

VENTURI WEALTH MANAGEMENT, LLC ***dba* Venturi Private Wealth**

a Registered Investment Adviser

3600 N. Capital of Texas Highway
Building B, Suite 200
Austin, TX 78746

(512) 220-2035

www.venturiwealth.com

This brochure provides information about the qualifications and business practices of Venturi Private Wealth (hereinafter “Venturi” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training. We encourage all clients and investors to carefully review this document in its entirety.

Item 2. Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 28, 2022, we have the following material changes to report.

Item 4: Advisory Business

As of December 31, 2022, the AUM was \$1,973,168,669.

The number of private funds we manage has increased to eight.

Item 5: Fees and Compensation

Investors in certain Venturi private funds who are also wealth advisory clients of Venturi will be charged a fee consistent with their other fees under management at Venturi. In this situation, management fees will be waived at the Fund level and so will fees paid to the General Partner's Carried Interest if applicable. This creates a disparity in the fee structure for investors in these funds' who are not Venturi wealth advisory clients and creates a conflict of interest by encouraging such investors to become wealth management clients.

Item 10: Other Financial Industry Affiliations and Activities

Venturi will not manage the filing of class action forms on behalf of clients, unless agreed with the client in exceptional circumstances. Venturi outsources the filing of all securities class action claims to Chicago Clearing Corporation (CCC). CCC's filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. CCC is compensated with a 17.5% contingency fee paid from the settlements payments obtained for Venturi's clients.

Item 12: Brokerage Practices

Fidelity provides transition assistance for a large number of accounts transitioned from other brokerage firms to the Fidelity platform. The assistance is used for costs associated with transitioning client accounts to Fidelity's custodial platform, associated technology fees, and termination fees associated with moving accounts.

The information set forth in this brochure is qualified in its entirety by the applicable offering materials and/or governing or account documents. In the event of a conflict between the information set forth in this brochure and the information in the applicable governing, account and/or offering documents, such documents will control.

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Item 4. Advisory Business

Venturi Private Wealth (the “Firm” or “Venturi”) offers a variety of advisory services to help families and clients focus on navigating wealth and the complexities surrounding wealth. Such services include investment management and wealth management, financial planning, consulting and insurance. In working with clients, the Firm seeks first to evaluate each client’s current, holistic financial situation. Venturi then designs and implements an investment plan aimed at achieving a client’s financial objectives. Prior to Venturi rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with the Firm setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Venturi is a privately-owned, independent firm headquartered in Austin, Texas. Venturi has been principally owned by Russell Wayne Norwood and George Lawson Clark since August 14, 2015. Two clients are minority owners in the Firm. These clients does not receive reduced fees and are not involved in investment decisions. Several employees are also minority stakeholders in the Firm.

As of December 31, 2022, Venturi had approximately \$1,973,168,669 of regulatory assets under management (“RAUM”), of which \$1,934,619,283 was managed on a discretionary basis and \$38,549,386 of which was managed on a non-discretionary basis.

While this brochure generally describes the business of Venturi, certain sections also discuss the activities of its officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Venturi’s behalf and is subject to the Firm’s supervision or control.

Investment and Wealth Management Services

Clients typically grant us discretionary authority to manage their accounts by signing Advisory Agreements. Discretionary authority means that we can buy and sell investments on clients’ behalf without seeking permission on a trade-by-trade basis. In limited instances, we may have non-discretionary authority on specific holdings where the client will make the ultimate decision on trading. In addition, the Firm provides clients with wealth management services that include a broad range of comprehensive financial planning services in addition to the discretionary management of investment portfolios.

To implement its management services, Venturi allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, options and independent investment managers (“Independent Managers”) in accordance with the client’s stated investment objectives. In addition, Venturi may also recommend that certain eligible clients invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., limited partnerships). Where appropriate, the Firm may also provide advice about any legacy position or other investment held in client portfolios.

Clients also engage Venturi to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Venturi directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider. These assets are usually managed by Venturi on a non-discretionary basis.

Venturi, as a non-discretionary advisor, offers sponsors of employee benefit plans (defined contribution and defined benefit) qualified under the Internal Revenue Code ("IRC") assistance in selecting plan service providers, investment selection, and monitoring. Once a service provider is selected, we will assist a client in implementing their retirement plan program. In implementing the program, Venturi will review the plan design, develop performance standards, and review the service provider's contract. We may also provide assistance with annual strategic employee education and communications in connection with client retirement plan programs.

