

**Windrose Advisors, LLC**  
**Form ADV Part 2A**  
**Investment Adviser Brochure**

Watermill Center  
800 South Street, Suite 600  
Waltham, MA 02453  
(617) 421-1750  
[www.windroseadvisor.com](http://www.windroseadvisor.com)

March 2023

This Brochure provides information about the qualifications and business practices of Windrose Advisors, LLC (“we”, “us”, “our”). If you have any questions about the contents of this Brochure, please contact Paul S. Pomerantz, Controller and Chief Compliance Officer, at (857) 241-2233 or [pppomerantz@windroseadvisor.com](mailto:pppomerantz@windroseadvisor.com).

Additional information about our Firm is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

We are a registered investment adviser. Please note that use of the term “registered investment advisor” and a description of the Firm and/or our employees as “registered” does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

## Item 2: Summary of Material Changes

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In this Item of Windrose Advisors, LLC's (Windrose or the Firm) Form ADV 2, the Firm is required to discuss any material changes that have been made to Form ADV since the last Annual Amendment, dated March 29, 2022.

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

Since our last Annual Amendment filing, the Firm has the following material changes to report:

- Effective June 2022, John D. Haase no longer has any ownership of Windrose Advisors, LLC. See Item 4 Advisory Business for information.
- Effective January 2023, ownership changes have been updated. Please see Item 4: Advisory Business.
- This Form was updated to include information regarding our fiduciary role when providing services to retirement investors and retirement accounts. Please see Item 4: Advisory Business for more information.
- This Form was updated to include disclosure of our conflict of interest related to the financial incentive we have in recommending the transfer of retirement plan assets to accounts that we manage. Please see Item 5: Fees and Compensation for more information.

### **Full Brochure Available**

Windrose Advisor's Form ADV may be requested at any time, without charge by contacting Paul S. Pomerantz, Controller and Chief Compliance Officer via email [ppomerantz@windroseadvisor.com](mailto:ppomerantz@windroseadvisor.com).

Additional information about our Firm is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

## Item 3: Table of Contents

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Item 1: Cover Page .....	1
Item 2: Summary of Material Changes .....	2
Item 3: Table of Contents .....	3
Item 4: Advisory Business .....	4
Item 5: Fees and Compensation .....	6
Item 6: Performance-Based Fees & Side-by-Side Management .....	8
Item 7: Types of Clients.....	8
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss .....	8
Item 9: Legal and Disciplinary Information.....	11
Item 10: Other Financial Industry Activities and Affiliations .....	11
Item 11: Code of Ethics, Participation, or Interest in Client Transactions & Personal Trading ....	12
Item 12: Brokerage Practices .....	13
Item 13: Review of Accounts .....	14
Item 14: Client Referrals and Other Compensation .....	14
Item 15: Custody .....	15
Item 16: Investment Discretion .....	15
Item 17: Voting Client Securities .....	16
Item 18: Financial Information .....	16

## Item 4: Advisory Business

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Founded in 2009, Windrose Advisors, LLC (hereinafter referred to as “Windrose”, “company”, “firm” “we”, “us”, and “our”) delivers sophisticated, highly customized, financial advice to a select group of high net-worth individuals, families, charitable foundations, and pooled investment vehicles. William A. Heitin, Daniel Fireman, DF Capital, LLC, DF Capital II LLC, and Phyllis Fireman Reebok GRAT FBO Daniel Fireman are the principal owners.

Windrose develops close, trusting, relationships with clients. From the start of a relationship, we implement a careful and meticulous process to get to know our clients, understand their needs and map out a strategy that meets their long-term objectives. Risk tolerance, return expectations, liquidity constraints, time horizon, and overall financial goals are reviewed and discussed before formalizing an investment plan. We also provide education and integrated financial planning into investment recommendations and strategy.

Windrose has developed a proprietary investment platform across all asset classes. We source, diligence, review and manage each investment we recommend to clients. Clients enjoy full access to our research. They also review research documents prior to each investment being authorized. We believe proprietary direct investments or “in-house” products create a potential conflict of interest. We gain access to and partner with high-quality external investment managers. We employ mainly active, but also passive styles of investing depending on the asset class and client needs.

Windrose provides financial planning services to clients and integrates this service into investment recommendations and strategy. Financial planning often includes charitable giving, generational wealth transfer, liability management, retirement planning, and estate planning and insurance. We work closely with other professional service providers, such as attorneys and accountants, who directly advise and execute strategy for clients.

