



## Bancreek Capital Management, LP

### Part 2A of Form ADV (the “Brochure”)

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This brochure provides information about the qualifications and business practices of Bancreek Capital Management, LP (“BCM” “our” or the “Firm”). If you have any questions about the contents of this brochure, please contact BCM’s Chief Compliance Officer, Kevin Polli at 424-252-4813 (Ext 5013). 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.

BCM is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration as an investment adviser does not imply any level of skill or training.

Additional information about BCM is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 - Material Changes**

The following material changes have been incorporated into this brochure since the last annual amendment filed March 31, 2022:

- Items 4 and 8 - Advisory Business and Methods of Analysis, Investment Strategies, and Risk of Loss were updated to disclose specific risks associated with the recommendation of affiliated private funds to BCM's advisory clients.
- Item 14 - Client Referrals and Other Compensation was updated to disclose a referral arrangement with a third party.
- Item 17 - Voting Client Securities was updated to disclose that in limited circumstances BCM will instruct a Client how to vote on proxies directly rather than having BCM vote them.

In addition, we have made clarifying updates throughout this brochure. We recommend that you review this brochure in its entirety.

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## Item 4 - Advisory Business

Bancreek Capital Management, LP (“BCM” “our” or the “Firm”) is an SEC registered investment adviser with its principal place of business in Santa Monica, California. BCM was founded in 2021. The Adviser’s principal owner and Chief Investment Officer is Andrew Skatoff.

BCM serves as an investment manager or adviser to the Bancreek Generations Fund, LP, and Bancreek Partners Fund, LP, both of which are affiliated with the Firm, and are organized to invest in securities and other financial instruments (the “Funds”). In providing such services to each Fund, the Company formulates its investment objective, directs, and manages the investment and reinvestment of each Fund’s assets and provides reports to investors. The Firm manages the assets of each Fund in accordance with the terms of the governing documents applicable to each Fund. Additionally, BCM provides discretionary investment management services to multiple separately managed account clients (“SMAs”).

The Funds and SMAs collectively together are, BCM’s “Clients.” Bancreek Generations GP, LLC is the general partner (the “General Partner”) of the Funds. Andrew Skatoff controls the General Partner. Unless and only to the extent that the context otherwise requires, references to BCM includes the General Partner. The Funds are intended for institutional investors and other sophisticated investors.

The investment objective of BCM is to seek compelling risk-adjusted returns by identifying and investing in value-accreting businesses over the course of the business cycle. BCM will seek to achieve its investment objective by investing predominantly in corporate equity securities, and related instruments in global markets. Please see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) of this Brochure for a more detailed description of our investment strategy, methods of analysis and associated material risks.

BCM manages Client assets in accordance with the terms set forth in the applicable organizational documents, limited partnership agreement, investment management agreement, and/or subscription agreements, as the case may be (each and collectively, the “Governing Documents”). BCM does not tailor advisory services to the individual needs of investors in the Funds (the “Investors”) and does not accept Investor imposed investment restrictions.

BCM manages \$ 184,981,059 of regulatory assets under management on a discretionary basis as of December 31, 2022.

In addition to advisory services provided to the Funds and SMAs, BCM also provides model investment recommendations to an account with a value of \$60,841,016.07 as of Dec. 31, 2022. The Company provides only model portfolio investment recommendations and does not provide trade instructions to any broker.

## Item 5 – Fees and Compensation

As explained more fully in the Client's Governing Documents, BCM's compensation for the investment advisory services it provides to Clients may be comprised of an asset-based management fee ("Management Fee") and a performance fee (the "Performance Fee") that is based on a share of the realized and unrealized net profits or capital appreciation of the Client's assets.

The Funds offer multiple classes of interests with varying Management Fees, Performance Fees, and liquidity values. The SMAs' Management Fees and Performance Fees will be pursuant to the negotiated terms of the applicable Governing Document. BCM, in its sole discretion, may reduce, waive, assign, participate or otherwise share the Management Fees or Performance Fees. Modification of these terms may, in some cases, be based upon, among other things, the amount of a Client's investment, an agreement by a Client to maintain such investment for a specified period of time, or other commitments by a Client. Additionally, officers and employees of BCM may invest on terms that are more advantageous than those of BCM's Clients. The fees and expenses applicable to the Client is set forth in detail in each of the Client's Governing Documents. A summary of fees and expenses is provided below.

