

Form ADV Part 2A

Uniform Application for Investment Adviser Registration

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This brochure provides information about the qualifications and business practices of Shepherd Kaplan Krochuk LLC. If you have any questions about the contents of this brochure, please contact us at 617-896-1600. 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 Shepherd Kaplan Krochuk LLC also is available on the SEC's website at www.adviserinfo.sec.gov. Registration does not imply a certain level of skill or training.

Item 2: Material Changes

This version of the brochure includes changes, which may be material, to the version of the brochure in the annual amendment of Form ADV dated March 31, 2021, previously filed:

Item 4 has been changed to add Chief Compliance Officer of SKK and SK to David Kaplan's responsibilities.

Items 4, 5, and 8 have been amended to discuss new wealth management services offered to certain private clients.

Item 9 has been amended to add information relating to the Stipulation referred to there.

Item 11 has been amended to add additional conflict of interest information related to the financing of a private investment arbitration settled for the purpose of expediency.

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Item 4: Advisory Business

Shepherd Kaplan Krochuk, LLC (Shepherd Kaplan Krochuk, SKK, or us/we) has been in business since 2001. It was formerly named GRT Capital Partners, LLC, and changed its name in November 2017 when it combined with Shepherd Kaplan LLC, a Boston-based registered investment adviser. As a result of the combination, Shepherd Kaplan LLC (SK) became a majority-owned and wholly controlled subsidiary of SKK. The Management Board of SKK is comprised of David Shepherd, David Kaplan, Timothy Krochuk, Stephen Brackett, and Brian Lockhart, who together indirectly own the company. For ease of reference these individuals may also be referred to as “Principals.” The Principals are also members of SKK Group, LLC, which serves as the managing member of the general partner or manager of a number of private investment funds sponsored and managed by SKK. Stephen Brackett is President and Co-Head of Alternative Investments at SKK, and Tim Krochuk is also Co-Head of Alternative Investments. Timothy Krochuk was also a member and founder of GRT Capital Partners, LLC. David Shepherd and David Kaplan, who were the founders of SK, remain its Co-CEOs and Co-Chief Investment Officers, and as such are primarily responsible for managing the wealth management services provided by SKK. David Kaplan is also the Chief Compliance Officer of SKK and SK. Brian Lockhart is CEO and CIO of Peak Capital Management, LLC (PCM), an SEC-registered investment adviser based in Greenwood Village, Colorado which was acquired in February 2020 by SKK.

SKK is the overarching adviser of all of the clients of the firm, including asset management clients directly advised by SKK and the wealth management clients sub-advised by SK, but excluding PCM.

Readers who are primarily interested in the wealth management services provided by SK should also read SK’s separate Form ADV Part 2A brochure available at www.adviserinfo.sec.gov. Similar to the description in that brochure regarding SK’s sub-advisory services, SKK offers investment advice to clients realizing certain forms of potentially taxable income arising from their disposition of interests in Qualified Small Businesses, as that term is defined in 26 U.S.C. § 1202, *et seq.* While SKK does not provide tax advice, it provides investment advice concerning investments that may be of interest to investors who expect to receive proceeds of a sale of interests in a Qualified Small Business, and wish to invest in one or more successive Qualified Small Businesses, with the objective of facilitating certain tax benefits pursuant to 26 U.S.C. § 1202, *et seq.*

Readers who are primarily interested in the asset management advisory services provided by SKK directly should read this Form ADV Part 2A brochure.

Although SKK is the Managing Member and sole owner of PCM, PCM is currently operated as a separate advisory business from both SKK and SK, and this brochure does not address the services provided by PCM to its clients. Readers who are primarily interested in the investment advisory services provided by PCM directly should read PCM’s separate Form ADV Part 2A brochure available at www.adviserinfo.sec.gov.

In providing asset management services, SKK gives advice as to the investment of funds on the basis of the particular needs of its clients. In the case of institutional investors, unless otherwise agreed, these services are offered to the institution, such as private investment funds, pension plans, trusts, investment companies, and other institutions that are clients of SKK, and not directly to the investors, limited partners, members, participants, or clients of such institutions. SKK can also provide regular and continuous advisory services to high net-worth individuals. In both managing assets, and providing wealth management services, SKK considers the specific investment objective and strategies, as well as guidelines and restrictions, established for each client account and tailors its advisory services accordingly. SKK normally retains full investment discretion to buy and sell securities and otherwise make investment decisions for asset management accounts that it manages directly. SKK typically provides investment advisory services to its wealth

management clients on a non-discretionary basis. In either case, clients may impose restrictions on investing in certain securities or types of securities.

As of December 31, 2021, SKK managed client assets of approximately \$ 1,390,508,169 on a discretionary basis and \$ 7,458,604,004 on a non-discretionary basis for a total of \$8,849,112,173.

In addition to the other services, SKK may, in appropriate circumstances, provide certain wealth management clients with information and/or advice regarding investments in SKK's own sponsored, private investment funds including hedge funds, private equity funds and private real estate funds. Such investments present potential conflicts of interest, as discussed in Item 11 of this brochure.

SKK does not participate in "wrap fee" programs.

Item 5: Fees and Compensation

I. Fees and Compensation on Wealth Management Accounts Sub-advised by SK

A. Institutional Clients

Fees are either a flat fee negotiated with the client or are based on assets under management, generally including securities and cash, and plan type, and in some cases include a minimum annual fee. Annualized fees are set forth in the client's management agreement. Percentage based fees generally range from 5 to 50 Basis Points (bps, 1 bps = .01%) and are negotiated on an individual basis. In some cases, institutional services provided to businesses or entities held by private wealth management clients may be provided for fees that resemble the fees negotiated by the private wealth management clients, and the institutional fees may depart from the range above as a result. Generally, bills for services are issued on a quarterly basis in advance. Clients in certain instances also pay an initial negotiated consulting fee. If applicable, there is an additional fee for conducting a vendor search for a custodian or administrative record keeper. Clients approve invoiced fees prior to payment.

Fees are either deducted from client-designated accounts or are billed to the client and paid separately. At the time of client relationship termination, any fees received for services not yet performed will be fully refunded on a pro-rated basis.

B. Private Clients

Fees are generally assessed based on assets under management and include a minimum fee in particular situations. Annualized fees are set forth in the client's management agreement. They generally range from 40 to 100 Basis Points (bps, 1 bps = .01%), but in the case of investment advice related to Qualified Small Business investments discussed in Item 4, which are not made within the asset management structures established by the Firm, fees of approximately 175 Basis Points (1.75%) are charged on assets committed to such an investment strategy. and are negotiated on an individual basis. Generally, bills for services are issued on a quarterly basis in advance. Clients also pay a negotiated initial consulting fee, travel expenses, family office service fees and special project fees in particular situations.

In some limited circumstances, a sophisticated private client agrees to a performance-based fee that both parties deem appropriate. In such cases, both parties agree that the fee will include a portion of the return on the client's investments. Performance-based fee arrangements raise potential conflicts of interest, which are further discussed in Item 6.

Recommendations that clients purchase or sell securities using borrowed money (i.e., margin accounts or lines of credits) create a potential conflict of interest. This conflict occurs because advisory fees are based on the total market value of the securities in the clients' accounts. A margin debit balance does not reduce

the total market value of securities on which a client will be billed. By using borrowed money to purchase securities, the total market value of an account will be higher, which results in a higher advisory fee.

Fees are either deducted from client-designated accounts, or clients choose to be billed and pay fees separately. On a quarterly basis, clients receive an invoice with details of their assets as of quarter end and the fees charged for each account. At the time of client relationship termination, any fees received for services not yet performed will be fully refunded on a pro-rated basis.

C. Endowment and Foundation Clients

Fees are either a flat fee or are based on assets under management and include a minimum fee in certain instances. Annualized fees are set forth in the client's management agreement. They generally range from 20 to 100 Basis Points (bps, 1 bps = .01%) and are negotiated on an individual basis. Generally, bills for services are issued on a quarterly basis in advance. Clients also pay an initial consulting fee if agreed upon.

Fees are either deducted from client-designated accounts, or clients choose to be billed and pay fees separately. On a quarterly basis, clients receive an invoice with details of their assets as of quarter end and the fees charged for each account. At the time of client relationship termination, any fees received for services not yet performed will be fully refunded on a pro-rated basis.

D. Other Fee Information

Clients with investments in private funds (including those offered by SKK) will normally be charged a management fee and other expenses by the private fund. The manager, general partner, or investment manager also charges, if agreed, a performance fee which is based on a fund's net profits.

Any SKK wealth management client who decides to invest in one or more of SKK's private fund offerings or certain other investments in which SKK or its affiliates have a financial interest, and that have been brought to their attention by SKK will generally receive some discount or waiver of the wealth management fee and/or fund asset management fees on the same asset while they remain clients of the firm. The potential for SK and/or SKK and their related parties to benefit from investments made in those private equity and real estate funds or other entities presents a potential conflict in selecting such investments to recommend to clients. SKK believes that these conflicts are mitigated by its investment process, fee adjustments and disclosures. SKK will provide disclosures regarding conflicts and potential conflicts to any clients to which it recommends such investments and otherwise as necessary, in addition to the disclosures provided in this brochure.

Clients are also subject to fees charged by others such as custodians, broker-dealers and/or investment managers. Fees include custodial fees, brokerage commissions or other fees or charges associated with securities transactions, mark-ups or mark-downs in principal transactions, deferred sales charges, wire transfer or related processing fees or other charges mandated by law or regulation.

Mutual fund expenses, including exchange traded funds, in which account assets are invested by SKK or by others, impose separate investment management fees and other operating expenses, described in the fund's prospectus, for which the account will be charged separately from the fee paid for advisory services.

Please see Item 12 for additional information regarding brokerage arrangements.

II. Fees and Compensation for Asset Management Accounts Advised Directly by SKK

A. Advisory Fee for Private Investment Funds

SKK manages the assets of private investment funds organized by SKK or its affiliates. The fees paid by such private investment funds are described in their offering materials and vary depending on the objectives and strategies of a particular fund. The private investment funds generally pay a fee for advisory services comprised of one or more components depending on the structure and portfolio of the fund and include a fixed percentage fee component, a performance-based incentive fee component, and/or an up-front fee component. For hedge funds, the typical fixed percentage fee component is equal to 1.5% per annum of net assets and is payable in advance on a quarterly basis (*i.e.*, 0.375% quarterly). For funds that follow its venture capital strategies, with limited liquidity and a limited expected term, SKK typically charges an up-front management fee instead of an annual fixed percentage fee. Funds following SKK's venture capital strategies are also typically subject to an incentive allocation of 20%. Funds pursuing private equity, real estate, opportunistic, or other strategies have other fee structures depending on the market and structure of the strategy. Details of the fee structure of any SKK fund are available in the offering materials of that fund, and should be consulted by interested investors. Fees are waived or reduced for fund investors that are members, principals, employees, or affiliates of SKK, friends and relatives of such persons, and others, including certain large or strategic investors.

