FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

	nary Business Name: JOHN			CRD Number: 105597
	ual Amendment - All Sectio	ns		Rev. 10/2021
3/2	9/2024 5:59:16 PM			
WA	·	-	ts or omissions may result in denial d by filing periodic amendments. Se	I of your application, revocation of your registration, or criminal see Form ADV General Instruction 4.
Iter	m 1 Identifying Information		<u> </u>	
Res	sponses to this Item tell us w	vho you are, where you are	e doing business, and how we can d	contact you. If you are filing an <i>umbrella registration</i> , the
info	ormation in Item 1 should be	provided for the filing advis	ser only. General Instruction 5 provi	ides information to assist you with filing an umbrella registration.
A.	Your full legal name (if you JOHN W. BRISTOL & CO.,	, ,	last, first, and middle names):	
B.	(1) Name under which you JOHN W. BRISTOL & CO.,		isory business, if different from Iten	n 1.A.
	List on Section 1.B. of Sched	dule D any additional names	under which you conduct your advis	sory business.
	(2) If you are using this Fo	rm ADV to register more th	nan one investment adviser under a	n <i>umbrella registration</i> , check this box \square
	If you check this box, compl	lete a Schedule R for each re	elying adviser.	
C.	If this filing is reporting a claume change is of your legal name or yo			e (Item 1.B.(1)), enter the new name and specify whether the
D.	(2) If you report to the SEC	C as an <i>exempt reporting ad</i>	nt adviser, your SEC file number: 8 Iviser, your SEC file number: ers assigned by the SEC ("CIK Numb	
	276101			
	1562326			
E.	(1) If you have a number (" <i>CRD</i> Number") assigned by	y the FINRA's CRD system or by the	IARD system, your <i>CRD</i> number: 105597
	If your firm does not have a	CRD number, skip this Item	n 1.E. Do not provide the CRD numbe	er of one of your officers, employees, or affiliates.
	(2) If you have additional (CRD Numbers, your addition	nal <i>CRD</i> numbers:	
			No Information Filed	
F.	Principal Office and Place of	Business		
	(1) Address (do not use a Number and Street 1:	P.O. Box):	Number and Street 2:	
	48 WALL STREET	State:	18TH FLOOR	ZIP+4/Postal Code:
	City: NEW YORK	New York	Country: United States	10005-2924
	If this address is a priv	vate residence, check this b	oox: 🗆	
	you are applying for reg which you are applying	gistration, or are registered, for registration or with whor he SEC as an exempt report	with one or more state securities au m you are registered. If you are apply	of business, at which you conduct investment advisory business. If athorities, you must list all of your offices in the state or states to exping for SEC registration, if you are registered only with the SEC, or the offices in terms of numbers of employees as of the end of your
	(2) Days of week that you • Monday - Friday	•	s at your <i>principal office and place of</i>	business:
	Normal business hours 9AM TO 5PM			
	(3) Telephone number at t	this location:		

212-389-5880

(4) Facsimile number at this location, if any:

		ber of offices, other than your <i>princip</i> recently completed fiscal year?	oal office and place of busin	ess, at which you conduct investment advisory busine	ess as of	
G.	Mailing address, if differen	it from your <i>principal office and place</i> o	of business address:			
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:		
	Oity.	State.	Country.	Zii i 471 ostal oode.		
	If this address is a private	e residence, check this box: 🗖				
Н.	If you are a sole proprieto	or, state your full residence address,	if different from your <i>princ</i>	cipal office and place of business address in Item 1.F.:		
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:		
					Yes	No
١.	Do you have one or more LinkedIn)?	websites or accounts on publicly ava	ilable social media platfori	ms (including, but not limited to, Twitter, Facebook ar	nd 👩	0
	If a website address serves addresses for all of the other available social media platfo	s as a portal through which to access c er information. You may need to list m	other information you have nore than one portal addres notent. Do not provide the ind	ablicly available social media platforms on Section 1.1. of published on the web, you may list the portal without lists. Do not provide the addresses of websites or accounts dividual electronic mail (e-mail) addresses of employees	isting on public	
J.	Chief Compliance Officer					
		contact information of your Chief Cor Compliance Officer, if you have one.	,	e an <i>exempt reporting adviser</i> , you must provide the co Item 1.K. below.	ontact	
	Name:		Other titles, if any:			
	Telephone number:		Facsimile number, if an	y:		
	Number and Street 1:		Number and Street 2:			
	City:	State:	Country:	ZIP+4/Postal Code:		
	Electronic mail (e-mail) ad	ddress, if Chief Compliance Officer ha	is one:			
		npany Act of 1940 that you advise formber (if any):	3 3 1	an you, a <i>related person</i> or an investment company recee officer services to you, provide the <i>person's</i> name a	O	
Κ.	•	tact Person: If a person other than t may provide that information here.	he Chief Compliance Offic	er is authorized to receive information and respond to	o questic	ons
	-	may provide that information here.	Titles:			
	Name:					
	Telephone number: Number and Street 1:		Facsimile number, if any Number and Street 2:	у.		
	City:	State:	Country:	ZIP+4/Postal Code:		
		ddress, if contact person has one:		2.1. 1 1/1 0014. 0000.		
					Yes	No
L.	•	all of the books and records you are our <i>principal office and place of busines</i>	·	ection 204 of the Advisers Act, or similar state law,	•	0
	If "yes," complete Section	1.L. of Schedule D.			Yes	No
M.	Are you registered with a	foreign financial regulatory authority?				•
		registered with a foreign financial regu s," complete Section 1.M. of Schedule		ou have an affiliate that is registered with a foreign financ	cial	
					Yes	No
N.	Are you a public reporting	company under Sections 12 or 15(d)) of the Securities Exchang	ge Act of 1934?	0	•
					Yes	Nο
O.	Did you have \$1 hillion or	more in assets on the last day of you	ur most recent fiscal vear?)		
	•	imate amount of your assets.			0	⊙

	C \$1 billion to less than \$10 billion			
	C \$10 billion to less than \$50 billion			
	450 L IIII			
	O \$50 billion or more			
	For purposes of Item 1.O. only, "assets" refet the total assets shown on the balance sheet	_		age on behalf of clients. Determine your total assets using
Р.	Provide your Legal Entity Identifier if you ha	ve one:		
	A <i>legal entity identifier</i> is a unique number t <i>identifier</i> .	hat companies use to identif	y each other in the financ	sial marketplace. You may not have a <i>legal entity</i>
SEC	TION 1.B. Other Business Names			
		No Info	ormation Filed	
SEC	TION 1.F. Other Offices			
		No Info	ormation Filed	
SEC	TION 1.1. Website Addresses			
Lis	t your website addresses, including address	es for accounts on publicly a	available social media plat	forms where you control the content (including, but not
lim				I. for each website or account on a publicly available
۸۵	drace of Website /Assesset on Dublish, Availab	la Capial Madia Diatforma	attas //www.linkadin.aana	/aaranamu//ahmuu heistal aa ina
Ad	dress of Website/Account on Publicly Availab	ne Social Media Platform: - r	nttps://www.iinkedin.com	/company/jonn-w-pristor-co-inc
Ad	dress of Website/Account on Publicly Availab	le Social Media Platform: F	HTTPS://WWW.JWBRISTO	L.COM
SEC	TION 1.L. Location of Books and Records			
	mplete the following information for each loast complete a separate Schedule D, Section		ur books and records, oth	er than your <i>principal office and place of business</i> . You
	me of entity where books and records are k DATA EPIC	ept:		
Nu	mber and Street 1:		Number and Street 2:	
71	ARCH STREET			
Cit	y:	State:	Country:	ZIP+4/Postal Code:
GR	EENWICH	Connecticut	United States	06830
lf t	this address is a private residence, check thi	s box:		
	lephone Number: 3-302-7100	Facsimile number, if any:		
	is is (check one): one of your branch offices or affiliates.			
0	a third-party unaffiliated recordkeeper.			
-	other.			
	efly describe the books and records kept at STOMER/CUSTODIAN ACCOUNT DATA RECOR			

Name of entity where books and records are key VRC COMPANIES, LLC	pt:		
Number and Street 1: 549 MILL ROAD		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
EDISON	New Jersey	United States	08817
If this address is a private residence, check this	box:		
Telephone Number: 201-806-2380	Facsimile number, if any:		
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
$oldsymbol{\mathbb{C}}$ other.			
Briefly describe the books and records kept at the CLIENT INFORMATION AND RECORDS WHICH ARE) YEARS OLD FROM THE EN	D OF THE MOST RECENT FISCAL YEAR.
Name of entity where books and records are ke NTIVA INC. NET ACCESS COLOGIX	pt:		
Number and Street 1: 200 WEBRO ROAD		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
PARSIPPANY	New Jersey	United States	07054
If this address is a private residence, check this	box:		
Telephone Number: 718-747-1400	Facsimile number, if any: 718-747-1888		
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at the REPLICATING SERVER WHICH MIRRORS SERVERS			
Name of entity where books and records are ke GLOBAL RELAY	pt:		
Number and Street 1: 220 CAMBIE STREET		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
VANCOUVER		Canada	V6B 2M9
If this address is a private residence, check this	box:		
Telephone Number: 866-484-6630	Facsimile number,	if any:	
This is (check one): O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
$oldsymbol{c}$ other.			