### Management Fee

BCM is paid a quarterly Management Fee, payable in advance as of the first day of each quarter in an amount ranging from 0.25% to 0.3125% (1% to 1.25% per annum) of the net asset value of the Client's account. The Management Fee will be prorated for any period that is less than a full quarter.

BCM, in its sole discretion, may, in effect, waive or reduce the Management Fee to be paid to it by any Client or Investor.

### Performance Fee

BCM or its affiliate, the General Partner, is entitled to receive a Performance Fee, which is compensation that is based on a share of net capital appreciation of the assets of the Client's or Investor's account. This Performance Fee ranges from 15% to 20%. The General Partner may, in its sole discretion, waive or reduce the Performance Fee to be allocated to it by any Client or Investor. The Performance Fee is subject to a "high water mark" and/or "hurdle" determined as of the end of each calendar year and/or as of the date of any withdrawal.

### Expenses

In addition to paying a Management Fee and Performance Fee, Investors in the Funds typically pay investment-related expenses. Such expenses include but are not limited to brokerage transaction costs, custodial fees, bank service fees, interest on borrowings, taxes, tax preparation fees, audit fees, accounting fees, execution and other third-party information software and systems, exchange fees, fees charged by the administrator, expenses attributable to regulatory filings to the extent made with respect to the Funds or the assets of the Funds, and legal expenses. BCM seeks to allocate expenses fairly, equitably, and consistent with the Governing Documents.

More detailed information about the fees and expenses may be found in the applicable Governing Documents.

As described in Item 4 above, BCM also provides model recommendations. BCM's fees for providing model recommendations are negotiated on a case-by-case basis.

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

BCM or the General Partner may receive a Performance Fee from Clients, which is based on a percentage of the net capital appreciation of their assets and determined each calendar year and/or as of the date of any withdrawal. This Performance Fee may create an incentive for BCM to make more speculative investments than would otherwise be made or make decisions regarding the timing and manner of realization of investments differently than if such Performance Fee were not received.

## **Item 7 – Types of Clients**

BCM's Clients consist of the Funds and SMAs. The Funds, which are pooled investment vehicles are intended for institutional investors and other sophisticated investors.

The minimum investment varies by Client (generally \$1 million) and is subject to the discretion of BCM and/or General Partner. Investors must meet minimum qualification standards as described more fully in the Funds' Governing Documents.

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

### Overall Investment Strategy and Methods of Analysis

BCM seeks to achieve compelling risk-adjusted returns by identifying and investing in value-accreting businesses over the course of the business cycle.

BCM's investment process involves identifying and investing in value-accreting businesses while applying systematic leverage at the portfolio level seeking to increase full-cycle returns on a risk adjusted basis. When evaluating businesses, BCM places an emphasis on fundamental attributes that seek to reduce risk at the company level and increase the prospective of cash flows. More specifically, BCM will seek to invest in companies with certain characteristics, such as: (i) attractive ROIC; (ii) low cyclicality; (iii) strong pricing power; (iv) cost controls; (v) wide "moats" for its core business; (vi) high recurring revenue mix; (vii) superior brand value; and (viii) low potential for technological disruption.

BCM will make investment decisions for Clients primarily based on its proprietary, internally generated investment research.

## Risk of Loss

Investing involves substantial risks, including the risk of total loss of capital, and may not be suitable for all Clients or Investors. No guarantee or representation is made that the Client's investment Strategy, including, without limitation, the investment objective, diversification strategies or risk monitoring goals, will be successful. Investment results may vary substantially over time. No assurance can be made that profits will be achieved or that substantial or complete losses will not be incurred. Past results of investments made by the investment professionals of BCM are not necessarily indicative of BCM's future performance.