In addition to fees received by SKK for its management of a fund, in some cases SKK may receive compensation for providing other services related to the fund, or to the portfolio holding of the fund, such as due diligence fees, real estate development services, early stage business consulting, and other services. Conflicts related to such fees are discussed in Item 11 of this Brochure, as well as in the offering materials of affected private funds. Private funds organized by SKK or its affiliates pay additional costs to third parties, such as audit, administrative, legal, and/or custodial expenses.

A private investment fund has the right to terminate its investment advisory service arrangements with SKK effective after giving advance written notice as stipulated for the given fund. Upon termination of an investment management agreement involving a hedge fund, any fixed percentage fee that has been prepaid will be prorated to reflect the portion of time that the investment advisory services were provided during the relevant period. Upon termination of an investment management agreement involving a private equity fund which has paid an upfront management fee, no refund is paid upon any termination.

B. Withdrawal Fee for Private Investment Funds

Certain SKK-sponsored private investment funds apply a special fee on early withdrawals. In the event an investor in a private investment fund withdraws all or a portion of the investor's capital account within one year of becoming an investor, the investor must pay the fund a withdrawal fee of 2% of the amount withdrawn. Many SKK-sponsored private funds, particularly those following venture capital, private equity, and real estate strategies, do not permit investors to borrow or make an early withdrawal of any portion of the capital contributions made to it. Interested investors should carefully review offering materials for any SKK private fund to understand its liquidity terms.

C. Advisory Fee for Separately Managed Accounts

In addition to the accounts for private investment funds, SKK provides advice to separately managed accounts, including accounts of high-net-worth individuals. The fee for separately managed accounts other than those sub-advised by SK are generally managed for a fixed percentage fee of 1.5% per annum of net assets, which is payable in advance on a quarterly basis (*i.e.*, 0.375% quarterly). The fee is subject to adjustment depending on the specific investment strategy for the account. For example, a separately

managed account whose strategy includes the taking of short positions could have an additional performance-based, incentive fee or other additional fee component as mutually agreed with the client. A typical performance-based, incentive fee component is equal to 20% of the account's net profit for any fiscal year, subject to a "loss carry forward" and other conditions.

Investment advisory arrangements for separately managed accounts are terminable at any time by the client or SKK, subject to advance notice for a stated number of days (*e.g.*, 60 days) as set forth in the investment management agreement between the parties.

D. Other Fee Information

Fees are subject to modification and negotiation based on a consideration of relevant factors. A fee is modified or negotiated where the relationship of the account to other accounts served by SKK is a factor, the possible sub-advisory role of SKK, the nature and scope of the responsibilities of SKK in a given relationship, the initial size of the account, the expected cash flow into the account for new investment, or expected withdrawals of cash from the account, and other reasons.

Clients choose whether to have management fees deducted from their assets under management or billed to them. Fees are payable as mutually agreed between Client and SKK and may be monthly, quarterly and/or annually. Clients also incur separate custodian fees, separate brokerage fees, and other transaction costs in connection with trades made for their account (see Item 12, Brokerage Practices). Clients indirectly incur the fees and expenses of a mutual fund or electronically traded fund to the extent that the assets under management are invested in such funds. Where management fees are paid in advance, as in the case generally for some private funds which are clients, the amount of the prepaid management fee will be prorated in the event of the early termination of the account to reflect the portion of the prepaid period that the investment advisory services were provided; however, for venture capital and private equity funds upfront management fees are generally not prorated in the event of an early termination.

Where an investor interested in a private investment fund sponsored by SKK is introduced to the private investment fund by a broker-dealer, placement agent, or other outside service provider, the general partner or manager of such private investment fund may in some cases deduct a percentage of the amount invested by such investor in certain situations to pay sales fees or charges, on a fully disclosed basis, to such broker-dealer, placement agent or outside service provider based upon the capital contribution of such investor, where consistent with applicable law. Any such sales fees or charges would (i) be assessed against the referred investor, (ii) not be a capital contribution of the investor, and (iii) reduce the amount actually invested by such investor in the private investment fund. Such assumption of expenses by investors benefits SKK by increasing assets under SKK management. See Item 14 below, Client Referrals and Other Compensation.

Generally, for wealth management clients sub-advised by SK, and in some instances where SKK manages a separate account, an employee of SKK is compensated based in whole or in part on a percentage of applicable client-managed assets for which the employee performed marketing services and/or performs ongoing servicing responsibilities, including without limitation advisory responsibilities. This practice presents a conflict of interest as it gives the employee an incentive to recommend investment advisory services based on compensation derived from total client assets, rather than on a client's needs. The firm believes that its investment process mitigates such conflicts. Also, these conflicts are disclosed by providing a copy of this brochure to prospective clients. Please see Item 11 for a more detailed discussion of conflicts of interest.

Item 6: Performance-Based Fees and Side-By-Side Management

As mentioned in Item 5, Fees and Compensation, most of the private investment funds pay a fixed percentage fee component, a performance-based incentive fee component, and/or an upfront fee component, for advisory services. In limited circumstances, SKK also negotiates a performance-based fee with a sophisticated wealth management client where the parties deem appropriate.

Performance-based fee arrangements raise certain potential conflicts of interest. A performance-based fee can create an incentive to recommend investments that are riskier or more speculative than would be the case absent such a fee. SKK has policies and procedures in place that are designed to prevent these conflicts from influencing the allocation of investment opportunities. In addition, SKK believes that conflicts arising from performance-based fees are mitigated by its practice of recommending investments to clients based solely on each client's individual needs and circumstances with a view toward the long-term success of each client relationship.

In addition, some supervised persons manage not only accounts that are charged a fixed percentage fee and a performance-based fee, but also accounts that are charged only a fixed percentage fee. SKK and the supervised person face potential conflicts of interest by managing these accounts at the same time, because SKK and the supervised person have an incentive to favor accounts which pay a performance-based fee. SKK addresses this conflict of interest by allocating trades for asset management accounts in accordance with SKK's Trade Allocation Policy. In the case of hedge funds, trades are generally allocated pro-rata automatically by the asset management trading system based on relative assets of the accounts or allocated in a manner to facilitate balancing of weightings in an account. Allocations, however, are adjusted in light of the amount of cash inflows or outflows that an account has, or to avoid *de minimis* allocations of less than 100 shares, or odd lots, or for similar, administrative efficiencies. See Item 12 (IV). for further information on SKK's trade allocation practices.

Item 7: Types of Clients

SKK offers regular and continuous advisory services for private investment funds, pension plans, investment companies, institutions, endowments & foundations, private clients, family offices, and high net worth individuals. Unless otherwise agreed, in the case of institutional clients, SKK provides such services to the institutions, as distinguished from investors, limited partners, members, participants or clients of such institutions themselves. Information on clients for which SK provides sub-advisory services can be found in SK's separate Form ADV Part 2A brochure.

The target minimum amount of initial assets for a private wealth management client is \$20,000,000, and for a new discretionary separately managed account is \$10,000,000. The minimum account size for any new account is, however, subject to modification by mutual agreement with a client as determined on a case-by-case basis in light of particular circumstances. The investment objective, strategy, or guidelines of the account, particularly the introductory nature of a new strategy or investment approach for a private investment fund, the expectation of additional contributions to an account, the present or expected business relationship with the specific client or other potential clients, and similar considerations, can affect the minimum initial account size agreed upon.

Item 8: Methods of Analysis, Investment Strategies and Products, and Risk of Loss**I. Methods of Analysis**

With respect to investment advice regarding investment in Qualified Small Business assets, SKK will apply methods of analysis generally similar to its analytical methods applied to private equity investment strategies, along with its wealth management analyses of client liquidity needs, risk tolerance, investment

horizon, and similar considerations. Investment in Qualified Small Businesses incorporates certain risks, including without limitation: Equity Risk, Small/Mid/Micro Capitalization Company Risk, Non-Diversification Risk, Concentration Risk, and Private Equity Risk. Each such risk is discussed in detail below.

With respect to asset management services, SKK may use any methods of securities analysis and any investment strategies which SKK believes may be helpful in achieving the investment objectives of its clients, consistent with any guidelines and restrictions that the client may otherwise request. Information on methods of analysis applied by SK can be found in SK's separate Form ADV Part 2A brochure.

In its venture capital, private equity, and real estate transactions, the method of analysis is tailored to the opportunity presented and the investor market expected to participate. Several such strategies involve series structures and single-asset structures that allow investors to combine investments into portfolios that suit their own investment goals. In these structures, investments are considered on their individual merit rather than as a component in an overall portfolio. In these cases, SKK conducts investment and operational diligence on each investment, with the assistance of partners and service providers where appropriate. The Private Equity Committee of SKK oversees the selection and monitoring of investments in these strategies.

While each investment is evaluated individually, SKK applies broad principles in its selection of investment opportunities. In the case of venture capital investments, which are typically in the technology or healthcare sectors, SKK seeks platform technologies that have the potential to succeed in multiple applications, and which SKK believes are approaching an inflection point in their value. In the case of real estate development projects, SKK seeks opportunities it believes offer strong value propositions for suitable investors. These and other strategies may apply different or additional methods of analysis that SKK believes are appropriate.

In its hedge fund strategies, SKK often emphasizes fundamental research. Fundamental research involves research that is conducted on the business and characteristics of specific companies to determine whether the companies have investment potential. Fundamental research can include interviews with company management, analysis of a company's historical financial statements, and creation of financial models of the company's projected financial performance, among other things. Company presentations and contacts can be a source of fundamental research. Company presentations are usually made by officers or senior members of an issuer and can provide an insight into management as well as an opportunity to ask questions. The presentations can be conducted via teleconferencing, at meetings in person at company sites, at SKK's office, or at venues sponsored by brokers. Similarly, information is available through various trade shows or conferences which focus on specific industries or investment styles. SKK may also review industry literature and discuss key products with users of the products and other sources directly or through expert networks.

In addition, SKK uses various quantitative techniques and its own proprietary models to manage some accounts for which such approach would be appropriate, and to monitor selected securities and performance against internal parameters. SKK may also use hypothetical models and back testing to develop products and services. In this approach, models are developed based on a review of historical data for a sample period and then applied retroactively, or back tested, against a longer period of historical data to create simulated results. The models are refined based on the simulated results and can form the basis of new investment hypotheses for use in managing accounts.

SKK generally retains investment discretion in managing the portfolios of its asset management clients. Certain hedge funds managed by SKK follow a similar strategy to each other but are organized and offered as separate funds in accordance with technical provisions of the Investment Company Act of 1940. Also,

an investor might decide to create a separately managed account which follows the same hedge fund strategy. Where applicable, SKK seeks to manage such portfolios with similar investment objectives, strategies, guidelines, and restrictions, in a manner which, over a reasonable period of time, results in comparable sector, industry, and issuer weightings across such portfolios. However, at times, it may be appropriate for SKK to make recommendations and take actions that are different for otherwise similar accounts. Different actions may be taken for similar accounts because of other circumstances that affect the account, such as the account's size, cash additions and withdrawals for the account, the account's tax status, the tax ramifications of particular trades, the timing of an account's entry into the market, and the viewpoints of different portfolio managers assigned to the accounts.

