset Management fee credit. L-TAX also sublets office space in Lido's Boca Raton office. To mitigate such potential conflicts of interest, LAL and L-TAX provides specific disclosures to LAL clients prior to engaging L-TAX. Further, LAL will monitor its relationship with L-TAX to determine whether additional policies and procedures are required.

Client-Sponsored or Operated Alternative Investments

Conflicts:

Clients or their relatives have sponsored or operated Alternative Investments that certain LAH principals have invested in, including, but not limited to, 11905 Alpheus LLC, Champion Greenhill, Cottages, Fossil Creek RE,

Overton Trails, Redwood, Scotchmore Green, Victory, Vieux Coulee, and West Gate Series LLC. LAH principals were and continue to be passive investors. This creates a potential conflict of interest as LAL may be incentivized to recommend these investments that may result in a direct or indirect benefit to other clients or their relatives. LAL discloses this conflict when it exists. In addition, LAL utilizes a third-party, independent due diligence service provider to ensure operational and investment suitability and reviews these Alternative Investments for returns, risk, and fees that are consistent with other, if discernable, Alternative Investments. In many instances, LAL's ability to work closely with these operators provide for customized or tailored investment opportunities that leverage LAL's expertise in real estate, for instance, that are deemed to be more beneficial to its clients than other third-party Alternative Investments.

Alternative Investments compensation to LAL for providing specific services

Conflicts:

LAL also has entered into business arrangements for certain services with certain Alternative Investment affiliates. Certain Alternative Investment affiliates have also entered into business arrangements for certain services with LAL, LAH principals, or employees. Although these services do not generally relate to Alternative Investments, there are instances where Alternative Investment affiliates engage LAL to provide investor services, which include, but is not limited to, investor communication, reporting, and marketing coordination, for a fee. LAL typically rebates earned fees in these arrangements back to its clients that are investors in the applicable Alternative Investment. A potential conflict of interest exists since LAL recommends these Alternative Investments to clients. Some of these conflicts are remediated by LAL rebating fees, as described above and through negotiating reduced overall fees when possible.

Additionally, Alternative Investment affiliates, on occasion, will sponsor sales training for LAL employees or sponsor client events or gifts. This situation presents a conflict of interest in that LAL IARs may feel incentivized to allocate client monies to those Alternative Investment affiliates which sponsor LAL events or trainings. LAL mitigates

these potential conflicts by additional policies and procedures relating to Alternative Investment allocations, as described immediately below.

Alternative Investments Allocation Practices

Conflicts:

The Alternative Investments that LAL recommends are generally considered limited offerings due to a limited aggregate investment amount or total number of investors. In certain instances, there will be more clients interested in investing in these Alternative Investments than space available. LAL attempts to allocate client investments to these Alternative Investments fairly and equitably, including, but not limited to, assessing its clients' overall total allocation to a specific Alternative Investments, reviewing an Alternative Investment's investor capacity, underlying assets, projected and targeted returns, and risks, in undertaking recommendations to its clients. In addition, as clients' individual financial wherewithal, sophistication, and risk tolerance may vary, LAL's allocation recommendations may also be subjective. Not all clients who are interested in investing in these Alternative Investment may have an opportunity to do so. See Item 4 (Advisory Business).

Further, Oakhurst has an independent fiduciary duty to its funds, which are its clients, and must allocate investors in its funds consistent with its duty. LAL's allocation policies and procedures may be different than and conflict with Oakhurst's policies and procedures. As LAH principals are also Oakhurst principals, instances where the outcome of LAL's and Oakhurst's allocation policies and procedures differ – LAL may present certain clients for investment in Oakhurst-affiliated funds in accordance with its allocation policies and procedures but Oakhurst may allocate LAL client investments differently, either in order of or amount of investment – presents a potential conflict of interest.

Finally, there may be instances where LAH principals invest in these Alternative Investments. These investments may result in clients not being able to invest due to the above-described limitations.

These situations present potential conflicts of interest. LAL mitigates these potential conflicts by additional policies and procedures relating to Alternative Investment

allocations, including, but not limited to, procedures establishing a defined "queue" arranging clients in chronological order based upon receipt of their investment commitment and consultation with LAL's and Oakhurst's CCO to identify, discuss, and resolve any conflicts concerning acceptance of clients' investments outside of LAL's queue. In addition, LAL and Oakhurst co-invest in certain Oakhurst Private Funds through Leviathan, which mitigates this conflict by maximizing available space for all LAL clients. See Item 12.D (Alternative Investment Allocation).