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

Use of Independent Managers

As mentioned above, Venturi may select certain Independent Managers to actively manage a portion of our clients' assets. These independent investment managers typically charge fees in addition to our fee and Venturi does not receive a portion of third-party manager fees. Venturi will not have discretion in the selection of securities purchased or sold by such managers. The specific terms and conditions under which a client engages an Independent Manager are usually set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients should also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

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

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

Financial Planning and Consulting Services

Venturi offers clients a broad range of financial planning and consulting services, which may include any or all of the following functions:

- Investment Consulting
- Insurance Planning
- Retirement Planning
- Charitable Giving
- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Distribution Planning
- Tax Planning
- Manager Due Diligence
- Executive Stock Planning

While these services are generally rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (as described above), clients can engage the Firm to provide these services on a stand-alone basis. In performing these services, Venturi is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by Venturi under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Venturi's recommendations and/or services.

Private Fund Management

Venturi manages eight private limited partnerships, ("Private Funds"). The Private Funds are offered to Venturi clients and others who qualify for participation. **This brochure is not a public offering of the Funds.** Please refer to Item 16 below and the Private Fund offering documents for further and specific information.

Business Advisory Services

Venturi offers clients business advisory services that are fully customized and defined projects for personal business matters in private business evaluations, financial performance assessment including modeling, investment due diligence, and M&A pre-planning, among others. Our business advisory services are not performed in conjunction with our investment supervisory or investment management services, nor the regular review or monitoring of your investment portfolio.

Fiduciary (3(21)) Services to Retirement Plan Sponsors

Venturi provides pension consulting services to plan sponsors of profit sharing and 401(k) plans. All pension consulting services will be outlined in a 3(21) advisory agreement that shows the services that will be provided and the fees that will be charged for those services. Venturi will assume the duties of a fiduciary “investment adviser” (as such term is defined in Section 3(21) of ERISA).

Venturi will assist and provide guidance to the plan administrator or plan sponsors on a non-discretionary basis to identify and select among investment styles and options and help monitor their investments on an ongoing basis. The plan sponsor/trustee retains ultimate decision-making authority for the investments and may accept or reject the recommendations. Plan assets invested in mutual funds or other investment companies or investment funds may also be subject to additional advisory fees, management fees and other expenses, as set forth in the prospectuses of such funds, and are paid by the Plan in addition to the fees charged by Adviser under this Agreement.

Item 5. Fees and Compensation

Venturi offers its services on a fee basis, usually based on assets under management or advisement and occasionally fixed or hourly. The fees and expenses applicable to each client are set forth in detail in its Advisory Agreement and/or offering document as applicable.

Investment and Wealth Management Fees

Venturi offers investment and wealth management services on separate accounts for an annual fee based on the amount of assets under the Firm’s management. This management fee is applied in accordance with the following graduated tiered fee schedule:

Portfolio Value	Fee Rate
\$2,500,000 and below*	1.00%
\$2,500,001 - \$5,000,000	0.85%
\$5,000,001 - \$10,000,000	0.75%
\$10,000,001 - \$25,000,000	0.65%
\$25,000,001 - \$50,000,000	0.60%
\$50,000,001 - \$100,000,000	0.55%
\$100,000,001 - \$200,000,000	0.40%
\$200,000,001 - \$300,000,000	0.35%

As an example of the graduated tiered fee calculation, if the total portfolio value is \$4,000,000, the first \$2,500,000 would be charged at an annual fee rate of 1.00% and the next \$1,500,000 would be charged at an annual fee rate of 0.85%. The firm has a preferred account minimum of \$2,500,000. Smaller accounts

may be accepted at the discretion of the firm and would be charged an annual fee rate of 1% until assets reach the portfolio levels shown above.

The management fee is prorated and charged monthly, in arrears, based upon the average daily market value of the assets being managed by Venturi as valued by the custodian(s).

Note: Participation in Venturi's ProActive Strategy incurs an additional 0.08% annual fee on this portion of the portfolio to cover costs associated with Venturi's research partner, Ned Davis Research. This fee is charged monthly in the manner consistent with Venturi's standard fees.

Fee Discretion

Venturi may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, account retention and pro bono activities. In addition, certain pre-existing/legacy clients may be subject to a different fee schedule than stated herein. Therefore, some clients may be paying different fees for the same level of services provided by Venturi.

Moreover, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), Venturi may negotiate a fee rate that differs from the range set forth above.

Additional Fees and Expenses

In addition to the advisory fees paid to Venturi, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions. These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, fees charged by the Independent Managers, margin costs, charges imposed directly by a mutual fund or ETF in a client's account as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12, below.