Other investment strategies used by SKK can include cash management techniques that are helpful in certain market scenarios. Cash management techniques can be especially important when markets are erratic or when SKK believes it is desirable to hedge part of a portfolio. In another technique that is used on occasion, SKK may trade around a position to take advantage of volatility in the markets.

SKK has broad and flexible investment authority in most client accounts and may cause the portfolios to invest in a wide spectrum of investments consistent with the asset management client's investment strategy. SKK will generally invest in publicly traded equities, limited and private offerings of operating companies and special purpose vehicles depending on the strategy and guidelines of a particular client. Depending on the investment parameters of a given account, SKK may take long or short positions in securities and buy and sell covered and uncovered options on securities. Short sales and the sale of uncovered options can involve substantial risk.

A portfolio's investments may at any time include long or short positions in U.S. and non-U.S. publicly issued and non-public common stocks, American Depositary Receipts ("ADRs"), American Depositary Shares ("ADSs"), Global Depositary Receipts ("GDRs"), preferred stocks, stock warrants and rights, bonds of all types including distressed and defaulted bonds, notes or other debentures, debt participations or bank debt, convertible securities, distressed securities, foreign currencies, forward contracts, commodities, commodity contracts, commodity futures, financial futures, partnership interests (such as private investment funds), publicly traded or master limited partnerships, swaps, options (including options on stock market indices), derivative contracts and structured notes, and other securities or financial instruments including those of investment companies, such as closed end funds or exchange traded funds ("ETFs"), royalty trusts, exchange traded notes ("ETNs"), real estate investment trusts ("REITs"), and special purpose vehicles. In addition to the borrowing which is inherent in a short sale or derivative contract, certain portfolios may buy securities on margin and may arrange with banks, brokers, and other financial institutions to borrow money against a pledge of securities in order to employ leverage. Certain financial instruments used by some clients, such as options or swaps, contain inherent leverage.

SKK does not currently envision significant investments in tangible commodities, options on tangible commodities, futures on tangible commodities, or financial futures. SKK may however engage in transactions in securitized products which tend to move like commodities or may engage third party investment managers that employ strategies that make use of one or more of the foregoing investments. In connection with its investments in foreign securities, SKK does engage in transactions in foreign currencies; foreign currencies are not viewed by SKK as tangible commodities.

A number of accounts run active long-short portfolios and can employ financial leverage, through margin borrowing or in other ways. Such accounts may also take short positions as well as long positions in securities. Some accounts are long only.

II. Risk of Loss

A number of the investment strategies of SKK involve speculative investments and are not intended as a complete investment program. The strategies are suitable only for clients who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investment and who meet other conditions. There is no assurance that any of the strategies will perform satisfactorily. Investing in securities involves risk of significant loss that clients should be prepared to bear. SKK's investment strategies involve the following material risks, among others.

A. **Equity Risk** – Since the strategies involve the purchase of equity securities, the strategies are subject to the risk that stock prices will fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of equity securities may fluctuate drastically from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments or by world events. The prices of securities issued by such companies may suffer a decline in response. These factors contribute to price volatility, which is the principal risk of investing in securities.

B. **Short Sales Risk** – Short sales are transactions in which an account sells a security it does not own. The account must borrow the security to make delivery to the buyer. The account is then obligated to replace the security borrowed by purchasing the security at the market price at the time of replacement. The price at such time may be higher or lower than the price at which the security was sold by the account. If the underlying security goes down in price between the time the account sells the security and buys it back, the account will realize a gain on the transaction. Conversely, if the underlying security goes up in price during the period, the account will realize a loss on the transaction. Because the market price of the security sold short could increase without limit, the account could be subject to a theoretically unlimited loss. The risk of such price increases is the principal risk of engaging in short sales.

C. **Options Risk** – An account may engage in the purchase or sale of options, which involve the payment or receipt of a premium by the account and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the seller is exposed to the extent of the actual price movement in the underlying security, rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

D. **Micro-, Small- and Mid-Capitalization Company Risk** – The micro-, small- and mid-capitalization companies in which accounts may invest may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these micro-, small- and mid-sized companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets, and financial resources, and may depend upon a relatively small management and investor group. Therefore, stocks of these companies may be more volatile than stocks of larger companies. These securities may be traded privately, over the counter or listed on an exchange.

E. **Investment Style Risk** – Many of the strategies used by SKK involve the pursuit of a "value style" of investing. Value investing focuses on companies with stocks that appear undervalued in light of a variety of factors. If SKK's assessment of a company's value or prospects is wrong, an account could suffer losses or produce poor performance relative to other funds. In addition, "value stocks" can continue to be undervalued by the market for long periods of time. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which an account may invest, there is

a potential risk of loss by an account of its entire investment in such companies. Over time, a value investing style may go in and out of favor, causing an account to sometimes underperform other funds that use differing investing styles.

F. Non-Diversification – Some strategies involve investments primarily in one industry or sector, or other grouping, such as issuers that focus on health care, energy, or real estate. Accordingly, an account which follows such a strategy will not be diversified among a wide range of industries, geographic areas and / or types of securities. Further, the account's portfolio may not be diversified among a wide range of issuers. Some strategies, especially venture capital, private equity, and real estate strategies, may invest in a single issuer. Companies in a single industry or closely related industries often are faced with the same obstacles, issues and regulatory burdens, and their securities may react similarly and move in unison. Thus, stock prices of portfolio companies can change collectively without regard to the merits of individual companies. The investment portfolio of such accounts may be subject to more rapid change in value than would be the case if the account maintained a wide diversification among industries, areas, types of securities and issuers.

G. Concentration – As noted, a strategy can be fully concentrated in a single issuer and not be diversified among a wide range of issuers. Because the portfolio will not be diversified among a wide range of issuers, the investment portfolio will be subject to significant concentration risks and more rapid change in value than would be the case if the portfolio were required to maintain a broader diversification among issuers. Exposure to a single issuer could result in it suffering losses disproportionate to those incurred by the market in general. By not being invested in any additional issuers, an investor may be substantially adversely affected when that one interest underperforms. It can also reduce the opportunities for liquidity compared to a more diversified strategy.

H. Frequent Trading – The investment strategies used by SKK can involve the frequent trading of securities, and as a result, portfolio turnover, brokerage commission expenses, and other transaction costs and taxes, may significantly exceed those of other investment accounts of comparable size.

I. Liquidity – Many SKK strategies do not make liquidity available to investors during the term of the strategy or make liquidity available on a very limited basis. Limited liquidity creates the risk that an investor may be unable to meet unexpected capital needs or to react to unfavorable changes to the performance or prospects of an investment. Investors should carefully consider the liquidity provisions of any potential investment, as well as their own liquidity needs, before making any investment.

J. Real Estate – Some strategies used by SKK involve risks associated with real estate investments in the U.S and abroad. Real estate values are affected by a number of factors, including changes in the general and local economic climate, the effectiveness of management, competition based on rental rates, attractiveness and property location, quality of maintenance, insurance and management services, and changes in operating costs. If properties do not generate sufficient revenues to meet their operating expenses, including debt service and capital expenditures, the operation may fail. Real estate values are also affected by such factors as government regulations (including those governing usage, improvements, zoning, and taxes), interest rate levels, and the availability of financing. The use of borrowed funds involves a substantial degree of financial risk and can amplify the effect of any increase or decrease in the value of an investment. If a development project has not been sold before the maturity of a loan, and alternate financing is not available, the project could be lost through foreclosure. Undeveloped land involves more risk than the acquisition of a property which has been developed; undeveloped land does not generate operating revenue while costs are incurred and may require more permitting approvals to facilitate development compared to developed properties. The success of projects involving new construction and rehabilitating existing buildings requires projecting costs, which is subject to risks regarding underlying conditions and future events which are inherently uncertain.

Further risks exist depending on the particular real estate factors for a given underlying real estate project. The particular enterprise involved may not have any operating history or any assurance of profitability. A recently organized entity may not have any revenues from operations or assets upon which investors may base an evaluation of its likely performance. The Property may face risks of unanticipated casualty, such as fire, vandalism, burglary, or environmental issues, such as radon, mold, or land that is contaminated by storage of regulated substances (gasoline, solvents, etc.). The Developer may elect not to obtain title insurance for whatever reasons. The investment under consideration may only be for a particular stage of development, and the planning for the remaining portion of the project may be incomplete and affected by increases in planning and construction costs, making it difficult to collect further capital contributions. Real estate projects often rely on several stages of financing over the course of development, construction, and stabilization. As a result, an early investor in a real estate project may lose some or all of the value of its investment if the project is unable to finance later stages of the development or is only able to secure financing at unfavorable terms. Real estate holdings outside the U.S. may be subject to risks that differ in nature or degree from risks generally applicable to real estate holdings in the U.S., such as geopolitical risk, expropriation risk, foreign legal risk, and risks associated with international conflict.

K. Private Equity Risk – Some strategies used by SKK involve concentrated investments in illiquid securities of individual, privately held companies or special purpose vehicles. Such investments generally do not have a public market at the time of purchase and may never develop a public market. They often are not registered under applicable securities law and the transfer of such interests is likely to be subject to restrictions on resales imposed by applicable securities law. These strategies may take a significant number of years before any returns are available to an investor, and investors may face a total loss of their investment.

L. Reliance on Third Parties – SKK's methods of analysis is dependent in part on information provided by issuers, third party consultants, rating agencies and other publicly available sources of information about issuers and securities. Reliance on such information is subject to the risk that the information is inaccurate or biased. In some cases, SKK works with a partner organization or recommends investments in strategies advised or managed by a third party. Although SKK evaluates such partners or recommended managers as part of its investment process, failure, casualty, or malfeasance by such a partner or manager could have a significant impact on any investors in a strategy that relies upon them.

M. Cyber Related events -- To the extent SKK's advisory business incorporates or depends on various applications and systems to perform business functions, such as information technology hardware, computer software, the Internet, and related technologies, clients are subject to certain operational and information security risks related to them. Material risks include disruption of SKK's normal business activities due to hardware failure, infrastructure disruption, third party attacks on SKK's technological resources or the resources of third parties utilized by SKK in its regular business, unauthorized access to client non-public information, or unauthorized requests for financial transactions. These types of cyber related events may interfere with the processing of client transactions, cause the misappropriation of confidential client information, impair the services of third parties to SKK, impact daily operations, comprise sensitive information held on computer resources owned or controlled by SKK and/or owned or controlled by third parties providing services to SKK or on its behalf, or cause reputational damage to SKK.

N. Fund Structure Risk – The structure of certain SKK-sponsored funds provides that profits and losses based on certain assets and activities are allocated to individual series of Interests, while general profits and losses are shared among all series. Since the funds are not structured as Series Limited Liability Companies, with statutory distinction between series, there exists a legal risk that investments in the funds become exposed to possible claims of the funds' general creditors, governance risk, liabilities, and other risks of the Fund as a whole, including those arising from other series of Interests. Therefore, an investor in any

particular series of a fund with this structure cannot be assured that their investment will not be negatively impacted by liabilities of a portfolio investment or series that they did not directly invest in.