In addition, when appropriate, Windrose creates pooled investment vehicles to invest client funds in other private investment funds. Windrose also serves as investment advisor to these privately offered pooled investment vehicles. These pooled investment vehicles are available only to persons who are “accredited investors” under the Securities Act of 1933, or, in the case of some of the funds, “qualified purchasers” under the Investment Company Act of 1940, as amended. These pooled investment vehicles have not historically been made available to non-Windrose clients and are not registered investment companies.

Windrose tailors investment advisory services to the individual needs of the client. Windrose clients are allowed to impose restrictions on the investments in their account.

Windrose does not participate in a Wrap Fee Program.

The total amount of client assets managed and advised by Windrose as of December 31, 2022, was \$2,368,437,754. These assets are comprised of:

**Regulatory Assets Under Management**

- Discretionary assets under management: \$769,315,476
- Non-discretionary assets under management: \$1,599,122,278 , and

**Assets under Advisement**

- Assets under Advisement: \$1,239,275,835

**Fiduciary Statement**

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act, ("ERISA") and/or the Internal Revenue Code, ("IRC"), as applicable, which are laws governing retirement accounts.

We have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. We must take into consideration each client's objectives and act in the best interests of the client. We are prohibited from engaging in any activity that is in conflict with the interests of the client. We have the following responsibilities when working with a client:

- To render impartial advice;
- To make appropriate recommendations based on the client's needs, financial circumstances, and investment objectives;
- To exercise a high degree of care and diligence to ensure that information is presented in an accurate manner and not in a way to mislead;
- To have a reasonable basis, information, and understanding of the facts in order to provide appropriate recommendations and representations;
- Disclose any material conflict of interest in writing; and
- Treat clients fairly and equitably.

Regulations prohibit us from:

- Employing any device, scheme, or artifice to defraud a client;
- Making any untrue statement of a material fact to a client or omitting to state a material fact when communicating with a client;
- Engaging in any act, practice, or course of business which operates or would operate as fraud or deceit upon a client; or
- Engaging in any manipulative act or practice with a client.

We will act with competence, dignity, integrity, and in an ethical manner, when working with clients. We will use reasonable care and exercise independent professional judgement when conducting investment analysis, making investment recommendations, trading, promoting our services, and engaging in other professional activities.

## **Item 5: Fees and Compensation**

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Windrose charges a fee, paid quarterly in advance, for investment advisory services. The fee is based on the market value of the financial assets we oversee. Our fee practices are fully transparent, and clients receive a written “Investment Advisory Agreement” capturing all fees.

Our annual advisory fee typically ranges from 0.45% to 1.00% and covers all services provided by Windrose. Should a client decide to terminate our relationship, Windrose will refund any unearned fees on a pro-rated basis.

The fees paid by clients to Windrose are the only form of compensation received by the firm.

As noted, in Item 4, Windrose does not charge a separate fee for financial planning.

### **Administrative & Management Fees – Pooled Investment Vehicles**

When needed, Windrose may invest client assets in pooled private investment vehicles. Those advisory clients who invest in these pooled private investment vehicles are not charged a management fee, however, non-advisory clients will be charged an industry standard management fee. Administrative expenses experienced by the pooled private investment vehicles are passed through to participating clients. The fee strictly covers specific administrative costs directly associated with the pooled investment, such as legal, tax, audit, accounting and reporting costs. Fees are allocated equally to all investors.

In the event that a client who has terminated an advisory relationship with Windrose has committed assets to Windrose-established pooled private investment vehicles, the client will remain subject to the terms of the pooled private investment vehicles’ partnership agreement and will pay a management fee as compensation for the ongoing management of those illiquid residual assets, likely commencing in the first quarter following the termination of the clients advisory engagement with Windrose. Termination of an advisory agreement with Windrose does not necessarily permit a client to redeem its interest in the pooled private investment vehicles.

### **Agreement Terms**

Either party may terminate an agreement at any time by notifying the other in writing. If the client made an advance payment, Windrose will refund any unearned portion of the advance payment.

### **Cash Balances**

Some of your assets may be held as cash and remain uninvested. Holding a portion of your assets in cash and cash alternatives, i.e., money market fund shares, may be based on your desire to have an allocation to cash as an asset class, to support a phased market entrance strategy, to facilitate transaction execution, to have available funds for withdrawal needs or to pay fees or to provide for asset protection during periods of volatile market conditions. Your cash and cash equivalents will be subject to our investment advisory fees unless otherwise agreed upon. You may experience negative performance on the cash portion of your portfolio if the investment advisory fees charged are higher than the returns you receive from your cash.

