

## **Firm Brochure**

(Part 2A of Form ADV)

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### **Cover Page (Item 1)**

This brochure provides information about the qualifications and business practices of Crown Advisors Management, Inc. If you have any questions about the contents of this brochure, please contact us at: (415) 925-9950. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Crown Advisors Management, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

MARCH 25, 2022

## **Material Changes (Item 2)**

### **Annual Update**

The Material Changes section of this Firm Brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

### **Material Changes since the Last Update**

There have been no material changes to the Firm Brochure since the last filing on March 19, 2021.

### **Full Brochure Available**

Please contact us if you would like to receive a complete copy of our Firm Brochure, at: (415) 925-9950.

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## **Item 4. Advisory Business**

Crown Advisors Management, Inc., a Texas Subchapter S corporation (“Crown”), has been in business since 2014. Currently, it provides investment advice to Foundation Partners, L.P. (the “Fund”). In 2014, Crown merged with and into Crown Capital Management, a California corporation (the “Predecessor Corporation”), with Crown continuing as the surviving corporation of the merger (the “Merger”). Robert Scott Fearon was the president, sole shareholder and portfolio manager of the Predecessor Corporation prior to the Merger and remains the president, sole shareholder and portfolio manager of Crown.

Prior to the Merger, the Predecessor Corporation served as the general partner of the Fund and provided investment advisory to the Fund. In 2014, the Fund changed its state of incorporation from California to Delaware pursuant to a conversion transaction. The Fund is now a Delaware limited partnership. Crown, as the successor to the Predecessor Corporation, continues to serve as the general partner of the Fund. As of December 31, 2021, Crown had total discretionary assets under management of approximately \$240,320,394. Crown only manages assets on a discretionary basis.

Investment advisory services provided to the Fund include: (1) establishing the Funds’ investment objectives; (2) buying or selling portfolio securities on behalf of the Fund; and (3) periodically reporting to each of the Funds’ investors in accordance with the Fund documents. This document is not a public offer for investment in the Fund. Please refer to the Fund documents for more detailed information.

Crown tailors its investment advice for the Fund in accordance with their respective investment objectives and strategy, as set forth in the Fund documents, but does not tailor its advisory services to the needs of any particular investor in the Fund. Crown invests principally, but not solely, in equity and equity-related securities that are traded publicly in U.S. markets on behalf of its clients but is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the applicable Fund documents.

The investors in the Fund have no opportunity to select or evaluate any Fund investments or strategies. Crown selects all Fund investments and strategies. There are no material limitations on the markets or instruments in which the Fund may invest or the strategies which Crown may employ.

## **Item 5. Fees and Compensation**

Crown charges the Fund an annual fee of 1.0% of assets under management, which amount is payable in quarterly installments at the end of each calendar quarter based on the net market value

of the Funds' account on the date the fee accrues and becomes payable. Crown is also allocated from each investor of the Fund a performance allocation equal to 20% of the net profits (including both realized and unrealized gains and losses) otherwise allocable to such investor. Performance allocations are assessed in arrears on an annual basis and are only applied to the portion of profits that exceed the cumulative losses previously allocated to the Fund. Crown complies with Rule 205-3 under the Investment Advisers Act of 1940, to the extent required by applicable law. Performance allocations may create an incentive for Crown to make more risky and speculative investments than it would otherwise make.

Crown deducts management fees and performance allocations directly from the Fund. Some investors in the Fund are family and related accounts; they are charged fees.

Accounts that invest in mutual funds also pay, indirectly, investment advisory fees to the managers of those funds. Crown believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in an investment limited partnership of which Crown is general partner, to use the "alternative reporting option" to report Crown's compensation as "eligible indirect compensation" on the Schedule C of the plan's Form 5500 Annual Return/Report of Employee Benefit Plan.

Relationships with Crown's clients are terminable on the expiration or earlier termination of the applicable Fund document and, with respect to the Fund, the dissolution of the Fund or Crown's withdrawal as general partner of the Fund. Each limited partner of the Fund may withdraw from the Fund on specified prior written notice on the last business day of any calendar quarter in accordance with the terms of the Fund documents.