O. Geopolitical and Market Disruptions – Serious investment losses can result from major global and geopolitical events which disrupt the international economic order and investment markets, result in untold deaths, and change countries and outlooks in historic ways. Losses and disruptions can arise from public health epidemics. Further upheaval can result from international conflicts and wars, which devastate populations, prompt economic sanctions, create new trading and tariff arrangements among nations, or otherwise materially alter business, economic, financial, market, or other prevailing conditions that affect investments. These losses can occur whether or not the investments are located in particular countries or in countries very remote from the directly affected countries. Losses can also result from the actions and policies of groups of nations and related organizations.

III. Investment Strategies and Products

SKK currently follows a number of significant investment strategies, as described below.

A. Ventures – An account which follows the Ventures strategies seeks capital appreciation through investments in Financial Instruments issued by operating companies engaged in certain sector groups, which include, without limitation, the healthcare sector and the technology sector. The healthcare sector includes companies that develop specialized platforms for the delivery of diverse drugs throughout the body, conduct research, manufacture healthcare devices, provide health services, perform diagnostics, and provide pharmaceuticals, among other things. The technology sector includes companies that develop next generation infrastructure, including cybersecurity, 5G and adjacent technologies. Another sector is bio-stimulant products and compositions for promoting plant growth and modifying soil structure, as well as its proprietary processes for manufacturing these products from animal waste. Such an account may also invest in Financial Instruments issued by operating companies in other sectors.

The general objectives of the Ventures strategy are to buy, sell, hold, and otherwise invest in Financial Instruments and to exercise all rights, powers, privileges and other incidents of ownership or possession with respect to Financial Instruments. As used in this paragraph, Financial Instruments means all types of financial assets, U.S. or non-U.S., whether publicly or non-publicly traded, including but not limited to stocks, notes, bills, bonds, subscriptions, preferred stocks, convertible securities, options (including, without limitation, covered and uncovered puts and calls and over-the-counter options), rights, warrants, swaps, currencies, futures, other commodity interests, certificates of deposit, ADRs, International Depositary Receipts, interests in investment companies, and interests in ETFs. In many cases, such Financial Instruments may only be available through limited and private offerings. Through the Ventures platform, investors typically have an opportunity to invest in a fund or series or share class of a fund that in turn invests in selected securities of a single company.

B. Real Estate – An account that follows the Real Estate strategy seeks long term growth of capital through investment in real estate, companies developing and operating real estate assets, and related assets and securities. The account invests primarily in the preferred or non-preferred equity or debt securities of a single company or multiple companies involved in the development, ownership, or management of commercial or residential real estate properties in the U.S. and abroad, including office buildings, hotels, condominiums, apartment units, or raw land, among other properties including niche property sectors. In selecting investments, the account looks for distinguishing characteristics that may include a disciplined and focused investment strategy on the part of management and/or promoters, a repeatable track record by them, and their familiarity with the particular real estate market affecting a given property, and/or other factors. The real estate strategy is an alternative asset class with reduced market correlation. SKK's

involvement can range from direct involvement with the real estate developer and real estate management company, to a more passive, observant role. One specific real estate strategy is to make investments in areas designated as Qualified Opportunity Zones pursuant to the Tax Cuts and Jobs Act of 2017, which in some circumstances can offer tax advantages to a Qualified Opportunity Fund making such an investment and to investors in such a fund. In many cases, SKK real estate strategies include partnerships with or investments in other firms with relevant expertise.

C. Custom Strategies – In addressing the needs of specific clients, the above-described strategies may be used in whole, in part, or in combination, along with any new strategies from SKK or as requested by the client, to create custom strategies. Custom strategies are those which the client and SKK have mutually agreed upon and which do not otherwise readily fit the above-described strategies. For example, a client and SKK may agree to limit an account to a pre-selected group of companies to be managed in a manner which blends some of the above-described strategies. Other custom strategies include investments in companies involved in real estate, pharmaceuticals, agricultural products, or medical services. A strategy can incorporate direct investment in certain operating companies, or investment in a private investment fund that only holds a significant position in one issuer, such as a single, large real estate project, or a single consulting company that specialized in creating financial structures for medical professionals. In another instance, a separately managed account can be created with a multi-strategy, multi-manager portfolio. Such a separately managed account with a specially designed infrastructure would allow each manager to run his distinctive sub-strategy as, in effect, a single account within the one separately managed account, which allows for tax, trading and cost efficiencies.

D. Fund of Funds

Income and Long Term Gains – This strategy primarily focuses on the careful selection of managers of underlying funds. The actual allocation of investments may vary depending upon market circumstances among other factors. The strategy seeks opportunities that have either been overlooked or misunderstood by the market or that otherwise represent attractive return potential relative to other comparable investment opportunities. The assets are expected to be generally allocated to alternative investments and portfolio managers targeting relative and/or absolute returns primarily through implementing alternative credit strategies, such as (for illustration only): receivables factoring, bridge financing, senior secured lending, senior unsecured lending, junior debt, mezzanine lending, providing lines of credit, asset-based lending, structured products, leasing, royalty payments, life settlements, collateralized loan obligations and derivatives thereof, and similar.

Select Group of Managers – This strategy seeks to earn attractive, equity market, long-term returns with the lower market risk inherent in a hedged equity strategy by deploying the vast majority of the assets with a select group of investment managers or in private investment funds sponsored by investment managers. The investment managers of the strategy are A.W. Jones Advisors LLC, a Delaware limited liability company and SKK.

Real Estate Fund of Funds – As discussed above, SKK real estate strategies often involve partnerships with targeted firms that present investment opportunities to SKK and its clients. In some of those cases, SKK's strategy is to structure investments into an investment vehicle organized by such a partner.

G. Income Strategy – The SKK Income strategy seeks current income and long-term capital appreciation through investments in alternative investments and other listed and unlisted securities. Among other things, the strategy may include investments in other private or registered funds, or co-investments with such funds. In many cases, the Income strategy identifies investments that would be valuable to a range of sophisticated

investors but are difficult to access directly due to very high investment minimums, limited availability, or other constraints.

H. Other Alternative Investments – These strategies focus on investments primarily in listed securities and options in the pursuit of differing objectives:

Topaz Strategy – An account which follows the Topaz strategy seeks to achieve superior total returns while minimizing the probability of permanent impairment of capital by primarily investing in publicly traded equity securities deemed to be undervalued. For the Topaz strategy, SKK uses an investment technique which involves so-called “conceptual buckets” of securities. A conceptual bucket is a grouping of investments which have particular characteristics in common, for example, a group of “turnaround stocks” or a group of “discounted sum-of-the-parts” companies. The portfolio of an account may include investments in a number of different conceptual buckets, each representing an element of a larger, overall investment strategy. Another investment technique that is also used where appropriate is the employment of a “farm team” of selected companies for investment consideration. In this approach, an investment in a company often begins as a relatively small position and increases in size as SKK’s confidence grows and the original investment thesis for the security is tested. An account may also take short positions in the securities of companies deemed to have worsening business fundamentals, deteriorating competitive positions, or are affected by other negative circumstances. To help increase returns, an account may employ financial leverage, through margin borrowing or in other ways, when it deems such action to be appropriate. The portfolio managers run an active long-short portfolio and engage in substantial options trading.

Value Strategy – An account which follows the Value strategy seeks to achieve superior total returns while minimizing the probability of permanent impairment of capital by primarily investing in publicly traded equity securities deemed to be undervalued. Value stocks include those which may be out of favor with investors or overlooked by analysts for a number of reasons. SKK looks for companies that appear likely to come back in favor, because of, for example, good prospective earnings, strong management teams, new products and services, or some distinct circumstance. The Value strategy does not normally involve transactions in options or short sales.

Closed-End Opportunities Strategy– An account which follows the Closed-End Opportunities strategy seeks total return from a mix of income and capital appreciation. An account invests primarily in securities issued by closed-end investment companies or mutual funds, mostly those organized under the laws of the United States. In addition, an account may invest in ETFs and take short positions. The strategy is to engage in opportunistic trading of closed-end funds to attempt to capture value as changes occur in the discounted price of the closed-end funds. An account may also engage in trading in options and ETFs that are directly or indirectly related to closed-ends funds or the portfolios of closed-end funds.

Energy Strategy – An account which follows the Energy strategy seeks long term growth of capital. The account invests primarily in the equity securities of global energy and natural resources companies and companies in associated businesses, as well as utilities (such as gas, water, cable, electrical and telecommunications utilities). The strategy generally concentrates on a targeted group of companies that SKK believes have desirable characteristics or prospects. The equity securities include common and preferred stock, convertible securities, warrants, depositary receipts and securities or other instruments whose price is linked to the price of common stock. The account may invest in companies of any size, ranging from large to small capitalizations, although SKK tends to focus on small capitalization companies. The account may invest, without limit, in companies located anywhere in the world and will generally invest in North America as well as companies tied economically to countries outside North America. An energy account can be structured to be managed with a long-only portfolio, or with a long-short portfolio that provides leverage.

Item 9: Disciplinary Information

In February 2020 SKK became the sole owner of all voting securities of Peak Capital Management, LLC (“PCM”) and PCM’s principal, Brian Lockhart (“Lockhart”), became a member of SKK’s Management Board. Prior to this transaction, Lockhart entered into a Stipulation for Consent Order with the Colorado Division of Securities (“Stipulation”). In the Stipulation, the Staff of the Division (the “Staff”) alleged that in 2012 and 2013 Lockhart recommended an investment in a movie production company to some advisory clients and others regarding which he, as an Executive Producer, had a material conflict of interest that he maintains he disclosed orally to all of the clients. Multiple clients acknowledged such oral disclosure. The Staff determined that this recommendation was inconsistent with Lockhart’s obligations under Division Rule 51-4.8(IA)(K), which requires such disclosures to be made in writing. Under the Consent Order, Lockhart agreed not to violate Rule 51-4.8(IA)(K). No fine or other penalty was assessed. In September 2021, the Certified Financial Planner organization suspended Lockhart’s authorization to use the CFP® credential for a period of one year and one day in connection with the events addressed in the Stipulation.

Item 10: Other Financial Industry Activities and Affiliations

SKK has relationships with related persons engaged in certain financial businesses that are material to the advisory business or clients of SKK as set forth below. Related persons include entities, members, officers, and employees (except administrative staff) controlled by or under common control with SKK. These related persons are primarily the investment advisory subsidiaries of SKK (SK and PCM), and entities related to the funds that SKK manages and advises.

