

**Form ADV Part 2A Brochure**

# **AUDENT GLOBAL ASSET MANAGEMENT, LLC**

*a Registered Investment Adviser*



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The date of this brochure is March 31, 2022.

*This brochure provides information about the qualifications and business practices of Audent Global Asset Management LLC (hereinafter "Audent" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.*

## **Item 2. Material Changes**

In this Item, Audent is required to discuss any material changes that have been made to the Brochure since the Firm's last annual amendment filed March 30, 2021. The following is a summary of material changes have been made to this Brochure:

- Item 1 has been amended to reflect the Firm's address change.
- Item 4 has been amended to reflect the amount of assets managed by Audent as of December 31, 2021, and the Firm's current mix of product offerings.
- Item 5 has been amended to reflect the launch of the Firm's private fund in 2021.
- Item 6 has been amended to reflect updated side-by-side management disclosures related to the launch of our private fund.
- Item 10 has been updated to reflect our current employee mix and Paul Feinstein's position on the board of directors for Ryff.
- Item 12 has been amended because to reflect that the Firm no longer has and related employees registered as broker dealers.
- Item 14 has been amended to reflect current outside business relationships.
- Item 17 has been amended to reflect proxy voting policy changes related to our private fund launch.

These changes do not describe other modifications to this Brochure, such as stylistic changes or clarifications.

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## **Item 4. Advisory Business**

Audent offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to Audent rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Audent setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Audent filed for registration as an investment adviser in April 2020 and is owned by AWGF, LLC, which is wholly owned by Paul Feinstein. As of December 31, 2021 Audent, had \$596,141,774 of assets under management, all of which was managed on a discretionary basis.

While this brochure generally describes the business of Audent, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on Audent’s behalf and are subject to the Firm’s supervision or control.

### **Investment Management Services**

Audent manages client investment portfolios on a discretionary basis. Audent primarily allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, options, alternative investments (which can include privately placed securities) and independent investment managers (“Independent Managers”) in accordance with their stated investment objectives.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios, but clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon. Clients can engage Audent to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Audent directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

Audent tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Audent consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Audent if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if Audent determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

### **Sponsor and Manager of Wrap Program**

Audent provides substantially all investment management services as the sponsor and manager of the Audent Global Asset Management Wrap Program (the “Wrap Program”), a wrap fee program (i.e., an

arrangement where certain brokerage commissions and transaction costs are absorbed by the Firm). Accounts managed through the Wrap Program are done so in substantially the same manner as those managed under a non-wrap arrangement. Participants in the Wrap Program may pay a higher or lower aggregate fee than if investment management and brokerage services are purchased separately. Additional information about the Wrap Program is available in Audent's Wrap Brochure, which appears as Part 2A Appendix 1 of the Firm's Form ADV (the "Wrap Brochure").

### **Use of Independent Managers**

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As mentioned above, Audent selects certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager are set forth in a separate written agreement with the designated Independent Manager. That agreement can be between the Firm and the Independent Manager (often called a subadvisor) or the client and the Independent Manager (sometimes called a separate account manager). Audent recommends to sophisticated and qualified investors private investment opportunities in single purpose vehicles and other private funds where we have a carried interest (or other performance-based fees), either directly or indirectly through affiliated companies that we own. We often consult with the managing member and have a right to receive a portion of the profits related to those investments. In addition to this brochure, clients will typically also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets. We encourage you to ask us about these interests and to carefully review the related offering documents.

Audent evaluates a variety of information about Independent Managers, which includes the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. Audent also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

Audent continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. Audent seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

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

Audent offers services on a fee basis, which includes fixed, as well as fees based upon assets under management. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, offers securities brokerage services and/or insurance products under a separate commission-based arrangement. For investment management fees associated with participation in the Wrap Program, please see the Wrap Brochure.