The following are certain principal risks associated with the investment strategy managed by BCM:

**Private Funds** - Each Fund is affiliated with BCM. As such, the Firm has an inherent conflict of interest in recommending any Fund. An investment in a Fund entails a high degree of risk and is suitable only for sophisticated institutions and individuals for whom an investment in a Fund does not represent a complete investment program. An investment in a Fund requires the financial ability and willingness to accept the substantial risks and lack of liquidity inherent in such investment. Investors in a Fund must be prepared to bear such risks for an indefinite period of time. Prospective Investors to a Fund should carefully review the applicable governing documents. Prospective Investors are also encouraged to consult their own legal, investment, tax, and other advisers, and the applicable offering documents, as to whether an investment in a Fund is appropriate for them.

**Equity Investments** - The market value of equity securities fluctuates and is affected by a wide range of factors outside of individual company performance, such as the economic outlook and financial market conditions. BCM believes such factors are inherently difficult to predict accurately and will not attempt to do so. However, these factors may have meaningful impact on the value of Client's investments at any given time.

**Exchange Traded Funds ("ETFs")** - ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Clients could invest in an ETF to gain exposure to a portion of the U.S. or foreign market. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

**Lack of Diversification** - Client portfolios generally will not be diversified among a wide range of types of securities or issuers. Further, the Client's portfolio may not be diversified among a wide range of industry, geographic or sector areas. In fact, the portfolio, at times, may be highly concentrated. This concentration of risk may increase the losses suffered by Clients or reduce its ability to hedge its exposure and to dispose of depreciating assets. Accordingly, the investment

portfolio of Client's may be subject to concentration risks and more rapid change in value than would be the case if Client's were required to maintain a broader diversification among types of securities, issues, investment themes, industry, geographic or sector areas. Limited diversity could expose Client's to losses disproportionate to those incurred by the market in general if the areas in which Client investments are concentrated are disproportionately adversely affected by price movements in those financial instruments or assets.

**Non-U.S. Investments** - Investing in securities of non-U.S. companies, which are generally denominated in non-U.S. currencies, involves certain considerations comprising both risks and opportunities not typically associated with investing in U.S. companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of non-U.S. taxes, less liquid markets and less available and lower quality information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, greater difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

**Emerging Markets** - Investing in emerging market securities involves certain risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (i) the risk of nationalization or expropriation of assets or confiscatory taxation; (ii) social, economic and political uncertainty including war; (iii) dependence on exports and the corresponding importance of international trade; (iv) price fluctuations, less liquidity and smaller capitalization of securities markets; (v) currency exchange rate fluctuations; (vi) potentially higher rates of inflation (including hyperinflation); (vii) controls on foreign investment and limitations on repatriation of invested capital and on the Funds' ability to exchange local currencies for U.S. dollars; (viii) governmental involvement in and control over the economies; (ix) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the securities markets; (xii) longer settlement periods for securities transactions in emerging markets; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; (xiv) certain considerations regarding the maintenance of Client's portfolio securities and cash with non-U.S. sub-custodians and securities depositories; and (xv) overall greater volatility.

**Counterparty Risks** - Brokers may trade with an exchange as principals on behalf of the Clients, in a "debtor-creditor" relationship, unlike other clearing broker relationships where the broker is merely a facilitator of the transaction. Such broker could, therefore, have title to all of the assets of the Client. In the event of such broker's insolvency, the transactions into which the broker has entered as principal could default, and the Clients' assets could become part of the insolvent broker's estate, to the detriment of Clients. The Clients' assets may be held in "street name," in which case, a default by the broker could cause the Clients' rights to be limited to that of an unsecured creditor.

**Currency Risks** - Client investments that are denominated in currencies other than the U.S. dollar are subject to the risk that the value of the particular currency will change in relation to one or more



other currencies. As a result, Clients could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. BCM may seek to hedge currency risks but may determine to do so based on market conditions, the composition of the Client's portfolio or other relevant factors at any given time.