Soft Dollars and Other Brokerage-related Compensation or Benefits

Conflicts:

LAL enters into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products or services. Although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker-dealers based on the receipt of such benefits rather than on a client's interest in receiving most favorable trade execution. Additionally, LAL generally recommends that clients use Fidelity, Schwab, or TD Ameritrade, as their custodial broker dealer. Fidelity, Schwab, and TD Ameritrade make available to LAL other products and services that benefit LAL but do not directly benefit clients.

LAL has an incentive to recommend that clients maintain their assets in accounts at Fidelity, Schwab, or TD Ameritrade due to the benefit to LAL and the availability of some of the products and services provided, which creates potential conflicts of interest. See Item 12 (Brokerage Practices).

Solicitors and Compensation for Client Referrals

Conflicts:

LAL has entered into written agreements to refer clients to LAL for compensation. These solicitor agreements comply with the requirements of Rule 206(4)-3 of the Advisers Act. Although the specific terms of each agreement may differ, LAL generally provides compensation to these individuals calculated based on a portion of the Asset Management

fee, when a prospective client becomes a client, and the duration of the client relationship with LAL.

LAL provides for compensation to its employees and affiliates when they refer a new client to the firm. Although this compensation is not directly tied to new clients' Asset Management fee, a conflict of interest exists as employees and affiliates may be incentivized to refer clients based on the receipt of compensation. Clients that are referred to LAL are provided disclosures concerning employee compensation and are required to affirm their review and acceptance of this arrangement prior to establishing the clients' relationship with LAL.

2. THIRD-PARTY-RELATED POTENTIAL CONFLICTS OF INTEREST

Fallbrook Capital Securities Corp.

Craig Sheftell

Conflicts:

Craig Sheftell, a LAL IAR, performs advisory services on behalf of LAL as an independent contractor and is a Fallbrook Capital Securities Corporation ("Fallbrook") RR. Fallbrook is an SEC-registered broker dealer and FINRA member. Mr. Sheftell conducts business through Fallbrook and receives compensation for doing so. His relationships present potential conflicts of interest. Although he devotes as much time to the business and affairs of LAL as is necessary to perform his duties, he also devotes a significant amount of time to performing services for Fallbrook. His obligations may take time away from his LAL duties and his compensation arrangement may result in them favoring Fallbrook clients over LAL clients.

Richard Goldman

Mapleton Capital Management, LLC

Conflicts:

LAL recommends Alternative Investments sponsored or operated by Oakhurst, the affiliated SEC-registered investment advisor that entered into a business combination with S&R in June 2018. Many LAL clients have invested in real estate-related Private Funds that were sponsored or operated previously by S&R and are now sponsored or operated by Oakhurst. Mr. Goldman, who was a S&R principal and is now an Oakhurst principal,

has long-standing relationships with LAH principals. This relationship and the resulting business arrangements result in significant, potential conflicts of interest, as described below.

Other of Mr. Goldman's relationships that may present potential conflicts of interest include:

Mr. Goldman and certain LAL clients are members and managers of AG. Pursuant to the Oakhurst Consulting Agreement, AG is to invest up to \$250,000 into any Oakhurst-affiliated investment, which is intended to be a side-by-side investment with clients. LAH principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients, including those that are managers, became involved or associated with AG prior to them becoming LAL clients. Although AG is no longer utilized for co-invest purposes, AG still retains co-investments in prior Oakhurst Private Funds. See Item 11.A. (AG and Leviathan)

LAL recommends investments in Mapleton, a hedge fund, which Mr. Goldman is a principal. Mapleton also sublets space from LAL. Mr. Goldman introduced LAL to almost all of its current subtenants. Pursuant to the Oakhurst Consulting Agreement, Mr. Goldman benefits from LAL recommendations to its clients to invest in Oakhurst-affiliated investments.

Collectively, there are significant business dealings between LAL, its principals and Mr. Goldman – Mr. Ozur has been involved in various business dealings with Mr. Goldman for over 20 years – that benefit Mr. Goldman and may cause a bias in favor of Mr. Goldman or his affiliates. LAL mitigates these potential conflicts of interest with policies and procedures relating to this relationship, including, but not limited to, review of ongoing and potential business relationships, disclosure and approval of any additional outside business activities, and an annual process that all LAL principals participate in identifying any potential or actual conflicts of interests concerning their respective actual or potential business relationships with affiliates, among others.

Clear Capital Advisors**Bruce Pompan****Conflicts:**

Bruce Pompan and Clear Capital Advisors have entered into a consulting relationship with LAL for financial, banking, merger, acquisitions, and other services. Mr. Pompan is a LAL client and LAL owner through LIH. Based on these relationships, a potential conflict of interest exists where Mr. Pompan or Clear Capital Advisors may receive benefits not accorded to other LAL clients. LAL addresses this conflict through disclosures. Further, LAL reviews any business relationship with Clear Capital Advisors and Mr. Pompan and its client relationship with Mr. Pompan consistent with its fiduciary duty to all of its clients, including that duty to Mr. Pompan.

B. Participation or Interest in Client Transactions

LAL's policy prohibits principal transactions or agency cross transactions on behalf of clients. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

Based upon a client's stated objectives, LAL may, under certain circumstances, recommend the purchase or sale of securities in which LAL or its affiliates have invested personally. These recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Importantly, as part of LAL's fiduciary duty to clients, LAL and its Associated Persons will endeavor at all times to put the interests of the clients first and at all times are required to adhere to LAL's Code of Ethics. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading). LAL and its Associated Persons also invest personally in certain securities that are purchased for clients, including Private Funds. LAL's Code contains certain requirements designed to address the potential conflicts that arise with regard to

personal trading by LAL or its Associated Persons. For example, other than certain exceptions as outlined below, when LAL is purchasing or considering for purchase a security on behalf of a client, no Associated Person may knowingly effect a transaction in that security within three (3) business days before and one (1) business day after any client transaction in the same security. The exceptions include: (i) when the Associated Person's transaction is aggregated with client transactions and the Associates Person receives the same average price as all client participating in such aggregated transaction, (ii) a limited amount of shares of any common stock listed on the S&P 500 Index; (iii) when pre-approved by the CCO or designee; (iv) direct obligations of the Government of the U.S.; (v) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (vi) shares issued by mutual funds or money market funds; and (vii) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Finally, LAL permits its Associated Persons to buy and sell certain securities for their own accounts and on their own behalf based on personal investment considerations. In order to do so, Associated Persons must comply with LAL's Code of Ethics concerning personal securities transactions. Associated Persons' personal securities transactions are separate and apart from LAL's trading on behalf of its clients, Associated Persons' personal securities transactions are based on Associated Persons' investment decisions, LAL's Code of Ethics, and corresponding policies and procedures designed to address and mitigate actual or potential conflicts of interests, including, but not limited to, pre-approval of certain personal securities transactions and quarterly and annual attestations by Associates Persons of their securities holdings.

ITEM 12: BROKERAGE PRACTICES

The following discussion summarizes the material aspects of LAL's practices for the recommendation of custodians and the selection of broker dealers to execute client transactions.

A. Selection Criteria

LAL does not maintain physical custody of clients' assets although we are deemed to have custody of clients' assets where the client has given us authority to debit fees from the client's account. See Item 15 (Custody). Client assets must be maintained in an account at a "qualified custodian," generally a broker dealer or bank. The custodians that LAL recommends that clients use are National Financial Services LLC ("NFC"), Fidelity Brokerage Services LLC ("FBS") ("NFC" and "FBS", collectively, "Fidelity"), Charles Schwab & Co., Inc. ("Schwab"), and TD Ameritrade, Inc. ("TD Ameritrade"), all of which are FINRA registered broker dealers and members of Securities Investor Protection Corporation (SIPC). LAL is independently owned and operated and not affiliated with any of these broker dealers. These broker dealers will hold client assets in a brokerage account and buy and sell securities at LAL's instruction. While LAL recommends that clients use one of these custodians, the client will decide whether to open an account with one of them by entering into an account agreement directly with the selected custodian. LAL does not open the custodian account for clients.

LAL will execute transactions for clients through their appointed custodian since these custodians generally do not charge custodian fees so long as transactions for clients are executed through them as broker dealer. LAL periodically evaluates the commissions charged and the services provided by the custodian and compare those with other broker dealers to evaluate whether overall best qualitative execution could be achieved by using alternative custodians.

Other factors LAL considers when evaluating its choice of custodian include but are not limited to:

- Ability to trade mutual funds and other investments that LAL determines suitable for a client's portfolio;
- Any custodial relationship between the client and the broker dealer;
- Quality of customer service and interaction with LAL;

- Discount transaction rates; and
- Reliability and financial stability.

For those clients who wish to direct brokerage and select broker dealers/custodians not recommended by LAL, clients should be aware that LAL does not negotiate specific brokerage commission rates with the broker on the client's behalf or seek better execution services or prices from other broker dealers. As a result, the client could pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case, and LAL will have limited ability to ensure that the broker dealer selected by the client will provide best possible execution.