SECTIO	N 1.ľ	M. Registration with F	oreign Financial Regulatory Authorities
			No Information Filed
tem 2	SFC I	Registration/Reportin	
Respon SEC reç	ses to gistra	this Item help us (ar	d you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for nnual updating amendment to your SEC registration. If you are filing an umbrella registration, the information in Item 2
<i>an</i> pro	nual i	updating amendment to	ed) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 ou determine whether you may affirmatively respond to each of these items.
V	(1)	are a large advisor	firm that either:
		(a) has regulatory a	ssets under management of \$100 million (in U.S. dollars) or more; or
			ssets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating is registered with the SEC;
	(2)		isory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 s) and you are either:
		(a) not required to l	be registered as an adviser with the state securities authority of the state where you maintain your principal office and place
		(b) not subject to ex	amination by the state securities authority of the state where you maintain your principal office and place of business;
		Click HERE for a authority.	list of states in which an investment adviser, if registered, would not be subject to examination by the state securities
	(3)	Reserved	
	(4)	have your <i>principal</i> o	ffice and place of business outside the United States;
	(5)	are an investment a	dviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;
	(6)		dviser to a company which has elected to be a business development company pursuant to section 54 of the y Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under
	(7)	are a pension consu in rule 203A-2(a);	Itant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption
	(8)		er under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		If you check this box,	complete Section 2.A. (8) of Schedule D.
	(9)	are an adviser relyi	ng on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
		If you check this box,	complete Section 2.A. (9) of Schedule D.
	(10) are a multi-state ac	viser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		If you check this box,	complete Section 2.A. (10) of Schedule D.
	(11) are an Internet adv	iser relying on rule 203A-2(e);
	(12) have received an S	EC order exempting you from the prohibition against registration with the SEC;
		If you check this box,	complete Section 2.A. (12) of Schedule D.
	(13) are no longer eligib	le to remain registered with the SEC.

of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck

Briefly describe the books and records kept at this location.

the box(es) next to those state(s).

Jurisdictions							
□ AL	□ п.	□ NE	□ sc				
□ AK	□ IN	∥ □ NV	□ _{SD}				
□ AZ	□ IA	☑ NH	∥ □ _{TN}				
□ AR	□ KS	☑ NJ	☑ TX				
☑ CA	□ KY	□ NM	D UT				
□ CO	□ LA	✓ NY					
☑ CT	₩ ME	□ NC					
☑ DE	∥ □ MD	□ ND	□ VA				
DC DC	☑ MA	ОН	□ WA				
☑ FL	∥ □ MI	∥ □ ок	□ wv				
☑ GA	∥ □ MN	□ OR	∥ □ wi				
□ GU	□ MS	∥ □ PA	∥ □ wy				
□ ні	☑ MO	□ PR					
□ ID	□ MT	□ RI					
			ently receives them and you do not want to pay that				
state's notice filing or report f	filing fee for the coming year, you	ur amendment must be filed before the end o	of the year (December 31).				
SECTION 2.A.(8) Related Advise							
	is registered with the SEC and		trol, are controlled by, or are under common control the same as that of the registered adviser,				
Name of Registered Investment A	Adviser						
CRD Number of Registered Invest	tment Adviser						
SEC Number of Registered Investment Adviser							
SEC Number of Registered Invest	tment Adviser						
-		for Commission Registration within 120	Days				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required	Iviser Expecting to be Eligible (c), the exemption from the produced to make certain representation	ohibition on registration available to an adv ons about your eligibility for SEC registration	Days riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required and the required section of the required section.	Iviser Expecting to be Eligible (c), the exemption from the produced to make certain representation red representations. You must led to be registered with the SEC	obhibition on registration available to an advance of the second available to an advance of the second available to available to available to available to an advance of the second available to available	riser that expects to be eligible for SEC registration				
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SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemption representations. You must red to be registered with the SEC 20 days after the date my register of the exemption of the second se	ohibition on registration available to an advance on about your eligibility for SEC registration make both of these representations: C or a state securities authority and I have stration with the SEC becomes effective.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I undertake to withdraw from	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption representation red representations. You must led to be registered with the SEC 20 days after the date my register registering with the SEC.	ohibition on registration available to an advance on about your eligibility for SEC registration make both of these representations: C or a state securities authority and I have stration with the SEC becomes effective.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to				
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SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from SECTION 2.A.(10) Multi-State A If you are relying on rule 203A-20 about your eligibility for SEC regions.	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemption representations. You must need to be registered with the SEC 20 days after the date my register the date my register from registering with the SEC. Indiviser (d), the multi-state adviser exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption and the exemption as an investment adviser with the second and the exemption and the	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. Ith day after my registration with the SEC becomes the stration with the SEC becomes with the SEC becomes the securities authority and I have stration with the SEC becomes effective.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section a, you are required to make certain representations made the required representations.				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I am not registered or required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A (a) are relying on rule 203A-20 about your eligibility for SEC registers. If you are applying for registration I have reviewed the applicable.	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemption representations. You must need to be registered with the SEC 20 days after the date my register the date my register from registering with the SEC. Indiviser (d), the multi-state adviser exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption as an investment adviser with the second and the exemption and the exemption as an investment adviser with the second and the exemption and the	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. It day after my registration with the SEC becomes the the SEC becomes the the stration will be deemed to have the securities are concluded that I am required by the laws about your make both of these are concluded that I am required by the laws about your make both of these are concluded that I am required by the laws about your make both of these are concluded.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section a, you are required to make certain representations made the required representations.				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I am not registered or required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A(a) are relying on rule 203A-20 about your eligibility for SEC register investment adviser with the second in	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemption from the product of the exemptions. You must need to be registered with the SEC 20 days after the date my register the date my register from the 120 om registering with the SEC. Indicate the exemption of the e	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. It day after my registration with the SEC becomes the stration with the SEC becomes the day after my registration with the SEC becomes the securities authority and I have stration from the prohibition on registration with the SEC becomes effective. The securities authority and I have secured by the laborate states.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section a, you are required to make certain representations made the required representations.				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I am not registered or required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from 203A(a)	dviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemptions. You must need to be registered with the SEC 20 days after the date my register the date my register the date my register the date my register the exemption of the second of the exemption of the exemption of the exemption as an investment adviser with the state and federal laws and has tate securities authorities in the second of the exemption	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. It day after my registration with the SEC becomes effective appriate boxes, you will be deemed to have the the SEC, you must make both of these have concluded that I am required by the label assessates. Sendment to this registration indicating that accurities authorities of those states.	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section and the required to make certain representations made the required representations. The representations: The representations:				
SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I am not registered or required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A-20 about your eligibility for SEC register as an investment adviser with the second I undertake to withdraw from states to register as an investment adviser as an investment adviser as an investment and the second register as an investment and the second register as an investment adviser with the second register as an investment adviser and investment adviser as an investment and register as an investment adviser and register and regi	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemptions. You must red to be registered with the SEC 20 days after the date my register the date my register the date my register the date my registering with the SEC. Indiviser (d), the multi-state adviser exemption as an investment adviser with the state and federal laws and has a state securities authorities in the SEC registration if I file an amount adviser with the state security amendment, you must be stated and amendment, you must be stated and amendment, you must be stated amendment.	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. It day after my registration with the SEC becomes effective appriate boxes, you will be deemed to have the the SEC, you must make both of these ave concluded that I am required by the labore states. The endment to this registration indicating the courities authorities of those states. St make this representation:	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section and the required to make certain representations made the required representations. The representations: The representations are states to register as an and the I would be required by the laws of fewer than 15 and 15 are presentations.				
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SECTION 2.A.(9) Investment Ad If you are relying on rule 203A-2 within 120 days, you are required deemed to have made the required register with the SEC within 1 I am not registered or required register with the SEC within 1 I undertake to withdraw from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A(a) of the Advisers Act from 203A-2 about your eligibility for SEC register as an investment adviser with the second investment adviser as an investment adviser. If you are submitting your annual within 90 days prior to the day by the laws of at least 15 states.	Iviser Expecting to be Eligible (c), the exemption from the product of the exemption from the product of the exemptions. You must be determined to be registered with the SEC 20 days after the date my register the date my register the date my registering with the SEC. Indiviser (d), the multi-state adviser exemption as an investment adviser with the state and federal laws and has a state securities authorities in the SEC registration if I file an amount of the state securities authorities in the state securities authorities in the state securities authorities in the state of filing this amendment, you must be of filing this amendment, I have the securities and investment adviser as an investment of the state of the state and investment adviser as an investment adviser.	cohibition on registration available to an advance about your eligibility for SEC registration make both of these representations: Cor a state securities authority and I have stration with the SEC becomes effective. It day after my registration with the SEC becomes the day after my registration with the SEC becomes the day after my registration on registration operate boxes, you will be deemed to have the the SEC, you must make both of these ave concluded that I am required by the labore states. See the day after my registration indicating the ecurities authorities of those states. Set make this representation: The average reviewed the applicable state and feed and reviewed the applicable state and revie	riser that expects to be eligible for SEC registration on. By checking the appropriate boxes, you will be a reasonable expectation that I will be eligible to becomes effective, I would be prohibited by Section and the required to make certain representations made the required representations. Therefore, I would be prohibited by Section and the required representations. Therefore, I would be prohibited by Section and the required representations. Therefore, I would be required representations and the required by the laws of fewer than 15 and the required by the laws of fewer than 15 are all laws and have concluded that I am required the few in those states.				