Where SKK or one of its investment advisory subsidiaries recommends investments in related businesses to its or their clients, or if SKK and its related persons invest alongside clients or investors in businesses or private investment funds, including private investment funds that they manage, or participate in the management or governance of, or receive compensation, including securities, for services from, such businesses or private investment funds, conflicts of interest arise because SKK and its related persons may have interests different from those of its and its investment advisory subsidiaries’ clients and investors. These potential conflicts of interest with clients and investors are described further below in Item 11, Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Entity	Function	Entity – Private Investment Company
Shepherd Kaplan Krochuk, LLC	Primary Investment Adviser	
Shepherd Kaplan, LLC	Sub-Investment Adviser	
SKK Closed-End Opportunities GP, LLC	General Partner of	SKK Closed-End Opportunities, LP
SKK Group, LLC	Manager of each GP or Manager listed in the column to the left	
SKK Provident Investors GP, LLC	General Partner of	SKK Provident Investors, LP
PCF Capital Markets, LLC	Broker Dealer	
SKK Real Estate GP II, LLC	General Partner of	SKK RE Ventures Fund II, LP SKK RE Ventures Fund PFD II, LP

SKK Topaz Partners (QP) GP, LLC	General Partner of	SKK Topaz Partners (QP), LP
SKK Topaz Partners GP, LLC	General Partner of	SKK Topaz Partners, LP
SKK Value GP, LLC	General Partner of	SKK Value Fund, LP
SKK Ventures Manager, LLC	Manager of	SKK Ventures, LLC
SKK Ventures QP Manager, LLC	Manager of	SKK Ventures QP, LLC
Peak Capital Management, LLC	Investment Adviser	
Peak Capital Management, LLC	General Partner and Manager of	PCM Tax Lien Fund, LP
SKK 9i Ventures Manager, LLC	Manager of	SKK 9i Ventures, LLC
SKK 9i Ventures QP Manager, LLC	Manager of	SKK 9i Ventures QP, LLC
SKK Opportunity Zone Fund I Manager, LLC	Manager of	SKK Opportunity Zone Fund I, LLC
Kairos SKK EnviroKure GP, LLC	General Partner of	Kairos SKK EnviroKure Investors, LP
SKK Hedge Strategies GP, LLC	General Partner of	SKK A.W. Jones Strategies Fund, LP
SKK Industrial GP, LLC	General Partner of	SKK-FHR Industrial Fund I, L.P.
SKK-FHR GP, LLC	General Partner of	SKK-FHR Industrial Fund I, L.P.
SKK-Global Partners Property Fund I GP, LLC	General Partner of	SKK-Global Partners Property Fund I, LP

Additional Related Party Information:

MRLM Group, LLC and MRLM Holdings, LLC (“MRLM Entities”) are indirect affiliates of SKK created to facilitate lending transactions among affiliates of SKK and certain lender/investors some of whom are not principals or employees of SKK. SKK’s indirect relationship to the MRLM Entities presents conflicts of interest due to their benefits to SKK and its affiliates and financing from external parties that have other relationships to SKK. These conflicts are described in more detail below and in Item 11 of this brochure.

Stephen Brackett is a board member of Global Partners Property Fund I (CEIC) Limited, an investment fund domiciled in Dubai which is the principal investment of a real estate strategy managed by SKK (“Global Partners Fund”). Mr. Brackett has a conflict of interest serving on the board of that fund, while also participating in the management of the SKK strategy, in that obligations he has as a board member may at times be inconsistent with his obligations to SKK and its clients. SKK believes those conflicts are mitigated by the policies and procedures of SKK, and by the fact that his role on the fund board is largely to coordinate and oversee that fund in relation to SKK’s strategy and clients. A senior member of Global Partners Fund’s manager has provided a loan to the MRLM Entities, which are described in more detail above and in Item 11 of this brochure. Conflicts of interest can arise in that this relationship may influence SKK Parties in deciding whether to recommend an investment by SKK’s clients in real estate funds that invest in the Global Partners Fund. SKK believes that its investment process, certain fee adjustments and

disclosures in this brochure and to affected clients and investors adequately address such conflicts See Item 11 below regarding conflicts of interest.

Timothy Krochuk and John Reading Wilson, an affiliate of SKK Group, are on the board of FBHC Holding Company, a bank holding company (“FBHC”). An affiliate of FBHC has previously provided banking services to SKK and its affiliates, including investment vehicles managed by SKK. In circumstances where that bank does business with SKK or its affiliates and clients, Mr. Krochuk and Mr. Wilson could have conflicts between their obligations as board members and their obligations to SKK and its clients. SKK believes conflicts are mitigated by the policies and procedures of both SKK and FBHC. Mr. Krochuk and Mr. Wilson are compensated for their service on the Board, but their compensation is not in any way based or conditioned on any relationship with between the bank and SKK or its clients.

PCF Capital Markets, LLC (“PCF Capital”) is a registered broker dealer and is owned primarily by Provident Healthcare Partners, LLC (“Provident Healthcare”), a minority equity interest in which is held by SKK Provident Investors, L.P., a private investment fund managed by SKK. Stephen Brackett, President and Co-Head of Alternative Investments of SKK, represents the fund on the Board of Managers of Provident Healthcare. SKK’s indirect relationship with PCF Capital creates potential conflicts of interest where, among other things, clients of PCF Capital invest in SKK private investment funds, for which PCF Capital is compensated. PCF Capital’s parent company, Provident Healthcare, which primarily provides M&A consulting services to private healthcare companies, also receives compensation if it refers wealth management clients to SKK. Provident Healthcare provides M&A consulting services to certain portfolio companies of SKK-affiliated funds, for which it is entitled to receive compensation in the event that the portfolio companies raise certain forms of capital. The principal owner of Provident Healthcare has invested in certain SKK-affiliated funds and provided financing to SKK in connection with such investments. SKK believes that its investment process and disclosures in this brochure and to affected clients and investors adequately address such conflicts. See Item 11 below regarding conflicts of interest.

Peak Capital Management, LLC (“PCM”) an investment adviser registered with the SEC, develops investment strategies designed to manage risk utilizing an absolute return philosophy. PCM is wholly owned by SKK. Brian Lockhart is the Chief Executive Officer and Chief Investment Officer of PCM, a member of the SKK Management Board, and has an indirect ownership interest in SKK and direct interest in SKK Group, LLC. (See Form ADV for PCM at www.adviserinfo.sec.gov.) SKK’s relationship to PCM creates potential conflicts of interest where, among other things, clients of PCM invest in SKK private investment funds; see Item 11 below regarding conflicts of interest.

Kairos SKK EnviroKure GP, LLC (“EnviroKure GP”) is the General Partner of Kairos SKK EnviroKure Investors, LP (“EnviroKure Investors”), a private investment company that invests in the equity of EnviroKure, Inc., a company that has developed and commercialized a process for turning chicken manure into biofertilizers. EnviroKure Investors has investment advisory agreements with SKK and with Kairos Investment Management Company, LLC (“KIMC”). EnviroKure GP is governed by a board of managers equally controlled by SKK and KIMC. SKK recommends to appropriate clients investments in various KIMC-affiliated real estate funds. Senior officers of KIMC have invested in certain SKK-affiliated funds and a portfolio company of an SKK fund. In addition, a senior member of KIMC has provided a loan to the MRLM Entities, which are described in more detail above and in Item 11 of this brochure. Conflicts of interests can arise in that this relationship may influence SKK Parties in deciding whether to recommend an investment by SKK’s clients in real estate funds affiliated with KIMC and EnviroKure Investors. SKK believes that its investment process, certain fee adjustments and disclosures in this brochure and to affected clients and investors adequately address such conflicts See Item 11 below regarding conflicts of interest.

SKK-FHR, LLC is a joint venture between SKK and its affiliates, on one hand, and FHR Capital, LLC for the purpose of managing an industrial real estate investment strategy. Principals of FHR Capital, LLC have previously invested in other investment products sponsored by SKK. The preexisting relationship between SKK and FHR Capital, LLC presents a conflict of interest in that it may in some cases influence SKK to either treat those principals more favorably with respect to their investments in other products with respect to their arrangements with SKK-FHR, LLC and related strategies. SKK believes the ongoing relationship and familiarity between the groups are generally beneficial to each of them and to SKK's clients, and that any conflicts of interests are mitigated by SKK's investment process, policies and procedures.

Trellis Software, Inc. ("Trellis") is a technology company that provides services to persons and enterprises that make investments in private securities and/or provide other services of a financial nature. SKK and Timothy Krochuk are minority owners in Trellis. Timothy Krochuk is also the CEO of Trellis and Steve Brackett is on Trellis' board of directors. Timothy Krochuk and Steve Brackett are also indirect owners and on the Management Board of SKK. Krochuk and Brackett receive cash and noncash compensation in exchange for their service to Trellis. Additional officers of SKK are also officers of Trellis, providing substantially similar services to both SKK and Trellis, for which they receive salary compensation and may in the future be granted interests in Trellis. SKK expects that Trellis will provide technology services to SKK related to investments by SKK wealth management clients and/or third parties in private securities, (i) which SKK may recommend for investment, (ii) as to which SKK may provide consulting or other services to the issuer, and/or (iii) as to which SKK may establish, manage, or advise private investment funds to facilitate investment in the securities of the issuer.

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

I. Code of Ethics

Regulations require investment advisers to adopt a code of ethics. The firm's Code of Ethics (Code) establishes rules of conduct for all supervised persons of SKK. Generally speaking, the term "supervised persons" includes members, managers, employees of SKK and consultants, if any, who provide advice on behalf of SKK and are subject to SKK's supervision and control; the term "access persons" includes those supervised persons with access to non-public information about securities recommendations by SKK for clients. or purchases and sales of securities by SKK clients.

SKK and its supervised persons must comply with the rules of the Firm's Code of Ethics, their fiduciary duties to clients, and applicable federal securities laws. SKK's fiduciary duty to its clients require that SKK and its supervised persons act with good faith and in the best interests of clients. Provisions of the Code include transaction reporting requirements, require access persons to obtain approval before they directly or indirectly acquire beneficial ownership in any security in an initial public offering or in a limited offering, and the obligation to report Code violations promptly.

SKK will provide a copy of its code of ethics to any client or prospective client upon request.

II. Conflicts of Interest

Allocating resources and investment opportunities

Various conflicts of interest arise because of the close relationship of SKK, SKK Group, LLC, and the Principals, who are indirect owners of SKK, members of the SKK Management Board, and also members of SKK Group, LLC, which has an interest in incentive fees received from various private investment funds managed and/or served by SKK. As a result, SKK Group, LLC and SKK (and the Principals) have conflicts

of interest in allocating their time and activity between various accounts, in allocating investments among accounts, and in effecting transactions between accounts, including ones in which SKK Group, LLC, SKK (and the Principals) have a financial interest. Where accounts have similar investment strategies, SKK could favor one account over another because one account compensates SKK more than the other account. SKK has adopted trade allocation procedures, among other policies and procedures, which are designed to help address such conflicts. See Item 11 (I), Code of Ethics, and Item 6, Performance-Based Fees and Side-By-Side Management, above.