In all cases, expenses, the pro rata portion of the management fee, and the performance allocation through the date of termination are charged to the account. However, an investor who withdraws from the Fund on a date other than the last business day of a quarter (if so permitted by Crown) does not receive a refund of the management fee previously paid.

Each account is responsible for its own costs and expenses, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges), ongoing legal, the fees and expenses charged by any fund administrator for its accounting, bookkeeping and other services. Crown bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses may be paid, however, by securities brokerage firms that execute clients' securities trades, as discussed in Item 12 below.

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

Crown currently manages only accounts that pay performance-based compensation as described in Item 5. It does not manage accounts that do not pay performance-based compensation.

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

Crown provides investment advice to the Fund. Investors in the Fund must be accredited investors and “qualified clients.” Investors in the Fund must have a net worth of at least \$2,100,000 and are required to invest a minimum of \$200,000. Crown may waive this minimum investment amount at its discretion.

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

### **Methods of Analysis & Investment Strategy**

Crown primarily invests long and short in equity securities. Crown believes that companies that grow their revenues and earnings over the economic cycle will be beneficiaries of higher stock prices over time, and that companies that under-deliver revenues and earnings tend to underperform as well, over time. Crown seeks out these two types of companies (growth vs. non growth) over the global stock markets to find suitable long and short investments. Crown looks at companies across global markets and invests accordingly. Crown considers all types of companies for investment, including growth, GARP (i.e., growth at a reasonable price) and value. Although Crown has the ability to invest in foreign local markets, Crown typically invests in foreign companies through American Depositary Receipts (ADRs).

Crown invests along thematic global trends, and seeks the best long and short opportunities through a combination fundamental research, quantitative screening and technical analysis.

Crown considers all market capitalizations, focusing on companies with a market capitalization of \$500 million and above. The goal is positive returns in all markets, using hedging when deemed appropriate by Crown, to attempt to reduce risk and volatility of a portfolio while seeking positive returns. Crown seeks positive returns on both its long and short positions, viewing each side of its portfolio as a profit generator.

The investment strategies summarized above represent Crown’s current intentions, are general in nature and are not exhaustive. There are no limits on the types of securities in which Crown may take positions on behalf of its clients, the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. Crown may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. In addition, there are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. Depending on conditions and trends in securities markets and the economy, Crown may pursue any objectives or use any techniques that it considers appropriate and in clients’ interest.

## **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. Below are some of the risks that investors should consider before investing in any account that Crown manages. Any or all of such risks could materially and adversely affect investment performance, the value of any account or any security held in an account and could cause investors to lose substantial amounts of money. Below is only a brief summary of some of the risks that a client or investor may encounter. Potential investors in a Fund should review such Funds' offering circular carefully and in its entirety and consult with their professional advisers before deciding whether to invest.

- Client accounts may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- An account's investments may not be diversified. Therefore, a loss in any one position, industry or sector in which a Fund has invested may cause significant losses.
- Investor sentiment on the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect an account's investments.
- An account may hold stocks that disappoint earnings expectations and decline and may short stocks that beat earnings expectations and rise.
- Crown may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Crown also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a client when the client could make a profit or avoid losses.
- Crown may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- Crown may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. Crown is not obligated to hedge a client's portfolio positions, and it frequently may not do so.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.
- Crown sells securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.

- Management and stockholders of an issuer may sue short sellers to prevent short sales of the issuer's securities. Crown could be subject to such actions, even if they are baseless, and clients could incur substantial costs defending them.
- Crown may use leverage by borrowing on margin, selling securities short and trading derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses.
- Crown may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Counterparties such as brokers, dealers, custodians and administrators with which Crown does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Crown may cause a client to enter into repurchase agreements or reverse repurchase agreements. These instruments can have effects similar to margin trading and leveraging strategies.
- Crown may cause clients to invest in securities of non-U.S., private and government issuers. The risks of these investments include political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment in any such country; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors.
- Crown may acquire for a client a large position in an issuer's securities, but the client nevertheless is unlikely to have any control over the issuer's management. In addition, if Crown holds a large position in an issuer's securities, it could depress the market for those securities.
- Some of an account's positions may be or become illiquid, in which case Crown may not be able to sell such positions.
- An account may invest in restricted securities that are subject to long holding periods or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.

- Crown determines the value of securities held in client accounts, whether or not a public market exists for such instruments. The Firm does not currently invest in nonmarketable or illiquid securities. To the extent it does so in the future, it will amend its ADV. When considering the parameters and appropriate assignment of positions within the stated levels the following factors are considered: liquidity of the market; activity of the market; number and availability of independent pricing sources; security structure; and potential for change in the pricing method for the security type.
- If Crown's valuation is inaccurate, it might receive more compensation than that to which it is entitled, a new investor in a Fund might receive an interest that is worth less than the investor paid and an investor that is withdrawing assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.
- If it appears that a trade error has occurred, Crown will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines or restrictions occur, the Crown's error correction procedure is to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. Crown has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. In the event that a client account incurs a trade error as a result of the Crown's gross negligence, willful misconduct, or fraud, trade errors will be corrected by the Crown as soon as practicable, in a manner such that the client incurs no loss. Trade errors that result other than by breach of the standard of care above are borne by the client account.
- Crown and its affiliates and agents are generally not responsible to any client or investor for losses incurred in an account unless the conduct resulting in such loss breached Crown's fiduciary duty to the client or investor.
- There is not and will not be an active market for Fund interests. It may be impossible to transfer any such interests, even in an emergency.
- The Fund may not be able to generate cash necessary to satisfy investor withdrawals. Substantial withdrawals in a short period could force Crown to liquidate investments too rapidly and may so reduce the size of a Fund that it cannot generate returns or reduce losses.
- The Fund may limit or suspend withdrawals of an investor's assets from the Fund.
- The Fund may establish a reserve for contingencies if Crown considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- If the assets that Crown and its affiliates manage grow too large, it may adversely affect performance, because it is more difficult for Crown to find attractive investments as the amount of assets that it must invest increases.

- No client or investor has been represented by separate counsel. The attorneys who represent Crown or its manager do not represent clients or investors. Clients and investors must hire their own counsel for legal advice and representation.
- The Fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- Crown, an administrator or any government agency may freeze assets that any of them believes a client holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist and may transfer such assets to a government agency. None of Crown, the Fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- The Fund does not intend to make distributions but intend instead to reinvest substantially all income and gain. Therefore, an investor may have taxable income from the Fund without a cash distribution to pay the related taxes.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that Crown must devote to regulatory compliance to the detriment of investment activities.
- The equity interests in the Fund are not registered under the Securities Act of 1933, and the Fund is not a registered investment company under the Investment Company Act of 1940. Crown believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, Crown and the Fund could be subject to expensive legal action and potential termination. In addition, investors in the Fund do not have certain regulatory protection that they would have if these registrations were in place.
- Crown's activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.
- Crown's activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- Crown and its affiliates may spend time on activities that compete with the Fund without accountability to investors, including investing for other clients and their own accounts. If Crown receives better compensation and other benefits from managing other assets or client accounts compared to managing Fund, it has incentive to allocate more time to those other activities. These factors could influence Crown not to make investments on the Fund's behalf even if such investments would benefit the Fund.

- Crown may provide certain investors or clients more frequent or detailed reports, special compensation arrangements and withdrawal rights that it does not provide to other investors or clients.

The above is only a brief summary of some of the important risks that a client or investor may encounter. Before deciding to invest in the Fund that Crown manages, you should consider carefully all of the risk factors and other information in the applicable Fund's offering circular.

## **Item 9. Disciplinary Information**

Crown and its management persons have not been a party to any legal or disciplinary events that would be material to a client's or prospective client's evaluation of its investment advisory business or the integrity of its management.

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

Crown nor any of its related persons have any material financial industry activities or affiliations to disclose.