## **Investment Management Fees**

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Audent offers investment management services for an annual fee based on the amount of assets under the Firm's management. This management fee varies depending upon the strategy being utilized, as follows:

- Carret Muni/Carret MO – 0.80%
- Carret Opportunity/ Carret Opp – 0.80%
- Bond Enhancement/BE – 0.80%
- Concentrated Equity/ CE – 1.4%
- Fallen Angels/ FA - 1.4%
- Special Purchase Account/ SPA – 1.0%
- Global Alpha Balanced Strategy/GABS – 1.0%
- Global Alpha Investment Strategy/ GAIS – 1.0%

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Audent on the last day of the previous quarter as determined by a third party that is independent from the Firm (including the client's custodian or another third-party).

If assets are deposited or withdrawn after the beginning of a billing period, the fee will be prorated and adjusted as part of the next quarter's bill. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), Audent can negotiate a fee rate that differs from the range set forth above. Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage Audent for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

### **Fee Discretion**

Audent may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention, pro bono activities, or competitive purposes.

### **Additional Fees and Expenses**

In addition to the advisory fees paid to Audent, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). For assets managed outside the Wrap Program, these additional charges include securities brokerage commissions, transaction fees, custodial fees, fees attributable to

alternative assets, reporting charges, fees charged by the Independent Managers, margin and other borrowing costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12, below. For additional fees and expenses associated with participation in the Wrap Program, please see the Wrap Brochure.

We recommend products where we also receive a carried interest. In receiving this carried interest, a form of profit sharing, we often provide consulting services to the managing member of a pooled investment vehicle offered by an Independent Manager. This represents an indirect fee received by Audent. Please see above related to Use of Independent Managers.

#### *Private Fund Fees*

Audent offers private fund investment opportunities through pooled investment vehicles that execute on specific strategies. These private funds include single purpose vehicles designed to invest into a single investment opportunity or designed to execute on a specified securities investment strategy such as Concentrated Equity Strategy, Fallen Angels Strategy, Bond Enhancement Strategy, Global Alpha Income Strategy, Global Alpha Balanced Strategy or other strategies developed by Audent. We typically charge 20% carried interest or similar performance-based fee subject to a hurdle or clawback provision (as negotiated with each client). We also charge a management fee on select funds, which is individually negotiated with each private fund offered.

#### **Direct Fee Debit**

Clients provide Audent and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Audent. Alternatively, clients may elect to have Audent send a separate invoice for direct payment.

#### **Use of Margin**

Audent can be authorized by clients to use margin in the management of the client's investment portfolio. In these cases the fee payable will be assessed net of margin such that the market value of the client's account and corresponding fee payable by the client to Audent will not be increased.

#### **Account Additions and Withdrawals**

Clients can make additions to and withdrawals from their account at any time, subject to Audent's right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to Audent, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments, and the withdrawal of assets may impair the achievement of a client's investment objectives. Audent may consult with its clients about

the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

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

Audent offers private fund investment products for which Audent receives performance-based fees (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets). Advisers concurrently managing several clients subject to differing fees, such as differently calculated performance allocations, may be incentivized to prefer the client subject to higher fees. Audent has adopted an allocation policy to ensure that investment opportunities are allocated in a fair and equitable manner between advisory clients and to manage the risks associated with performance-based fees and side-by-side management of clients.

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

Audent typically provides advisory services to the following types of clients:

- individuals,
- private funds,
- trusts,
- estates,
- charitable organizations,
- pension and profit sharing plans,
- corporations and other entities not listed above.

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

The information below is intended to serve as a summary of potential risks of investing with Audent. The following is not, and is not intended to be, a substitute for any client's governing documents or offering documents. Any references to any client in this brochure, including, but not limited to, their investments and management strategies, are qualified in their entirety by reference to each client's respective offering documents, governing documents, investment objectives, and guidelines. These risks may change over time. Audent may offer advisory services, engaged in an investment strategy, and make any investment, including any not described in this brochure, that Audent deems appropriate, subject to each client's investment objectives and guidelines. Potential investors should review the governing documents in their entirety and consult their own legal, tax, and/or financial advisers before investing with Audent. This information may be both supplemented and superseded by information in each client's governing documents.

