



**PART 2A OF FORM ADV: FIRM BROCHURE**

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This document, also referred to as the Firm Brochure or simply Brochure, provides information about the qualifications and business practices of Mori Huston Partners, LLC (hereinafter referred to as “we,” “us” and “Mori Huston”). This Brochure has not been approved by the U.S. Securities and Exchange Commission (or SEC) or any state securities authority. Being registered as a Registered Investment Adviser does not imply a particular level of skill or training. The oral and written communications of an Adviser provide you with information you should consider when choosing to hire or retain an investment adviser representative. Additional information about Mori Huston (CRD no. 151260) and its Managing Partners, Mary Mori-Huston, and Robert Mori, is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 Material Changes**

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### **General**

In March 2022, we published our last annual update which has been updated as of March 30, 2023. Material changes since our last annual amendment include:

1. Item 4, to specifically address retirement plan rollovers or transfers that are covered under a new Department of Labor (“DOL”) rule and related Exemption 2020-02 (“PTE 2020-02”).

### **Annual Update**

Pursuant to SEC Rules, and those of the State of Florida, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We will also provide other ongoing disclosure information about material changes as necessary, without charge.

### **Full Brochure Available**

We will provide you with a new Brochure as necessary based on changes or significant new information, at any time, without charge. You may also request a copy of this brochure by contacting Robert Mori, Registered Investment Advisor Representative at (305) 856 9304 or [robert.mori@morihuston.com](mailto:robert.mori@morihuston.com). You may also download a copy of our Brochure from our web site at [www.MoriHuston.com](http://www.MoriHuston.com) free of charge.

### **Changes to Business Model**

There were no material changes to Mori Huston’s business model.

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## Item 4 Advisory Business

### Firm Description

Mori Huston Partners, LLC (hereinafter referred to as “Mori Huston”) is a fee only investment advisor located in Miami, Florida. Mori Huston offers asset management services on a discretionary and non-discretionary basis to clients (hereafter “client” or clients”). Mori Huston services individual accounts or an entire family of accounts at different financial institutions on a consolidated basis. Clients include both U.S. citizens and foreign nationals.

Investment recommendations and asset allocation strategies will be made only after in-depth consultations with each client concerning their current financial status, future goals, attitudes towards risk, determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning. Related documents supplied by the client are carefully reviewed, along with data gathered from the client.

In non-discretionary accounts, the client is under no obligation to act on Mori Huston’s recommendations, and the client is under no obligation to effect the recommended transactions.

All customer assets will be held by the custodian of the account. Mori Huston will not hold customer funds or securities.

Mori Huston is wholly owned by Mary Mori-Huston and Robert Mori, Investment Advisor Representatives of Mori Huston.

### Types of Services Offered

Mori Huston provides the following services on a fee only basis:

- ***Portfolio Management Services.*** These services are designed around the client's investment objectives and their individual risk tolerance. Our primary responsibility is the preservation of the client's capital, while striving to achieve attractive long-term inflation adjusted returns. By offering strategies that range from conservative to aggressive, we are able to tailor our offerings to fit the specific needs of the client. Clients, however, do have the opportunity to place reasonable restrictions on the types of investments to be held in their accounts. Investments may include, individual stocks, ETFs, mutual funds, bonds, money market funds, and other investment vehicles.
- ***Investment Consultations.*** Investment advice is given on a non-discretionary basis. According to the particular client circumstances we provide asset allocation and single security advice on a consulting basis only.

## **Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each client are documented in an Investment Policy Statement provided by the client to Mori Huston. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Investment recommendations are determined based upon the client's needs, investment objectives, risk tolerance, net worth, net income, and various other suitability factors. Further restrictions and guidelines imposed by clients affect the compositions and performance of the portfolios. For these reasons, performance of the portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios will be identical to the average client of Mori Huston.

Investment Management Agreements may not be assigned without client consent.

## **Investment Funds**

We are the Investment Manager of the Oceancross Capital Partners Fund (the "Cayman Fund"), but we have delegated the investment management of the Cayman Fund to a sub-advisor. We are also the Investment Manager of the Oceancross Global Bond Fund Ltd. (the "British Virgin Islands Fund") which is only offered to non-US investors. Robert Mori and Mary Mori are the Directors of both funds and have delegated the investment management responsibilities to us.

The Funds are offered ("Offering") only to persons who are "accredited investors" (as that term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended – ("Securities Act") and "qualified purchaser" (as that term is defined in Section 2(a)(51) of the Investment Company Act). The interests offered will not be registered with the Securities and Exchange Commission under the Securities Act, in reliance on the exemption from registration in Section 4(a)(2) of the Securities Act and/or Regulation D and Rule 506, promulgated thereunder. The British Virgin Islands Fund will only be offered to foreign investors.

The Cayman Fund's investment objective is to seek to achieve high compounded annual returns over a multi-year period. There can be no assurance that the investment objective will be achieved. The Cayman Fund will consider investments across all geographies, industry sectors and market capitalization levels. While there will be different nuances with each investment, the Cayman Fund will generally focus on businesses which generate recurring, predictable free cash flow and are run by management teams that the Cayman Fund deems to be strong capital allocators. We will seek to achieve the investment objective by utilizing the investment strategies set out in the section of the Private Offering Memorandum headed "Investment Objective, Strategies and Restrictions".

The British Virgin Islands Fund's investment objective is to seek to maximize total returns by investing primarily in U.S. dollar denominated government issued and corporate fixed income securities and related financial instruments and, to a lesser extent, in government issued and

corporate fixed income securities and related financial instruments denominated in other currencies. Please reference the offering documents for more specific information on its investment objectives.

Investors should refer to the relevant Funds' Disclosure Memorandum and Subscription Agreement (the "Offering Documents") for definitive and more detailed information regarding each Funds' specific investment objectives and risks.

This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made. Any such offer or solicitation of securities of a Fund will be made only by means of a confidential private placement memorandum or similar principal disclosure document.

### **Non-Investment Related Consulting Services**

Occasionally, Mori Huston may provide non-investment related consulting services at an hourly or fixed rate. These services may include a client asking Mori Huston to help get an accountant to organize or obtain required forms; translation of documents into Spanish; etc. Upon meeting with the client and determining the services required by the client, Mori Huston will provide estimated of time and cost for such service.

### **IRA Rollover Recommendations**

For the purpose of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02"), when applicable, we are providing the following acknowledgment to clients. When we provide investment advice to clients regarding their retirement plan account or individual retirement account, we are a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with client interests. We operate under an exemption that requires we act in the clients' best interest and not put our or our employees' interests ahead of the clients. Under this exemption, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice),
- never put our or our employees' financial interests ahead of the clients when making recommendations (give loyal advice),
- avoid making misleading statements about conflicts of interest, fees, and investments,
- follow policies and procedures designed to ensure that we and our employees give advice that is in the clients' best interest,
- charge no more than is reasonable for services, and
- give the clients basic information about conflicts of interest.

We benefit financially from the rollover of the clients' assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when our and our employees believe it is in the clients' best interest.

### **Additional Services**

1. Assisting clients with their wealth planning.
2. Assisting clients set up offshore companies.
3. Assisting clients set up LLC's and coordinating their annual tax filings.
4. Providing Protector services on a Wealth Planning structure.
5. Coordinating the filing of the tax returns with CPAs other than for the LLC's.

### **Assets Under Management**

As of December 31, 2022, Mori Huston managed \$156,875,230 of which \$75,291,993 was managed on a discretionary basis and \$81,583,237 on a non-discretionary basis.



## Item 5 Fees and Compensation

### Policies Concerning Fees Paid by Clients

#### Client Payment of Fees

The specific manner in which fees are charged by Mori Huston is established in a client's written Investment Advisory Agreement with Mori Huston. Mori Huston will send to the client an invoice that provides the amount of the fee, the value of client's assets on which the fee was based, and the specific manner in which the fee was calculated. The custodian will also send to the client a statement, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to Mori Huston.

The fee structure is primarily based upon the dollar value of assets under management.

- \* The fees are billed on a quarterly basis in arrears.
- \* The fees do not include third party costs.
- \* All fees are negotiable. Therefore, clients with similar assets under management and investment objectives may pay significantly higher or lower fees than other clients.

***Fees for Portfolio Management of Discretionary Accounts.*** This service could be limited to a single account at one custodian or could extend to multiple accounts at one or multiple custodians and be done in a consolidated format. Mori Huston Partners LLC maintains a limited power of attorney on the respective accounts and can buy and sell securities within the limits of the respective investment policy.

Client Assets	Management Fee*
up to \$1 mio.	1.40%
from \$1 mio. to 2 mio.	1.30%
from \$2 mio. to 5 mio.	1.20%
from \$5 mio. to 10 mio.	1.10%
from \$10 mio. to 25 mio.	0.95%
from \$25 mio.	at request

***Fees for Portfolio Management of Non-Discretionary Accounts.*** Investment advice is given on a non-discretionary basis. According to the particular client circumstances we provide asset allocation and single security advice. Mori Huston Partners LLC maintains a limited power of attorney on the respective accounts but buys and sells securities only following an explicit client order.

Client Assets	Advisory Fee*
up to \$1 mio.	1.40%
from \$1 mio. to 2 mio.	1.30%
from \$2 mio. to 5 mio.	1.20%
from \$5 mio. to 10 mio.	1.10%
from \$10 mio. to 25 mio.	0.95%
from \$25 mio.	at request

**Fees for Investment Advice Through Consultations.** Investment advice is given on a non-discretionary basis. According to the particular client circumstances we provide asset allocation and single security advice on a consulting basis only.

Client Assets	Advisory Fee*
up to \$1 mio.	1%
from \$1 mio. to 2 mio.	0.90%
from \$2 mio. to 5 mio.	0.80%
from \$5 mio. to 10 mio.	0.75%
from \$10 mio. to 25 mio.	0.60%
from \$25 mio.	at request

In all fees charged by Mori Huston, the fee calculation will consider the end of quarter balance of client assets under advisory by Mori Huston and if applicable the monthly balances of client assets managed by certain third-party asset managers referred by Mori Huston.

## Investment Funds

### Cayman Fund

Subscription fee is the fee (if any) payable on a subscription for participating shares.

The Cayman Fund will pay us a management fee of one twelfth (1/12) of one percent (1%) per month of the net asset value of the Class A shares (before deduction of that month's management fee and before making any deduction for any accrued performance fees) at the last valuation day in each month. The management fee will be paid as soon as reasonably practicable after the end of each month.

In addition, we are entitled to receive an annual performance fee from the Cayman Fund, calculated on a share-by-share basis. The Investment Management Agreement may be

terminated by any party on 90 days' written notice and, in certain circumstances, may be terminated immediately.

#### British Virgin Islands Fund

We will receive an annual management fee equal to 1% of the net asset value of each participating share. The management fee will be calculated and accrued monthly and is payable in arrears. The calculation is based on the opening net asset value at the beginning of the month, adjusted for subscriptions and redemptions of that month.

In our sole discretion, we may waive, reduce, or rebate the management fee to be charged with respect to any shareholder including, but not limited to, shareholders that are employees, principals or affiliates of Mori Huston or relatives of such persons and for certain large or strategic investors, without notice to or the consent of the other shareholders.

The amount of the management fee and the performance fee shall be deducted from the net asset value attributable to the shares.

Please reference each Fund's applicable offering documents for more detail on the management, performance, and other fees incurred when investing in these Funds.

#### **Additional Client Fees Charged**

All fees paid to Mori Huston for asset management and investment advisory referral services are separate and distinct from the fees and expenses charged by mutual funds and exchange traded funds (or ETFs) to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge (often referred to as a "load" fee). A client could invest in a mutual fund directly without the services of Mori Huston. In that case, the client would not receive the services provided by Mori Huston which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Mori Huston and any advisor it may have been referred as well as the custody and brokerage fees charged by the client's custodian so that they may fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Mori Huston's fees are also exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, 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.

## **Billing**

Fees are assessed and billed to clients quarterly. Mori Huston does not have authority to deduct fees directly from the client's account unless the client specifically authorizes it under the condition that an invoice will be sent to client and a period of ten days will be given to object to the respective amount before the amount is debited. Fees based on assets under management shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

## **Non-Investment Related Consulting Services**

The fees charged for these services are either hourly or fixed fee which are agreed to by the client and Mori Huston. The amount of the hourly or fixed fee varies from client to client based upon such factors as the time required to be spent providing the services, the complexity of the services, and other expenses associated with providing the services.

## **Additional Services**

Protector on a Trust:	\$500.00 p.a. during Settlor's Lifetime, then up to \$1,500.00 p.a. after Settlor passes.
Providing the address for the record keeping of offshore companies:	\$300.00 p.a.
Helping set up US LLC's and annual maintenance of the companies:	\$300 to set up and \$250.00 p.a.
Assisting clients set up wealth planning structures:	\$500 -\$2,000 to set up.
Assisting clients in their annual tax filings, coordinating with CPA:	\$250.00 p.a.

Fees are negotiable but not refundable. Fees are payable after services are rendered. We will provide a detail of the type of administrative/corporate service provided and add the charge to their quarterly bill. Clients have the authority to cancel our services at any time which can be done verbally and/or in writing.

## **Item 6 Performance-Based Fees and Side-By-Side Management**

Related to the separate accounts and compensation described in Items 4 and 5 above, Mori Huston does not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our compensation structure is disclosed in detail in Item 5 above.

### ***Investment Funds***

As noted in Item 4, we receive performance-based compensation from the Cayman Fund. For each performance period, the performance fee with respect to each participating share will be equal to 15 percent (15%) of the net new appreciation in the net asset value per share of the relevant Class (adjusted for any redemptions and distributions during the performance period) above the high-water mark. The performance fee with respect to each performance period will be calculated by reference to the net asset value before deduction for any accrued performance fee. The performance fee will be paid in arrears within 5 business days after the end of each performance period or as soon as practicable thereafter. If the Investment Management Agreement is terminated during a performance period, the performance fee with respect to the then current performance period will be calculated and paid as though the date of termination were the end of the relevant performance period.

We may manage, at the same time, accounts that are charged a performance-based fee and accounts that are charged a fee only based on assets under management (referred to as “side-by-side” management). As a result, we have an incentive to favor accounts for which we receive a performance-based fee because such accounts could generate higher compensation. Clients should be aware that this creates a conflict of interest and can indirectly influence the way we manage your account. In addition, performance-based compensation is deemed to create a conflict of interest for us as there can be an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of performance compensation. To address these conflicts of interest, we have developed and implemented a Compliance Program, which includes procedures to review for the fair allocation of investment opportunities pursuant to our clients stated investment objectives.

## **Item 7 Types of Clients**

Mori Huston works primarily with high-net-worth individuals either directly or through their trusts via their trustees. Clients include U.S. citizens and non-resident non-citizens of the United States of America. In addition, Mori Huston works with pension and profit-sharing plans.

Mori Huston has no stated minimum account size although typically Mori Huston pursues clients with investible assets of at least \$500,000.00. Clients are advised that performance may suffer due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Performance of smaller accounts may vary from the performance of larger accounts due to fluctuations in the market that may affect smaller accounts more and the effects of compounding potentially being greater in larger accounts.

### ***Investment Funds***

#### **Cayman Fund**

As described in Item 4, we are the investment manager of the Cayman Fund that meet the exclusion from the definition of an investment company under Section 3(c)(7) of the Investment Company Act. The Directors have the overall responsibility for the management and administration of the Cayman Fund; however, the Directors have delegated the investment management responsibilities to us.

The minimum initial investment per subscriber (also known as Fund investor) is \$100,000 in the case of Class A shares (exclusive of any subscription fee). The Directors may reduce the minimum initial investment either generally or in any particular case. However, for so long as the Cayman Fund is registered under section 4(3) of the Mutual Funds Law, the minimum initial investment cannot be less than \$100,000 (or its equivalent in the relevant operational currency) (exclusive of any subscription fee). The minimum amount of any subsequent subscription is \$50,000 or such lesser amount as the Directors may determine, either generally or in any particular case.

#### **British Virgin Islands Fund**

The British Virgin Islands Fund is relying upon an exclusion from the provisions of the Investment Company Act pursuant to the exemption contained in Section 3(c)(1) thereunder. The minimum initial subscription to the British Virgin Islands Fund is \$250,000. The minimum incremental subscription to the British Virgin Islands Fund is \$50,000. The Directors may in their discretion raise or lower the minimum initial subscription amount.

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

**Investing in securities involves risk of loss of capital that clients should be prepared to bear.**

Our Investment Philosophy:

- We seek to understand the client, to align with the client's interests, and to keep an independent mind.
- Our primary responsibility is the preservation of the client's capital, while striving to achieve attractive long-term inflation adjusted returns.
- Asset allocation and risk management is at the heart of our investment process. We look for value and respect the business cycle.
- Our strategy builds on the fact that, in any given market environment, there are undervalued asset classes or sectors which are poised to outperform.
- Active allocation between asset classes and sectors is an important strategy in an environment where no single area is likely to continually dominate, and where returns should be moderate over a protracted period of time.
- When judging any investment on its merits, we focus on its intrinsic value, and always look for a reasonable margin of safety.

### Investment Policy Statement

Our client is at the heart of our investment process, and we mean that literally. We take the time to listen and understand. We start with a carefully thought through, highly individualized and well-documented long-term investment policy. It will be developed closely with the respective investor to ensure representation, association, and an ability to stick to it over long periods of time. It will also help the client to make the really hard decisions in moments of crisis or exuberance. While the investment policy will provide the guiding light for long-term investment success, it should also be organic and will change as circumstances change.

### Active Asset Allocation

The investment policy sets the long-term policy allocation. Within this policy framework we are able to implement our active asset allocation. In forming return expectations for asset classes, we use a combination of risk premium, intrinsic value, and global macroeconomic analysis. Our risk premium analysis is highly influenced by our views on economic growth. We evaluate the long-term growth potential of the global economies, their political risks, and demographic trends as well as structural changes within economies, and for the global economy as a whole. This is especially important in times of seismic shifts in the global political and economic landscape. Combining all these different parts, we get a good view of the intrinsic value of each asset class, and how this compares to the value currently offered in the marketplace.

While diversification is an important aspect in our investment process, we will only invest in an asset class, if our analysis tells us that the prospective return premiums are sufficient relative to the respective risks. Finance theory says that higher expected risk means higher expected return. We believe it does not always work that way. What if the equity risk premium

over bonds is negative and therefore the available long-term returns from bonds are higher than the ones available from equities. Why should an investor have any substantial investment in equities in such a situation? This is an important part in our investment process as our bets relative to the benchmark can be substantial, if we believe that equity markets are overvalued. We consider this flexibility to be an important factor in our ability to add value and protect the client's capital throughout different market environments. When market prices of various assets, securities, currencies, industries, or countries move away from their intrinsic value that is the time when we want to take positions in our portfolios.

Security analysis methods may include fundamental analysis and technical analysis.

- **Fundamental Analysis:** This is the study of the underlying forces that affect the well-being of the economy, industry groups, and companies. Because business cycle phases have different effects on different industries, fundamental analysts look for investment opportunities in the context of the business cycle. In the big picture, a market's underlying fundamentals will eventually determine its direction. However, fundamental analysts have difficulty accounting for sudden and erratic movements in the market when the market's fundamentals have not really changed.
- **Technical Analysis:** This is a discipline within security analysis for forecasting the direction of prices through the study of past market data, primarily price and volume. Technicians employ many techniques, one of which is the use of charts. Using charts, technical analysts seek to identify price patterns and market trends in financial markets and attempt to exploit those patterns. Technicians use various methods and tools; the study of price charts is but one.

Mori Huston utilizes both of these analyses when determining which securities or investment instruments to purchase or sell, which asset classes to invest in including the amount to be invested, the price and time at which such transactions are to be executed in client accounts under advisement. Recommendations are made based on Mori Huston's professional judgment after considering all factors pertinent to the client while upholding its fiduciary duty to the client. Client understands that Mori Huston does not guarantee results and that account fluctuations including losses will occur in accounts supervised and managed by Mori Huston.

Mori Huston uses publicly available and proprietary research. In addition, many of the client custodians also provide investment research to Mori Huston. Mori Huston relies on this research to determine investment strategies and decisions. In addition to the above, Mori Huston relies on financial newspapers and magazines, company press releases, annual reports, prospectuses, filings with the SEC and corporate rating services.

Investment strategies may include allocations to equities, equity mutual funds, American Depositary Receipts, exchange ETFs, fixed income securities including those issued by countries or institutions located in emerging markets, precious metals such as gold, other types of commodities and hedge funds. All of these strategies involve risk and are subject to a partial or even total loss of capital which clients should be prepared for.