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

### **Code of Ethics**

Crown has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code governs the activities of each member, officer, director and employee of Crown (collectively, "Employees"). Crown holds its Employees to a high standard of integrity and business practices that reflects its fiduciary duty to clients. In serving its clients, Crown strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its Employees and client securities transactions. When persons covered by the Code engage in personal securities transactions, they must adhere to the following general principles as well as to the Code's specific provisions: (a) at all times the interests of clients must be paramount; (b) personal transactions must be conducted consistent with the Code in manner that avoids any actual or potential conflict of interest; and (c) no inappropriate advantage should be taken of any position of trust and responsibility. Employees covered by the Code have certain trading restrictions and reporting obligations of their personal securities transactions. The Code prohibits Employees from engaging in any activities that would violate the law including, without information, misuse of material non-public information. Each Employee is provided with a copy of the Code and must annually certify that they have received it and have complied with its provisions. In addition, any Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer. Violations may be subject to disciplinary action.

Crown will provide a copy of its Code of Ethics to clients and prospective clients upon request. Such a request may be made by submitting a written request to Crown at the address on the cover page to this Brochure.

### **Recommendations Involving Material Financial Interests**

Neither Crown nor its related persons recommend to clients, or buys or sells for client accounts, securities in which Crown or a related person has a material financial interest.

### **Investing Personal Money in the Same Securities as Clients**

Crown and or its Employees may personally invest in securities of the same classes as Crown purchases for clients and may own securities of issuers whose securities that Crown subsequently purchases for clients. This practice creates a conflict of interest in that any of such persons can use his or her knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. To address this conflict, except as described in Item 12 regarding aggregating securities transactions, if Crown purchases or sells a security for clients and any of Crown and its manager and employees on the same day, Crown and its managers and employees typically trade after the clients. Crown and its manager and employees may also buy or sell specific securities for their own accounts based on personal investment considerations aside from company or industry fundamentals, which Crown does not believe appropriate to buy or sell for clients.

Crown's policy as to such transactions is that neither Crown nor any of its Employees or related persons are to benefit from price movements that may be caused by transactions for client accounts or otherwise Crown addresses this conflict by requiring Employees to sign and adhere to Crown's Code of Ethics and to report personal securities holdings and transactions to Crown.

### **Trading Securities At/Around the Same Time as Clients' Securities**

As discussed above, from time to time, Crown, its Employees, or related persons of Crown may buy or sell securities for themselves that Crown also recommends to clients. Crown will always document any transactions that could be construed as conflicts of interest and will always transact client business before the business of its Employees and/or related persons when similar securities are being bought or sold.

In addition to these specific policies and procedures, the Code includes a policy on managing conflicts of interest inherent in any investment advisory business, specifically those that are relevant to Crown.

## **Item 12. Brokerage Practices**

### **Factors Used to Select or Recommending Broker-Dealers**

Crown will always have discretion as to the placement of brokerage (and accordingly, the commission rates paid). In selecting brokers to effect portfolio transactions, Crown considers, among other things, alternative market makers and market centers, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers, increasing or decreasing targets for each broker and the appropriate level of commission rates, subject at all times to principles of best execution, in accordance with the Crown's policies and procedures. In selecting broker/dealers to execute transactions, Crown need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Crown believes that the broker-dealers that it recommends provide competitive transaction and custody costs, helping clients to eliminate or control costs and optimize the custodial structure to the benefit of account holders. When possible, Crown seeks to pre-negotiate preferred terms for its clients providing clients with the benefits associated with the economy of scale and custodial knowledge of the firm.

Certain brokers utilized by Crown may provide general assistance to Crown, including, but not limited to technical support, consulting services, and consulting services related to staffing needs. In selecting a broker, Crown may consider the broker's general assistance and consulting services. To the extent Crown would otherwise be obligated to pay for such assistance, it has a conflict of interest in considering those services when selecting a broker.

Crown addresses these conflicts of interest by annually evaluating the trade execution services that Crown receives from the broker that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers.

### **Brokerage Practices**

Crown has retained Goldman Sachs & Co. and Citigroup, collectively (the "Prime Brokers") to serve as the prime brokers and fund custodians for the Fund. The services that the Prime Brokers provide as prime brokers and custodians may include providing custody, margin financing, clearing, settlement and stock borrowing in accordance with the terms of the prime brokerage and custody agreements entered into with the Fund. Crown expects to direct most of the Funds' securities transactions to the Prime Brokers and their respective affiliates, but is not required to direct a particular number of trades to them or to continue to use them as the prime brokers and custodians of the Fund, but it has an incentive to do so based on their prior and continued services.