**Leverage** - To the extent borrowings are used to create leverage, the risk of loss (and the possibility of gain) will be increased in direct proportion to the level of the Client's borrowings. In addition, the level of interest rates generally, and the rates at which a Client can borrow in particular, will be an expense of the Client and therefore will affect performance results. In addition, trading on margin and other leveraging strategies can increase transaction costs, interest expense and other costs and expenses. Margin trading requires the pledge of securities as collateral, and margin calls can result in a Client being required to pledge additional collateral or to liquidate positions as losses are realized.

**Reliance on Key Personnel** - BCM's operations and Clients' portfolio management are substantially dependent upon the skill, judgment and expertise of Andrew Skatoff and other investment personnel. The death, disability, departure, or other unavailability of Mr. Skatoff or any other key personnel could have a material and adverse effect on BCM and its Clients.

**Cybersecurity** - BCM and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A cybersecurity breach could expose both BCM and the Clients it manages to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from Client accounts. While BCM has established a business continuity plan in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures including the possibility that certain risks have not been identified. Furthermore, BCM, and its Clients cannot control the cybersecurity plans, strategies, systems, policies, and procedures put in place by other service providers to its Clients and/or the issuers in which its Clients invest.

**Epidemics and Pandemics** - Many countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and, currently, COVID-19 (commonly known as the "Coronavirus"). The epidemic or pandemic outbreak of an infectious disease in a country or

region of the world or globally, together with any resulting restrictions on travel, transportation or production of goods or quarantines imposed, could have a negative impact on the national, regional or global economy and business activity in any of the countries in which BCM may invest (some economists have warned that global economic growth could be cut by more than half and that countries and the global economy could be plunged into recession) and thereby adversely affect the performance of Client investments. While the economic impact of the ongoing global outbreak of the Coronavirus is presently uncertain, such outbreak and any future outbreak of an infectious disease or any other serious public health concern in a country, region or globally could materially harm Client investments. In addition, the Coronavirus has led to significant volatility in the securities markets and the Coronavirus and any future outbreak of an infectious disease or any other serious public health concern may lead to additional volatility and illiquidity of the Client investments. Furthermore, the Coronavirus and any future outbreak of an infectious disease or any other serious public health concern may lead to significant interruption in normal business activity of BCM and the Clients' other service providers which could negatively affect the performance of Client accounts.

**Work From Home.** In addition, in response to the spread of COVID-19, many businesses, including BCM, have encouraged or mandated that their personnel work from home in an effort to help slow the spread of the coronavirus pandemic. Notwithstanding such precautionary measures, BCM may still experience a significant increase in illness of their respective personnel. Work-at-home arrangements could also lead to employee fatigue, reduced collaboration and less optimal communication and supervision relative to traditional office structures which could severely impair our and/or such service providers' operational capabilities, potentially having a detrimental impact on our business and operations. To the extent personnel, as a result of working remotely, rely more heavily on external sources for information and technology systems for their business-related communications and information sharing, that business will likely be more vulnerable to cybersecurity incidents and cyberattacks and could have more difficulty resuming normal operations in the event it is the target of such incident or attack.

## **Item 9 - Disciplinary Information**

Neither BCM, its employees or other management persons, has been involved in any legal or disciplinary events that would require disclosure in response to this Item.

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

BCM serves as the investment manager to the Funds. We have business relationships with the following affiliated entities:

- LINOA, LLC is BCM's general partner; and
- Bancreek Generations GP, LLC is the Funds general partner.

Neither BCM nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither BCM nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

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

### Code of Ethics

BCM has adopted a Code of Ethics which sets forth the ethical and fiduciary principles and related compliance requirements under which BCM operates and the procedures for effecting those principles. BCM's Code of Ethics includes provisions that:

- Requires BCM and employees to comply with the federal securities laws;
- Requires employees act with competence, dignity, integrity, and in an ethical manner when dealing with Clients, the public, prospects, fellow employees, and third-party service providers;
- Requires employees to use reasonable care and exercise independent professional judgement when conducting investment analysis, making investment recommendations, trading, promoting BCM's services, and engaging in other professional activities;
- Requires employees to adhere to the highest standards with respect to potential conflicts of interest with Clients;
- Requires BCM to act in its Clients' best interests;
- Requires employees to report violations of BCM's Code of Ethics;
- Requires employees to execute any personal securities transactions in a manner consistent with their fiduciary obligations to Clients; and
- Requires BCM to closely monitor employees personal trading and holdings for compliance with the Firm's Code of Ethics.