1. Fidelity Custodian Arrangement

LAL has an arrangement with Fidelity that provides LAL with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping, and related services that are intended to support intermediaries like LAL in conducting business and in serving the best interests of their clients but that benefit LAL. LAL is not affiliated with Fidelity.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables LAL to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. In certain circumstances, Fidelity does not charge commissions for trades. However, Fidelity's commissions and transaction fees may be higher or lower than those charged by other custodians and broker dealers. As part of the arrangement, Fidelity also makes available to LAL, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by LAL within specified parameters. LAL's use of these research and brokerage services may or may not

directly or indirectly benefit clients. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

LAL also receives certain no-cost services that do not directly benefit clients. As a result, LAL has an incentive to continue to use or expand the use of Fidelity's services, which creates a potential conflict of interest. Based on the foregoing and including, but not limited to, Fidelity's higher level customer service to both the client and LAL, technology capabilities, access to fixed income markets, lower trading costs comparable to its industry peers (and equivalent to our other chosen preferred custodians, LAL reviewed this potential conflict at the onset of its relationship with Fidelity and has determined that the relationship consistent with its clients' best interest. A client may, however, pay a commission or transaction fee that is higher than another qualified broker dealer might charge for that same transaction. LAL has determined that the commission or transaction fee is reasonable in relation to the value of the brokerage and research services received.

2. Schwab Custodian Arrangement

The following highlights LAL's custodial relationship with Schwab:

- **Client Custody and Brokerage Costs:** For clients' accounts that Schwab maintains, Schwab is compensated by charging the client commissions or other fees on trades that it executes or that settle into the client's Schwab account. Schwab's commission rates applicable to client accounts were negotiated based on a commitment to maintain \$10 million of clients' assets at Schwab. This commitment benefits clients utilizing Schwab because the overall commission rates a client pays may be lower than they would be if LAL had not made the commitment. In certain circumstances, Schwab does not charge commissions for trades. In addition to commissions, Schwab charges custodial clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that
- **Products and Services Available to LAL from Schwab:** Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firm. They provide LAL and the clients custodied at Schwab with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help LAL manage or administer Schwab custodied clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis and at no charge to LAL as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab.
- **Services that Benefit LAL's Client:** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which LAL might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Schwab's services described in this paragraph generally benefit LAL Schwab custodied client accounts.
- **Services that Do Not Directly Benefit LAL's Client:** Schwab also makes available to LAL other products and services that benefit LAL but do not directly benefit our clients. These products and services assist LAL in managing and administering

our clients' accounts maintained at Schwab. They include investment research, both Schwab's own and that of third parties. LAL can use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that provide access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocates aggregated trade orders for multiple client accounts; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; and assists with back-office functions, record keeping and client reporting.

- **Services that Generally Benefit Only LAL:** Schwab also offers other services intended to help LAL manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. Schwab's provision of these services increases LAL's profitability as LAL would typically pay for these services from its operating revenue.

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services. Schwab also discounts or waives certain of its fees for some of these services or will pay all or a part of a third party's fees. Schwab also provides us with other benefits such as occasional business entertainment of our personnel.

LAL benefits from Schwab's services as those services are either little or no cost to LAL. Schwab provides these services at little or no cost as long as LAL maintains at least \$10 million in assets with Schwab. The \$10 million minimum gives LAL an incentive to recommend that a client maintain their account with Schwab. This is a

potential conflict of interest. Based on the foregoing and including, but not limited to, Schwab's higher level customer service to both the client and LAL, lower trading costs comparable to its industry peers (and equivalent to our other chosen preferred custodians, LAL believes, that our selection of Schwab as a recommended custodian and broker is consistent with the best interests of our clients even in light of the low or no cost services.

3. TD Ameritrade Custodian Arrangement

Advisor participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through participation in the Program.

4. Additional Trading Practices

In certain circumstances, LAL will "trade away" from its primary custodial relationships to achieve better pricing on behalf of its clients, among other things. In engaging a broader market for the buying and selling of securities, LAL may or may not achieve better pricing or execution. LAL utilizes its judgment, within reason, to identify circumstances when trading away is more beneficial to its clients. There, however, may be circumstances where LAL fails to achieve these objectives by trading away, resulting in higher costs to the client. LAL seeks to mitigate this possibility by analyzing comparable pricing and best execution by its custodians on a per-trade and annual basis.

B. Best Execution

Except as otherwise provided in the client's investment advisory agreement, LAL has full discretion to place buy and sell orders with or through such brokers or dealers as it deems appropriate. LAL's general policy is to place client trades with Fidelity, Schwab, or TD Ameritrade, and

LAL will continue to do so as long as LAL believes that the broker custodian is providing the best overall value for the client and they remain competitive in relation to executions and the cost of each transaction ("best execution").