Venturi manages four Private Funds that include underlying management fees charged by the underlying fund, in addition to Venturi's management fees as described under the Private Fund Fees section below.

Direct Fee Debit

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

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to Venturi's right to terminate an account. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. When a client terminates the relationship with Venturi, accounts are charged only for those days the assets were under management.

Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to Venturi, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Venturi may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

Financial Planning and Consulting Fees

Venturi generally charges a fixed fee or hourly rate for providing financial planning services under a stand-alone engagement. These fees are negotiable, but generally range from \$1,000 and up depending upon the scope and complexity of the services and the level of professional rendering the services. If the client engages the Firm for additional investment advisory services, Venturi may offset all or a portion of its investment management fee based upon the amount already paid for the financial planning and/or consulting services.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement, and Venturi generally requires one-half of the fee (estimated fixed) payable upon execution of the Advisory Agreement. The outstanding balance is generally due upon delivery of the financial plan or completion of the agreed upon services. The Firm does not, however, require the payment of \$1,200 or more in prepaid fees in excess of six months in advance of services rendered.

Business Advisory Services

Venturi generally charges an hourly rate for providing Business Advisory services. Our fees for the initial engagement will be estimated based on our initial consultation and hourly rates. Once we have delivered our results for the initial engagement, we will bill at our prevailing hourly rates for additional consulting upon your direction and consent. One-half of the initial fixed fee will be due upon the signing of this Agreement and the balance will be due and payable upon completion of the agreed upon services listed above.

Private Fund Fees

Investment advisory clients of Venturi may be solicited to invest in Private Funds with which Venturi is affiliated when suitable and consistent with a client's investment objectives. Non-Venturi advisory clients may also make (or have made) investments into these Private Funds but may have not been subject to the same suitability standards. In either case, each investor must be an "accredited investor" within the meaning of Rule 501 of Regulation D under the Securities act and may have to be a "qualified purchaser" within the meaning of Section 2(a)(51) of the 1940 Act.

No client is obligated to invest in the Private Funds. Clients should be aware that a conflict of interest exists because the Private Funds are charged for the related costs and expenses associated with operating the Private Funds. Certain Private Funds are generally subject to both a management fee and a performance allocation/fee as applicable. The fees and expenses applicable to each client are set forth in detail in its offering memorandum or investment management agreement. See Item 6 below (Performance-Based Fees) for discussion of carried interest terms. Because Venturi charges higher fees for some of the private funds it manages, it has a conflict of interest with its clients because the Firm is incented to recommend clients move assets into these managed funds. This conflict is mitigated by ensuring that the private funds are suitable investment for the specific clients and that the investments align with the clients' investment goals and risk tolerances.

Investors in certain Venturi private funds who are also wealth advisory clients of Venturi will be charged a fee consistent with their other fees under management at Venturi. In this situation, management fees will be waived at the Fund level and so will fee paid to the General Partner's Carried Interest if applicable to ensure that Venturi clients do not pay Venturi or its affiliates multiple levels of fees. This creates a disparity in the fee structure for investors in these funds' who are not Venturi wealth advisory clients and creates a conflict of interest by encouraging such investors to become wealth management clients.

For advisory fee purposes, alternative investments values are billed using the most recent estimated statement value received from the fund administrator. Clients understand that Venturi at does not conduct an independent valuation of the alternative investments held in client accounts, but instead relies on the estimated valuations provided by the fund administrators. Private Funds receive verification of underlying Portfolio Funds annually as part of the year-end audit process.

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

Venturi manages certain Private Funds that pay performance fees side by side with separate accounts not paying performance fees. This disparity of fee structures could incent Venturi to concentrate its efforts on managing these Private Funds. The Firm's policies and procedures have been designed to ensure the fair and equitable treatment of all clients and that clients are managed without concern for the fees they pay.

Carried Interest (performance based fees) for the Private Funds range from 5% to 20% depending on the Fund and is payable by limited partners to the General Partner, subject to a "European Style" waterfall and

clawback obligation.

The other Private Funds (Special Purpose Vehicles) allow either a 1.00% or 0.75% carried interest of distributions made to the limited partners following the return of all capital contributions. This carry is paid to the General Partner as an incentive for sponsoring and administering the Private Funds.

Item 7. Types of Clients

Venturi offers its services to individuals, high net worth individuals, families, pension plans, charitable organizations, and pooled investment vehicles.