The Fund's obligations to the Firms and their respective affiliates will be secured by way of a first priority perfected security interest over all of the Funds' assets held in custody by the Firms. The Firms and their respective affiliates may transfer to themselves all rights, title and interest in and

to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for their own purposes. If any such transfer occurs, the Fund will rank as such custodian's (or affiliate's) unsecured creditor. If such custodian or affiliate becomes insolvent, the Fund may not be able to recover such equivalent securities in full. In addition, the Funds' cash held by a custodian may not be segregated from such custodian's own cash and, if not so segregated, may be used by such custodian or affiliate in the course of its business and the Fund will therefore rank as an unsecured creditor in relation thereto.

If any of the Fund's investments are registered in the name of a custodian or affiliate due to the nature of the law or market practice of a particular jurisdiction, such investments will not be segregated from the custodian's or its affiliate's own investments and if such custodian or affiliate becomes insolvent, the Fund may not be able to recover such equivalent investments in full.

### **Research and Other Soft Dollar Benefits**

Crown effects transactions with broker-dealers who provide research services (collectively, "soft dollar") to Crown that assist Crown in making investment and trading decisions on behalf of its clients. Crown may pay to a broker commissions and mark-ups that exceed those that another broker might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker provides. Crown has determined in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Crown's overall fiduciary duty to its clients. An account may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or markups based on account trading activity. The research and other benefits resulting from Crown's brokerage relationships benefit Crown's operations as a whole and all accounts that it manages, including those that do not generate the soft dollars that pay for such research and other benefits and accounts of clients that direct Crown to use a broker that does not provide Crown with soft dollar services. Crown does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that the accounts generate. Crown may receive soft dollar credits based on principal, as well as agency, securities transactions with brokers or direct a broker that executes transactions to share some of its commissions with a broker that provides soft dollar benefits to Crown.

Crown intends to comply with the soft dollar "safe harbor" afforded by Section 28(e) under the Securities Exchange Act of 1934. Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. If Crown uses commission dollars to pay for products or services that provide administrative or other non-research assistance to itself or its affiliates, such payments may not fall within the section 28(e) safe harbor. During the last fiscal year, Crown receives other services from the Prime Brokers that may include: technology services (such as internet access, IT support, Real-time data research connections, wireless networking, email archiving and disaster recovery

systems), capital introduction services, portfolio reporting and access to Electronic Communications Networks. The arrangement may be deemed to be a soft dollar arrangement. Crown expects to use a substantial portion of these services for research and trading on behalf of the Fund, but some may be used for administrative purposes, which would not be within the safe harbor of section 28(e) of the Securities Exchange Act of 1934. Although many prime brokers and custodians provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if Crown did not receive these services from the Firms, Crown would be required to pay for all or some portion of them.

A broker from which Crown obtains soft dollar services generally establishes “credits” based on past transactional business (including markups and markdowns on principal transactions), which may be used to pay for specified expenses. In some cases, the process is less formal and a broker simply may suggest a level of future business that would fully compensate the broker for services or products it provides. Crown monitors the soft dollar services provided to ensure that appropriate transactions are executed with a soft dollar provider.

Crown’s relationships with brokers that provide soft dollar services influence Crown’s judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. Crown has an incentive to select or recommend a broker based on Crown’s interest in receiving soft dollar services rather than clients’ interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that Crown uses soft dollars to pay expenses it would otherwise be required to pay itself. To address the conflicts the conflicts surrounding soft dollar arrangements, Crown has adopted written policies and procedures regarding trading, brokerage selection and soft dollar usage. Crown reviews soft dollar arrangements, budget, and brokerage allocations for soft dollar research services and products on a periodic and at least an annual basis.

### **Aggregating Trading for Multiple Accounts**

Crown may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that Crown manages or with accounts of its affiliates. In such event, Crown may charge or credit a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if Crown were not executing similar transactions concurrently for other accounts. Crown may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

Crown may direct a certain amount of brokerage to a broker in return for the broker’s referral of prospective clients or investors. Directing brokerage in exchange for client or investor referrals creates a conflict of interest in that Crown has an incentive to refer its clients’ brokerage business to brokers to which it might not otherwise direct transactions. Crown has policies and procedures to review its brokerage practices regularly, including its use of brokers from which Crown receives client or investor introductions.