Mori Huston will gather financial information and history from client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial



needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by Mori Huston in order to provide the investment advisory services requested.

Adviser recommendations are based on the client's financial situation at the time and are based on financial information disclosed by the client to Mori Huston. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. Adviser cannot offer any guarantees or promises that client's financial goals and objectives will be met. Further, clients must continue to review the plan presented to them and update the same via Mori Huston based upon changes in their financial situation, goals, objectives, or changes in the economy. Should client's financial situation, investment goals or objectives change, clients must notify Mori Huston of any such changes promptly.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Depending on the types of securities we invest in, you may face the following investment risks:

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

**Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

**Interest rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

**Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

**Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your IAR and tax professional on an initial and continuous basis in connection with selecting and engaging in

the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above.

## **Investment Funds**

### **Methods of Analysis and Investment Strategy**

#### **Cayman Fund**

The Cayman Fund is a concentrated investment fund seeking to achieve high compounded annual returns over a multi-year period. The Cayman Fund will consider investments across all geographies, industry sectors and market capitalization levels. While there will be different nuances with each investment, the Fund will generally focus on businesses which generate recurring, predictable free cash flow and are run by management teams that the Fund deems to be strong capital allocators.

The Cayman Fund anticipates that a large percentage of the Cayman Fund's total assets will be invested in the Cayman Fund's ten largest holdings. The Cayman Fund will generally hold equities but may own real estate investment trusts, preferred stocks or other types of securities. Additionally, the Cayman Fund may own other parts of the capital structure, including bonds, warrants, or other hybrid securities if it believes there is a more favorable risk/reward tradeoff. The Cayman Fund will be a long-biased fund, but will may selectively use options to isolate individual company discounts, to enhance/reduce exposure to certain positions or for other purposes. The Cayman Fund will not use leverage. The Cayman Fund managers will hold a significant percentage of their net worth in the same names as the fund.

The investment strategies summarized above represent the current intentions of the Cayman Fund. Depending on conditions and trends in the securities markets and the economy in general, different strategies or investment techniques may be pursued or employed, whether or not described in the Memorandum, subject to any applicable law or regulation. The discussion above includes and is based upon assumptions and opinions concerning financial markets and other matters, the accuracy of which cannot be assured. There can be no assurance that the investment strategies will achieve the investment objective.

#### **British Virgin Islands Fund**

The British Virgin Islands Fund expects to generate appreciation in the net asset value of the shares primarily from interest income, trading profits and other sources. The British Virgin Islands Fund intends to invest primarily in U.S. dollar and, to a lesser extent, Euro and other currency denominated fixed income securities and related financial instruments.

We employ a wide range of investment strategies. These strategies may involve short term trading. The assets of the British Virgin Islands Fund may be maintained in cash or cash-equivalent instruments, pending investment, for defensive purposes, to meet the expense needs of the British Virgin Islands Fund to fund redemptions. In addition, such cash balances of the

Fund may be held temporarily in interest bearing deposit accounts. There will be no offset or reduction of the fees charged by us for these deposits.

The British Virgin Islands Fund will purchase fixed income securities and related financial instruments, as well as preferred shares (or similar securities), conforming to the investment objectives and policies of the British Virgin Islands Fund. The British Virgin Islands Fund may also invest in other investment vehicles that primarily invest in fixed income instruments and related financial instruments and/or preferred shares of banks and other financial institutions.

### **Description of Principal Risks**

An investment in one or more of the Funds is speculative and involves significant risks not associated with other investment vehicles and is suitable only for persons of adequate financial means who have no need for liquidity in this investment and can afford to lose the entirety of their investments. There can be no assurances or guarantees that (i) a Fund's investment objectives will prove successful, (ii) investors will not lose any portion or all of their investment in a Fund, or (iii) investors who invest directly will not lose any portion or all of their investment.

You should consider the Funds as a supplement to an overall investment program and should only invest if you are willing to undertake the risks involved. In addition, investors who are subject to income tax should be aware that an investment in a Fund is likely (if the Fund is successful) to create taxable income or tax liabilities in excess of cash distributions to pay such liabilities. You should therefore bear in mind the risk factors before purchasing an interest in any Fund, or in small business and consumer loans directly. Any or all of such risks could materially and adversely affect investment performance, the value of any such investment or any security held in such investment and could cause investors to lose substantial amounts of money.

There are general risks (i.e., General Economic and Market Conditions), Operating Risks (i.e., Reliance on management team, Conflicts of Interest), Regulatory Risks (i.e., Absence of U.S. Regulatory Oversight). All of these and other important risks are outlined in detail in the Offering Documents.

The foregoing list of risk factors does not purport to be a complete explanation of the risks involved in the offering. Potential investors should read the Offering Documents carefully in its entirety, and to consult their own legal, tax and investment advisers before deciding whether to invest in any Fund.

### **Legal and Regulatory Matters Risks**

Legal developments which may adversely impact investing and investment-related activities can occur at any time. "Legal Developments" means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity

Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). Our management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.

### **System Failures and Reliance on Technology Risks**

Our investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back-up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems' conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable, and result in consequences such as the inability to trade for or monitor client accounts and portfolios. If such circumstances arise, the Investment Committee will consider appropriate measures for clients.