Minimum Account Values

As a condition for starting and maintaining an investment management relationship, Venturi generally imposes a minimum portfolio value of \$2,500,000. Venturi may, in its sole discretion, accept clients with smaller portfolios based upon certain criteria, including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client, account retention, and pro bono activities. Venturi only accepts clients with less than the minimum portfolio size if the Firm determines the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Venturi may aggregate the portfolios of family members to meet the minimum portfolio size.

Minimum investment for the Private Funds ranges from \$250,000 to \$500,000; the minimum can be lowered at the discretion of the General Partner.

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

Methods of Analysis and Investment Strategies – Investment and Wealth Management Services

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

As discussed in Item 4, the Firm primarily allocates client assets among various mutual funds, ETFs, individual debt and equity securities, options, Independent Managers and private funds in accordance with their stated investment objectives. The Firm consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios.

Risk of Loss

All investment portfolios are subject to risks. There can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money. Nothing in this brochure is intended to imply, and no one is or will be authorized to represent, that Venturi's investment strategies are low risk or risk free. As recent global and domestic economic events have indicated, performance of any investment is not guaranteed. Provided below is a description of the different risks to which an investor may be exposed. Please note that the below risks do not purport to be a complete explanation of all risks involved. Potential investors should read the private placement memorandum before investing in any of Venturi's private funds.

Market Risks

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Venturi's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Venturi will be able to predict those price movements accurately or capitalize on any such assumptions.

Mutual Funds and ETFs

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

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

Municipal Securities Risk

Municipal securities risk generally depends on the financial status and credit quality of the issuer. Changes in a municipality's financial condition could cause the issuer to fail to make interest and principal payments when due. A period in which a municipality experiences lower tax revenue, decreased funding from state and local governments or a sustained economic downturn may increase the risk of a credit downgrade or

default. If such events were to occur, the value of the security could decrease or be lost entirely and it may be difficult or impossible to sell the security at the time and the price that normally prevails in the market. Interest on municipal obligations may not be exempt from the federal alternative minimum tax.

Use of Independent Managers

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

Use of Pooled Investment Vehicles – Limited Partnerships

Venturi recommends that certain clients invest in pooled investment vehicles. The managers of these vehicles have broad discretion in selecting the underlying investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each Partnership's private placement memorandum and/or other documents explaining such risks prior to investing.

Private Fund

Prospective investors should be aware that investing in the Private Funds involves a high degree of risk. Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the client's investment in these companies. In addition, there will be occasions upon which the General Partner, or one or more of their respective affiliates (collectively, "Venturi") may encounter potential conflicts of interest in connection with the activities of the Private Fund. For a full list of risks involved with the Private Fund, please refer to the Private Placement Memorandum.

Liquidity Risk

Client's funds invested with Private Funds can only be liquidated under limited circumstances. Clients should ensure that they discuss their liquidity needs with their advisor, and if clients believe that liquidity is an important factor in their investments, they should inform their advisor and not invest in such securities.

Options

Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Interest Rate Risk

The price of a bond or a fixed income security is highly dependent upon interest rates. Therefore, the share price and total return of bonds or fixed income securities will vary in response to changes in interest rates. A rise in interest rates generally causes the value of a bond or fixed income security to decrease. A decrease in interest rates generally causes the value of a bond or fixed income security to increase. The longer the term of a bond or fixed income instrument, the more sensitive it will be to fluctuations in value from changes in interest rates. Changes in interest rates may have a material adverse effect on the value of bonds and fixed income securities.

Distressed Securities

Clients, directly or through underlying managers, may invest in distressed securities. Investments in distressed securities involve acquiring securities of companies that are experiencing significant financial difficulties and of companies that are, or appear likely to become, bankrupt or involved in a debt restructuring or other major capital transaction. Consequently, there is a high degree of risk associated with these investments because such companies may never recover and the value of such investments may be lost.

Highly Volatile Markets

The prices of financial instruments can be highly volatile. Price movements of financial instruments are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene in certain markets, directly and by regulation, particularly in currencies, futures and options. Such intervention is often intended to directly influence prices and may, together with other factors, cause some or all of these markets to move rapidly in the same direction. The effect of such intervention is often heightened by a group of governments acting in concert.