Although LAL will seek, within reason, to achieve the best execution possible for client securities transactions, this does not require LAL to solicit competitive bids and LAL does not have an obligation to seek the lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while LAL will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions. LAL is not required to negotiate "execution only" commission rates; thus the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate.

To ensure that brokerage firms recommended by LAL are conducting overall best qualitative execution, LAL will periodically (and no less often than annually) evaluate its trading process and broker/custodians selections. LAL's evaluation will consider the full range of brokerage services offered by the brokers, which may include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

1. Research and Other Soft Dollar Benefits

LAL selects a broker dealer in recognition of the value of various services or products, beyond transaction execution, that such broker dealer provides where, considering all relevant factors, it believes the broker

dealer can provide best execution. Selecting a broker dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with "soft dollars." The amount of compensation paid to such broker dealer (which may include disclosed markups and markdowns on risk-less principal transactions with market-makers if LAL were to conduct such transactions) may be higher than what another, equally capable broker dealer might charge. Except for the benefits received from Fidelity, Schwab, and TD Ameritrade, LAL currently has no other soft dollar arrangements in place. The following discussion is intended to provide clients with certain important information regarding these practices, including the potential conflicts of interest that arise under soft dollar arrangements. See Item 14 (Client Referrals and Other Compensation).

The receipt of these services benefit LAL, because LAL does not have to produce or pay for the research or other products or services when it obtains such products and services by using client commissions. Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to broker dealers in exchange for soft dollar benefits, including an incentive to select or recommend a broker dealer based on LAL's interest in receiving the research or other products or services, rather than on clients' interests in receiving most favorable execution. Additionally, LAL may have an incentive to effect more transactions than might otherwise be the case in order to obtain those benefits. The agreements between LAL and its clients generally authorize LAL to use client soft dollars for a wide range of purposes. The extent of any such potential conflict depends in large part on the nature and uses of the services and products acquired with soft dollars.

Section 28(e) of the Securities Exchange Act of 1934 recognizes the potential conflicts of interest involved in this activity, but generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, "research" means services or products used to provide lawful and appropriate

assistance to LAL in making investment decisions for its clients. "Brokerage" services and products are those used to effect securities transactions for LAL's clients or to assist in effecting those transactions.

Consistent with obtaining best execution, brokerage transactions have been in the past, and can be in the future, directed to certain broker dealers in return for investment research and brokerage products and services which assist LAL in its investment decision-making process. LAL can cause clients to pay commissions that are higher than those that another qualified broker dealer might charge to effect the same transaction where LAL determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

Research and other products and services purchased with soft dollars will generally be used to service all of LAL's clients, but brokerage commissions paid by one client can be used to pay for research that is not used in managing that client's portfolio, as permitted by Section 28(e). In other words, there can be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker dealer providing the services.

Brokerage services obtained with soft dollars can include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders.

Research and related services furnished by brokers can include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, data

bases and other technical and telecommunication services and equipment utilized in the investment management process. Research received by LAL under such soft dollar arrangements can include both proprietary research (created or developed by the broker dealer) and research created or developed by a third party.

As stated above, LAL recommends that clients establish brokerage accounts with Fidelity, Schwab, or TD Ameritrade to maintain custody of clients' assets and to effect trades for their accounts. Fidelity, Schwab, and TD Ameritrade are SEC-registered broker dealers and members of FINRA/SIPC. While there is no direct link between the investment advice given to clients and LAL's recommendation to use the custodial or brokerage services of these custodians, certain benefits are received by LAL due to this arrangement. See Item 14 (Client Referrals and Other Important Information).

2. Directed Brokerage

If requested by a client, LAL may accept written direction from a client regarding the use of a particular broker dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker dealer, and LAL will not seek better execution services or prices from other broker dealers or be able to "batch" client transactions for execution through other broker dealers with orders for other accounts managed by LAL (as described below). LAL will have limited ability to ensure the broker dealer selected by the client will provide best possible execution. As a result, the client could pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, LAL may decline a client's request to direct brokerage if, in LAL's sole discretion, these directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker dealers.