All employees at BCM must acknowledge that they have received, understand, and agree to comply with BCM's Code of Ethics upon commencement of employment, annually, and upon any material change.

BCM's Code of Ethics requires employees to pre-clear certain personal securities transactions; report personal securities transactions on at least a quarterly basis; and provide BCM with a detailed

summary of certain holdings (initially upon starting employment and annually thereafter). Limited exceptions to this policy may be granted by BCM's Chief Compliance Officer.

BCM, its employees, or a related entity will generally have an investment in the Funds managed by BCM.

In addition to adopting its Code of Ethics, BCM has adopted a compliance manual that includes among other things, compliance policies and procedures governing insider trading, gifts and entertainment, and outside business activities.

BCM's Clients or prospective Clients may request a copy of the Firm's Code of Ethics by calling Kevin Polli, Chief Compliance Officer at the phone number on the cover of this Brochure.

## **Item 12 - Brokerage Practices**

### Selection of Brokers and Dealers

BCM prefers Clients utilize a broker with which the Firm has an established relationship. Currently, BCM recommends that SMA clients utilize JP Morgan, a full-service broker dealer. Additionally, BCM directs the Funds' brokerage to JP Morgan. BCM will also accept direction from SMA clients or agree to limitations with respect to BCM's brokerage discretion as to which broker or brokers is/are to be used and what commissions are to be paid. Any such direction or limitation must be in writing.

Directed brokerage arrangements in general, may adversely affect BCM's ability to, among other things, obtain best price and execution, and the cost of the transaction may be greater. In selecting brokers to effect Client portfolio transactions, BCM considers such factors as the ability to effect prompt and reliable executions at favorable prices, the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the quality, comprehensiveness and frequency of related services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying BCM's selection criteria. Accordingly, if BCM determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and products or services provided by such broker, Clients may pay commissions to such broker in an amount greater than the amount another broker might charge for effecting the same transaction.

Generally, orders for the same security at the same broker-dealer are combined or "blocked" to facilitate best execution. Blocked transactions are executed in a manner designed to ensure that no participating Client, is favored over any other Client. Specifically, each Client that participates in a blocked transaction will participate at the average share price for all BCM's transactions in that security on that business day, with respect to that batched order.

Securities purchased or sold in a blocked transaction are allocated pro-rata, when possible, to the participating Client accounts in proportion to the size of the order placed for each account. BCM may, however, increase or decrease the amount of securities allocated to each account if necessary

to avoid holding odd-lot or small numbers of shares for particular clients. Additionally, if a blocked transaction is not fully executed and BCM determines that it would be impractical to allocate a small number of securities among the accounts participating in the transaction on a pro-rata basis, BCM may allocate such securities in a manner determined in good faith to be a fair allocation.

The model account will be notified of changes to the model portfolio after BCM's client accounts have traded. Because BCM does not execute trades for the model account, it is possible that BCM clients and the model portfolio are trading at different times or in different directions from each other.

### Soft Dollars

The term "soft dollars" refers to a means of paying brokerage firms for products and services through commission revenue, based on the volume of brokerage commission revenues generated from securities transactions executed through brokers by an investment manager on behalf of the Clients. BCM does not participate in any formal soft dollar arrangements. However, BCM might execute securities transactions on behalf of Clients with broker-dealers that provide it with access to proprietary research reports (such as standard investment research). To the best of BCM's knowledge, these services are generally made available to all similar institutional investors doing business with such broker-dealers. To the extent BCM enters into any soft dollar arrangements, BCM will limit the use of "soft dollars" to obtain services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934.

### Trade Errors

From time to time, BCM may experience a trade error caused by BCM or an executing broker. In an event that a trade error occurs, BCM will ensure that the Client's account is "made whole." Thus, trades are adjusted as needed in order to put the Client in such a position as if the error had never occurred at no cost to the Client. Additionally, BCM will not use future brokerage to compensate a broker either directly or indirectly for absorbing the cost of correcting an error in an earlier transaction.