## **Retirement Plan Rollover Recommendations**

As part of our investment advisory services to our clients, we may recommend that clients roll assets from their employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will advise on the client's behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts.

If the client elects to roll the assets to an IRA that is subject to our advisement, we will charge the client an asset-based fee as set forth in the advisory agreement the client executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to the client (i.e., receipt of additional fee-based compensation). Clients are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if clients do complete the rollover, clients are under no obligation to have the assets in an IRA advised on by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in our clients' best interests and not put our interests ahead of our clients'.

Under this special rule's provisions, we must:

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

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, clients should consider the costs and benefits of a rollover. Note that an employee will typically have four options in this situation:

1. leaving the funds in the employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide clients with a written explanation of the advantages and disadvantages of both account types and document the basis for our belief that the rollover transaction we recommend is in your best interests.

### **Fees of Other Managers & Service Providers**

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs incurred by clients. Clients may incur costs associated with custodians, brokers, third party investment managers and other third-party service providers. In some cases, investments recommended by Windrose may be available from other, unaffiliated investment advisors at potentially different fee structures.

Windrose does not receive any portion of these fees and only receives compensation from clients.

## **Item 6: Performance-Based Fees & Side-by-Side Management**

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In certain circumstances, Windrose charges performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

For certain funds managed by Windrose, the Firm charges a management fee as described in Item 4 above and a performance fee of 10% of gains and/or income of the fund. In addition, if an investor in a Windrose-Sponsored Private Fund ceases to be a Windrose client, they may be charged a 1% annual management fee and a 10% performance fee for that particular investment as further described in the Private Fund Offering documents.

## **Item 7: Types of Clients**

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Windrose provides sophisticated, highly customized, financial advice to a select group of high-net-worth individuals, families, and charitable foundations. Our clients generally have investable assets ranging between \$25 million to over \$1 billion. We typically advise on a client's complete asset base. We reserve the right to make exceptions and we closely consider each new client relationship. As previously mentioned, Windrose will occasionally create or utilize established pooled investment vehicles for clients.

## **Item 8: Methods of Analysis, Investment Strategies & Risk of Loss**

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Windrose takes particular care to consider all aspects of a client's financial situation. We suggest investments to clients that fit their specific portfolio. In accounts where we have discretion, transparency is still considered paramount with investment recommendations based on extensive information, education and research provided by our firm.

Our firm has developed a thorough and proprietary due diligence process. Our process includes but is not limited to performance analysis, interviews, background checks, reference checks, analysis of business continuity plans, interviews with personnel, on-site visits, marketing and legal documentation review, etc. During the course of our diligence process, we visit the investment manager's offices at least once and generally multiple times. We also consider the manager's investment process, team bench strength, turnover, overall experience, operations



and financial condition. Typically, multiple Windrose team members are involved in the diligence process.

Before a manager becomes part of the Windrose investment platform and eligible for recommendation to clients, an investment must be approved by our Investment Committee. Diligence reports are reviewed by the Chief Investment Officer (CIO) and submitted to the Investment Committee for additional review. The Investment Committee meets to discuss each investment manager and a vote is conducted before a manager is approved (or not). The committee consists of the Chief Investment Officer, Chief Operations Officer and Managing Partner, as well as key senior investment analysts.

Our investment philosophy is rooted in deep experience across all asset classes, several market cycles and with the world's most sophisticated institutions. We believe outstanding investment opportunities constantly exist, and we exploit them by carefully selecting the highest quality investment managers. Our evaluation of managers and markets may lead to tactical investments in inefficient, undervalued and overlooked asset classes.

We focus in the most inefficient asset classes, where we feel the greatest opportunities are found with top quartile managers. In all asset classes, we seek to utilize exceptional independent managers and build a portfolio of core and niche investments. We customize portfolios for each client through a mix of active and passive investments.

Windrose cannot guarantee any level of performance or that any client will avoid a monetary loss. Any investment in public or private securities involves the possibility of financial loss that clients should be prepared to bear.

We discuss risks with clients, both on a portfolio level as well as at an individual manager level. We mitigate risks through diversification across geographies, asset classes, sectors and managers. We conduct scenario analysis and simulations to help capture potential risks and losses. Losses beyond those projected or historically experienced by an investment manager are possible.