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ter	n 3 Form of Organization
	bu are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.
Α.	How are you organized?
	Corporation
	C Sole Proprietorship
	C Limited Liability Partnership (LLP)
	O Partnership
	C Limited Liability Company (LLC)
	C Limited Partnership (LP)
	Other (specify):
	If you are changing your response to this Item, see Part 1A Instruction 4.
B.	In what month does your fiscal year end each year? DECEMBER
C.	Under the laws of what state or country are you organized?
	State Country
	New York United States
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.
	If you are changing your response to this Item, see Part 1A Instruction 4.
_	
ter	n 4 Successions Yes No
A.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?
	If "yes", complete Item 4.B. and Section 4 of Schedule D.
B.	Date of Succession: (MM/DD/YYYY)
	If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.
SEC	TION 4 Successions
	No Information Filed
+	E Information About Vous Advisors, Business, Employees, Cliente, and Commencetion
	n 5 Information About Your Advisory Business - Employees, Clients, and Compensation
	ponses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making ulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.
Em	ployees
_	rou are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an polyee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

Date of order:

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0

(3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

(5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

In your response to Item 5.B. (6), do not count any of your employees **and count a firm only once – do not count each of the firm's** employees that solicit on your behalf.

Clients

0

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
 - (2) Approximately what percentage of your *clients* are non-*United States persons*?
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of <i>Client</i>	(1) Number of Client(s)	(2) Fewer than 5 Clients	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)	0		\$ O
(b) High net worth individuals	66		\$ 3,234,660,225
(c) Banking or thrift institutions	0		\$ O
(d) Investment companies	0		\$ O
(e) Business development companies	0		\$ O
(f) Pooled investment vehicles (other than investment companies and business development companies)	1		\$ 115,491,942
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	12		\$ 510,816,831
(h) Charitable organizations	53		\$ 1,851,655,704
(i) State or municipal <i>government entities</i> (including government pension plans)	0		\$ O
(j) Other investment advisers	0		\$ O
(k) Insurance companies	0		\$ O
(I) Sovereign wealth funds and foreign official institutions	0		\$ O
(m) Corporations or other businesses not listed above	6		\$ 59,804,787
(n) Other: ASBESTOS SETTLEMENT TRUST	0	D	\$ 56,454,036

		(1) (2) (3) (4) (5) (6) (7)	A percentage of assets under your methourly charges Subscription fees (for a newsletter or Fixed fees (other than subscription fees Commissions Performance-based fees Other (specify):	peri					
			nation About Your Advisory Business ssets Under Management	- Re	gulatory Assets Under Ma	nagement			
ĸeg	uiat	ы у А	ssets Under Management						Yes No
F.		•	ou provide continuous and regular supe			•			⊙ ○
	(2)	If yes	s, what is the amount of your regulato	y as	sets under management a U.S. Dollar Amount	nd total number of	of acco	ounts? Total Number of Accounts	
		Discr	retionary:	(a)	\$ 5,801,114,460		(d)	137	
		Non-	-Discretionary:	(b)	\$ 27,769,065		(e)	3	
		Tota	l:	(c)	\$ 5,828,883,525		(f)	140	
			1A Instruction 5.b. explains how to calc pleting this Item.	ulate	your regulatory assets und	er management. Y	You mu	ist follow these instructions care	efully when
		are n	is the approximate amount of your to on- <i>United States persons</i> ? 000,003	al re	egulatory assets under mai	nagement (reporte	ed in I	tem 5.F.(2)(c) above) attributa	able to <i>clients</i> who
tem	5 I	nform	nation About Your Advisory Business	- Ad	visory Activities				
Adv	isor	y Acti	ivities		•				
Ĵ.	Wha	(1) (2) (3)	e(s) of advisory services do you provide Financial planning services Portfolio management for individuals Portfolio management for investment section 54 of the Investment Compar	and,	or small businesses	ess development c	compai	nies" that have made an elect	ion pursuant to
	S	(4) (5)	Portfolio management for pooled inver- Portfolio management for businesses other pooled investment vehicles)			·		other than registered investme	ent companies and
		(6)(7)(8)	Pension consulting services Selection of other advisers (including Publication of periodicals or newslett	•	ate fund managers)				
		(9) (10)	Security ratings or pricing services Market timing services						
		` '	Educational seminars/workshops						
	Inve	estme	neck Item 5.G.(3) unless you provide ad ent Company Act of 1940, including as a nt companies to which you provide advic	suba	dviser. If you check Item 5	G.(3), report the 8			•
Н.	If y	ou pro	ovide financial planning services, to ho	v ma	any <i>clients</i> did you provide	these services du	ıring yo	our last fiscal year?	
	0	1 - 1							
	0	11 -							
	0	26 - 51 -							
	Ö		- 250						
	\circ		- 500						
	\circ		e than 500						
			ore than 500, how many? nd to the nearest 500)						
	_		esponses to this Item 5.H., do not include te investors.	le as	"clients" the investors in a	private fund you a	advise,	unless you have a separate adv	visory relationship
		03							
									Yes No

0 0

E. You are compensated for your investment advisory services by (check all that apply):

I. (1) Do you participate in a wrap fee program?

(a) sponsor to a wrap fee program		
\$ (b) portfolio manager for a <i>wrap fee program</i> ? \$		
(c) sponsor to and portfolio manager for the same wrap fee program? \$		
If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).		
If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.1.(2) of Sche	edule .	D.
If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered the wrap fee program, do not check Item 5.1.(1) or enter any amounts in response to Item 5.1.(2).	hroug	ıh a
(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?	Yes ©	
(2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?	0	•
Separately Managed Account <i>Clients</i>		
(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i>)?	Yes ©	No O
If yes, complete Section 5.K.(1) of Schedule D.		
(2) Do you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise?	0	•
If yes, complete Section 5.K.(2) of Schedule D.		
(3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	0	•
If yes, complete Section 5.K.(2) of Schedule D.		
(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?	•	0
If yes, complete Section 5.K.(3) of Schedule D for each custodian.		
Marketing Activities	Yes	No
(1) Do any of your advertisements include:	163	NO
(a) Performance results?	•	0
(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	0	•
(c) Testimonials (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	•
(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	•
(e) Third-party ratings?	0	•
(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials</i> , <i>endorsements</i> , or <i>third-party ratings</i> ?	0	•
(3) Do any of your advertisements include hypothetical performance?	0	•
(4) Do any of your advertisements include predecessor performance?	0	•

(2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting as:

J.

L.