BCM attempts to minimize trade errors by promptly reconciling confirmations with order tickets and intended orders, and by reviewing past trade errors to understand the internal control breakdown that caused the errors.

## **Item 13 - Review of Accounts**

The Clients managed by BCM are under constant review by the Firm's investment personnel. Investment Personnel continuously assess appropriate opportunities for Clients in addition to focusing on liquidity, concentration, leverage, exposure as well as market, political or economic changes that may impact the Clients.

Clients receive periodic reports pursuant to the negotiated terms of the applicable Governing Documents. The Funds investors receive audited financial statements and K-1s annually, and account statements from the Funds' administrator (monthly reports are provided for Bancreek

Generations Fund investors and quarterly reports are provided for Bancreek Generations Fund investors)

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

BCM has entered into a relationship with a promoter who provides client referrals. Compensation under these arrangements will generally be a percentage of the management fee as well as a performance fee (to the extent earned) based on assets invested. As applicable, any endorsement or testimonial will be conducted in accordance with Rule 206(4)-1 under the Advisers Act, and any other applicable state or regulatory requirements.

## **Item 15 – Custody**

All Client accounts are held in custody by qualified custodians which are unaffiliated broker/dealers or banks. BCM may access Client accounts through its ability to debit fees and/or expenses. In addition, the General Partner, an affiliated entity, is the general partner of the Funds. For these reasons BCM may be considered to have custody of Client assets. The Funds will be audited on an annual basis by a PCAOB registered accountant, and the audited financial statements are delivered to the Funds investors within 120 days of the Funds' fiscal year end.

## **Item 16 - Investment Discretion**

BCM has discretionary authority to determine, without obtaining specific consent from Clients or the Funds Investors, the securities, and the amounts to be bought or sold on behalf of the Clients. In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives in the respective Client's Governing Documents.

## **Item 17 - Voting Client Securities**

### Voting Proxies

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, BCM has adopted and implemented written policies and procedures governing the voting of client securities. The general policy is to vote proxy proposals, amendments, consents or resolutions (collectively, "Proxies"), in a prudent and diligent manner that will serve the Client's best interest and is in line with the Client's investment objectives.

BCM attempts to identify any conflicts of interests between the Client's interests and our own within our proxy voting process. If BCM determines that the Firm or one of its employees faces a material conflict of interest in voting proxies (e.g., an employee of BCM may personally benefit if the proxy is voted in a certain direction), BCM's procedures provide for BCM to address matters involving such conflicts of interest.

JP Morgan is the Prime Broker for the Funds and is the preferred broker for SMA clients. The proxies for accounts held by JP Morgan are received electronically by BCM. Consistent with our stated policies, BCM maintains a log of all proxies that includes the issuer's name, CUSIP, meeting date, validation of the number of shares, the nature of the matters to be voted, management's position on the matters, and how BCM voted. For SMA clients that elect to use a prime broker other than JP Morgan and vote the proxies themselves, BCM directs the Client how to vote the proxy and such instruction will be consistent with how the proxies at JP Morgan *were voted*.

BCM's complete proxy voting policy and procedures are memorialized in writing and are available for review upon request. As stated, BCM maintains a record of all the proxy votes cast on behalf of its Clients, which are available to Clients and Investors upon request. Any request can be made by calling the Chief Compliance Officer at the phone number on the cover of this Brochure.

### Class Actions

BCM recognizes that as a fiduciary it has a duty to act in the best interests of its Clients. When a recovery is achieved in a class action, the Clients who owned shares in the company subject to the action have the option to either (i) opt out of the class action and pursue their own remedy, or (ii) participate in the recovery achieved via the class action. Collecting the recovery involves the completion of a proof of claim form which is submitted to a claim's administrator. After the claim's administrator receives all proof of claim forms, it dispenses the money from the settlement fund to those persons and entities with valid claims.

## **Item 18 - Financial Information**

BCM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts.