

Kubhera Enterprises, LLC

Form ADV Part 2A, Firm Brochure Dated: March 20, 2024

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This brochure provides information about the qualifications and business practices of Kubhera Enterprises, LLC. If you have any questions about the contents of this brochure, please contact us at (609) 977-7668 or Swamyv@Kubhera.com. 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.

Additional information about Kubhera Enterprises, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Kubhera Enterprises, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

Except as otherwise discussed below, there have been no material changes made to Kubhera Enterprises, LLC’s disclosure brochure since last year’s annual updating amendment filed on March 3, 2023.

Kubhera Enterprises, LLC has formed and will serve as an investment adviser to a private investment fund. We may recommend, on a non-discretionary basis, that certain eligible clients invest in this fund. In Item 4, 6, 10 and 11, we have provided more information about the fund, the fees investors in the fund stand to incur, and the conflicts of interest these relationships create and how we mitigate them.

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Item 4 Advisory Business

- A. Kubhera Enterprises, LLC (the “Registrant”) is a limited liability company formed on August 21, 2009 in the State of New Jersey. The Registrant is owned by Jishnu, LLC, Vyasa, LLC, and ELS3, LLC; each respectively owned by Venkat Krishnaswamy, Ganga Mukkavilli and Ethan Schneid. Jishnu, LLC is the Registrant’s Managing Member.
- B. As discussed below, the Registrant offers to its clients (individuals, business entities, trusts, estates and charitable organizations, etc.) investment advisory services, and, to the extent specifically requested by a client, financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide discretionary and/or non-discretionary investment advisory services on a *fee* basis. To the extent specifically requested by the client, the Registrant also provides financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Registrant), the Registrant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

PRIVATE INVESTING THROUGH YIELDSTREET INC.

For those clients who elect to participate and execute an amendment to their Investment Advisory Agreement, this service will provide the Registrant with discretionary authority to purchase (and to the extent permitted by YieldStreet and the investment sponsor, sell or redeem) private investments for the benefit of the client through the YieldStreet platform. Prior to investing on the YieldStreet platform, the Registrant will assist the client in determining an appropriate asset allocation to alternative investments. Clients are ultimately responsible for accepting any recommendation and authorizing the specific dollar amount to invest through the YieldStreet platform. Once assets are available for investing in the client’s YieldStreet account, the Registrant is authorized to purchase one or more investments available on the platform.

While the Registrant may perform due diligence on investments that are available outside the YieldStreet platform, by participating in Private Investing Through YieldStreet Inc., clients accept that they may only be recommended investments through the YieldStreet platform, which creates a limited universe of investing opportunities.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

The Registrant may be engaged to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Prior to engaging the Registrant to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Registrant setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Registrant commencing services. If requested by the client, Registrant may

recommend the services of other professionals for implementation purposes, including the Registrant's representatives in their capacities as licensed insurance agents of Kubhera Risk Management, LLC and/or as Certified Public Accountants ("CPA"). (See disclosures at Item 10.C). Clients are under no obligation to engage the services of any recommended professional, who are solely responsible for the quality and competency of the services they provide. It remains the client's responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

RETIREMENT PLAN CONSULTING

The Registrant also provides retirement plan consulting services, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/or monitoring of investment alternatives (generally open-end mutual funds) from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts. In addition, to the extent requested by the plan sponsor, the Registrant shall also provide participant education designed to assist participants in identifying the appropriate investment strategy for their retirement plan accounts. The terms and conditions of the engagement shall generally be set forth in a Retirement Plan Consulting Agreement between the Registrant and the plan sponsor.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. As indicated above, to the extent requested by a client, Registrant may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Registrant does not serve as an attorney or accountant, and no portion of its services should be construed as legal or accounting services. Accordingly, Registrant does not prepare estate planning documents or tax returns. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purpose (i.e. attorneys, accountants, insurance agents, etc.), including representatives of Registrant in their separate individual capacities as licensed insurance agents and/or as CPAs. Clients are under no obligation to engage the services of any recommended professional, who are solely responsible for the quality and competency of the services they provide. The recommendation by Registrant's representative that a client purchase an insurance commission product through Registrant's representatives presents a conflict of interest, as the receipt of commissions provides an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any insurance commission products through such a representative. Clients are reminded that they may purchase insurance products recommended by Registrant through other, non-affiliated insurance agencies. **Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Affiliated Private Investment Fund. For clients that are accredited investors and qualified clients (as those terms are defined under federal securities law), the Registrant