No Information Filed

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Asse	et Type	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	%	%
(ii)	Non Exchange-Traded Equity Securities	%	%
(iii)	U.S. Government/Agency Bonds	%	%
(iv)	U.S. State and Local Bonds	%	%
(v)	Sovereign Bonds	%	%
(vi)	Investment Grade Corporate Bonds	%	%
(vii)	Non-Investment Grade Corporate Bonds	%	%
(viii)	Derivatives	%	%
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi)	Cash and Cash Equivalents	%	%
(xii)	Other	%	%

Generally describe any assets included in "Other"

) Ass	et Type	End of year
(i)	Exchange-Traded Equity Securities	
(ii)	Non Exchange-Traded Equity Securities	0 %
(iii)	U.S. Government/Agency Bonds	3 %
(iv)	U.S. State and Local Bonds	0 %
(v)	Sovereign Bonds	0 %
(vi)	Investment Grade Corporate Bonds	1 %
(vii)	Non-Investment Grade Corporate Bonds	0 %
(viii) Derivatives	0 %
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	1 %
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	0 %
(xi)	Cash and Cash Equivalents	1 %
(xii)	Other	0 %

Generally describe any assets included in "Other"

☑ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative E	Exposures		
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative		(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3)	Derivative E	xposures		
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative		(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the

ma	nagement of the separately manage	ed accounts that you advise.	ge and dorna	
ECTIO	N 5.K.(3) Custodians for Separate	ly Managed Accounts		
		.K.(3) for each custodian that holds ten pero	ent or more of your aggregate separately ma	anaged account
(a)	Legal name of custodian:			
	WILMINGTON TRUST, N.A.			
WILMINGTON TRUST, N.A. (b) Primary business name of custodian: WILMINGTON TRUST (c) The location(s) of the custodian's office(s) responsible for custody of the assets: City: WILMINGTON Delaware United States Yes (d) Is the custodian a related person of your firm? (e) If the custodian is a broker-dealer, provide its SEC registration number (if any) (f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in any) (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? § 1,038,350,567 (a) Legal name of custodian: BNY MELLON SECURITIES CORPORATION (b) Primary business name of custodian: BNY MELLON SECURITIES CORPORATION (c) The location(s) of the custodian's office(s) responsible for custody of the assets: City: City: State: Country: JERSEY CITY New Jersey United States Yes				
	STION 5.K.(3) Custodians for Separately Managed Accounts amplete a separate Schedule ID Section 5.K.(3) for each rustodian that holds ten percent or more of your aggregate separately managed account guistory assols under miningerion. Logal name of austodians Will-MNCTON TRUST, N.A. Primary business amen at rustodians Will-MNCTON TRUST, N.A. Primary business amen at rustodians Will-MNCTON TRUST, N.A. Primary business amen at rustodians office(x) responsible for custody of the assets: City			
(c)	The location(s) of the custodian'	Amanaged Accounts K. (3) for each custodian that holds ten percent or mere of your aggregate separately managed account fan: office(s) responsible for custody of the assets: State: Delaware United States Yes No of your firm? office its SEC registration number (if any) caler, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if assets under management attributable to separately managed accounts is held at the custodian? RATION iffice its Sec registration number (if any) office(s) responsible for custody of the assets: State: State: Country: United States Yes No of your firm? Country: New Jersey United States Yes No of your firm? office(s) responsible for custody of the assets: State: Sta		
	ION S.K.(3) Custodians for Separately Managed Accounts priete a separate Schedule D. Section S.K. (3) for each custodian that holds ten percent or more of your aggregate separately managed accountatory assets under management. Legal name of custodian: WILMINGTON IRUST, IN A Primary business name of custodian: WILMINCTON TRUST The location(s) of the custodian's effice(s) responsible for custody of the assets: City: WITMINGTON Delaware United States Is the custodian a related person of your firm? If the custodian is a broker-dealer, or is a broker-dealer but does not have an SFC registration number, provide its legal entity literation or your regulatory assets under management attributable to separately managed accounts is held at the custodian's \$ 1,038,350,567 Legal name of custodian: BNY MELLON SECURITIES CORPORATION The location(s) of the custodian's office(s) responsible for custody of the assets: City: URSPINCTY New Jersey United States Legal name of custodian: BNY MELLON SECURITIES CORPORATION The location(s) of the custodian's office(s) responsible for custody of the assets: City: URSPINCTY New Jersey United States Is the custodian a related person of your firm? If the custodian is a broker-dealer, provide its SEC registration number (if any) 8 - 13801 15 the custodian is not a broker-dealer, provide its SEC registration number, provide its legal entity ideal any) 30 0691510 What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?			
	WILMINGTON	Delaware	United States	
				Yes No
(d)	Is the custodian a related persor	of your firm?		0 0
(e)	If the custodian is a broker-deal	er, provide its SEC registration number (if an	y)	
	-			
(f)	DN S.K.(3) Custodians for Separately Managed Accounts incto a soperate Schoolde D Section 6 K (3) for each custodian that holds ten percent or more of your aggregate separately managed account story assets under management. Logal name of custodian: WILMINGTON IRUST, N.A. Primary business name of custodian: WILMINGTON IRUST, N.A. Primary business name of custodian: WILMINGTON IRUST The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets: City: WILMINGTON If the custodian a related person of your firm? If the custodian is of a broker-dealer, provide its SEC registration number (if any) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in any) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in any) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in any) Legal name of custodian: Bey MELLON SCORTIES CORPORATION The location(s) of the custodian's office(s) responsible for custody of the assets: City: JERSEY CITY New Jersey United States Country: Legal name of custodian is entitle of custodian: New HILLON SCORTIES CORPORATION The location(s) of the custodian's office(s) responsible for custody of the assets: City: JERSEY CITY New Jersey United States Yes It the custodian is a broker-dealer, provide its SEC registration number (if any) 8 - 13801 If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (in th	gal entity identifier (if		
(g)		assets under management attributable to s	eparately managed accounts is held at the cι	ustodian?
(a)	•	ODATION		
(h)				
(6)	· ·			
(c)			ets:	
,				
			•	
				Yes No
(d)	Is the custodian a <i>related perso</i> .	7 of your firm?		
				0 0
(e)		er, provide its SEC registration number (ii ar	19)	
(f)		dealer or is a broker-dealer but does not be	ove an SEC registration number, provide its <i>le</i>	egal entity identifier (if
(.)		addien, en is a brenten addien bat adds not no	vo an ozo rogistration nambor, provide ito 10	Country: United States Yes No Gegistration number, provide its legal entity identifier (if nanaged accounts is held at the custodian? Country: United States Yes No George Gegistration number, provide its legal entity identifier (if nanaged accounts)
	30-0891510			
(g)	What amount of your regulator	y assets under management attributable to	separately managed accounts is held at the c	custodian?
	\$ 638,398,012			
(3)	Logal name of custodian			
(u <i>)</i>				

Country:

(b)

(c)

City:

Primary business name of custodian:

FIDUCIARY TRUST COMPANY INTERNATIONAL

The location(s) of the custodian's office(s) responsible for ${\it custody}$ of the assets :

State:

	BOSTON	Massachusetts	United States			
				Yes	N	o
(d)	Is the custodian a related person	of your firm?		0	0	5
(e)	If the custodian is a broker-deal	er, provide its SEC registration	number (if any)			
(f)	If the custodian is not a brokerany) 13-6122956	dealer, or is a broker-dealer bu	ut does not have an SEC registration number, provide its <i>legal entity identii</i>	<i>îier</i> (if	f	
(g)	What amount of your regulators \$ 1,352,847,425	y assets under management at	tributable to separately managed accounts is held at the custodian?			
Item 6 Ot	ther Business Activities					
	em, we request information about	your firm's other business acti	vities.			
00001	are actively engaged in business at (1) broker-dealer (registered or (2) registered representative or (3) commodity pool operator or (4) futures commission merchal (5) real estate broker, dealer, (6) insurance broker or agent	unregistered) f a broker-dealer commodity trading advisor (wl nt	nether registered or exempt from registration)			

		(1)	broker-dealer (registered or unregistered)		
		(2)	registered representative of a broker-dealer		
		(3)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		(4)	futures commission merchant		
		(5)	real estate broker, dealer, or agent		
		(6)	insurance broker or agent		
		(7)	bank (including a separately identifiable department or division of a bank)		
		(8)	trust company		
		(9)	registered municipal advisor		
		(10)	registered security-based swap dealer		
		(11)	major security-based swap participant		
		(12)	accountant or accounting firm		
		(13)	lawyer or law firm		
		(14)	other financial product salesperson (specify):		
	If yo	ou eng	age in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.		
				Yes	No
B.	(1)	۸ro	you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?		
Ъ.	(1)			0	⊙
	(2)	If y	es, is this other business your primary business?	\circ	\circ
		If "y	res," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that na	ame.	
		J	·	Yes	Nο
	(2)	Da i			
	(3)	טט צ	you sell products or provide services other than investment advice to your advisory clients?	\circ	⊙
		16 "			
		11 "}	res," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that na	irne.	