### **Methods of Analysis**

Audent utilizes fundamental method of analysis while employing an asset allocation strategy based on a derivative of Modern Portfolio Theory ("MPT").



Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. For Audent, this process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

### **Investment Strategies**

Audent runs several different equity based and balanced strategies utilizing index funds and single large cap stock ideas to access certain areas or industry classes with the domestic and international markets with strong fundamentals and strong balance sheets. The Firm likes to think of its investments circle around a common theme. Companies that define that way we currently live or will live in the future.

GAIS/GAB - Buy write Strategy - Audent's philosophy is to drive cash flow in all assets clients own. With the use of options, the Firm will write covered calls typically 2-5% out of the money against positions (Stocks and ETFs) clients own and have in a portfolio. The Firm believes this approach gives clients some downside hedge and aids in driving cash flow. The balanced version of this strategy will utilize the same equity approach as Audent's buy write strategy GAIS but will look at pooled investment vehicles, index funds and mutual funds, to express fixed income exposure.

CE - Put Write Strategy – In some cases where clients want to take on a different risk profile and where clients want to get paid to wait for better entry points into a position, Audent typically will utilize a put write strategy with either cash secured in the account or with short term fixed instruments backing as collateral. The Firm believes that these two strategies will allow the client to collect premium as cash flow before deciding to either enter a market and or in some cases not take possession of the stock all.

Fixed Income Portfolio's – Audent typically outsources these investment responsibilities to a separate account manager to gain expertise into this area for clients. Whether taxable, municipal or high yield, Audent defers to Independent Managers that the Firm or its Supervised Persons have had long standing relationships with to manage these assets on behalf of clients. The Firm will continue to oversee the services of the Independent Managers.

### **Risk of Loss**

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

#### *Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Audent's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of

stocks, bonds and other asset classes. In addition, investments may be adversely affected by financial markets and economic conditions throughout the world. There can be no assurance that Audent will be able to predict these price movements accurately or capitalize on any such assumptions.

#### *Volatility Risks*

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

#### *Cash Management Risks*

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

#### *Equity-Related Securities and Instruments*

The Firm may take long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, midcapitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

#### *Fixed Income Securities*

Fixed income securities are subject to certain risk. The prices of the securities in our portfolios fluctuate. The Firm does not guarantee any particular level of performance. Below is a representative list of the types of risks clients should consider before investing in this product.

- Interest rate risk. Prices of bonds tend to move in the opposite direction to interest rate changes. Typically, a rise in interest rates will negatively affect bond prices. The longer the duration and average maturity of a portfolio, the greater the likely reaction to interest rate moves.
- Credit (or default) risk. A bond's price will generally fall if the issuer fails to make a scheduled interest or principal payment, if the credit rating of the security is downgraded, or if the perceived creditworthiness of the issuer deteriorates.

- Liquidity risk. Sectors of the bond market can experience a sudden downturn in trading activity. When there is little or no trading activity in a security, it can be difficult to sell the security at or near its perceived value. In such a market, bond prices may fall.
- Call risk. Some bonds give the issuer the option to call or redeem the bond before the maturity date. If an issuer calls a bond when interest rates are declining, the proceeds may have to be reinvested at a lower yield. During periods of market illiquidity or rising rates, prices of callable securities may be subject to increased volatility.
- Prepayment risk. When interest rates fall, the principal of mortgage-backed securities may be prepaid. These prepayments can reduce the portfolio's yield because proceeds may have to be reinvested at a lower yield.
- Extension risk. When interest rates rise or there is a lack of refinancing opportunities, prepayments of mortgage-backed securities or callable bonds may be less than expected. This would lengthen the portfolio's duration and average maturity and increase its sensitivity to rising rates and its potential for price declines.

### *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for index-based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Use of Independent Managers*

As stated above, Audent selects certain Independent Managers to manage a portion of its clients' assets. In these situations, Audent continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, Audent does not have the ability to supervise the Independent Managers on a day-to-day basis.