C. Trade Aggregation and Allocation

Transactions for each client will be effected independently

unless LAL decides to purchase or sell the same securities for several clients at approximately the same time. LAL performs investment management services for various clients, some of which may have similar investment objectives. LAL may aggregate sale and purchase orders with other clients, including proprietary (employee) accounts that have similar orders being made at the same time, if in LAL's judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. These benefits can include better transaction prices and lower trade execution costs. LAL can (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among LAL's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account on any given day. If these orders cannot be fully executed under prevailing market conditions, LAL will allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, clients' investment objectives, and liquidity of the security.

D. Alternative Investment Allocation

LAL recommends investments in Alternative Investments, including Private Funds, to certain clients. Generally, these investments are available only to a limited number of sophisticated investors who meet the definitions of "accredited investor" under Regulation D of the Securities Act of 1933, as amended (the "Securities Act") and "qualified client" or "qualified purchaser" under the Investment Advisers Act of 1940. Additionally, Private Funds are considered "limited offerings" since they only accept a limited amount of funds for investment.

When determining which clients should receive a recommendation to invest in a Private Fund, LAL

considers a number of factors, including but not limited to a client's sophistication, risk tolerances and qualifications, investment objectives, and the amount of available assets. LAL's goal is to allocate in a fair and balanced manner; however, given these differing factors, the allocation of investment opportunities in Private Funds to clients is mainly subjective and not all qualifying clients will be provided an investment opportunity. Additionally, there are times when LAL Associated Persons invest in certain Private Funds that are recommended to clients. When this occurs, a potential conflict exists and to address the potential conflict Associated Persons are required to receive prior written approval by the CCO.

Qualifying clients receiving a recommendation to invest in a Private Fund must read the offering or private placement memorandum prior to investing to fully understand the risks and potential conflicts pertaining to the Private Fund investment. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

E. Brokerage for Client Referrals

In selecting or recommending broker dealers, LAL receives client referrals from a broker dealer, which creates a potential conflict of interest. This is because LAL has an incentive to select or recommend a broker dealer based on its interest in receiving client referrals rather than on the client's interest in receiving most favorable execution.

To mitigate this potential conflict, LAL reviews and monitors execution and services provided to all clients to help ensure that the client's accounts are managed as effectively as possible and are receiving best execution.

ITEM 13: REVIEW OF ACCOUNTS

A. Periodic Reviews

LAL investment strategies are reviewed by the Investment Committee on a continuous basis. LAL reviews client assets and risk profiles on a periodic basis; IARs review client assets not less than annually. Accounts are reviewed for consistency with the investment strategy and other parameters set forth for the account and to determine if

any adjustments need to be made.

Financial plans are reviewed only upon request unless LAL is retained to update the plan on a recurring basis.

B. Other Reviews and Triggering Factors

In addition to the periodic reviews described above, reviews also are triggered by changes in an account holder's personal, tax, or financial status. Other events that can trigger a review of an account are material changes in market conditions as well as macroeconomic and company- specific events. Clients are encouraged to notify LAL and its advisory representatives of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

C. Regular Reports

Custodian account statements are generated no less than quarterly and are sent directly from the account custodian. The account statement lists the account positions, activity in the account over the covered period, and other related information, including all additions and withdraws from the account. Clients also receive confirmations following each account transaction unless confirmations have been waived. These reports are provided in written form.

In addition to the regular statements clients receive from their custodian, LAL provides detailed reports concerning relevant account and/or market-related information. Our client reports generally consist of: (1) a list of client assets by class that includes the purchase date, name of security, number of shares, purchase price per share, current price per share, current market value and unrealized gain/loss; (2) the account performance; and (3) the total market value of the account(s). If a client has more than one account, the accounts are consolidated into one report. LAL reports are provided on at least an annual basis.

Clients are urged to compare the statements received from LAL to those received from the account custodian.

For clients in Private Funds, those assets may not appear on their custodian statement (depending on the custodian) but they are included in account reports and

statements provided by LAL. LAL's policy for valuing these types of securities is to rely upon the valuations provided by the operator/issuer of the holding. However, there can be times when LAL does not receive an updated valuation prior to LAL sending account statements to clients. When this happens, LAL will report the last known valuation received by the issuer, or depending on circumstances, will provide a fair valuation estimate based on a good faith valuation determined by either LAL, the applicable issuer, or third-party firms. These fair valuations are unaudited and actual values can be higher or lower than the amount reported. See Item 5 (Fees and Compensation).

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits Received

LAL enters into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products or services which assist LAL in its investment decision-making process. The receipt of these services is deemed to be the receipt of an economic benefit by LAL, and although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker dealers based on the receipt of these benefits rather than on a client's interest in receiving most favorable execution. See Item 12 (Brokerage Practices).