SECTION 6.A. Names of Your Other Businesses No Information Filed

SECTION 6.B.(2) Description of Primary Business Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name:

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your

advisory	affiliates and any person that is under common control with you.
You have	e a <i>related person</i> that is a (check all that apply):
<u> </u>	broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
(2)	other investment adviser (including financial planners)
(3)	registered municipal advisor
(4) (5)	registered security-based swap dealer
(5) (6)	major security-based swap participant commodity trading advisor (whether registered or exempt from registration)
(b) (7)	futures commission merchant
(8)	banking or thrift institution
(9)	trust company
[(10)	accountant or accounting firm
	lawyer or law firm
	insurance company or agency
	pension consultant
_ ` '	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
broker-a	at Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your mployees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).
	at if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.
For each Schedule	related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of D.
advisory related p	not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with a services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.
operation	other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be nally independent under rule 206(4)-2 of the Advisers Act. Financial Industry Affiliations
	No Information Filed
Item 7 Privat	te Fund Reporting
B. Are you an	Yes Not adviser to any <i>private fund</i> ?
sentence a reporting a 7.B.(1) of S	then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, implete Section 7.B.(2) of Schedule D.
code, or sir	ase, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical milar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or in place of the fund's name.
SECTION 7.B	s.(1) <i>Private Fund</i> Reporting
	Funds per Page: 15 💌 Total Funds: 1
A. PRIVATE	
A. PRIVATE I	
	FUND n About the <i>Private Fund</i>

	(b) Private fund identification number: (include the "805-" prefix also)		
	805-5050611528		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States	Country: United States If. Trustee, or Directors (or persons serving in a similar capacity): ustee, or Director Itify the filing advisor and/or retying advisor(s) that sponsor(s) or manage(s) this private fund. No Information Filed u must check at least one): the definition of investment company under section 3(e)(1) of the investment Company Act of 1940 the definition of investment company under section 3(e)(7) of the investment Company Act of 1940 the definition of investment company under section 3(e)(7) of the investment Company Act of 1940 the definition of investment company under section 3(e)(7) of the investment Company Act of 1940 The investment regulatory authority with which the private fund is registered. No Information Filed Yes No The investment fund? No Information Filed Yes No The investment fund invests fund invests? Yes No The investment fund invests? The investment fund invests fund in which this private fund invests? The investment funds separately. The investment funds separately. No Information Filed The investment investment according to the instructions to this Section 7.B.(1), for each of uestions: No Information Filed The investment investment investing in a "master fund" for purposes of this question if it issued interests, and each class (or series) invests substantially all of its assets in a single master fund. Yes No Y	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	State: Country. Delaware (Country). Delaware (
	Name of General Partner, Manager, Trustee, or Director JOHN W. BRISTOL & CO., INC. (b) If filling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. No Information Filed The private fund (check all that apply: you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes I (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? Yes I (c) Is this a "feeder fund" in a master-feeder arrangement? (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund: Private fund identification number: (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Section 7.B, (1) for the master-feeder arrangement or reporting on the funds separately.		
4.			
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
0.	·	0	•
		Yes	. No
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	0	•
		n 7.B.((1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	or eac	h of
	No Information Filed		
		t issue	ed
8.	(a) Is this <i>private fund</i> a "fund of funds"?		
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	_	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other priv	/ate fui	nd:

	COMMINGLED STOCK FUND		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.	r advisers to the private fund. If the answer Yes No O O O O O O O O O O O O O O O O O O O	
11.	Current gross asset value of the <i>private fund</i> : \$ 93,050,498	Ves No ction 3(c) (1) of the Investment Yes No of the Private fund. If the answer to Yes No of the advisers to the private fund. If the answer Yes No of the Societies Act of 1933	
<u>Ow</u>	ip turn investment commitment required of an investor in the private Anat 00.003 Export the amount routinely required of investors who are not your rotated persons (even if different from the amount set forth in the received documents of the private Anat's beneficial owners: Is the approximate percontage of the private Anat's beneficially owned by you und your rotated persons What is the approximate percontage of the private Anat's beneficially owned (in the aggregate) by funds of funds: It the private fund qualifies for the exclusion from the definition of investment company under socilon 3(e)(1) of the trivestment Polyton of 1940, are sales of the fund limited to qualified clones? It the approximate percontage of the private Anat's beneficially owned by non-United States persons You No Company Act of 1940, are sales of the fund timited to qualified clones? You was a satadeviser to this private Anat's beneficially owned by non-United States persons The approximate percontage of the private Anat's beneficially owned by non-United States persons You No Company Act of 1940, are sales of the fund timited to qualified clones? You say a satadeviser to this private Anat's fund? You No Company Act of 1940, are sales of the private Anat's fund to number. If any, of the advisor of the private Anat's fit to answer to question 17 (e) is "no." (sever this question blank. No intermation it lied You No Company in the private Anat's fund to the private Anat's fit the p		
12.	2. Minimum investment commitment required of an investor in the private fund: 5.7.000,000 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount sot forth in the organizational documents of the fund). 3. Approximate number of the private fund's beneficial owners. 36. 4. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 25%. 5. (a) What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds. 976. (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(e)(1) of the Investment Company Act of 1940, are sales of the fund initied to qualified dilented. 6. What is the approximate percentage of the private fund beneficially owned by non-utolified states persons. 96. 6. What is the approximate percentage of the private fund beneficially owned by non-utolified states persons. 97. (a) Are you a subsective to this private fund? (b) If the answer to question 17 (a) is "yes," provide the name and SEC tile number, if any, of the advisor of the private fund. If the answer to question advisors (other than the investment advisors listed in Section 7.B. (1).A.3.(b)) advise the private fund. If the answer to question 18 (a) is "yes," provide the name and SEC tile number, if any, of the other advisors to the private fund. 9. Are your clients solicited to invest in the private fund? Not information Filed Yes No NOTE: For purposes of this question, do not consider feeder funds of the private fund. 10. Approximately what percentage of your clients has invested in the private fund.		
	Current gross assist value of the private fund: \$ 3,050,698 Minimum investment commitment required of an investor in the private fund. \$ 3,050,698 Minimum investment commitment required of an investor in the private fund. \$ 3,050,698 Minimum investment commitment required of investors who are not your related persons (even if different from the amount set forth in the pregnativational discussments of the private fund of investors who are not your related persons (even if different from the amount set forth in the pregnativational discussments of the private fund sentences. \$ 25 What is the approximate personage of the private fund beneficially owned by you and your related persons 22% (a) What is the approximate personage of the private fund constituting owned (in the aggregate) by runds of runds. (b) If the private fund qualifies for the exclusion from the deficition of investment company under section 3(a)(1) of the investment Company Act of 1910, are sales of the run immed to quantified forms. (c) What is the approximate personage of the private fund beneficially owned by non-thirted States parases. (d) Are you a subcludese to this private fund? (e) If the survey to quantifier 17.(a) is "post" provide the reason and SEC file number, if any, of the ambiers of the private fund? (f) If the private fund qualified to the private fund? (g) If the survey to quantifier 18.(a) is "post" provide fund reasonable in the private fund? (g) If the survey to purpose of the quantifier, if any the private fund? (g) If the survey to purpose of the quantifier, if any the private fund? (g) If the survey to purpose of the quantifier, if any the private fund? (g) If the survey to purpose of the quantifier, if any the private fund? (g) If the purpose of the quantifier, if any the private fund? (g) If you provide the private fund? (g) If you provide the private fund and accompliant from registration of its securities under Regulation D of the Securities Act of 1983? (g) If you provide the private fund is priva		
13.			
14.			
15.		funds: Yes No (1) of the Investment Yes No O the private fund. If the answer to Yes No he private fund? Yes No O For Sers to the private fund. If the answer Yes No O For Sers No O	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment		
16.			
<u>You</u>	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	_	_
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the ans		•
	No Information Filed		
		Yes	No
18.			
		the answe	er
	No Information Filed		
		Yes	No
19.	·	•	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.			
Priv	vate Offering	V	No
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	en if different from the amount set forth in the alted persons: The private fund of the answer to Yes No The other advisers to the private fund. If the answer Yes No The other advisers to the private fund. If the answer Yes No The other advisers to the private fund. If the answer Yes No The other advisers to the private fund. If the answer Yes No The other advisers to the private fund. If the answer Yes No	
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):	stor in the private fund: tors who are not your related persons (even if different from the amount set forth in the winners: Indicate the fund beneficially owned by you and your related persons: It is fund beneficially owned (in the aggregate) by funds of funds: Yes No In the definition of investment company under section 3(c)(1) of the Investment of qualified clients? Indicate the name and SEC file number, if any, of the adviser of the private fund. If the answer to be the name and SEC file number, if any, of the other advisers to the private fund. If the answer and section filed Yes No Information Filed Yes No	
	Form D file number	yes No on 3(c) (1) of the Investment OOO This: Yes No OOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOOO	
	021-220685		

B. SERVICE PROVIDERS

23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	0	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ting fir	-m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
	(b) Name of the auditing firm: CITRIN COOPERMAN & COMPANY, LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States	Yes	No
	(d) Is the auditing firm an <i>independent public accountant</i> ?	• •	0
		· ·	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 2468		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	0	0
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified • Yes O No O Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	·	
Prime I	<u>Broker</u>	V.	N-
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	Ye	es No う ⊙
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	_
	No Information Filed		
Custod	<u>ian</u>		
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e	es No o te
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If th <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>	ate
	(b) Legal name of custodian: FIDUCIARY TRUST INTERNATIONAL, INC.		
	(c) Primary business name of custodian: FIDUCIARY TRUST INTERNATIONAL, INC.		