Emerging Market Risk

Investments in emerging markets may carry more risk than investing in developed foreign markets. Risks associated with investing in emerging markets include limited information about companies in these countries, greater political and economic uncertainties compared to developed foreign markets, underdeveloped securities markets and legal systems, potentially high inflation rates, and the influence of

foreign governments over the private sector. They are often particularly sensitive to market movements because their market prices tend to reflect speculative expectations. Low trading volumes may result in a lack of liquidity and in extreme price volatility. In addition, accounting and financial reporting standards that prevail outside of the U.S.A. generally are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. Financial instruments traded on foreign exchanges and the foreign nationals or entities that trade these instruments are generally not subject to the jurisdiction of the SEC or other securities laws and regulations.

Portfolio Turnover Risk

Certain of the Advisor's strategies will engage, from time to time, in a higher volume of trading activity than that of other investment strategies and investment vehicles. Portfolio turnover involves expenses in the form of brokerage commissions and other transaction costs. For taxable accounts, investors will be subject to higher taxes to the extent that higher portfolio turnover results in a higher proportion of short-term capital gains instead of long-term capital gains.

Valuation Risks

When we are responsible for valuing client assets, we generally rely on the valuations of underlying investments provided by underlying managers, custodians, portfolio companies and other third-parties. We generally will not have sufficient information in order to be able to confirm or review the accuracy of valuations provided by underlying managers and other third-parties. Furthermore, valuations received from underlying managers and other third-parties may be estimates only, and such valuations generally will be used to calculate the net asset value and management fee accruals (to the extent applicable) in respect of client accounts to the extent that current audited information is not available. Such valuations may be subject to later adjustment based on valuation information available at that time, including, without limitation, as a result of year-end audit adjustments.

Counterparty Risk

Clients, directly or through underlying managers, may enter into many transactions with third parties in which the failure or delay of the third party to perform its obligations under a contract with the client or an underlying manager could have a material adverse effect on the client. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of a counterparty's insolvency on clients. Investors should assume that the insolvency of a counterparty would result in the loss of all or a substantial portion of assets held by such counterparty.

Cybersecurity Risk

Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. The computer systems, networks and devices used by Venturi employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Although Venturi has established its systems to reduce the risk of these incidents from occurring, there is no guarantee that these efforts will always be successful, especially considering that Venturi does not directly control the cybersecurity measures and policies employed by third-party service providers or those of its clients.

Item 9. Disciplinary Information

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

Item 10. Other Financial Industry Activities and Affiliations

Licensed Insurance Agents

Several of the Firm's employees are licensed insurance agents and may offer certain insurance products. Venturi stopped offering commission-based insurance products in 2018, but may provide consulting on insurance solutions on a fully disclosed fixed-fee basis. When feasible, Venturi offers insurance solutions that are based on a no-load or low-load product without sales commissions. Clients are free to purchase recommended insurance products elsewhere.

Affiliated Entities

Venturi serves as the investment manager to various private funds. The general partners of the private funds have common, but not identical, ownership with Venturi. The general partners receive management fees and performance-based compensation in the form of carried interest from certain private funds. As stated previously, because private fund fees may be higher than fees Venturi charges on separately managed accounts, Venturi has a conflict of interest since it (and its affiliated general partner entities under similar ownership) will receive added compensation as a result of Venturi clients who invest in these funds. These conflicts are mitigated by policies and procedures to treat clients fairly and equitably, to only recommend these investments when they are suitable to clients, and by upholding the Firm's fiduciary duty to its clients.

While we strive to avoid conflicts, we are cognizant that conflicts will nevertheless arise, and it is our policy to fully and fairly disclose known material conflicts to our clients. Potential qualified investors should read the private placement memorandum in its entirety before investing in any private fund and discuss with their advisor whether the investment is suitable. Directly below are a number of conflicts of interest that exist

with investing in our Private Funds.

Material Conflicts of Interest Relating to Other Industry Activities and Affiliations

Fees/Carried Interest

Venturi has a conflict of interest since it (and its affiliated entities under similar ownership) will receive added compensation as a result of clients investing in certain funds'. The management fees and performance-based compensation (carried interest) relating to an investment in these Funds' will likely be greater than the fees paid by Venturi advisory clients for its traditional separate account advisory services. Accordingly, there is a conflict of interest for Venturi in that the firm has an incentive to recommend that Venturi advisory clients invest in the Private Funds' because the fees are higher than other investment products and services.

Economic Interests of the GP-Related Persons

Persons who have an ownership interest in Venturi or in the general partnerships may benefit from the carried interest associated with affiliated Private Funds and/or management fees paid by or on behalf of the Private Funds.

Speculative/Riskier Investments

The existence of the General Partner's carried interest and the interests that one or more GP-related persons may have in the General Partner, may create an incentive for the General Partner to make riskier or more speculative investments on behalf of the affiliated Private Funds.