### **Allocation of Investment Opportunities**

Crown only manages the Fund. If in the future, Crown manages more than one fund or client account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, Crown selects investments for each client based solely on investment considerations for that client. Different clients may have differing investment strategies and expected levels of trading. Crown may buy or sell a security for one type of client but not for another or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. Crown attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. Crown may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is Crown's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. Crown is not obligated to acquire for any account any security that Crown or its manager or employees may acquire for its or their own accounts or for any other client, if in Crown's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

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

Robert Scott Fearon, Crown's president and portfolio manager, reviews all accounts weekly. Those reviews take into account such matters as asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels.

Crown provides each investor of the Fund with a monthly written letter, discussing Fund performance for the month and investment outlook.

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

Crown has previously engaged and may continue to engage a third-party solicitor who refers investors into the Fund. All solicitation agreements will be in writing and comply with the requirements of Rule 206(4)-3 of the Advisers Act. As set forth in the solicitation agreement, if an investor is referred by the solicitor, Crown pays the placement agent a percentage of the management fee and performance fee generated by the investor in the Fund. Any such fee is paid solely from Crown and does not result in any additional charge to the Fund or investor. Such referral arrangements may provide an incentive for the solicitor to offer Crown's services. Investors are encouraged to inquire about specific arrangements between a placement agent and Crown, and how such an arrangement may affect his/her interests in the services offered by Crown.

## **Item 15. Custody**

Custody is defined as having access to investors' securities or funds. Since the portfolio manager is affiliated with the general partner for the Fund, the portfolio manager is considered to have custody of the Funds' assets, even though these assets are held by an outside custodian.

The portfolio manager manages this risk by:

- Using a "qualified custodian" to hold the Funds' assets;
- Engaging an accounting firm registered and inspected by the Public Company Accounting Oversight Board (PCAOB) to audit the Funds' financial statements annually; and
- Sending each investor a copy of the Funds' audited financial statements each year within 90 days of the Funds' fiscal year-end.

## **Item 16. Investment Discretion**

Crown has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in the Fund documents. The discretion granted Crown enables Crown to determine what securities are traded, in what amounts, when and where the trades are enacted. Crown has complete investment and brokerage discretion for the Fund. Crown has the authority to determine, without obtaining specific investor consent, the selection and amount of securities bought or sold on behalf of the Fund.

## **Item 17. Voting Client Securities**

Crown abstains from voting proxies for the Fund. If in the future Crown votes proxies, this Brochure will be appropriately amended.

Clients may obtain a copy of Crown's proxy voting policy by contacting Crown at (415) 925-9950.

## **Item 18. Financial Information**

Crown has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy petition.

Crown does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this Brochure.

## **Item 19. Requirements For State-Registered Advisers**

Not applicable.

## Brochure Supplement (Part 2B of Form ADV)

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### ROBERT SCOTT FEARON, CFA

#### Educational Background:

- Date of birth: March 19, 1959
- Stanford University (1981) – A.B. in Economics
- Northwestern University (1983) – Master of Management, Finance and Marketing

#### Business Experience:

- 1985 - 1987 – Equity Portfolio Manager, Texas Commerce Bank, Houston, TX
- 1987 - 1990 – Equity Portfolio Manager, G.T. Capital Management, San Francisco, CA
- 1990 - 2013 – President & Portfolio Manager, Crown Capital Management, Greenbrae, CA
- 2014 - Present – President & Portfolio Manager, Crown Advisors Management, Inc., Dallas, TX (successor to Crown Capital Management)

Disciplinary Information: Not applicable

Other Business Activities: None Additional

Compensation: None

#### Supervision:

Mr. Fearon, Crown's president, sole shareholder and portfolio manager, is Crown's only supervised person. At the direction of Mr. Fearon, Crown has implemented certain policies and procedures which govern Mr. Fearon's activities, including the investment advice that he provides to clients.

#### Requirements for State-Registered Advisers:

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None