may recommend an investment in an affiliated private investment fund—Kubhera India Infrastructure Fund LP (the “affiliated private fund”). An affiliate, Kubhera Capital LLC serves as the general partner of the affiliated private fund. The Registrant or an affiliate serves as the investment adviser of the affiliated private fund. The Registrant treats the affiliated private fund as subject to its policies and procedures and all the substantive provisions of the Investment Advisers Act of 1940, as amended. The terms and conditions of investing in the affiliated private fund, including management fees, conflicts of interest, and risk factors, are set forth in the affiliated private fund’s offering documents. Clients that invest in the affiliated private fund will incur an asset-based management fee, which increases as the performance of the fund increases. Depending on the amount of assets that the Registrant manages for a client, the fee stated in a client’s Investment Advisory Agreement, and the performance of the affiliated private fund, the Registrant and its affiliates stand to earn compensation from the affiliated private fund that may be less than, equal to, or exceed the fee that a client may incur for assets invested according to an Investment Advisory Agreement. However, clients will not incur both layers of fees for assets invested in the affiliated private fund. They will only incur the management fees of the affiliated private fund. This relationship and fee structure creates a conflict of interest. The Registrant seeks to mitigate this conflict of interest by (1) disclosing it to clients and prospective clients, and (2) generally seeking to recommend the affiliated private fund to investors that such an investment may be appropriate. Nonetheless, the Registrant generally favors the affiliated private fund over other unaffiliate private funds with comparable investment objectives and strategies. The Registrant’s clients are under no obligation to make an investment in the affiliated private fund. The Registrant’s Chief Compliance Officer remains available to address any questions regarding this conflict of interest. For more information, see Items 4, 6, and 10 below.

Real Estate Investment Trusts. The Registrant may use or recommend the use of real estate investment trusts “REITs” within the client’s portfolio. REITs are subject to risks generally associated with investing in real estate, such as: possible declines in the value of real estate; adverse general and local economic conditions; possible lack of availability of mortgage funds; changes in interest rates; and environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility. No client is under any obligation to utilize REITs within their portfolio. Clients are reminded that they may choose to restrict the Registrant’s authority to purchase REITs for their investment portfolio.

Independent Managers. Registrant may allocate a portion of a client’s investment assets among unaffiliated independent investment managers (“Independent Manager(s)”) in accordance with the client’s designated investment objective(s). In such situations, the Independent Manager(s) will have day-to-day responsibility for the active discretionary management of the allocated assets. Registrant will continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. The Registrant generally considers the following factors when recommending Independent Manager(s): the client’s designated investment objective(s), management style, performance,

reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated Independent Manager(s), together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, are exclusive of, and in addition to, Registrant's investment advisory fee set forth above.

Non-Discretionary Service Limitations. Clients that determine to engage the Registrant on a non-discretionary investment advisory basis must be willing to accept that the Registrant cannot effect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, the Registrant will be unable to effect any account transactions (as it would for its discretionary clients) without first obtaining the client's consent.

Use of Mutual and Exchange Traded Funds: Most mutual funds and exchange traded funds are available directly to the public. Clients and prospective clients can obtain many of the funds that may be used by Registrant without engaging Registrant as an investment advisor. However, if a client or prospective client determined to do so, they would not receive the Registrant's initial and ongoing investment advisory services. In addition, mutual funds and exchange traded funds have internal expenses (i.e., management fees), which are borne by all shareholders, in addition to the Registrant's fees.

Portfolio Activity. Registrant reviews accounts periodically and as necessary to determine if any changes are necessary based upon various factors, which may include, but are not limited to investment performance, fund manager tenure, style drift, account additions/withdrawals, and changes in the client's investment objectives. Registrant may determine that changes to a client's portfolio are unnecessary. Clients are still subject to the fees described in Item 5 below, even during periods of account inactivity.