Time Commitment

Venturi manages certain Private Funds that pay performance fees side-by-side with separate accounts not paying performance fees. This disparity of fee structures creates a conflict of interest and could incent Venturi to concentrate its efforts on managing these Private Funds.

Venturi and their respective employees will devote such time as shall be necessary to conduct the business affairs between the Fund's and other business pursuits in an appropriate manner. The Firm's policies and procedures have been designed to ensure the fair and equitable treatment of all clients and that clients are managed without concern for the fees they pay.

Management of Side-By-Side Funds and Accounts

The Fund and its Limited Partners may be subject to potential and actual conflicts of interest with respect to the side-by-side management of funds and other accounts by the Investment Manager and its affiliates. Side-by-side management is the simultaneous management of multiple accounts that follow the same, similar or overlapping investment strategies. The Investment Manager and its affiliates may advise in the future other investment funds (e.g., additional Funds), separately managed accounts and other investment vehicles that may invest in similar or different investments. In managing multiple clients, Venturi may determine that an investment opportunity is appropriate for a particular client but not for another.

This side-by-side management could motivate Venturi to favor accounts for which we or our affiliates receive performance-based allocations or fees over other accounts for which such fees are not payable in

allocating investment opportunities or making investment recommendations. We attempt to address this conflict primarily through our trade allocation procedures and will endeavor to make investment allocations in a manner it determines to be fair and equitable under the circumstances.

Class Action Lawsuits:

Venturi will not manage the filing of class action forms on behalf of clients, unless agreed with the client in exceptional circumstances. Venturi outsources the filing of all securities class action claims to Chicago Clearing Corporation (CCC). CCC provides a comprehensive review of possible claims to a settlement throughout the class action lawsuit process. CCC actively seeks out any open and eligible class action lawsuits. Additionally, CCC files, monitors and expedites the distribution of settlement proceeds in compliance with SEC guidelines on behalf of Venturi clients.

CCC's filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. CCC is compensated with a 17.5% contingency fee paid from the settlements payments obtained for Venturi's clients. Clients may opt-out of CCC's service when they sign a contract with Venturi or by requesting to opt-out in writing. Venturi is not related to CCC in any way and does not receive any compensation related to CCC's services and has entered into this arrangement solely for the benefit of clients.

Item 11. Code of Ethics

Venturi has adopted a code of ethics ("Code") for its employees, describing its high standards of conduct expected of its employees and the fiduciary duty owed to its clients. Venturi requires that all individuals must act in accordance with all applicable Federal regulations governing registered investment advisory practice. The Code requires that Venturi avoid conflicts of interest where possible and will disclose actual or potential conflicts of interest to client. Venturi requires all employees to understand, acknowledge and abide by the Code.

It is the expressed policy of Venturi that no person employed by Venturi shall prefer his or her own interest to that of an advisory client or to make personal investment decisions based on the investment decisions of advisory clients. Venturi's Code contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its employees and trading in conflict with client trades.

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

securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no employee with access to this information may knowingly effect for themselves or for their immediate family a transaction in that security unless:

- the client's transaction has been completed;
- the transaction for the employee is completed as part of a block trade with clients (as described below); or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to all security types, as some securities present little opportunity for the types of improper trading that access person reports are designed to uncover such as:

- direct obligations of the Government of the United States;
- money market instruments - bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments;
- shares of money market funds;
- shares of non-affiliated open-end investment companies;
- holdings in 529 Plans if the Plan is invested exclusively in non-affiliated mutual funds;
- units of a unit investment trust if the unit investment trust is invested exclusively in non-affiliated mutual funds.

All personnel affiliated with the Firm are required to provide reports of personal securities transactions and holdings, which are reviewed by the Firm to ensure compliance with its policies and securities laws. Copies of the Code will be provided upon request.

Item 12. Brokerage Practices

Recommendation of Broker/Dealers for Client Transactions

Venturi uses various non-affiliated custodians in connection with its advisory activities where client's direct brokerage to these firms. Venturi generally recommends that clients utilize the custody, brokerage and clearing services of Fidelity Brokerage Services LLC ("Fidelity"), and Schwab Advisor Services™ ("Schwab") for investment and wealth management accounts.

Factors which Venturi considers in recommending any broker-dealer to clients include its respective financial strength, reputation, execution, pricing, research and service. Raymond James Financial Services ("RJFS"), Fidelity, and/or Schwab enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges.

The commissions paid by Venturi's clients to RJFS, Fidelity, and/or Schwab comply with the Firm's duty

to obtain “best execution.” In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of services, including the value of research provided, execution capability, commission rates and responsiveness. Venturi seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

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

Venturi periodically and systematically reviews its policies and procedures regarding its recommendation of custodians and broker-dealers in light of its duty to obtain best execution.

Software and Support Provided by Financial Institutions

Venturi receives without cost from RJFS, Fidelity, and/or Schwab computer software and related systems support, which allow the Firm to better monitor client accounts maintained at RJFS, Fidelity and/or Schwab. The Firm receives the software and related support without cost because the Firm renders investment management services to clients that maintain assets at RJFS, Fidelity, and/or Schwab. The software and support are not provided in response to a formal soft dollar agreement which uses a portion of trade commissions to pay for certain administrative services. Venturi has no such formal arrangement. However, Venturi receives services and benefits beyond trade execution from these custodians, and these services can be considered a form of soft dollars. The software and related systems support benefit Venturi, but not its clients directly. In fulfilling its duties to its clients, Venturi endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Venturi’s receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm’s choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, Venturi may receive the following benefits from RJFS, Fidelity, and/or Schwab:

- Receipt of duplicate client confirmations and bundled duplicate statements.
- Access to a trading desk that exclusively services its institutional traders.
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts.
- Access to an electronic communication network for client order entry and account information.

- Compliance and business newsletters, webinars, conferences and access to consulting assistance.

Brokerage for Client Referrals

Venturi does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from broker-dealers or other third-party. Venturi does not receive referrals from its broker-dealers.

Directed Brokerage

Clients may direct Venturi in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer and the Firm will not seek better execution services or prices from other broker-dealers or be able to include that client's trades in blocks. As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Venturi may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Trade Aggregation (Block Trades)

Transactions for each client generally will be effected independently, unless Venturi decides to purchase or sell the same securities for several clients at approximately the same time. Venturi may (but is not obligated to) combine or block such orders to obtain best execution or to allocate equitably among the Firm's clients differences in prices that might not have been obtained had such orders been placed independently. Under this procedure, transactions for client accounts held at the same custodian, will generally be averaged as to price and allocated among Venturi's clients pro rata to the purchase and sale orders placed for each client on any given day. Both Schwab and Fidelity charge transaction fees at the account level, so there is no commission/transaction fee advantage to conducting block trades through these broker-dealers.

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

more accounts, the Firm may exclude the account(s) from the allocation and the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13. Review of Accounts

Account Reviews

Venturi monitors client portfolios on a continuous and ongoing basis while regular account reviews are generally conducted on a quarterly basis. Such reviews are periodically conducted by the Firm's Financial Advisers. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Venturi and to keep the Firm informed of any changes thereto. The Firm contacts investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and Reports

Clients will receive brokerage transaction confirmations and monthly and/or quarterly account statements from the custodians of their assets directly from the account custodian. On a quarterly basis, or as otherwise requested, clients may also receive written or electronic reports from Venturi. Clients can access reports via the Venturi web portal. Venturi urges the client to carefully review such statements and compare such official custodial records to the reports that we provide to the client. Venturi's reports vary from custodial statements for various reasons, including accounting procedures, such as settlement date, cash basis versus trade date, reporting dates, or valuation methodologies of certain securities.

Clients invested in private funds Venturi manages receive quarterly statements, quarterly newsletters, the K-1 annually and a copy of the audited financials annually.

Item 14. Client Referrals and Other Compensation

Client Referrals

The Firm does not currently provide compensation to any third-party solicitors for client referrals. Certain employees of Venturi are compensated for client assets brought to the firm. Employees are registered as investment adviser representatives, as required. Venturi may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Venturi may receive non-compensated referrals of new Clients from various third parties.

Transition Assistance

Fidelity provides transition assistance for a large number of accounts transitioned from other brokerage firms to the Fidelity platform. The assistance is used for costs associated with transitioning client accounts to Fidelity's custodial platform, associated technology fees, and termination fees associated with moving accounts.

The receipt of such payments by Venturi creates conflicts of interest relating to Venturi's advisory business because it creates a financial incentive for Venturi to recommend that its clients maintain their accounts with Fidelity.

Venturi attempts to mitigate these conflicts of interest by evaluating and recommending that clients use Fidelity's services based on the benefits that such services provide to our clients, rather than the Transition Assistance earned by Venturi. The Registrant considers Fidelity's full range of a services, including among others, execution capability, commission rates, and responsiveness when recommending or requiring that clients maintain accounts with Fidelity. However, clients should be aware of this conflict and take it into consideration in making a decision whether to custody their assets in a brokerage account at Fidelity.