		's office responsible for a	,		
	City: 280 PARK AVENUE		State: New York	Country: United States	
					Yes No
	(e) Is the custodian a related per	rson of your firm?			0 0
	(f) If the custodian is a broker-c	ealer, provide its SEC reç	gistration number (if any):	
	- CRD Number (if any):				
	(g) If the custodian is not a brok identifier (if any) 13-6122956	er-dealer, or is a broker-	-dealer but does no	ot have an SEC registration number, provide it	s legal entity
Admini	<u>strator</u>				
					Yes No
26. (a)	•	•		below 16 the projects found upon more than a pos-	⊙ C
	•	• • • • • • • • • • • • • • • • • • • •		below. If the <i>private fund</i> uses more than one	administrator, you
	(c) is the abstedian a related person of your firm? (f) If the custodian is a broker-dealer, provide its SEC registration number (if any). — CIDD Number (if any): (g) If the austedian is not a broker-dealer, or is a broker dealer but does not have an SEC registration number, provide its <i>Psyst restry electric</i> (if any) 13-40122966 **Page 50 Does the private burd use an administrator other than your firm? **Yes (g) Does the private burd use an administrator other than your firm? **Yes (g) Does the private burd use an administrator other than your firm? **Additional Administrator Information : 1 Record(s) Filed. If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, your most complete questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator. **CRESS FUND ADMINISTRATION SERVICES** (g) Location of administrator (city, state and country): **City:** (g) Does the administrator prepare and sand investor account statements to the private fund's investors? **O'Rec (provided to all investors) of Some (provided to some but not all investors) of No (provided to no investors) (g) Does the administrator prepare and sand investor account statements to the private fund's investors? **O'Rec (provided to all investors) of Some (provided to some but not all investors) of No (provided to no investors) (g) If the answer to question 2a.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable." (g) Does the administrator account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." (g) It the answer to question dealer fund's asserts (by value) was valued by a person, such as an administrator, that is				
		State: Country: New York United states State custodian a related person of your firm? Yes No If the custodian is a probler-dealer, provide its SEC registration number (if any). The custodian is a probler-dealer, provide its SEC registration number (if any). The custodian is not a brinken-dealer, provide its SEC registration number (if any). The custodian is not a brinken-dealer, provide its SEC registration number (if any). The custodian is not a brinken-dealer, provide its sector exploration number (if any). The custodian is not a brinken-dealer, provide its sector exploration number (if any). The custodian is not a brinken-dealer, provide its sector exploration number (if any). Yes no explore a question 26 (c) is "yes" respond to questions (b) through (f) below. If the private fund uses more than one administrator, yengetic question 26 (c) is "yes" respond to questions (b) through (f) below. If the private fund uses more than one administrator, yengetic question 26 (c) is "yes" respond to questions (b) through (f) below. If the private fund uses more than one administrator information: 1 Record(s) Filed. Lanewor to question 26 (c) is "yes" respond to questions (b) through (f) below. If the private fund uses more than one administrator information (city state and country): State: Country: State: Country: State: Country: State: Country: The administrator a related person of your firm? Yes No Yes provided to an investors) Come (provided to some out not at investors) (pilo (provided to no investors) (regional to all investors) (pilo (provided to no investors) (regional to the private fund's investors, respond fine applicable. "In the answer to question 26 (s) is "no" or "some "who sends the investor account statements to the (rest of the) private fund's investors, respond fine applicable." The answer to question 26 (s) is "no" or "some "who sends the investor account statements to the (rest of the) private fund's investors, respond fine appli			
	•			•	ne
	(b) Name of administrator:				
	GRASSI FUND ADMINISTRATI	ON SERVICES			
	(a) I agation of administrator (sittle	v state and sountmy).			
		,		Country	
				•	
					Yes No
	(d) Is the administrator a related	<i>l person</i> of your firm?			0 0
	(e) Does the administrator prepared	are and send investor ac	count statements t	to the <i>private fund's</i> investors?	
	O Yes (provided to all invest	ors) C Some (provided to	o some but not all	investors) 👩 No (provided to no investors)	
	investors? If investor accour	t statements are not sen		•	
you	ur related person?	ntage of the <i>private fund</i>	's assets (by value) was valued by a <i>person</i> , such as an administ	rator, that is not
rele	evant quotes, and (ii) the valuation	used for purposes of inve	·		• •
<u>Market</u>	<u>ers</u>				
28. (a)	Does the <i>private fund</i> use the servi	ces of someone other that	an you or vour <i>emr</i>	ployees for marketing purposes?	Yes No
20. (d)	You must answer "yes" whether the similar <i>person</i> . If the answer to que	e <i>person</i> acts as a placer stion 28.(a) is "yes," res	ment agent, consul pond to questions	tant, finder, introducer, municipal advisor or o (b) through (g) below for each such marketer	ther solicitor, or the <i>private fund</i>
			No Information I	Filed	