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all inclusive but should be considered carefully by a prospective client before retaining Windrose's services. These risks should be considered as possibilities, with an additional regard to their actual probability of occurring and the effect on a client if there is in fact an occurrence.

**Market Risk** – The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Windrose's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political demographic or social events. If a client has a high allocation in a particular asset class, it may negatively affect the overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that

outperforms other asset classes in a particular period will cause that client account to underperform relative to the overall market.

**Advisory Risk** – There is no guarantee that Windrose’s judgment or investment decisions about particular securities or asset classes will produce the intended results. Windrose’s judgment may prove to be incorrect, and a client might not achieve their investment objectives. Windrose may also make future changes to the investing platform and advisory services it provides. In addition, it is possible that clients or Windrose may experience information technology failure, loss of internet access, viruses, or other events that may impair the execution of Windrose’s advisory services. Windrose and its representatives are not responsible to any client for losses unless caused by a breach of Windrose’s fiduciary duty.

**Volatility and Correlation Risk** – Clients should be aware that Windrose’s investment selection process is based in part on a careful evaluation of past price and investment manager performance, and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a client and become more acute in times of market upheaval or high volatility. Past performance is not a guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

**Liquidity and Valuation Risk** – Private equity and private real estate funds are not “liquid” (they cannot be sold or exchanged for cash quickly or easily), and the interests are typically nontransferable without the consent of a fund’s general partner. As a result, private equity and private real estate funds are generally only suitable for sophisticated investors who have carefully considered their financial capability to hold these investments for the long term. The portfolio holdings in private equity and private real estate funds may be difficult to value because they are not usually quoted or traded on any financial market or exchange. As such, not easily available market prices for most of a fund’s holdings are available. Additionally, it may be hard to quantify the impact a manager has had on underlying investments until those investments are sold.

Fulfilling capital calls to provide managers with the committed capital is a contractual obligation of each investor. Failure to meet this requirement in a timely manner could elicit significant adverse consequences, including, without limitation, the forfeiture of the defaulting investor’s interest in the fund.

**Credit Risk** – Clients are exposed to, and Windrose cannot control the risk that financial intermediaries, security issuers, or investment managers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of client securities.

**Legislative and Tax Risk** – Performance may be directly or indirectly affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government’s guarantee of ultimate

payment of principal and interest on certain government securities; and changes in tax code that could affect interest income, income characterization and/or tax reporting obligations. In certain circumstances a client may incur taxable income on its investments without a cash distribution to pay the tax due.

**Cybersecurity Risk** – A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.

**Pandemic Risk** – Large-scale outbreaks of infectious disease can greatly increase morbidity and mortality over a wide geographic area, crossing international boundaries, and causing significant economic, social, and political disruption.

## **Item 9: Legal and Disciplinary Information**

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Windrose is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of the Firm's advisory business or the integrity of the Firm's management. To date, Windrose has not experienced any of the aforementioned events.

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

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Windrose and its employees may serve on the board of advisors of investment managers. These are non-compensated positions and provide the firm with additional insight on a firm and their investments.

We are not registered as a broker-dealer, futures commission merchant, commodity pool operator or a commodity trading advisor. No employees are registered representatives of a broker-dealer.

DFCA Consumer Growth LLC ("DFCA"), formerly Fireman Capital Partners, LLC, is an affiliated investment advisor registered with the SEC. Windrose does not provide advice or recommendations relating to DFCA. We do not receive any form of compensation from DFCA. Clients may independently choose to invest with DFCA.

In certain cases, Windrose creates pooled investment vehicles, and acts as a managing member to those pooled investment vehicles. When appropriate, we create these vehicles to reduce investment minimums on behalf of our clients or to meet specific criteria required by a chosen investment manager. Investors that are affiliates of Windrose may commit assets to the pooled investment vehicle alongside Windrose clients.

In addition, we have added a cross reference to other disclosure concerning potential conflicts of interest when two of our Funds own interests in the same portfolio company and disclosure

concerning directors' and officers' insurance obtained by our Funds and how the payment of premiums for that insurance are shared by our Funds.

Certain employees are Certified Public Accountants. These individuals do not practice traditional accounting outside of their roles at Windrose.

Windrose may select other investment advisors for its clients. Windrose does not receive any compensation directly related to the selection of other investment advisors.