Cross Transactions

SKK reserves the right to cause the SKK private investment funds and other accounts directly managed by SKK to enter into transactions among or between themselves, commonly known as cross transactions. Cross transactions are mutually advantageous to the buying and selling accounts where, for example, one account needs cash and the other account has excess cash, or where cash flows or particular portfolio holdings have caused the accounts to deviate from desired weightings, and rebalancing is needed to meet certain weighting parameters. Cross transactions can reduce brokerage commissions for both accounts and can also help the accounts avoid an adverse market impact that trades in the market might otherwise create.

Cross transactions between the funds, accounts, or other clients are only considered when they are appropriate and in the best interests of the accounts under the circumstances, subject to full disclosure to the affected accounts and compliance with the various regulatory provisions that apply. In particular, purchase and sale transactions (including swaps) are permitted between or among the funds and other accounts subject to the following guidelines: (i) such transactions shall be effected for cash consideration at the current market price of the particular securities, and (ii) no extraordinary brokerage commissions or fees (i.e., except for customary transfer fees or commissions) or other remuneration shall be paid for effecting any such transaction.

If an entity involved in a recommended transaction is at that time owned 25% or more by SKK or affiliates of SKK, the cross transaction is deemed to involve SKK as a principal. SKK will comply with further regulatory provisions that apply where a cross transaction with a participating account is deemed to involve SKK as principal.

Conflicts Relating to SKK Private Funds and SKK Party Investment Alongside Clients and Investors

SKK, SK, PCM and the Principals, and their officers, employees, and affiliates (collectively called “SKK Parties”) invest in private companies and funds alongside clients, participate in management and governance, and receive compensation, including securities, for services from such companies and funds. Conflicts of interest arise in such situations, including for instance:

- A client’s investment in a private fund or company introduced by an SKK Party increases the value of an investment held by an SKK Party;
- A client’s investment in a private fund or company in which an SKK Party has also invested provides liquidity to, or otherwise benefits, the private fund or company concerned;
- An SKK Party who has invested alongside a client has access to more information about the investment than the client and sells its position or buys more securities on the basis of that information;
- An SKK Party, or other SKK client, holds a different investment position in the company’s or fund’s capital structure than a client which creates different incentives to vote or take other actions

affecting the client's investment;

- An SKK Party's investment involves certain voting rights or confers other powers to influence or participate in the governance of the investee company or fund which differ from those of a client investor. Those rights and powers can result from serving as a director or officer of an investee company or fund, in which case the member or employee would be obligated to serve the interests of the company or fund, in addition to the interests of any advisory client who has invested in that company or fund; or
- An SKK Party is compensated for serving on the board or as an officer of a company or fund in which SKK Party advisory clients have invested or serves in a consulting or advisory capacity. The receipt of such compensation, or the manner in which compensation arrangements are structured, create incentives for such an SKK Party to act in a manner that does not prioritize the interests of advisory clients that are invested in the company or fund. For example, SKK serves as a co-developer of a real estate project in which an SKK affiliated fund invests and has provided consulting services and received compensation from a company in which SKK clients have invested and which subsequently became a portfolio company of an SKK fund.

Outside Business Interests

To the extent that any SKK Party is involved in other businesses or occupations, potential conflicts of interest can arise with respect to the management of assets for investment advisory clients and investors in SKK-sponsored funds. For example, if an SKK Principal or employee is a director, officer or equivalent of a publicly traded company, or of a privately held operating company recommended to, and held in the portfolio of, a client, the Principal or employee is exposed to non-public, material information about the outside company or other companies which negatively affects the Principal's or employee's trading flexibility in managing client assets. Also, the Principal or employee receives compensation, including securities, from such company, which creates a bias in favor of the company. Conflicts of interest could arise because the Principal or employee could cause accounts managed by the Principal or employee to invest in a manner that favors his business interests. Accounts managed by the Principal or employee might acquire interests in businesses that are significant existing or potential customers or suppliers to an outside business of the Principal or employee. The accounts managed by the Principal or employee might seek to acquire assets that the other business also seeks to acquire.

Valuation of Affiliated Private Investments

SKK and/or its affiliates offer certain private funds for which they may serve as manager, advisor, and/or sponsor. Some of these affiliated private funds hold positions in underlying assets for which SKK and/or its affiliates are involved in providing management, development, consulting, or other services. In some cases, SKK and/or its affiliates maintain their own models, formulae, or techniques for valuation of such funds and/or their assets. These circumstances create one or more of the following conflicts of interest:

Where SKK charges management or performance fees to investors in such funds, or where SKK charges wealth management fees to such investors, it has a conflict of interest inasmuch as higher valuations of such funds would result in higher fees paid to SKK. Where SKK does not charge such fees, a conflict of interest nonetheless exists to the extent that increases in valuation may portray successful investment.

Other Conflicts

SKK and its affiliates, particularly general partner and manager entities for affiliated private funds, and the personnel of each (“SKK Parties”), customarily seek exculpation and indemnification for services provided to clients and investors, including wealth management clients and private fund investors. Typically, SKK Parties are exculpated and indemnified for liability arising from their investment advisory services except to the extent of their gross negligence, recklessness, fraud, intentional wrongdoing, and/or incurrence of liability under federal or state law which is not subject to waiver or limitation. Investment management agreements with SKK-managed funds, or the limited partnership agreement or operating agreement of such funds, in some cases have different provisions related to exculpation and indemnification. Where applicable, these rights to exculpation and indemnification would require a plaintiff to satisfy a higher standard of proof to obtain a judgment in civil litigation against SKK Parties than that plaintiff would need to satisfy if these rights did not apply. These rights to exculpation and indemnification create conflicts of interest to the extent they remove risks of civil liability that could motivate greater care or caution in providing investment advisory services. SKK Parties will not pursue exculpation or indemnification to the extent prohibited by law, including without limitation to waive by contract any obligations under the Investment Advisors Act of 1940. Notwithstanding the existence or application of any right to exculpation or indemnification, the relationship between SKK and its clients remains fiduciary in nature.

Certain agents of SKK, typically members of its Management Board, serve as directors or in similar capacities for portfolio companies in which SKK’s private equity-oriented private funds invest. While the particulars vary depending on the portfolio company, this service is generally compensated by noncash compensation, including stock, options, and/or warrants, and sometimes involves cash compensation in form of expense reimbursements and/or stipends. Some officers of SKK are employees of such portfolio companies and receive cash compensation in the form of salary and may in the future become eligible to receive stock and/or options. In their capacity as directors or in other relationships to portfolio companies, such SKK personnel may also receive personal indemnification or exculpation rights with respect to such companies, in addition to the provisions discussed above related to SKK.

SKK will provide appropriate clients or investors with information and/or advice about investments in one or more of SKK’s private fund offerings or other investment opportunities with which SKK has a material business relationship. Because of the potential conflicts of interest arising from such investments, it is incumbent upon such clients to independently evaluate such investments if they wish to pursue them. SKK believes that its investment process, certain fee adjustments and disclosures in this brochure and to affected clients and investors adequately address such conflicts.

Many conflicts of interest arise between and among the various entities and persons involved in the investment advisory services provided by SKK Parties, including clients, investors in the SKK Funds, private funds or companies that issue securities acquired or sold by clients or the SKK Funds or their respective employees, executives or affiliates, brokers who trade securities on behalf of clients or the SKK Funds, third parties such as custodians and administrators who provide services to the SKK Parties or the SKK Funds, third party issuers, investment managers and fund sponsors, and other persons or entities in the financial industry. Without limitation for example:

- SKK Parties, clients, and SKK Funds have invested in an unrelated company, mutual fund or private investment fund and an employee or principal of such unrelated company, mutual fund or private investment fund is a client of SKK, investor in an SKK Fund, or co-investor alongside an SKK Fund or client. These relationships may influence SKK Parties in deciding whether to recommend an investment in the unrelated company, mutual fund, or private investment fund and whether and when to dispose of such investment.

- SKK clients and other investors have invested in an SKK-affiliated fund that invests in a company that provides financial consulting and investment banking services to other SKK-affiliated fund portfolio companies and whose affiliates provide financing to and invest in other SKK Parties. An affiliate of the same company has also been engaged by SKK to identify potential clients for SKK and investors for SKK funds for a fee to be paid by SKK. These relationships may influence SKK Parties in deciding whether to recommend to portfolio companies to retain or terminate their relationship with that service provider.
- SKK clients have provided financing to portfolio companies of SKK-affiliated funds, and other affiliates of SKK. In some cases, SKK has provided advice or other assistance in identifying such an investment as part of its overall investment advisory or consulting services to the client and has received a fee for those services. The provision of financing by these clients may influence SKK Parties to favor one or more such clients over other clients, such as when allocating investment opportunities among clients.
- SKK has recommended and is expected to recommend in the future that clients invest in SKK-affiliated and unaffiliated private funds that (i) have or whose affiliates have directly or indirectly extended credit to or invested in SKK and its affiliates or a company in which SKK Parties have invested and (ii) through an affiliate of the recommended fund, invested in SKK Funds or joint ventured with SKK in other projects. Lenders to the MRLM Entities, affiliates of SKK, in connection with an arbitration settlement described below include persons affiliated with such recommended private funds. These relationships may influence SKK Parties in deciding whether to recommend these private funds as an investment by SKK's clients.
- SKK clients have invested, and SKK is expected to recommend future investments, in certain ETFs in which SKK has an indirect economic interest and other business dealings with affiliates of the ETFs, including the past provision of loans by such affiliates to SKK and its affiliates (including a loan, since repaid, to the MRLM Entities in connection with an arbitration settlement discussed below), and, in connection with the MRLM loan, the current ownership of an equity-like interest in an affiliate of SKK. These loans and business dealings may influence SKK Parties in deciding whether to recommend an investment by SKK's clients in one or more of the ETFs.
- An SKK client has provided a loan (as have certain persons associated with investments recommended by SKK as described above) in connection with an arbitration settlement described below to the MRLM Entities, repayment of which is linked to receipt by the Principals of carried interest in certain SKK Funds and proceeds from the sale of certain other investments held by SKK Group, LLC (the "Collateral"). Two Principals responsible for the wealth management division of SKK and who function as co-Chief Investment Officers of SK, have guaranteed repayment of the loans. Following repayment of the loans, the lenders retain certain equity-like rights to certain proceeds from the Collateral. These loans may influence SKK Parties to favor the client lender, such as with respect to the allocation of investment opportunities among investment advisory clients. The loan obligations may also influence SKK Parties to (i) recommend that clients make investments in the affected SKK Funds or portfolio companies or to recommend investments in SKK Funds or portfolio companies that are not so affected; or (ii) as directors of affected portfolio companies, or in voting Fund-held shares of such companies, or in determining whether to retain or dispose of Fund investments, change the timing of payments that would be used to repay the loans. Additional clients or affiliates of funds recommended by SKK or of entities with which SKK does business could become lenders to or investors in SKK and its affiliates under the loan facility

or otherwise in the future. If SKK engages in such a transaction or another principal transaction with a client, SKK will make appropriate disclosures to the client and comply with all other applicable regulatory requirements.