### **Cybersecurity Risk**

A portfolio is susceptible to operational and information security risks due to the increased use of the internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers' and our business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While we have established business continuity plans and risk management systems designed prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

### **Pandemic Risks**

The outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot necessarily be foreseen at the time. This created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other

such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the coronavirus outbreak and future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. These pandemic and other epidemics and pandemics that may arise in the future, could result in continued volatility in the financial markets and could have a negative impact on investment performance.

### Item 9 Disciplinary Information

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Mori Huston is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of its advisory practice or the integrity of its management. Mori Huston has no information applicable to this Item.

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

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As described in detail in Item 4 above, we manage participating share in pooled investment vehicle to Fund investors. We serve as the Investment Manager to the Cayman Fund and the British Virgin Islands Fund, and each Limited Partner of a Fund may be deemed a limited partner of the affiliated Fund.

**Broker-Dealer or Representative Registration**

Neither Mori Huston nor any of its employees are registered representatives of a broker-dealer. Mori Huston is not registered as a broker-dealer and does not intend to seek registration in the immediate future.

**Futures or Commodity Registration**

Neither Mori Huston nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator (or CPO), or a commodity trading advisor. Mori Huston, may, however, seek an exemption from registration as a CPO with the National Futures Association (or NFA) to the extent that it acquires significant commodities investments on behalf of its clients.

**Other Business Lines**

Mori Huston is neither a banking nor thrift institution, accounting firm, law firm, insurance company, pension consultant, nor is it an entity that creates or packages limited partnerships.

**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Mori Huston Partners has an arrangement with Forbes Hare Trust to receive compensation for the referral of corporate and trust services. The agreement provides that Forbes Hare Trust rebates a percentage of the fees received for services rendered by Forbes Hare Trust.

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

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### **Code of Ethics Description**

Mori Huston has implemented a Code of Ethics outlining employee fiduciary duties to its clients. Employee adherence to the highest ethical and professional conduct, compliance with laws, and protection of material non-public information are included in our Code of Ethics. To avoid any conflicts of interest regarding personal securities transactions, officers and employees will be required to certify on a quarterly basis that they have not traded for their personal account any security that was purchased for a fund, or an account managed by the Company except in compliance with the procedures outlined in our Code of Ethics.

Mori Huston will provide a full copy of its Code of Ethics to any client or prospective client upon request and posts an updated copy on its website ([www.MoriHuston.com](http://www.MoriHuston.com)).

### **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

Mori Huston may buy or sell for itself investment products recommended to clients. While this may potentially create a conflict of interests, clients' transactions will be placed before transactions of Mori Huston and any associated person of Mori Huston. Records will be maintained of all securities bought or sold by Mary Mori-Huston and Robert Mori, associated persons or related entities. Such records will be available for inspections upon request.

Files of securities transactions effected for Mori Huston will be maintained for review should there be a conflict of interest. Robert Mori will review all securities transactions of related persons of Mori Huston to ensure no conflicts exist with client executions.

We may have conflicts of interest in managing the portfolio of the Funds because its compensation for managing and/or advising other investment vehicles or accounts may exceed its compensation for managing the portfolio of the Funds, thus providing an incentive to prefer such other investment vehicles or accounts. Moreover, if we make trading decisions in respect of such investment vehicles or accounts and in respect of the Funds at or about the same time, the Funds may be competing with such other investment funds or accounts for the same or similar positions. We will endeavor to allocate all investment opportunities on a fair and equitable basis between the Funds and those other investment vehicles and accounts.

We provide investment advisory services to separately managed accounts of clients that may invest in the Funds. For such advisory clients, we will receive investment management fees on multiple levels such as advisory fees for advising clients as to their individual accounts and management fees to be received in connection with investment management services provided to the Funds. This arrangement results in our client that invests in the Funds paying higher fees to us than a person that directly invests in the Funds in the absence of such investment advisory relationship. The right to receive such additional management fees is a conflict of interest for us in that it incentivizes us to direct our clients to invest in the Funds. We will



refund to our discretionary advisory clients additional fees received by us arising from our services to the Funds, that result from the multiple levels of management fees for such advisory clients.

## Item 12 Brokerage Practices

Mori Huston is independently owned and operated and is not controlled by, or under the common control of, a broker-dealer, any other financial or non-financial entity, whether domestic or foreign.

We are responsible for any trading decisions of the Funds. We are authorized to determine the brokers or dealers to be used for each securities transaction for the Funds. We will determine the allocation of assets between the brokers and dealers according to the nature and type of transaction. It is our policy when executing securities transactions to take all reasonable steps to obtain the best possible result taking into consideration relevant “execution factors”, including price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of the transaction. All such transactions will be undertaken in compliance with the laws and regulations to which the Funds are subject.

We do not need to solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread. We may enter into arrangements whereby a broker or dealer may use part of the relevant dealing commission to pay for certain services related to the execution of transactions on behalf of customers and/or the provision of investment research that we received. It is intended that such arrangements will assist us in the provision of investment management services to the Funds. We may agree that a broker will be paid a commission exceeding the amount another broker would have charged for the same transaction if, in our good faith judgement, the amount of the commission is reasonable in relation to the value of the brokerage and other services provided or paid for by such broker.