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

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Windrose has a formal written Code of Ethics ("Code") that includes the policies and procedures governing the conduct of Windrose's partners and employees.

The Code describes our high standard of business conduct, fiduciary duty to clients and contains provisions designed to prevent misconduct and conflicts of interest and to detect any violation. The Code's key provisions include:

- Statement of General Principles
- Policy on and Reporting of Personal Securities Transactions
- A Prohibition on Insider Trading
- Restrictions on the Acceptance of Significant Gifts
- Procedures to Detect and Deter Misconduct and Violations
- Requirement to Maintain Confidentiality of Client Information

Annually, Windrose partners and employees are required to acknowledge receipt and understanding of the firm's Code of Ethics.

Clients and prospective clients may obtain a copy of our Code of Ethics upon request.

As noted above under "Other Financial Industry Activities and Affiliations", DFCA may organize and offer interests in investment funds that invest in individual companies. Windrose clients may invest in those funds directly, but we do not provide advice or recommendations on these investments.

Windrose partners and employees may, from time to time, invest in the same investments as clients. We prohibit trading public securities ahead of or alongside clients. Our Chief Compliance Officer maintains a list of restricted securities that partners and employees may not purchase or sell based on inside or non-public information. In addition, our Chief Compliance Officer reviews all employee trades quarterly.

Neither Windrose nor its employees recommend to clients or buy or sell for client accounts, securities in which they have a material financial interest except where Windrose acts as General Partner.

It is Windrose's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. Windrose will also not cross trades between client accounts.

## **Item 12: Brokerage Practices**

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Windrose considers brokerage practices when evaluating investment opportunities in both publicly traded and private investment funds. The practice of investment managers varies, and certain managers may not utilize the lowest cost broker for trade execution.

Windrose has not received client referrals from broker-dealers nor engaged in any fee sharing arrangements with broker-dealers.

We execute brokerage transactions on behalf of our clients. Clients either specify their preferred broker or allow us to choose a broker. In cases where the client directs Windrose to use a particular broker-dealer to execute some or all transactions for the client, the brokerage direction must be requested by the client in writing. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and Windrose will not seek better execution services or prices from other broker-dealers. By directing brokerage, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Not all advisers require or allow their clients to direct brokerage. Subject to its duty of best execution, Windrose may decline a client's request to direct brokerage if, in Windrose's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

If the client requests Windrose to arrange for the execution of securities brokerage transactions for the client's account, Windrose shall direct such transactions through broker-dealers that Windrose reasonably believes will provide best execution. Windrose shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution. In our evaluation, we consider cost, responsiveness, trade execution capability and broker financial stability.

Windrose may receive from the broker-dealer, at no cost to Windrose, professional services, computer software and related systems support, enabling Windrose to better monitor client accounts maintained with the broker-dealer. Windrose may receive this support without cost because of the portfolio management services rendered to clients that maintain assets with the broker-dealer. The support provided may benefit Windrose, but not its clients directly. In fulfilling its duties to its clients, Windrose endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Windrose's receipt of economic benefits from a broker-dealer may create a conflict of interest since these benefits may influence Windrose's choice of broker-dealer over another broker-dealer that does not furnish similar services, software and systems support.

The Funds may also reimburse expenses for travel and meals specifically related to the Funds. Bookkeeping fees and software services specific to the sleeves may also be paid for or provided by the Funds. Windrose believes these benefits do not, either individually or collectively, impair Windrose's independence.

In no case will Windrose accept fees or compensation from broker-dealers.

Trade aggregation is the act of trading a large block of a security in a single order. Shares of a purchased security are then allocated to the appropriate accounts in the appropriate proportion. The main purposes of order aggregation are (i) for ease of trading and (ii) to obtain a lower transaction cost associated with trading a larger quantity. Windrose does not aggregate or block trades. As a result, clients purchasing securities around the same time may receive a lower or higher price than other clients. As to transaction costs, trades enacted on the Schwab platform are charged transaction fees at the account level, therefore there would be no transaction cost benefit to block trading versus trading each account separately.

### **Item 13: Review of Accounts**

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At the firm level, Gildas Quinquis, Partner and Chief Investment Officer, William A. Heitin, Partner and President, and Kenneth R. Polay, Partner and Chief Executive Officer meet regularly to discuss asset allocation strategy, investment manager performance and the implementation of our investment platform for clients.