### *Use of Private Collective Investment Vehicles*

Audent recommends that certain clients invest in privately placed collective investment vehicles (*e.g.*, hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

### *Options*

Options allow investors to buy or sell a security at a contracted "strike" price at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (*i.e.*, limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

### *Use of Margin*

While the use of margin borrowing for investments can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

### *Currency Risks*

An advisory account that holds investments denominated in currencies other than the currency in which the advisory account is denominated may be adversely affected by the volatility of currency exchange rates.

### *Interest Rate Risks*

Interest rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by clients.

## **Item 9. Disciplinary Information**

Audent has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

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

Neither Audent or any of our personnel has any registration or application pending to register as a broker-dealer, a registered representative of a broker-dealer, a future commission merchant, a commodity pool operator, a commodity trading adviser, or an associated person of such firms.

Paul Feinstein maintains an unpaid board position on the board of directors of Ryff, a private company. Audent offers to clients the Audent GAM Venture Fund I, LLC which acts as a special purpose vehicle designed to invest directly into Ryff. This creates a prospective conflict of interest whereby a fiduciary duty is owed to both the Audent GAM Venture Fund I, LLC and to Ryff. However, Audent believes that the monetary interests of Audent GAM Venture Fund I, LLC whereby Audent is paid an performance-based fees and succeeds when Ryff succeeds.

## **Item 11. Code of Ethics**

Audent has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. Audent's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Audent's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that

security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and (iv) shares issued by other unaffiliated open-end mutual funds.

Clients and prospective clients may contact Audent to request a copy of its Code of Ethics by contacting the Firm at the phone number on the cover page of this brochure.

## **Item 12. Brokerage Practices**

### **Recommendation of Broker-Dealers for Client Transactions**

Audent recommends that clients utilize the custody, brokerage and clearing services of Pershing Advisor Solutions ("Pershing") for investment management accounts. The final decision to custody assets with Pershing is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. Audent is independently owned and operated and not affiliated with Pershing. Pershing provides Audent with access to its institutional trading and custody services, which are typically not available to retail investors.

Factors which Audent considers in recommending Pershing or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Pershing enables the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. Pershing has also agreed to reimburse clients for exit fees associated with moving accounts to Pershing. The reimbursement is only available up to a certain amount for all of the Firm's clients over a period of time. Fees are reimbursed on a first-come-first-served basis so that no clients are favored. The commissions and/or transaction fees charged by Pershing may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Audent's clients to Pershing comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Audent determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not always the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Audent seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

Consistent with obtaining best execution, brokerage transactions are directed to certain broker-dealers in return for investment research products and/or services which assist Audent in its investment decision-making process. Such research will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Audent does not have to produce or pay for the products or services.

Audent periodically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

#### **Software and Support Provided by Financial Institutions**

Audent receives without cost from Pershing, administrative support, computer software, related systems support, as well as other third party support as further described below (together "Support") which allow Audent to better monitor client accounts maintained at Pershing and otherwise conduct its business. Audent receives the Support without cost because the Firm renders investment management services to clients that maintain assets at Pershing. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits Audent, but not its clients directly. Clients should be aware that Audent's receipt of economic benefits such as the Support from a broker-dealer creates a conflict of interest since these benefits will influence the Firm's choice of broker-dealer over another that does not furnish similar software, systems support or services. In fulfilling its duties to its clients, Audent endeavor at all times to put the interests of its clients first and has determined that the recommendation of Pershing is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, Audent receives the following benefits from Pershing: i) receipt of duplicate client confirmations and bundled duplicate statements; ii) access to a trading desk that exclusively services its institutional traders; iii) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and iv) access to an electronic communication network for client order entry and account information.

In addition, the Firm receives funds to be used toward qualifying third-party service providers for research, marketing, compliance, technology and software platforms and services. The services from Pershing generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain amount of the advisor's clients' assets are maintained in accounts at Pershing. Pershing's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For client accounts maintained in its custody, Pershing generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Pershing or that settle into Pershing accounts.