In August 2021, SKK settled claims brought in a private arbitration arising from investments in a failed hedge fund recommended by Shepherd Kaplan LLC (SK) in 2014-2016. The private arbitration panel issued an award to the claimants in April 2021, which has been fully and finally resolved in the settlement. SKK and SK strongly disagree with the panel's award and believe that at all times SK acted properly, professionally and in accordance with its contractual and other duties. Indeed, in an earlier arbitration decided in 2019, the arbitrator rejected substantially similar claims brought by different claimants arising from investments in the same hedge fund.

In an effort to put this matter behind the firm and avoid further costs and distraction, and considering the difficulty of overturning arbitration awards, a settlement was reached in which SKK agreed to make a payment to claimants.

MRLM Group, LLC, an affiliate of SKK and SK, has borrowed funds to fund a portion of the settlement. The lenders include an advisory client, as well as certain persons affiliated with investments that SKK has recommended and may recommend to some of its clients. These relationships and the structure of the loans create certain conflicts of interest that are described above.

These examples are only indicative in general of the kinds of actual and potential conflicts that exist. With the various interrelationships among the SKK Parties, clients, investors in the SKK Funds, companies in which investments are made, and third-party service providers on the one hand, and the changing nature of the relationships and circumstances on the other hand, further conflict scenarios will likely arise.

Conflict Mitigation

SKK, SK and PCM will take steps that they reasonably believe will mitigate any material conflicts noted above that might arise. SKK and SK believe that potential conflicts are mitigated by their investment process and appropriate fee adjustments, and they will provide disclosures to clients and investors regarding conflicts and potential conflicts as necessary, in addition to disclosures contained in this brochure. Additionally, executive management and compliance personnel meet regularly to address conflicts and other compliance issues, which facilitates the identification, analysis, and remediation of perceived and potential conflicts. Any material conflicts of interest that arise are discussed and resolved on a case-by-case basis by senior personnel of SKK, SK and PCM.

Accounts Managed by Rice

Daniel J. Rice III, Portfolio Manager, has a potential conflict of interest in managing accounts for SKK that utilize the Energy strategies in whole or part. Mr. Rice has a significant personal beneficial interest in the common stock of EQT Corporation ("EQT"), which is a publicly traded, integrated energy company. Also, Mr. Rice's family, including trusts, has other direct and indirect holdings in the stock of EQT and other family members are on the Board of EQT and have controlling interest and or senior positions with other related entities in the energy sector. Such other related entities include a private multi-strategy limited partnership which invests in energy sector verticals. Two other related entities are Rice Acquisition Corp I and Rice Acquisition Corp II (collectively "Acquisition Corps") which are publicly traded and focus on transitional energy solutions; Mr. Rice also owns shares of the Acquisition Corps. Mr. Rice disclaims any beneficial interest in EQT, the Acquisition Corps, or their affiliates other than his own personal interest. Mr. Rice maintains a personal account as a client of SKK and holds some EQT in the account. In the side-by-side management of accounts for both the portfolio manager and other clients, certain conflicts of

interest could arise because Mr. Rice could cause accounts managed by SKK to invest in a manner that favors the interests of himself or his family. The accounts managed by Mr. Rice reserve the flexibility, from time to time, to acquire interests in businesses that directly or indirectly compete with EQT, the Acquisition Corps, or their affiliates, as well as businesses that are significant existing or potential customers of EQT, the Acquisition Corps, or their affiliates. The accounts managed by Mr. Rice reserve the flexibility also to acquire assets that EQT, the Acquisition Corps, or their affiliates seek to acquire. The financial and business interests in these companies could present a conflict of interest in Mr. Rice's evaluation of investments for client accounts if such investments could benefit or harm the interests of the companies. SKK believes its investment process, policies and procedures mitigate conflicts that may arise from such interests. Mr. Rice and SKK take steps that they reasonably believe mitigate any conflicts that arise as a result of the holdings of Mr. Rice in EQT, the Acquisition Corps, or their affiliates.

Item 12: Brokerage Practices

The following discussion of brokerage practices relates primarily to SKK. Because of operational differences in the brokerage practices of SKK and SK, please refer to the Form ADV Part 2A for SK for a discussion of SK's brokerage practices.

I. Research and Other Soft Dollar Benefits

SKK is authorized to determine the broker or dealer to be used for each securities transaction for the accounts under its discretionary management unless otherwise arranged with the client. SKK's policy is to seek the best overall execution of purchase or sale orders and the most favorable net prices in securities transactions, while giving due consideration to all the relevant circumstances that affect the trade, as more fully described below. In selecting brokers or dealers, SKK considers and gives weight as it deems appropriate to the integrity and financial responsibility of the broker or dealer, the execution capabilities and responsiveness of the broker or dealer, the market where the transaction is to be completed, and whether the transaction is a principal or agency trade. In addition, consideration is given to the specialized expertise that a broker or dealer has with a type of security (e.g., options, high yield bonds, or non-U.S. securities), the manner in which the broker or dealer may handle a less liquid security, and the market information available to the broker or dealer. SKK also considers the competitiveness of the commission rates in agency trades, or the net prices in principal trades, as well as the difficulty of the execution or security positioning in light of prevailing market conditions. The quality of the broker's or dealer's back-office clearance and settlement systems, and the compatibility of their systems with the systems of SKK, are similarly important.

Some brokers or dealers provide additional brokerage and research services which supplement their execution services. In selecting a broker or dealer for a trade, SKK may give weight to such supplemental services that have been provided in the past or may be provided in the future. Such other research services may include, but are not limited to, research reports; software providing analysis of securities portfolios; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; data services (including company financial data); and advice from brokers on order execution. Such other brokerage services may include, but are not limited to, services and software related to the execution and settlement of securities transactions (e.g., connectivity services between an investment manager, a broker-dealer, and custodians, among others); trading software operated by a broker-dealer to route orders; and software that provides trade analytics. Brokerage and research services can include both proprietary services created or developed by the broker-dealer and third-party services created or developed by an unrelated source. Soft dollar credits provided by a broker-dealer may be used to pay for brokerage and research services obtained from third parties or from another broker dealer.

Some brokerage and research services may benefit SKK's clients as a whole, while others may benefit only specific accounts or a limited number of accounts. In general, most services will benefit multiple accounts.

Commissions generated by a given account may or may not be related to services directly benefiting it. SKK does not seek to allocate benefits to client accounts proportionately to the brokerage credits the accounts generate.

SKK has no binding contracts with any broker or dealer as to the amount of business which the broker or dealer will receive for brokerage or research services supplied to SKK. To the extent that commissions and/or fees are paid which are higher than commissions and/or fees in the industry for the same transaction in like circumstances, and to the extent such commissions and/or fees are for, or construed to be for, brokerage and research services which are over and above the trade execution services provided, SKK believes that such commissions and/or fees are not unreasonable and are permissible under Section 28(e) of the Securities Exchange Act of 1934, when viewed in terms of SKK's overall responsibilities with respect to the accounts managed. In the case of the purchase of fixed income securities in underwriting transactions, SKK may similarly place orders with brokers or dealers which have provided SKK with brokerage and research services. The commissions and fees include markups, markdowns, commission equivalents and any other fees or transaction costs paid to a broker or dealer in connection with the execution of an agency or principal trade, as allowed under the authority or regulatory guidance in this area.

When SKK uses client brokerage commissions (or markups or markdowns) to obtain brokerage or research services, SKK receives a benefit because SKK does not have to pay for the brokerage and research services. SKK may have an incentive to select a broker-dealer based on SKK's interest in receiving the brokerage or research services, rather than on the client's interest in receiving most favorable execution. During the last fiscal year, SKK acquired brokerage and research services relating to the investment potential of particular securities across a spectrum of industries, market valuations and sentiment, and relating to the securities markets generally. The placement of transactions for client accounts with a particular broker-dealer can be subjective based on a consideration of many factors as described above.

II. Brokerage for Client Referrals

To the extent any broker dealer referred clients to SKK, SKK would have a conflict of interest in that it would have an incentive to direct orders to that broker dealer. SKK does not have standing arrangements with any broker dealer that it recommends to clients for that broker dealer to refer clients to SKK. To the extent that any broker dealer referred one or more clients to SKK in the course of their ordinary business relationship, SKK would not take those referrals into consideration in recommending that broker dealer to clients.

III. Directed Brokerage

In the event that a client of SKK requests that orders for the client's account be directed to specific brokers or dealers, SKK will attempt to abide by the request to the extent practical under the circumstances. A client who requests the use of a particular broker or dealer may, however, lose the possible benefits (more favorable price or lower commission or other transaction costs), that other clients derive from the bundling of orders for multiple accounts. Also, the execution of orders for clients that have designated particular brokers may occur after other orders have been consummated.

IV. Aggregation of Orders and Allocation

When SKK plans to buy or sell the same security for multiple discretionary accounts at approximately the same time, SKK may group orders of various accounts in an effort to realize a better overall price or commission. While a large transaction may affect the price of shares acquired or sold, SKK believes that the bunching of orders generally provides an advantage in execution. Where an aggregate order is placed with a given broker who fills the order through a series of smaller transactions at various prices throughout

a given day, each transaction is allocated among the same participating accounts generally in proportion to the relative assets of the participating account or to facilitate balancing among accounts. Where orders for a given security may be executed throughout the day for varying participating accounts, the orders may not be aggregated because of timing between orders, price limits set for different accounts, or other differentiating circumstances. SKK may decide not to group orders, however, where aggregation might result in higher custodial and other transactional costs for a participating account, or for other administrative or investment reasons.

An aggregated order is processed in a manner that is deemed fair and equitable to all accounts. In allocating investments among various accounts, including investments in securities issued in initial public offerings, SKK will take into account such factors as the investment objectives of the accounts, the specialized nature of the account, the amount of investment funds available in each account, the size of the order, the relative sizes of the accounts, and the risks of the investment.

For accounts with similar investment objectives and strategies and the same portfolio manager, SKK will, under normal circumstances, allocate a security among accounts as a percentage of each account's assets. Proportionate allocations may not be made where accounts or portfolio managers are different, however. For example, a small, specialized account, such as a new fund which primarily invests in a given sector, may receive a relatively larger allocation of a sector stock than other accounts. At other times too, SKK may not be able to allocate trades in a security proportionally across accounts. Options might be exercised in the marketplace, for instance, and the exercises can, in accordance with established procedures in the industry, be assigned in a random manner to persons who hold written positions, which can impact SKK's accounts in a disproportionate way. Sometimes, allocations are made on the basis of administrative efficiency, to avoid odd lots or to provide for a minimum lot of 100 shares, among other things. Allocations may also be made to balance the relative amount of a security held in an account to help meet weighting parameters.

V. Other

SKK retains broad flexibility in the manner in which broker trading errors are handled, depending on materiality and the particular facts and circumstances involved. In the event of a broker trading error, a broker may address the error by adjusting its commissions. SKK may also defer and aggregate adjustments for a year-end posting to accounts when it is administratively more efficient to do so. SKK reserves flexibility to utilize a proprietary account to segregate the effects of a particular transaction, among other things.