Other Economic Benefits

The Firm receives economic benefits from third parties (non-clients) for providing advisory services, such as those described in Item 12 (above).

Item 15. Custody

Custody is defined as having access to client and/or investor securities or funds. We protect your assets by requiring that you use a "qualified custodian" that sends your account statements directly to you at least quarterly. The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorizes Venturi and/or the Independent Managers to direct the custodian(s) to debit client accounts for payment of the Firm's fees and to directly remit those funds to the Firm in accordance with applicable custody rules. These custodians send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Venturi. You should contact us if you have any questions about the accuracy of the fee calculation. The fact that Venturi has the authority to instruct the custodian to deduct Venturi's management fees from clients' accounts means Venturi has limited custody over these accounts.

Additionally, several clients have established standing instructions with account custodians that allow clients to direct Venturi to send funds from their account to other accounts with verbal instructions from the client. Venturi has been deemed to have a form of custody over these accounts since the amount and/or timing of these transfers are not pre-defined. However, these accounts do not require surprise examination by a public accounting firm.

Since affiliates of Venturi serve as the general partner for the Private Funds, Venturi is considered to have custody of the Private Fund's assets. Cash belonging to the Private Funds is held by a qualified custodian. Venturi manages this custody risk by:

- Using a qualified custodian (for cash) which provides the general partner with at least quarterly statements.
- Using an outside administrator, for the Private Funds, which monitors that Private Fund's accounts and has strict protocols for initiating and approving wires on behalf of the Funds'.
- Engaging a PCAOB registered and inspected accounting firm to audit the Private Funds' financial statements annually.
- Sending each investor a copy of the appropriate audited financial statements each year within 120 days of the Private Funds' fiscal year-end and 180 days for any Private Fund which is a fund of funds.

Item 16. Investment Discretion

Venturi usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold without first seeking client consent. This authority will include the discretion to retain a third-party money manager. Venturi is given this authority through a limited power-of-attorney included in the Advisory Agreement. Clients may request to impose reasonable limitations on this authority (such as indicating that certain securities not be bought or sold). Clients may change/amend these limitations as required. Such amendments shall be submitted in writing

Venturi takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.
- The participation in co-investments within the Private Funds

Venturi exercises discretion over each Venturi pooled investment vehicle based on the vehicle's applicable investment objectives, policies and strategies disclosed in its private placement memorandum and set forth in its other governing documents.

Venturi does not have discretion to place clients into any Private Funds.

Item 17. Voting Client Securities

Acceptance of Proxy Voting Authority

Venturi general practice is to vote proxies on behalf of its clients. Clients may opt-out from this general practice on a security specific basis or in its entirety by providing written notice to Venturi. When Venturi accepts such responsibility, it casts proxy votes in the best interest of its clients. At any time, clients may contact the Firm to request information about how Venturi voted proxies for that client's securities.

A brief summary of Venturi's proxy voting policies and procedures follows:

- Rule 206(4)-6 under the Advisers Act requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies and procedures. In accordance with such rule, Venturi has adopted proxy voting policies and procedures. In general, Venturi's policy is to vote proxy proposals, amendments, consents or resolutions relating to client held securities, in a manner that serves the best interests of our clients, as determined in Venturi's discretion, taking into account various factors. Subject to the foregoing sentence, Venturi's general policy is to vote proxies in accordance with company management (to the extent applicable). Investors generally may not direct or otherwise influence Venturi's vote with respect to any particular proxy solicitation. Investors may obtain copies of Venturi's proxy voting policy, together with information regarding how the firm has voted past proxies, by contacting the firm.
- The client, can revoke Venturi's authority to vote proxies. In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships. The Firm will take appropriate steps to ensure that proxy voting decisions are made in what it believes is the best interest of its clients and are not the product of any such conflict.
- The Firm has engaged Broadridge ProxyEdge ("Broadridge"), a third-party, independent proxy advisory firm, to assist with administrative proxy voting functions. Broadridge is an unbiased, unaffiliated, third-party proxy voting service engaged to vote the securities. Broadridge does not provide research nor voting recommendations to Venturi. Broadridge provides a means to receive and vote proxies, as well as services for recordkeeping, auditing, reporting and disclosure regarding votes.

Item 18. Financial Information

Venturi is not required to disclose any financial information due to the following:

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