Pershing also makes available to the Firm other products and services that benefit the Firm but may not benefit its clients' accounts. These benefits may include national, regional or Firm specific educational events organized and/or sponsored by Pershing. Other potential benefits may include occasional business entertainment of personnel of Audent by Pershing personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist Audent in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of the Firm's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of the Firm's accounts, including accounts not maintained at Pershing. Pershing also makes available to Audent other services intended to help the Firm manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Pershing may make available, arrange and/or pay vendors for these types of services rendered to the Firm by independent third parties. Pershing may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to the Firm. While, as a fiduciary, Audent endeavors to act in its clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at Pershing may be based in part on the benefits received and not solely on the nature, cost or quality of custody and brokerage services provided by Pershing, which creates a potential conflict of interest.

### **Directed Brokerage**

The client may direct Audent in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by Audent (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Audent may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).



## **Trade Aggregation**

Transactions for each client will be effected independently, unless Audent decides to purchase or sell the same securities for several clients at approximately the same time. Audent may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among Audent’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Audent’s Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Audent does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

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

### **Account Reviews**

Audent monitors client portfolios on a continuous and ongoing basis and regular account reviews are conducted on at least an annual basis. Such reviews are conducted by one of the Firm’s Principals. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Audent and to keep the Firm informed of any changes thereto.

### **Account Statements and Reports**

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Audent and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their

custodian with any documents or reports they receive from Audent or an outside service provider.

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

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

The Firm receives economic benefits from Pershing. The benefits, conflicts of interest and how they are addressed are discussed above in response to Item 12.

As discussed above related to Independent Managers, Audent sources private deals from time-to-time, offering private investment opportunities to sophisticated and qualified investors, when such prospective investments are deemed appropriate for such clients. Audent maintains a carried interest in some, but not all of these deals where Audent shares a portion of the overall profits with such Independent Managers and in exchange Audent provides the Independent Manager with consulting services. The carried interests are often paid to AWGF, an affiliated entity of Audent, that is under common control. Audent's carried interest is disclosed in each offering document related to each deal with each Independent Manager. Please read such offering documents carefully for complete details on a deal-by-deal basis. These relations have the potential to create a conflict of interest because they incentivize Audent to recommend products in which they have a carried interest over other products.

## **Item 15. Custody**

Audent is deemed to have custody of client funds and securities because the Firm is given the ability to debit client accounts for payment of the Firm's fees. As such, client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period.

In addition, as discussed in Item 13, Audent will also send, or otherwise make available, periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Audent. Any other custody disclosures can be found in the Firm's Form ADV Part 1.

Investors in the Audent GAM Fund I shall receive account statements directly from an independent administrator in lieu of the custodian statements for the funds. Additionally, the Audent GAM Fund I is audited on an annual basis and investors receive a copy of the audited financials within 120 days of the Audent GAM Fund I's fiscal year-end. Clients should carefully review these statements and should compare them to any statements received from Audent.

## **Item 16. Investment Discretion**

Audent is given the authority to exercise discretion on behalf of clients. Audent is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts

without first seeking their consent. Audent is given this authority through a power-of-attorney included in the agreement between Audent and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Audent takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made;
- The broker-dealer that executes trades (in the case of a prime brokerage relationship); and
- The Independent Managers to be hired or fired.

Audent also provides services to select clients on a non-discretionary basis.

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

Audent does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations. However, as it relates to our private funds, we will vote, or as necessary, abstain from voting proxies in each fund's best interest in a manner that maximizes shareholder value. Audent seeks to consider the short- and long-term value of each proposal. Audent monitors potential conflicts of interest through between the client's interest and Audent's interest within the proxy voting process. If a material conflict is identified, Audent seeks to resolve the conflict to vote in the client's best interest. Audent's proxy voting policy and procedures are available upon request. Clients may obtain information about how Audent voted proxies through the contact information provided in Item 1 of this document.

## **Item 18. Financial Information**

Audent is not required to disclose any financial information listed in the instructions to Item 18 because:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.