Retirement Rollovers: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Registrant recommends that a client roll over their retirement plan assets into an account to be managed by Registrant, such a recommendation creates a conflict of interest. No client is under any obligation to roll over retirement plan assets to an account managed by Registrant. The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the conflict of interest presented by such rollover recommendation.

eMoney Advisor Platform. Registrant may provide its clients with access to an online platform hosted by "eMoney Advisor" ("eMoney"). The eMoney platform allows a client to view their complete asset allocation, including those assets that Registrant does not manage (the "Excluded Assets"). Registrant does not provide investment management, monitoring, or implementation services for the Excluded Assets. Therefore, Registrant shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not Registrant, shall be exclusively responsible for such investment performance. The client may choose to engage Registrant to manage some or all of the

Excluded Assets pursuant to the terms and conditions of an *Investment Advisory Agreement* between Registrant and the client. The eMoney platform also provides access to other types of information, including financial planning concepts, which should not, in any manner whatsoever, be construed as services, advice, or recommendations provided by Registrant. Finally, Registrant shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the eMoney platform without Registrant's assistance or oversight.

Cash Positions. At any time and for a substantial length of time, client accounts may hold a significant portion of cash or money market mutual funds. Investments in these assets may cause a client to miss upswings in the markets. Unless Registrant expressly agrees otherwise in writing, account assets consisting of cash and money market mutual funds are included in the value of an account's assets for purposes of calculating its advisory fee. A client can advise Registrant not to maintain (or to limit the amount of) cash holdings in the client's account.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

- C. The Registrant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2023 the Registrant had approximately \$222,000,000 in assets under management on a discretionary basis and \$17,000,000 in assets under management on a non-discretionary basis.

Item 5 Fees and Compensation

A.

INVESTMENT ADVISORY SERVICES

The Registrant's annual investment advisory fee shall be based upon a percentage of the market value of assets placed under the Registrant's management as follows:

Individual Accounts

<u>Market Value of Portfolio</u>	<u>Annual Fee</u>
\$1,000 to \$500,000	1.25%
\$500,001 to \$1,000,000	1.00%
\$1,000,001 to \$5,000,000	0.50%
Over \$5,000,000	0.25%

Pension Consulting

<u>Market Value of Portfolio</u>	<u>Annual Fee</u>
\$1,000 to \$1,000,000	1.00%
\$1,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.25%

PRIVATE INVESTING THROUGH YIELDSTREET INC.

For those clients who elect to participate and execute an amendment to their Investment Advisory Agreement, the Registrant will charge clients the fees that are agreed to in their Investment Advisory Agreement. Those fees are generally outlined above under the Individual Accounts heading.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

The Registrant may be engaged to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Registrant's planning and consulting fees are negotiable, but generally range from \$500 to \$7,500 on a fixed fee basis, and from \$100 to \$200 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both Registrant's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Charles Schwab and Co., Inc. ("*Schwab*") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees

are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual funds, exchange traded funds, and other pooled investment vehicles, charges imposed at the fund level (e.g. management fees and other fund expenses).

- D. Registrant's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The *Investment Advisory Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Registrant shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.
- E. **Securities Commission Transactions.** Neither the Registrant, nor its representatives accept compensation from the sale of securities, but see Item 10.C below for information about our affiliated insurance agency—Kubhera Risk Management, LLC.

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

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees from clients. However, the affiliated private fund charges investors performance-based fees. The terms and conditions for the affiliated private fund, including its management fee, conflicts of interest, risk factors, and liquidity constraints, are set forth in the affiliated private fund's offering documents.

Registrant has not offered the investment opportunity that is available for the affiliated private fund directly to clients, but rather, determined to provide this investment opportunity to the affiliated private fund.

Registrant generally charges advisory clients an asset-based fee for the advisory services provided, but Registrant (or its affiliates) are entitled to receive an asset-based management fee, which increases as the performance of the affiliated private fund increases. Depending on the amount of assets that the Registrant manages for a client, the fee stated in a client's Investment Advisory Agreement, and the performance of the fund, the Registrant or its affiliate stands to earn compensation from the private investment fund that may be less than, equal to, or exceed the fee that you may pay to us pursuant to your Investment Advisory Agreement. As a result, Registrant can have an incentive to recommend that clients invest in the affiliated private fund. See Item 4 above for more information on how the Registrant seeks to mitigate this conflict of interest.