Each client relationship is assigned a direct team of four people representing four disciplines: relationship management, investment analysis, client service, and financial planning. The client coverage team meets regularly to review and discuss client relationships. At a minimum, teams formally review client portfolios and strategy twice per year. These formal reviews typically include meeting with clients to both review results and agree on a plan forward. By maintaining a relatively low ratio of clients to professionals, we are able to maintain regular dialogue with clients and encourage client communication.

Each quarter, clients receive customized performance reports from Windrose. In addition, they are offered daily access to web statements. Lastly, clients receive account statements directly from custodians, as required, on a quarterly basis.

Client meetings are regularly scheduled. Supplemental written reports, with more detailed manager information including investment performance are provided at meetings as well. Each new investment is reviewed in-person or on the phone. Windrose strives to maintain regular dialogue and communication, education and information that client's value.

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

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Windrose does not receive or pay any compensation for referrals. The firm's primary source of compensation is the advisory fee paid directly by our clients.

## Item 15: Custody

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For Windrose clients, publicly traded assets are primarily held in custody at BNY Mellon NA, an independent global custodian and administrator. In certain circumstances assets may be held at an unaffiliated broker-dealer or bank. Wiring and money movement instructions are created with clients and those instructions are followed by both Windrose and the custodian. The custodian maintains a direct relationship and account with each Windrose client.

Windrose is the Managing Member of several investment related Pooled Investment Vehicles in the form of Limited Liability companies, in which clients invest. Windrose has custody of the investment assets of the vehicles by reason of legal ownership or access to such assets. Windrose complies with the SEC's Custody Rule with regard to the custody of the vehicle. Each pooled investment vehicle is audited annually by an independent accountant in accordance with the custody rules. Investors receive audited financial statements within 120 days after the end of each fund's fiscal year as required.

Clients provide Windrose with written ongoing authorization to wire money between the client's accounts held with the qualified custodian directly to an outside financial institution (i.e., a client's bank account). A copy of this authorization is provided to the qualified custodian. Windrose complies with the SEC's Custody Rule regarding first party money transfers; annually the Firm is subject to a Surprise Examination by an independent accountant.

Clients also provide Windrose with a standing letter of authorization (or similar asset transfer authorization) which allows Windrose to disburse funds on behalf of clients to third parties. As noted above, Windrose complies with the SEC's Custody Rule regarding third party money transfers; annually the Firm is subject to a Surprise Examination by an independent accountant.

The client's custodian is required to send a statement to the client at least quarterly. The statement is a formal report on the assets held in the account and transactions in the account. Clients are urged to carefully review such statements and compare them to the account statements or other reports that we provide. Our performance reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Windrose uses Addepar Inc software to generate customized and consolidated performance reports for clients. These reports are sent to clients electronically, via carrier mail or via on-line access. Quality controls are conducted by Windrose to ensure data integrity and accuracy.

## Item 16: Investment Discretion

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Windrose may accept limited power of attorney to act on a discretionary basis on behalf of clients. A limited power of attorney allows Windrose to execute trades on behalf of clients.

When such limited powers exist between the Windrose and the client, Windrose has the authority to determine, without obtaining specific client consent, both the amount and type of securities to be bought to satisfy client account objectives. Additionally, Windrose may accept any reasonable limitation or restriction to such authority on the account placed by the client. All limitations and restrictions placed on accounts must be presented to Windrose in writing.

Where Windrose has not been given discretionary authority, Windrose consults with the client prior to each trade.

## **Item 17: Voting Client Securities**

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As a general matter of firm policy and practice, Windrose does not request nor have authority to vote proxies on behalf of clients. Clients retain the rights and responsibilities associated with receiving and voting proxies for securities maintained in their portfolios; clients receive proxies directly from either custodians or transfer agents.

In most cases, client securities are professionally managed by third-party investment managers in separately managed accounts. These third-party managers typically vote proxies and other corporate actions on behalf of their investors.

In the case of Windrose-established pooled private investment vehicles, Windrose may determine that it is in the best interest of the clients to vote on issues that may be considered to be proxies, including but not limited to amendments to partnership agreements. Windrose may also choose to decline voting on certain matters.

Clients may contact Paul S. Pomerantz, Controller and Chief Compliance Officer, at (857) 241-2233 for information about proxy voting.

## **Item 18: Financial Information**

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Windrose does not require prepayment of fees over \$1,200 per client and does not require prepayment of fees more than six months in advance. As such, Windrose is not required to provide a balance sheet to clients.

Windrose has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.