Additionally, LAL generally recommends that clients use Fidelity, Schwab, or TD Ameritrade as their custodian and broker of record and certain benefits are received by LAL due to these arrangements. Fidelity, Schwab, and TD Ameritrade make available to LAL other products and services that benefit LAL but do not benefit its clients' accounts. Some of these other products and services assist LAL in managing and administering clients' accounts. While as a fiduciary, LAL endeavors to act in its clients' best interests, LAL has an incentive to recommend that clients maintain their assets in accounts at Fidelity, Schwab, or TD Ameritrade due to the benefit to LAL and the availability of some of the products and services

provided, which create a potential conflict of interest. See Item 12 (Brokerage Practices).

B. Compensation for Client Referrals

LAL has entered into agreements with individuals and organizations, some of whom are affiliated with LAL, that refer clients to LAL.

All of these agreements are in writing and comply with the requirements of Rule 206(4)-3 of the Advisers Act. If a solicitor introduces a client to LAL, LAL pays that solicitor a fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. While the specific terms of each agreement may differ, generally, the compensation will be based upon LAL's engagement of new clients and the retention of those clients and is calculated using a varying percentage of the fees paid to LAL by those clients. LAL may also pay compensation to its employees for their referrals of LAL clients, which is disclosed to the referred LAL client. Any fee is paid solely from LAL's Asset Management fee. Any solicitor introducing a prospective client to LAL is required to provide this Brochure and a separate disclosure reflecting the nature of the relationship between the solicitor and LAL and the amount of compensation that will be paid by LAL to the solicitor. The solicitor is required to obtain the client's signature acknowledging receipt of both documents. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

1. Fidelity Custodian Arrangement

LAL participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which LAL receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. LAL is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control LAL, and FPWA has no responsibility or oversight for LAL's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for LAL, and LAL pays referral fees to FPWA for each referral

received based on LAL's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to LAL does not constitute a recommendation or endorsement by FPWA of LAL's particular investment management services or strategies. More specifically, LAL pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, LAL has agreed to pay FPWA an annual program fee of \$50,000 to participate in the WAS Program.

These referral fees are paid by LAL and not the client.

To receive referrals from the WAS Program, LAL must meet certain minimum participation criteria, but LAL may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, LAL will have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and LAL may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to LAL as part of the WAS Program. Under an agreement with FPWA, LAL has agreed that LAL will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, LAL has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when LAL's fiduciary duties would so require, and LAL has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA's affiliates to another custodian; therefore, LAL may have an incentive to suggest that referred clients and their household members maintain custody of their accounts

with affiliates of FPWA. However, participation in the WAS Program does not limit LAL's duty to select brokers on the basis of best execution.

2. TD Ameritrade Custodian Arrangement

LAL participates in TD Ameritrade's institutional customer program and LAL may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between LAL's participation in the program and the investment advice it gives to its clients, although LAL receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving LAL participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to LAL accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to LAL by third-party vendors. TD Ameritrade may also have paid for business consulting and professional services received by LAL's related persons. These products or services may assist Advisor in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help LAL manage and further develop its business enterprise. The benefits received by LAL or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, LAL endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by LAL or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the LAL's choice of TD Ameritrade for custody and brokerage services. See

Item 12.A.3 (TD Ameritrade Custodial Arrangement).

LAL may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, LAL may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with LAL and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise LAL and has no responsibility for LAL's management of client portfolios or LAL's other advice or services. LAL pays TD Ameritrade an on-going fee for each successful client referral. For referrals that occurred through AdvisorDirect before April 10, 2017, this fee is a percentage (not to exceed 25%) of the advisory fee that the client pays to LAL ("Solicitation Fee"). For referrals that occurred through AdvisorDirect on or after June 9, 2017 the Solicitation Fee is an annualized fee based on the amount of referred client assets that does not exceed 25% of 1%, unless such client assets are subject to a Special Services Addendum. In the case of a Special Services Addendum, the Solicitation Fee is an annualized fee based on the amount of referred client assets that does not exceed 10% of 1%. LAL will also pay TD Ameritrade the Solicitation Fee on any assets received by LAL from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired LAL on the recommendation of such referred client. LAL will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgment Form.

LAL's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, LAL may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, LAL has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. LAL's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

LAL also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Additional Services include portfolio review and analysis provided by Addepar.

TD Ameritrade provides the Additional Services to LAL in its sole discretion and at its own expense, and LAL does not pay any fees to TD Ameritrade for the Additional Services. LAL and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

LAL's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to LAL, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, LAL's Client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with LAL, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, LAL may have an incentive to recommend to its Clients that the assets under management by LAL be held in custody with TD Ameritrade and to place transactions for Client

accounts with TD Ameritrade. LAL's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts.