Item 13: Review of Accounts

Listed Securities Strategies

Asset management accounts focused on exchange-traded equities are reviewed by one or more portfolio managers. The portfolio managers utilize a number of reports on the portfolio holdings of client accounts which are generated regularly or are otherwise available on SKK's information systems. The account review process is continuous, and these reports are reviewed on an ongoing basis, by one or more of the portfolio managers. Differing reports provide security by security performance tracking, show net positions in individual securities that are long and short, and give similar data on other micro and macro aspects of the portfolios and their performance. The review and analysis of the various reports are an integral part of SKK's investment decision making process.

In addition to the continuous review of various reports, an investment report is produced monthly for a managed private investment fund following these strategies and for investors in the fund. This report

includes information on a number of diverse account characteristics. The report indicates how the portfolio is allocated among long and short positions in different industry sectors, how the account has performed against broad indicators, and how the account has performed since the account's inception. The monthly report is available in hard copy or by email to investors in the funds.

In an effort to protect the confidentiality of portfolio positions, SKK generally will not disclose all positions in a portfolio. However, SKK, in its sole discretion, may permit such disclosure to certain investors in the private investment funds that SKK manages, and to prospective investors and consultants, on a selective basis, if SKK determines that such disclosure is appropriate. Further, a private investment fund may not disclose its investment positions in its annual financial statements, if it determines that such confidential treatment is desirable.

Private Equity, Venture Capital, and Real Estate Strategies

SKK's Private Equity Committee is responsible for review and oversight of accounts that follow Private Equity, Venture Capital, Real Estate, and similar strategies. The Private Equity Committee includes all managers of SKK as voting members, as well as other key personnel within SKK. The Committee meets throughout each year to review the status and performance of existing accounts, and to discuss and develop new opportunities for investments. Some strategies have separate teams that review investments and opportunities specific to those strategies, such as where accounts include the involvement of partner organizations or have need for more regular oversight. In some cases, SKK personnel also serve on the board of directors, or otherwise have direct input and participation in companies and projects in which some SKK strategies invest. Such positions provide another avenue for review and oversight of strategies targeted to those investments. Conflicts of interest related to those positions and relationships are discussed in Item 11 of this brochure.

SKK's Fund Administrator, in coordination with SKK's finance team, produces for SKK-sponsored private equity, venture capital, and real estate accounts a quarterly balance sheet and income statement reports. Investors in such funds receive quarterly capital account statements that reflect their starting balance, any account activity during a given period, and their ending balance.

Accounts Sub-advised by SK

See SK's form ADV Part 2A for information on the review of accounts sub-advised by SK.

Item 14: Client Referrals and Other Compensation

SKK has employees who are involved in marketing SKK's services and products to prospective and existing clients or investors. These employees also have other responsibilities and functions with SKK in the investment, administrative, marketing and/or operational areas of the business and may engage in the solicitation of clients or investors to varying extents. SKK's employees, related investment advisers and outside service providers provide input and services relating to the business of SKK with respect, but not limited, to broad planning for the development of the business of SKK, product development, communications, domestic and international investor needs, investor demographics, marketing, investor relations, further outside service needs, and related matters.

SKK from time to time utilizes the services of a related investment adviser and broker dealer, and outside service providers to solicit or refer clients, or investors who may be interested in investing in the private investment funds managed by SKK. Outside service providers, such as finders and broker dealers, may receive compensation which is a flat fee, a percentage commission, or a percentage of the amount of

management fees, and incentive allocation, paid on assets that the person was primarily responsible for placing under the management of SKK in separately managed accounts or in private investment funds.

As noted above in Item 5 (II)(D) Other Fee Information, the general partner or manager of a private investment fund sponsored by SKK may deduct a percentage of the amount invested by an investor in the private investment fund to pay sales fees or charges, on a fully disclosed basis, to a broker-dealer, placement agent or other person based upon the capital contribution of such investor introduced to the private investment fund by such broker-dealer, placement agent, or other outside service provider. Any such sales fees or charges would (i) be assessed against the referred investor, (ii) not be a capital contribution of the investor, and (iii) reduce the amount actually invested by such investor in the private investment fund. Such assumption of expenses by investors benefits SKK by increasing assets under SKK management.

The compensation paid to employees, a related investment adviser or broker dealer, or outside service providers, to the extent any part of it may be deemed to be for the solicitation or referral of clients, is intended to be in compliance with Rule 206(4)-3 under the Investment Advisers Act of 1940.

Item 15: Custody

Pursuant to Rule 206(4)-2 SKK is deemed to have custody of client assets for certain accounts. SKK uses qualified institutional custodians to hold client funds, who will provide account statements directly to account holders no less frequently than quarterly. Clients should carefully review those account statements and are urged to compare them to reports provided by SKK.

SKK also has a form of custody of funds and securities of clients where an entity that has legal ownership or authority over that client's funds or securities is a related person of SKK, including the general partners and managing members of pooled investment vehicles sponsored and advised by SKK. In those cases, SKK generally ensures that such pooled investment vehicles are subject to audit at least annually by an independent public accountant registered with the PCAOB, audited financial statements are distributed to all investors, and that audited financial statements are distributed to investors following liquidation.

SKK may be deemed to have custody of certificates for certain privately offered securities held in the portfolio of SKK Ventures, LLC, although SKK is not required to maintain them in an account with a qualified custodian. SKK has adopted procedures to safeguard all certificates in its custody for SKK Ventures, LLC. SKK maintains such certificates in accordance with relevant regulatory provisions to the extent applicable. Clients that receive account statements from a broker-dealer, bank or other qualified custodian should carefully review those statements, and compare them to any account statements they receive from SKK and SK.

Item 16: Investment Discretion

SKK manages client accounts pursuant to discretionary or non-discretionary authority granted to SKK under an investment management agreement. Clients may place limits on such authority. (Generally, see the discussion under Item 4, Advisory Business, relating to the investment discretion that SKK exercises in managing securities accounts on behalf of clients.)

Item 17: Voting Client Securities

The following discussion of proxy voting practices relates primarily to SKK. SK does not typically vote proxies, and SKK does not typically vote proxies on accounts sub-advised by SK.

SKK may be authorized by its clients to vote proxies relating to the companies whose securities are held in the portfolios of the accounts managed by directly SKK. SKK does not vote proxies on behalf of wealth management clients.

Where applicable, SKK manages assets solely in the best interest of the clients and votes proxies in a manner which is consistent with those interests, and which will add to, or maintain, the value to the clients' investments. Clients, however, can assume direct responsibility for voting the securities in their own portfolios if desired.

Occasions may arise where the voting of specific proxies may present an actual or perceived conflict of interest between SKK, as the investment manager, and its institutional clients. Hypothetically, potential conflict situations could arise where SKK provides advisory services to a client, such as a private investment fund, and an investor in the private investment fund is a company, or a person associated with a company, that is soliciting a proxy. Similarly, SKK may provide advisory services to a separately managed account for a pension plan of a public company, and securities issued by the public company may be held in other accounts managed by SKK. In addition, a Managing Member or other investment personnel could have a personal or material business relationship with the participants in a proxy contest, or with the directors of, or candidates for, a company board.

While there may be potential appearances of conflicts of interest that could conceivably arise, SKK seeks to avoid even the appearance of impropriety and believes that it is unlikely that any actual, material conflicts will in fact arise. SKK's investment personnel must advise the Chief Compliance Officer or legal staff, if they are aware of any actual or potential conflicts of interest that may exist with regard to how proxies are to be voted in respect of any portfolio companies. No weight will be given to any relationships with companies or relationships with persons soliciting proxies, and SKK will vote proxies solely on the basis of the best interests of the relevant client account. Any individual at SKK with a potential conflict may not participate in any aspect of SKK's decision making in determining how the subject proxy is voted.

As described below, SKK currently uses an independent proxy voting service to provide research, voting recommendations and related services. The service providers perform similar services for many other financial institutions in addition to SKK. In doing their analysis and formulating its recommendations, the service providers act without regard or likely knowledge of any specific conflicts that may exist between an issuer and SKK. Such use of an independent service and reliance on its separate research provides further insulation from, and protection against, any conflicts that an issuer and SKK may have.

SKK does not have any fixed policies on how to vote on given proxy proposals. SKK believes that each proposal must be considered in light of the company's particular context. Each proxy proposal is subject to evaluation individually, based on a consideration of the facts and circumstances that bear on the proposal at the time. SKK may also refrain from voting a proxy if that would be in the best interests of the client account. For example, SKK may determine that any benefit the client might gain from voting a proxy would be outweighed by the direct or indirect administrative burdens of casting the vote. The benefit may be elusive because of, for example, the relative amount of out-of-pocket expense or staff time required to research and evaluate the proposal properly. Similarly, SKK may decline to vote a proxy because of the investment impact of a proxy regulation, where, for example, SKK might be unable to sell certain foreign securities because an applicable foreign requirement would require that the securities be placed in escrow during the balloting period. Where appropriate, SKK may also abstain on a proposal because of the ambiguity of the effect of the proposal.

SKK may delegate authority to an independent proxy voting agent to perform various proxy voting functions. Such a voting agent would be responsible for casting ballots based SKK's instructions with

respect to the portfolio securities in the accounts managed by SKK. In determining how to vote particular proxies, SKK obtains research and voting recommendations from outside service providers, which can include the voting agent and/or a separate firm. Voting recommendations are based on an analysis of an array of detailed company information, industry data, the company's performance, and other considerations of relevance given the particular proposal. The analytical approach may be modified as appropriate in light of changes in the business environment over time.

In most instances, votes will be cast in accordance with the service provider's recommendations. However, SKK may instruct the service provider to vote contrary to, or otherwise differently from, the service provider's recommendation in instances where it believes such a decision would be in the best interest of the client. In addition to casting ballots, and providing research and recommendations, the service providers also perform related record keeping and administrative functions.

SKK's proxy voting policies may be amended from time to time without prior notice to clients. SKK feels that it must retain wide flexibility to adapt its proxy voting policies as appropriate to best fit the interests of its client accounts and the changing investment environment.

A client with an investment management agreement with SKK may obtain a copy of SKK's Proxy Voting Policies and/or information on how SKK voted such client's portfolio securities by contacting SKK.

In the case of private securities, typically those managed by SKK in private equity, venture capital, real estate, and similar strategies, voting of securities is managed on a case-by-case basis based on the needs and structure of the account. Voting rights and governance in private companies are generally more variable than in publicly traded companies. For accounts held by pooled investment funds, any voting decisions are typically discussed by the Private Equity Committee and coordinated with rights such accounts may have to appoint board members and otherwise influence the management of the company. For accounts held in separate accounts by clients, the process for voting of private securities, if any, will be as agreed with such clients. In many cases SKK has conflicts of interest in voting or making voting recommendations related to private securities held by accounts it manages due to interests related to underlying portfolio companies, board positions, and other relationships. These conflicts are discussed in Item 11 of this brochure.

Item 18: Financial Information

Not applicable

Item 19: Requirements for State-Registered Advisers

Not applicable