conflicts of interest may occur between you and your cleans, Newly-formed advisers should base responses to these questions on the types of partial microsi. His you oxpost to largegin during the noxity you. It is item 7, Item 8 requires you to provide information about you and your misted persons, including toreign attiliates. Proprietarly interest in Client Transactions A Do you or any related person. (1) buy occurrities for yourself required specifications of the control of the provided information about you and your misted persons in the commendation advisory clients. (2) buy or sell for yourself securities (or other investment products) to advisory clients in which you or any related person has some other proprietarry (coverable) interest in Client Transactions 1. Do you or any related person. 1. Do you or any related person. 2. Procommend or registered representative of a broken-dealer, execute securities trades for brokenage customers in which advisory clients with respect to the products of securities for which you or any related person serves as underself or general or managing particle? 2. recommend purchase or said and securities to advisory clients or vivide you or any related person serves as underself or general or managing particle? 2. recommend purchase or said and securities to advisory clients on vivide you or any related person has any other saids interest (other than the receipt of suite transactions). 1. In your array related person have describancy authority to determine the: 1. securities to be bought or sold for a client's account? 2. In your answer 'yes' to C (2) above, are any of the brokers or dealers related persons? 2. If you answer 'yes' to C (3) above, are any of the brokers or dealers related persons? 3. It you answer 'yes' to C (3) above, are any of the brokers or dealers related persons? 4. If you answer 'yes' to C (3) above, are any of the brokers or dealers related persons receive eligible 'research or brokerage services' under social or account's person of the		
Item 8 Participation or interest in Client Transactions In this filter, we request information stead your participation and incread in your above. This information identifies additional aross in arctificts of interest may count retereor you and your above. Newly formed advisors, should taken responses to these quartices on the types of partition and interest that you expect to engage in quanting the next year. It like them 7, them 8 requires you the provide information about you and your visited passons, including foreign artificates. Proprietary Interest in Client Transactions A by you or any related passon. (2) buy or sell for yourself securities (other than shares of mutual runds) that you also recommend to advisory clients? (2) buy or sell for yourself securities (other than shares of mutual runds) that you also recommend to advisory clients? (3) recommend securities (or other invasional information in them 8.A (1) or (2))? Sales Interest in Client Transactions B. Do you or any related passons (1) as a braid-relater or registerior representative of a broker-dealer, execute securities trades for prokerage customers in which policy or carried and substitutions of the process of t		
Item 8 Participation or Interest in Client Transactions In this item, we request in information about your participation and interest in your clients' transactions. This information identifies additional areas in conflicts of interest may occur between you and your clients. Newly-formed advisers should best response to these questions on the types of participation and interest that you expect to engage in during the next year. White Incom 7. Time 8 captains you to provide information about you and your related porsens, including fariging raffiliatos. Proprietary Interest in Client Transactions A Do you or any related person: (2) buy or self for yourself securities (or other than shares of mutual funds) but you also recommend to advisory discrets? (3) recommend securities (or other investment producte) to advisory sclents in which you or any related person has some other proprietary (correctful) interest (other than those mentioned in turns 8 A.(1) or (2)?) Sales Interest in Client Transactions 1. Do you or any related person: 1. Do you or any related person: 1. On your or any related person and the process of the participation of the production of the process of the participation of the process of the participation of the partic		
In this term, we request information about your participation and interest in your offend transactions. This information identifies additional press in ordinates in interest may occur activate you and your obtact. Newly termed additions should be a response to these questions on the types of participation interest that you caposit to uraging in during the next year. Little term 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates. Proprietary Interest in Client Transactions A. Dryou or any method person. (1) buy securities for yourself from edubory obtains or self-socialities you own to advisory obtains (principal transactions)? (2) buy or call for yourself securities (often than shares of mutual funds) that you also recommend to advisory obtains? (3) recommend securities (or other investment products) to advisory obtains (which you or any related person has some other proprietary (connection) interest (inflient transactions). (3) as a brotter-doubler or registered representative of a broken-dealer, execute securities trades for brokenage customers in which you or any related person has some other proprietary clients securities are add on the obtaining time the brokenage customer (agency cross transactions?) (3) as a brotter-doubler or registered transaction transaction any obtained personal to advisory obtains, or act as a buruthneour representative of a divisory obtains with transactions are active or social or social transaction representative or advisory obtains with transactions are active or social or social transaction representative or advisory obtains with capocities for which you or any related person have about to a social transaction and the receipt of seles commissions as a brotter or registered representative of a brotter-doubler? Investment or Brotkerage Discretion (4) commission rates to be paid to a brocker or dealer to advisory selection because or select in botain the social for a client's account? (5) beyour or any related		
In this term, we request information about your participation and interest in your offend transactions. This information identifies additional press in ordinates in interest may occur activate you and your obtact. Newly termed additions should be a response to these questions on the types of participation interest that you caposit to uraging in during the next year. Little term 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates. Proprietary Interest in Client Transactions A. Dryou or any method person. (1) buy securities for yourself from edubory obtains or self-socialities you own to advisory obtains (principal transactions)? (2) buy or call for yourself securities (often than shares of mutual funds) that you also recommend to advisory obtains? (3) recommend securities (or other investment products) to advisory obtains (which you or any related person has some other proprietary (connection) interest (inflient transactions). (3) as a brotter-doubler or registered representative of a broken-dealer, execute securities trades for brokenage customers in which you or any related person has some other proprietary clients securities are add on the obtaining time the brokenage customer (agency cross transactions?) (3) as a brotter-doubler or registered transaction transaction any obtained personal to advisory obtains, or act as a buruthneour representative of a divisory obtains with transactions are active or social or social transaction representative or advisory obtains with transactions are active or social or social transaction representative or advisory obtains with capocities for which you or any related person have about to a social transaction and the receipt of seles commissions as a brotter or registered representative of a brotter-doubler? Investment or Brotkerage Discretion (4) commission rates to be paid to a brocker or dealer to advisory selection because or select in botain the social for a client's account? (5) beyour or any related		
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 A. Do you or any related person: (1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)? (2) buy or sell for yourself securities (other than shores of mutual funds) that you also recommend to advisory clients? (3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? Sales Interest in Client Transactions B. Do you or any related person. (3) as a broker-dealer or registered representative of a broker-dealer, execute securities for brokerage customers in which advisory clear securities are said to or bought from the brokerage customer (agency cross transactions)? (2) recommend to advisory clients, or acts as a purchaser representative or advisory clients with respect to, the purchase of securities for which you or any related person serves as underwriter or general or managing partner? (3) recommend purchase or saic or socurities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? Investment or Brokerage Discretion C. Do you or any related person have discontinuity authority to determine the: (1) socurities to be bought or soid for a client's account? (2) amount of securities to be bought or soid for a client's account? (3) broker or dealer to be used for a purchase or saile of securities for a client's account? (4) commission rates to be bought or soid for a client's securities transactions? <li< td=""><td></td><td></td></li<>		
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client securities are sold to or bought from the brokerage customer (agency cross transactions)? (2) recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for which you or any related person serves as underwriter or general or managing partner? (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? Investment or Brokerage Discretion C. Do you or any related person have discretionary authority to determine the: (1) securities to be bought or sold for a client's account? (2) amount of securities to be bought or sold for a client's account? (3) broker or dealer to be used for a purchase or sale of securities for a client's account? (4) commission rates to be paid to a broker or dealer for a client's securities transactions? D. If you answer "yes" to C. (3) above, are any of the brokers or dealers related persons? E. Do you or any related person recommend brokers or dealers to clients? F. If you answer "yes" to E. above, are any of the brokers or dealers related persons? G. (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with client securities transactions? (2) If "yes" to G. (1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? H. (1) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client reterrals? (2) Do you or any related person, directly or indirectly, provide any employee compensation that is specifically related to obtaining clients for the firm (cash or non-cash compensation in addition to the employee's regular salary)? In pour re	Yes	Υ
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This information Flied Transactions or Interest in Client Transactions or Interest in Client Transactions or Interest in Client Transactions or Interest that you expect to engage in during the next year. In term 8 requires you expect to engage in during the next year. In term 9 requires you to engage in during the next year. In term 9 requires you to prened information about you and your related present, including foreign affiliates. To you or any related person. Yes 1) buy securities for yourself from advisory clients or well securities you own to advisory clients (principal intransactions). 2) buy or self for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients? (a) recommend securities (or other investment products) to advisory clients which you or any related person has some other proprietary (own-entity) interest (either han shares entitlined in terms 8.A.(1) or (2))? (a) self interest in Client Transactions **Person Client Transactions (b) us a broker-dealer or registered representative of a proxer-dealer, execute securities trades for brokerage customers in which advisory clients representative of a proxer-dealer, execute securities trades for brokerage customers in which advisory clients with respect to, the purchase of securities for which you or any related person serves as underretter or general or managing partner? (c) recommend outchase or sale of securities to advisary clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? **Next** **Next** **Next** **Next** **Outcommend outchase or sale of securities to advisary clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? **Next** **	0	
this term, we request information about your participation and interest in your affend? transactions. This information identifies additional areas in which that it means may occur between you and your related persons should be responses to the apacters on the types of participated interest that you repect to engage or multing the most your. **Return 7. Hom 8 requires you to provide information about you and your related persons including foreign affiliates.** **Proprietary Interest in Client Transactions** **Very Transaction Client Transactions** **Do you are any related persons** **(1) buy securities (or affect innectiment products) to advisory stants in which you or any related persons on their proprietary (conversible) inverses (other than those mentioned in Items 8.A.(1) or (2))?** **ales Interest in Client Transactions** **Do you or any related persons** **(2) by your stants of the control of the proprietative of a broken-dealer, execute securities trades for brokenage outstomers in which poving your and your and your proprietative of a broken-dealer, execute securities trades for brokenage outstomers in which advisory clients are said to no bought from the brokenage customer (apency cross transactions)? **(2) recommend to advisory clients, or act as a punchasor representative of a advisory clients with respect to, the purchase of securities for which you or any related person has any other sales interest (other than the relate) or any related person have all controls are or registered representative of a disclared dealers)? **(2) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the related or associated by a sale of securities to be bought or sale for a client's account? **(3) the related person necessaries are client account? **(4) commission rates to be paid to a broken or dealer for a client's securities in unable of the products or a third painty (cost distinct enematics) in used to ra purchase or sale	_	
Interest in Client Transactions Do you or any related person. (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory client's securities are sold to or bought from the brokerage customer (agency cross transactions)? (2) recommend to advisory clients, or act as a purchaser representative for advisory clients with respect to, the purchase of securities for which you or any related person serves as underwriter or general or managing partner? (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? **Sestment of Brokerage Discretion** Do you or any related person have discretionary authority to determine the: (1) securities to be bought or sold for a client's account? (2) amount of securities to be bought or sold for a client's account? (3) broker or dealer to be used for a purchase or sale of separities for a client's account? (4) commission rates to be paid to a broker or dealer or a client's securities transactions? (5) If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons? (6) Do you or any related person recommend brokers or dealers related persons? (7) Do you or any related person recommend brokers or dealers related persons? (8) If you answer "yes" to E. above, are any of the brokers or dealers related persons? (9) Do you or any related person recommend brokers or dealers related persons? (1) Do you or any related person recommend brokers or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with client securities transactions? (9) If "you any related person, directly or indirectly, compensate any person that is not an employee for client referrals? (1) Do you or any related person, directly or indirectly, compensate any perso	0	
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from (in answering Item 8.1.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount		
10.01140		