### **Factors Used to Select Broker-Dealers for Client Transactions**

If asked, Mori Huston may suggest brokers or custodians to clients. In general, Mori Huston relies on the brokerage services of the client’s asset custodian to execute transactions in the client’s account, but the ultimate decision of brokerage and asset custodian selection lies with the client. For clients that wish to maintain certain brokerage relationships (i.e., directed brokerage), Mori Huston does not negotiate commission rates, and clients may pay higher commissions than they would have had Mori Huston had brokerage discretion over the account.

As noted above, if asked, Mori Huston may suggest brokers or custodians to clients. Mori Huston will select appropriate broker-dealers based on a number of factors, including but not limited to their relative transaction fees and reporting ability. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Mori Huston.

- ***Directed Brokerage:*** Mori Huston will comply with written instructions by our clients for client directed brokerage. Clients understand that by directing us to use a specific broker to execute a transaction we are not able to negotiate the associated costs nor are we able to provide the best advice. In circumstances where a client directs Mori Huston to use a certain broker-dealer, Mori Huston still has a fiduciary duty to its clients. The

following may apply with Directed Brokerage: Mori Huston's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and potential conflicts of interests arising from brokerage firm referrals.

- **Best Execution:** Best practice makes it Mori Huston's duty to seek terms that secure best execution for and maximize the value of (i.e., ensure the best possible result overall) each client's portfolio. We seek the most favorable terms for client trades given the particular circumstances for each trade (such as transaction size, market characteristics, liquidity of security, security type). We look for brokers, which provide best execution while considering, among other things, commission rates, timeliness of trade executions, and the ability to maintain anonymity, minimize incomplete trades, and minimize market impact. The value of a broker's research is of secondary nature but is taken into consideration if a clear advantage for the client in our decision-making process is being identified. Broker research could be used to service all our clients. The value of a broker's products is not taken into consideration. We identify potential investment products for clients only by evaluating the merits of the products themselves.
- **Soft Dollar Arrangements:** Mori Huston does not have any soft dollar arrangements at this time. However, Mori Huston utilizes the services of custodial broker dealers. As such economic benefits are received by Mori Huston. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to Mori Huston's accounts, ability to conduct "block" client trades, electronic download of trades, balances and positions, duplicate and batched client statements, and the ability to have advisory fees directly deducted from client accounts.

### **Aggregating Securities Transactions for Client Accounts**

Mori Huston is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other clients of Mori Huston. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

### **Administrative Trade Errors**

Trading errors may include a number of situations, such as:

- The wrong security is bought or sold for a client.
- A security is bought instead of sold.
- A transaction is executed for the wrong account.
- Securities transactions are completed for a client that had a restriction on such security, or
- Securities are allocated to the wrong accounts.

If Mori Huston makes an error in submitting a trade order on your behalf, we will place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the corrective action, the gain will remain in your account unless it is legally not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If a loss occurs due to our administrative trade error, we are responsible and will pay for the loss to ensure that you are made whole.

Note: To limit the respective administrative expenses and burden of processing small trade errors, it should be noted some custodians (at their own discretion) may elect not to invoice us if the trade error involves a de minimis dollar amount (usually less than \$100). Generally, if related trade errors result in both gains and losses in your account, they may be netted.

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**Item 13      Review of Accounts**

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Investment recommendations and advisory referrals will be made only after obtaining personal interviews with each client concerning clients' current financial status, future goals and attitudes towards risk. Related documents supplied by the client are carefully reviewed, along with data gathered from the client. All clients are advised that it remains their responsibility to notify Mori Huston of any changes in their investment objectives and/or financial situation.

In non-discretionary accounts, the client is under no obligation to act on Mori Huston's recommendations, the client is under no obligation to effect the transactions.

All customer assets will be held by the custodian of the account. Mori Huston will not hold customer funds or securities.

**Schedule for Periodic Review of Client Accounts and Advisory Person Involved**

Client accounts will be reviewed by Mori Huston on a weekly basis internally. Mori Huston will review the account with the client at least on a yearly basis, or more often should the client make such a request. Client meetings will be used to determine whether or not the customer objectives have changed and to confirm client risk tolerance and customer expectations with regards to performance of the portfolio. The employed investment strategy will be reviewed and the need to rebalance the portfolio will be addressed. These reviews and meetings will be carried out by the Managing Partners of Mori Huston, Mary Mori-Huston, and Robert Mori. There is no minimum number of accounts assigned to the reviewer.

**Review of Client Accounts on Non-Periodic Basis**

Other conditions that may trigger a review of clients' accounts are market conditions, changes in the tax laws, new investment information, and changes in a client's financial situation.

**Investment Funds**

The Directors will periodically review the operations and investment performance of the Cayman Fund. The Directors review the operations of the British Virgin Islands Fund at regular meetings.

**Content of Client Provided Reports and Frequency**

Clients have the option of receiving their statement at the end of each month or on a quarterly basis directly from the asset custodian. The statements are intended to inform clients as to how their investments have performed during the selected period. In most instances the clients have the option of accessing their account online directly from the custodian. In addition, Mori Huston may provide performance calculations for clients that do not receive them from their custodian. It is intended to provide an overview of the client's portfolio based on the end of the quarter.

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**Item 14      Client Referrals and Other Compensation**

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**Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Mori Huston has an arrangement with Forbes Hare Trust to receive compensation for the referral of corporate and trust services. The agreement provides that Forbes Hare Trust rebates a percentage of the fees received for services rendered by Forbes Hare Trust.

As disclosed in Item 12, broker-dealers, or custodians with whom Mori Huston has or may enter into a service relationship, may make available to Mori Huston, other products and services that benefit Mori Huston but may not benefit its clients' accounts. Some of these other products and services assist Mori Huston in managing and administering clients' accounts.

While Mori Huston at all times endeavors to put the interests of its clients first as part of Mori Huston's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of Mori Huston and/or its associated persons when making recommendations. Mori Huston has procedures in place to periodically review client accounts for adherence to client investment objectives and to ensure that client assets are invested in, what we believe, are the best available investments for the strategies we are implementing and monitoring. We will invest client assets into the investments we feel are most advantageous to our clients, regardless of additional fee revenues.

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**Item 15      Custody**

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Mori Huston will not, under any circumstances, have custody of client funds. However, Mori Huston usually has the authority to deduct its fees from a client's account and can therefore be understood to have custody in this particular and limited respect. Mori Huston works with a number of qualified custodians including Charles Schwab, Citibank, Banco Santander and Jefferies LLC. Clients are not limited to the custodians with which Mori Huston currently works and it is the customer's decision with which custodian they ultimately choose to hold their portfolio.

Customer accounts held at the custodian of their choosing will be in their own names or in the names of their trust or corporate account. If asked, Mori Huston may suggest brokers or custodians to clients. In general, Mori Huston relies on the brokerage services of the client's asset custodian to execute transactions in the client's account, but the ultimate decision of brokerage and asset custodian selection lies with the client. For clients that wish to maintain certain brokerage relationships (i.e., directed brokerage), Mori Huston does not negotiate commission rates, and clients may pay higher commissions than they would have had Mori Huston had brokerage discretion over the account.

Clients have the option of receiving their statement at the end of each month or on a quarterly basis directly from the asset custodian. The statements are intended to inform clients as to how their investments have performed during the selected period. In most instances the clients have the option of accessing their account online directly from the custodian. Mori Huston strongly recommends that clients review their custody account statements monthly and compare those statements with the statements and information they receive from Mori Huston.

**Investment Funds**

As the Investment Manager of the Funds, we are deemed to have custody of client funds and/or securities. An independent public accountant will annually audit the pooled investment vehicle(s) that we manage. Audited financial statements are annually distributed to the Fund investors.

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**Item 16      Investment Discretion**

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Mori Huston provides advisory services on a discretionary and non-discretionary basis, including portfolio reviews and recommendations with respect to various investments.

For each discretionary account, Mori Huston enters into an Investment Advisory Agreement with the client and is granted a limited power of attorney on the client accounts, which limits the form to transactions in securities only. In addition, the firm establishes an individual investment policy for each client, which includes a discussion of risk tolerances (both the ability and willingness to bear risk), return objectives, time horizon, liquidity requirements, liabilities, tax considerations, and any legal, regulatory, or other unique circumstances. Investments are done within the limits of the Investment Advisory Agreement and the Investment Policy.

**Adherence to Client's Investment Objectives**

Mori Huston has authority to determine the type and amount of securities to be bought and sold without obtaining specific client consent. This authority shall be established upon execution by the client of the limited power of attorney. Mori Huston will consider, when making decisions for customer's accounts, such factors as price, the ability of the brokers to effect the transactions, the brokers' facilities, reliability, and financial responsibility, and any products or services provided by such brokers. While Mori Huston may have full discretion over the account allowing it to buy securities without obtaining specific client consent, meeting with the client always take place prior to putting investment strategies into place. Securities intended to be purchased are presented to the client prior to implementation of a specific investment plan, and, in exercising discretion over a client's account, Mori Huston must adhere to the client's investment objectives including any investment restrictions or allocation guidelines.

Investment guidelines and restrictions must be provided to Mori Huston in writing and are recorded in the Investment Policy Statement.

**Investment Funds**

We have the full discretion to manage, invest and reinvest the assets of the Funds in interest of attaining the investment objective and in accordance with the investment strategies and restrictions described in the Offering Memorandum. We are also authorized to determine the brokers or dealers to be used for each securities transaction for the Funds. We may delegate any of our powers under the Investment Management Agreement to any other person or persons as the Investment Manager deems appropriate.



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**Item 17      Voting Client Securities**

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**Proxy Voting**

As a matter of firm policy and practice, Mori Huston does not have any authority to, and does not, vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

**Class Actions**

From time-to-time securities held in your portfolio may be the subject of class action litigation. The decision regarding whether to file a proof of claim in a class action settlement is a question involving legal judgment. Mori Huston does not instruct or give advice to you on whether or not to participate as a member of class action lawsuits and will not automatically file claims on your behalf. If you request additional assistance, Mori Huston will provide any transaction information pertaining to your account that may be helpful and/or needed in order for you or your custodian to file a proof of claim in a class action.

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**Item 18      Financial Information**

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In this item, Registered Investment Advisers are required to provide you with certain financial information or disclosures about Mori Huston's financial condition.

Except for the private funds, we are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance,
- take custody of client funds or securities, or
- currently have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Additionally, we have not been the subject of a bankruptcy petition at any time during the past ten years.

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**Item 19**      **Requirements for State-Registered Advisers**

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Not applicable.