Item 7 Types of Clients

The Registrant's clients generally include individuals, business entities, trusts, estates, charitable organizations, and the affiliated private fund. The Registrant does not generally require an annual minimum fee or asset level for investment advisory services. The Registrant, in its sole discretion, may charge a lesser investment management fee or require a minimum asset level based upon certain criteria (i.e. anticipated future earning

capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. The Registrant may utilize the following methods of security analysis:
- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
 - Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)

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

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

- C. Currently, the Registrant primarily allocates client investment assets among various fixed income securities, mutual funds and/or exchange traded funds on a discretionary and non-discretionary basis in accordance with the client's designated investment objective(s). Clients may also be recommended investments in private investment funds—both through YieldStreet, Inc. and outside of YieldStreet, Inc. Private investment funds outside of YieldStreet, Inc. include the affiliated private fund. Private investment funds

generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which may be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Clients that do not want to accept the risks associated with private investment funds should instruct the Registrant not to recommend or purchase these investments and should not agree to invest through YieldStreet, Inc. The complete risk factors associated with these investments are provided in their respective offering documents.

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. **Certified Public Accounting Firm.** One of the Registrant's indirect owners, Ganga Mukkavilli, is a Principal at CPATAXES and Associates, P.C. ("*CPA*") a certified public accounting firm. To the extent that *CPA* provides accounting and/or tax preparation services to any clients, including clients of the Registrant, all such services shall be performed by *CPA*, in its individual professional capacity, independent of the Registrant, for which services Registrant shall not receive any portion of the fees charged by *CPA*, referral or otherwise. It is expected that the members of *CPA*, solely incidental to their respective practices as Certified Public Accountants with *CPA*, shall recommend the Registrant's services to certain of *CPA*'s clients. *CPA* is not involved in providing investment advice on behalf of the Registrant, nor does *CPA* hold itself out as providing advisory services on behalf of the Registrant. The recommendation by Registrant's representatives that a client utilize the services of *CPA* presents a conflict of interest, as there may be an incentive to recommend *CPA*'s services based on fees generated, rather than on a particular client's need. No client is under any obligation to utilize *CPA*'s services as may be recommended by Registrant's representatives. Clients are reminded that they may obtain similar services provided by *CPA* through other, non-affiliated accounting firms.

The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement may create.

Insurance Agency. Certain of Registrant's representatives are licensed insurance agents of Kubhera Risk Management, LLC, an affiliated insurance agency, and may recommend the purchase of certain insurance-related products on a commission basis. The

recommendation by Registrant's representatives that a client purchase an insurance commission product presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any insurance products from Registrant's representatives. Clients are reminded that they may purchase insurance products recommended by Registrant through other, non-affiliated insurance agents. **The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Affiliated Private Fund. As disclosed in Item 4, the Registrant is affiliated with the affiliated private fund. See Item 4 for more information about the affiliated private fund, the material conflicts of interest this relationship creates, and how this conflict is addressed.

- D. The Registrant does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Except for the affiliated private fund, neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest. See Item 4 above for information about the affiliated private fund and how the Registrant and its affiliates have a material financial interest in the affiliate private fund.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's

“Access Persons”. The Registrant’s securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person’s current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant’s Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at *Schwab*. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending *Schwab* (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. 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 a broker-dealer’s services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant’s best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant can receive from *Schwab* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or

vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.

Specifically, Schwab has agreed to pay up to \$2,000 we would otherwise incur for technology products, which are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* as a result of this arrangement. There is no corresponding commitment made by the Registrant to *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest such arrangement creates.

2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, 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.

In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance. Transactions for directed accounts will

generally be executed following the execution of portfolio transactions for non-directed accounts.

The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. From time to time, the Registrant may purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or “bunch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Registrant's Principals and/or representatives. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Registrant on an annual basis.
- B. The Registrant may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant can receive an economic benefit from *Schwab*. The Registrant, without cost (and/or at a discount), can receive support services and/or products from *Schwab*.

Registrant’s clients do not pay more for investment transactions effected and/or assets maintained at *Schwab* as a result of this arrangement. There is no corresponding commitment made by the Registrant to *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant's Chief Compliance Officer, Venkat Krishnaswamy, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest any such arrangement may create.

- B. Neither the Registrant nor any of its representatives compensates any person other than its supervised persons for client referrals.

Item 15 Custody

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian. The account custodian does not verify the accuracy of the Registrant's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming the Registrant as the client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, **in writing**, on the Registrant's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

- A. Except for assets managed by the affiliated private fund, the Registrant does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.