I tem 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

۹.	(1)	Do you have <i>custody</i> of any advisory <i>clients</i> ':		Yes	No
		(a) cash or bank accounts?		\odot	0
		(b) securities?		•	0
	dire	ctly from your clients' accounts, or (ii) a related p	swer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advison person has custody of client assets in connection with advisory services you provide to clients, bu erationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.)S
	(2)	If you checked "yes" to Item 9.A.(1)(a) or (b) you have <i>custody</i> :	, what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for	whicl	h
		U.S. Dollar Amount	Total Number of <i>Clients</i>		
		(a) \$ 115,491,942	(b) 1		
	inclu conr	ide the amount of those assets and the number	you have custody solely because you deduct your advisory fees directly from your clients' account of those clients in your response to Item 9.A.(2). If your related person has custody of client assents, do not include the amount of those assets and number of those clients in your response to 9. Item 9.B.(2).	ets in)
В.	(1)	In connection with advisory services you prov	ride to clients, do any of your related persons have custody of any of your advisory clients':	Yes	No
		(a) cash or bank accounts?		0	\odot
		(b) securities?		0	•
	You	are required to answer this item regardless of ho	ow you answered Item 9.A.(1)(a) or (b).		
	(2)	If you checked "yes" to Item 9.B.(1)(a) or (b) your <i>related persons</i> have <i>custody</i> :	, what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for	whicl	h
		U.S. Dollar Amount	Total Number of <i>Clients</i>		
		(a) \$	(b)		
С.		ou or your <i>related persons</i> have <i>custody</i> of <i>clien</i> apply:	t funds or securities in connection with advisory services you provide to $\emph{clients}$, check all the t	ollow	ing
	(1) (2)	•	nents at least quarterly to the investors in the pooled investment vehicle(s) you manage. ally the pooled investment vehicle(s) that you manage and the audited financial statements	V	
	(3)	An independent public accountant conducts an	annual surprise examination of <i>client</i> funds and securities.		
	(4)	An <i>independent public accountant</i> prepares an are qualified custodians for <i>client</i> funds and se	internal control report with respect to custodial services when you or your <i>related persons</i> ecurities.		
	an ii		ction 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or (2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provide vise in Section 7.B.(1) of Schedule D).		
D.	Do y	you or your <i>related person(s)</i> act as qualified cu	stodians for your clients in connection with advisory services you provide to clients?	Yes	No
	(1)	you act as a qualified custodian		0	\odot
	(2)	your related person(s) act as qualified custodia	an(s)	0	•
	206	•	sons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule Schedule D, regardless of whether you have determined the related person to be operationally inc	lepend	dent
Ε.		ou are filing your <i>annual updating amendment</i> a all year, provide the date (MM/YYYY) the examin	nd you were subject to a surprise examination by an <i>independent public accountant</i> during you nation commenced:	ır last	t
F.	_	,	t funds or securities, how many <i>persons</i> , including, but not limited to, you and your <i>related per</i> on with advisory services you provide to <i>clients?</i>	rsons,	act
EC	TION	9.C. Independent Public Accountant			

You must complete the following information for each *independent public accountant* engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each

independent public accountant.

(1)) Name of the <i>independent</i> CITRIN COOPERMAN & CO	·			
(2)) The location of the <i>indep</i>	endent public accountant's	office responsible for the services p	provided:	
	Number and Street 1:		Number and Street 2:		
	50 ROCKFELLER PLAZA				
	City:	State:	Country:	ZIP+4/Postal Code:	
	NEW YORK	New York	United States	10020	
					Yes No
(3)) Is the <i>independent public</i>	accountant registered with	h the Public Company Accounting C	versight Board?	⊙ ○
	If "yes," Public Company 2468	Accounting Oversight Boa	ırd-Assigned Number:		
(4)) If "yes" to (3) above, is t accordance with its rules		ountant subject to regular inspection	n by the Public Company Accounting Oversight	Board in 💿 🖸
(5)	A. 🗹 audit a pooled inves	stment vehicle examination of <i>clients'</i> ass	ets		
(6)	•	dating amendment, did all internal controls contain		ependent public accountant that audited the poo	oled investment
	• Yes				
	C No				
	C Report Not Yet Receive	ved			
	If you check "Report Not Ye available.	t Received", you must pror	mptly file an amendment to your Fori	m ADV to update your response when the accour	tant's report is
Item	n 10 Control Persons				
	nis Item, we ask you to ide uld be provided for the <i>filin</i>	• • •	rectly or indirectly, <i>controls</i> you. If y	ou are filing an <i>umbrella registration</i> , the inform	nation in Item 10
and	executive officers. Schedu	le B asks for information a	about your indirect owners. If this is	nedule B. Schedule A asks for information abouts an amendment and you are updating informate port, you must complete Schedule C.	tion you reported
A.	Does any person not name	ed in Item 1.A. or Schedul	es A, B, or C, directly or indirectly, <i>c</i>	ontrol your management or policies?	Yes No
	If yes, complete Section 10	.A. of Schedule D.			
B.	If any <i>person</i> named in Sc Exchange Act of 1934, ple		•	c reporting company under Sections 12 or 15(d) of the Securities
SECT	TION 10.A. Control Perso	ns			
			No Information Filed		
SECT	TION 10.B. <i>Control Perso</i>	<i>n</i> Public Reporting Comp	anies		
			No Information Filed		
l tem	n 11 Disclosure Informatio	on			
In th dete inve	nis Item, we ask for informer ermine whether to grant yo stment adviser, and to ide	ation about your disciplina ur application for registra ntify potential problem are	tion, to decide whether to revoke yeas to focus on during our on-site e	ry of all your <i>advisory affiliates</i> . We use this info our registration or to place limitations on your examinations. One event may result in "yes" ar nd "your" include the <i>filing adviser</i> and all <i>relyin</i>	activities as an nswers to more than

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all

umbrella registration.

of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are. If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed. You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11. Yes No Do any of the events below involve you or any of your supervised persons? \circ \odot For "yes" answers to the following questions, complete a Criminal Action DRP: Yes No

A. In the past ten years, have you or any advisory affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony? \circ **(** (2) been charged with any felony? If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending. In the past ten years, have you or any advisory affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? (2) been charged with a misdemeanor listed in Item 11.B.(1)? If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending. For "yes" answers to the following questions, complete a Regulatory Action DRP: Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: Yes No (1) found you or any advisory affiliate to have made a false statement or omission? • (2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes? 0 **②** (3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) entered an order against you or any advisory affiliate in connection with investment-related activity? (5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity? **(** Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority: (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical? (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes? **(** \circ (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity? (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity? E. Has any *self-regulatory organization* or commodities exchange ever: (1) found you or any advisory affiliate to have made a false statement or omission? **©** (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)? (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities? Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended? Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

Н.	(1) Has any domestic or foreign court:				
		(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	\circ	\odot	
		(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	\circ	\odot	
		(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority?</i>	0	•	
	(2)	Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	•	
Iten	า 12	Small Businesses			

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

Yes No

Α.	Did you have total assets of \$5 million of more on the last day of your most recent fiscal year?	0	0
If "	yes," you do not need to answer Items 12.B. and 12.C.		
B.	Do you:		
	(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the	0	0

Schedule A

Direct Owners and Executive Officers

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:

last day of its most recent fiscal year?

- (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
- (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act); Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-inlaw, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
- (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? OYes No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B - 10% but less than 25% D - 50% but less than 75%

- A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last	DE/FE/I	Title or Status	Date Title or Status	1			CRD No. If None: S.S. No. and Date of
Name, First Name, Middle Name)			Acquired MM/YYYY	Code	Person		Birth, IRS Tax No. or Employer ID No.
ENGLE, JAMES, ALLYN	1	PRESIDENT	01/2017	В	Υ	N	1162041
MCAULEY, KEVIN, BARRIE	I	MANAGING	01/2017	В	Υ	N	2608379
		DIRECTOR,					
		SECRETARY					
MATTESON, HEDY, YUNG-MEI	I	MANAGING	05/2004	В	N	N	5029516
		DIRECTOR, CCO					
COLLEDGE, JUSTIN, ANDREW	I	MANAGING	05/2006	В	N	N	4563181
		DIRECTOR					
FRITH, PETER, WALDO	I	MANAGING	09/2011	В	N	N	4841263
		DIRECTOR					
Ng, Stephanie, M	I	MANAGING	01/2020	В	N	N	7240660
		DIRECTOR					
Feit, Adam	I	MANAGING	01/2021	А	N	N	7354460
		DIRECTOR					
NESTERENKO, VITALY	1	MANAGING	01/2022	А	N	N	6408418
		DIRECTOR					

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
 - For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - (c) in the case of an owner that is a trust, the trust and each trustee; and
 - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

Schedule R

CRIMINAL DISCLOSURE REPORTING PAGE (ADV) No Information Filed REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV) No Information Filed CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

Part 2

No Information Filed

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

0 0

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)	
321819	FORM ADV PART 2A FIRM BROCHURE	High net worth individuals, Pension plans/profit	
		sharing plans, Foundations/charities, Other	
		institutional, Private funds or pools	

Part 3			
CRS	Type(s)	Affiliate Info	Retire
J.	Investment Advisor	✓	
£	Investment Advisor		

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having

custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: JAMES A. ENGLE Printed Name: Date: MM/DD/YYYY 03/29/2024
Title:

JAMES A. ENGLE
Adviser *CRD* Number:

105597

PRESIDENT

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY

Printed Name: Title:

Adviser CRD Number:

105597