C. Other Compensation

Certain LAL IARs are affiliated with Asset Planning Solutions, an independent, California-registered insurance company. These LAL IARs may receive compensation from their sale of insurance products or referral of insurance products or services through Asset Planning Solutions. See Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

Certain LAL IARs have outside business activities with unaffiliated registered investment advisers, unaffiliated registered broker dealers, and other firms. Consequently, these activities create potential conflicts of interest. See Item 10 (Other Financial Industry Activities and Affiliations) and respective LAL IAR's Form ADV Part 2B (Supplemental Brochure).

LAL subleases office space to multiple lessees. The sublease arrangements were done at arm's length; however, potential conflicts of interest are present with regards to these sub-letting arrangements. Moreover, one sub-tenant is a client that remits subletting payments to LAL directly and another is a vendor that provides research services. See Items 4 (Advisory Business), 5 (Fees and Compensation), 10 (Other Financial Industry Activities and Affiliations), and 11 (Code of Ethics, Potential Conflicts of Interest).

ITEM 15: CUSTODY

Pursuant to Rule 206(4)-2 of the Advisers Act, LAL is deemed to have custody of client funds, with details outlined in Item 9 of Form ADV Part 1. To mitigate any potential conflicts of interests, LAL will, when possible, maintain client assets with an independent qualified custodian. In certain instances, client assets, such as certain private funds, cannot be held at such custodians. LAL will identify additional necessary procedures, such as surprise audits or designation of non-discretionary authority over those assets, consistent with its obligations

under the Rule 206(4)2.

Generally, LAL recommends Fidelity, Schwab, or TD Ameritrade for custodial services, but from time to time, other custodians may be accepted by LAL for custody of client assets. In the case of asset management services utilizing a TPAM, the TPAM may select the custodian. In addition, for certain clients' assets where LAL is deemed to have custody, LAL obtains annual surprise exams by an independent accounting firm.

Notably, in most cases a client's broker dealer also acts as the custodian of the client's assets for little or no extra cost. Clients should be aware, however, of the differences between having their assets held at a broker dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, client reporting and technology.

LAL will only implement its investment management recommendations after the client has arranged for and furnished LAL with all information and authorization regarding its accounts held at the designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the statements provided by LAL. LAL's statements vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. See Item 12 (Brokerage Practices).

ITEM 16: INVESTMENT DISCRETION

A. Discretionary Authority; Limitations

LAL performs services generally on a discretionary basis, unless otherwise agreed upon at the inception of the client relationship and memorialized in the Agreement. In exercising its discretionary authority, LAL has the ability to determine the type and amount of securities to be transacted and whether a client's purchase or sale should be combined (aggregated) with those of other clients and

traded as a "block." This discretion is to be exercised in a manner consistent with each client's investment objectives, risk tolerance, and time horizon. In addition, LAL's authority to trade securities can be limited in certain circumstances by applicable legal and regulatory requirements, as well as LAL's compliance policies. Clients are permitted to impose reasonable limitations on LAL's discretionary authority, including restrictions on investing in certain securities or types of securities. All limitations, restrictions, and investment guidelines must be provided to LAL in writing.

B. Limited Power of Attorney

Clients authorize LAL to exercise full discretionary authority with respect to all investment transactions in their designated accounts upon execution of the Agreement. Among other things, the Agreement designates LAL as the client's attorney-in-fact with discretionary authority to conduct investment transactions, including, but not limited to, giving instructions to third parties in furtherance of such authority. Should a client desire to limit LAL's authority, either by designating the account as non-discretionary or other specific limitations, the client must do so in writing.

ITEM 17: VOTING CLIENT SECURITIES

LAL's policy and practice is to not vote proxies on behalf of its clients and therefore, shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a client's account.

Consequently, the client retains the responsibility for receiving and voting all proxies for securities held within the client's account. LAL shall not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client unless the account is an ERISA account and such authority has not been delegated to another named fiduciary in the plan's written documents. Furthermore, in the case of ERISA clients, while LAL generally does not vote proxies for ERISA client accounts, should proxy materials be forwarded on to LAL at the request of the

plan sponsor, LAL will strive to vote the proxy in the best interest of the client. A copy of LAL's proxy voting record and policies are available upon written request by the plan sponsor.

LAL typically does not advise or act for clients with respect to any legal matters, including bankruptcies and class actions, for the securities held in clients' accounts.

ITEM 18: FINANCIAL INFORMATION

LAL does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. LAL does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding.