**Primary Business Name:** GAMPELL CAPITAL MANAGEMENT, LLC  
**CRD Number:** 146095

**Other-Than-Annual Amendment - All Sections**

### WARNING:
Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

### Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

| **A.** Your full legal name (if you are a sole proprietor, your last, first, and middle names): | GAMPELL CAPITAL MANAGEMENT, LLC |
| **B.** Name under which you primarily conduct your advisory business, if different from Item 1.A.: | GAMPELL CAPITAL MANAGEMENT, LLC |

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

| **C.** If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of your legal name or your primary business name: |

| **D.** (1) If you are registered with the SEC as an investment adviser, your SEC file number: |
| (2) If you report to the SEC as an exempt reporting adviser, your SEC file number: |

| **E.** If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: **146095** |

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

| **F.** Principal Office and Place of Business |
| (1) Address (do not use a P.O. Box): |
| Number and Street 1: | Number and Street 2: |
| City: | State: |
| Country: | ZIP+4/Postal Code: |

If this address is a private residence, check this box: ✓

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

| (2) Days of week that you normally conduct business at your principal office and place of business: |
| ☑ Monday - Friday |
| Normal business hours at this location: |
| 9AM-5PM |
| (3) Telephone number at this location: |
| 510-501-1019 |
| (4) Facsimile number at this location: |

| **G.** Mailing address, if different from your principal office and place of business address: |
| Number and Street 1: | Number and Street 2: |
| City: | State: |
| Country: | ZIP+4/Postal Code: |

If this address is a private residence, check this box: ✓

| **H.** If you are a sole proprietor, state your full residence address, if different from your principal 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

| **I.** Do you have one or more websites? |
| ☑ Yes |

If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have
### SECTION 1.I. Website Addresses

<table>
<thead>
<tr>
<th>Number and Street 1</th>
<th>City</th>
<th>State</th>
<th>Country</th>
<th>ZIP+4/Postal Code</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Electronic mail (e-mail) address, if Chief Compliance Officer has one: 

### SECTION 1.J. Chief Compliance Officer

<table>
<thead>
<tr>
<th>Name</th>
<th>Telephone number</th>
<th>Facsimile number</th>
<th>Other titles, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<tr>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

Electronic mail (e-mail) address, if contact person has one: 

### SECTION 1.L. Location of Books and Records

No Information Filed

### SECTION 1.B. Other Business Names

No Information Filed

### SECTION 1.F. Other Offices

No Information Filed

### SECTION 1.I. Website Addresses

No Information Filed

### SECTION 1.L. Location of Books and Records

No Information Filed
SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 3 Form of Organization

A. How are you organized?
   - Corporation
   - Sole Proprietorship
   - Limited Liability Partnership (LLP)
   - Partnership
   - Limited Liability Company (LLC)
   - 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: California
   - Country: 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.

Item 4 Successions

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?
   Yes
   No

   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.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses 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 regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you 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 employee 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.
   1

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

(2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?
Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?
1

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?
0

Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?
0

Approximately how many firms or other persons solicit advisory clients on your behalf?
0

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

In your responses to Items C. and 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 did you provide investment advisory services during your most recently completed fiscal year?

- 0
- 1-10
- 26-100
- More than 100

(2) Approximately what percentage of your clients are non-United States persons?
0%

D. For purposes of this Item 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, check “None” in response to Item D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients. If a client fits into more than one category, check all that apply.

<table>
<thead>
<tr>
<th>Client Type</th>
<th>None</th>
<th>Up to 10%</th>
<th>11-25%</th>
<th>26-50%</th>
<th>51-75%</th>
<th>76-99%</th>
<th>100%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Individuals (other than high net worth individuals)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>High net worth individuals</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Banking or thrift institutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment companies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Business development companies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pooled investment vehicles (other than investment companies)</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Pension and profit sharing plans (but not the plan participants)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Charitable organizations</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporations or other businesses not listed above</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>State or municipal government entities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other investment advisers</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Insurance companies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other:</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of client. If a client fits into more than one category, check all that apply.

<table>
<thead>
<tr>
<th>Client Type</th>
<th>None</th>
<th>Up to 25%</th>
<th>Up to 50%</th>
<th>Up to 75%</th>
<th>&gt;75%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Individuals (other than high net worth individuals)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>High net worth individuals</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Banking or thrift institutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment companies</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Business development companies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pooled investment vehicles (other than investment companies)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>


Compensation Arrangements

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

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) Performance-based fees
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

<table>
<thead>
<tr>
<th></th>
<th>U.S. Dollar Amount</th>
<th>Total Number of Accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Discretionary:</td>
<td>(a) $</td>
<td>(d)</td>
</tr>
<tr>
<td>Non-Discretionary:</td>
<td>(b) $</td>
<td>(e)</td>
</tr>
<tr>
<td>Total:</td>
<td>(c) $</td>
<td>(f)</td>
</tr>
</tbody>
</table>

Part 1A Instruction S.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including private fund managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other (specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many clients did you provide these services during your last fiscal year?

- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
**SECTION 5.I.(2) Wrap Fee Programs**

No Information Filed

**Item 6 Other Business Activities**

In this Item, we request information about your firm’s other business activities.

A. You are actively engaged in business as a (check all that apply):

- [ ] (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 you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B., complete Section 6.A. of Schedule D.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

- [ ] Yes
- [ ] No

If "yes," 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 name.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

(2) If yes, is this other business your primary business?

- [ ] Yes
- [ ] No

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

If "yes," 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 name.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(3) Do you sell products or provide services other than investment advice to your advisory clients?

- [ ] Yes
- [ ] No

If "yes," 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 name.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
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<tbody>
<tr>
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</tbody>
</table>

**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):

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

I. If you participate in a wrap fee program, do you (check all that apply):

- [ ] (1) sponsor the wrap fee program?
- [ ] (2) act as a portfolio manager for the wrap fee program?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule 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 through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

Yes No

J. 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?

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
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<tbody>
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<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>SECTION 6.G.(3) Advisers to Registered Investment Companies and Business Development Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Information Filed</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>SECTION 5.I.(2) Wrap Fee Programs</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Information Filed</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Item 6 Other Business Activities</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. You are actively engaged in business as a (check all that apply):</td>
</tr>
<tr>
<td>[ ] (1) broker-dealer (registered or unregistered)</td>
</tr>
<tr>
<td>[ ] (2) registered representative of a broker-dealer</td>
</tr>
<tr>
<td>[ ] (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</td>
</tr>
<tr>
<td>[ ] (4) futures commission merchant</td>
</tr>
<tr>
<td>[ ] (5) real estate broker, dealer, or agent</td>
</tr>
<tr>
<td>[ ] (6) insurance broker or agent</td>
</tr>
<tr>
<td>[ ] (7) bank (including a separately identifiable department or division of a bank)</td>
</tr>
<tr>
<td>[ ] (8) trust company</td>
</tr>
<tr>
<td>[ ] (9) registered municipal advisor</td>
</tr>
<tr>
<td>[ ] (10) registered security-based swap dealer</td>
</tr>
<tr>
<td>[ ] (11) major security-based swap participant</td>
</tr>
<tr>
<td>[ ] (12) accountant or accounting firm</td>
</tr>
<tr>
<td>[ ] (13) lawyer or law firm</td>
</tr>
<tr>
<td>[ ] (14) other financial product salesperson (specify):</td>
</tr>
<tr>
<td>If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B., complete Section 6.A. of Schedule D.</td>
</tr>
<tr>
<td>[ ] Yes</td>
</tr>
<tr>
<td>[ ] No</td>
</tr>
</tbody>
</table>

| B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? |
| [ ] Yes |
| [ ] No |

| If "yes," 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 name. |
| [ ] Yes |
| [ ] No |

| (2) If yes, is this other business your primary business? |
| [ ] Yes |
| [ ] No |

| If "yes," 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 name. |
| [ ] Yes |
| [ ] No |

| (3) Do you sell products or provide services other than investment advice to your advisory clients? |
| [ ] Yes |
| [ ] No |

| If "yes," 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 name. |
| [ ] Yes |
| [ ] No |

<table>
<thead>
<tr>
<th>SECTION 6.A. Names of Your Other Businesses</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Information Filed</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>SECTION 6.B.(2) Description of Primary Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Describe your primary business (not your investment advisory business):</td>
</tr>
</tbody>
</table>
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.

A. 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 a related person that is a (check all that apply):

- (1) 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) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do 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 advisory 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 related 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 related 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.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (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 operationally independent under rule 206(4)-2 of the Advisers Act.

**SECTION 7.A. Financial Industry Affiliations**

No Information Filed

**Item 7 Private Fund Reporting**

B. Are you an adviser to any private fund?

If "yes," 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 sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of 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, instead, complete Section 7.B.(2) of Schedule D.

In either case, 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 code, or similar 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 designation in place of the fund’s name.

**SECTION 7.B.(1) Private Fund Reporting**
A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
   GCM PRUDENT FUND, L.P.

   (b) Private fund identification number:
       (include the "805-" prefix also)
       805-8297862123

2. Under the laws of what state or country is the private fund organized:
   State: Delaware
   Country: United States

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

   Name of General Partner, Manager, Trustee, or Director
   GAMPELL CAPITAL MANAGEMENT, LLC

4. 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

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?
   (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
      No Information Filed

   (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 the 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 filing a single Schedule D, Section 7.B.(1), for the master-feeder arrangement or reporting on the funds separately.

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 each of the feeder funds answer the following questions:
   No Information Filed

   NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?
   (b) If yes, does the private fund invest in funds managed by you or by a related person?
      No Information Filed

   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, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund 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.)?
10. What type of fund is the private fund?
   - hedge fund
   - liquidity fund
   - private equity fund
   - real estate fund
   - securitized asset fund
   - venture capital fund
   - Other private fund

   NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
   $ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:
   $ 25,000

   NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:
   0

14. What is the approximate percentage of the private fund beneficially owned by you and your related persons:
   0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
   0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:
   0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?
   - Yes
   - No

   (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

   No Information Filed

18. (a) Do any other investment advisers advise the private fund?
   - Yes
   - No

   (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

   No Information Filed

19. Are your clients solicited to invest in the private fund?
   - Yes
   - No

20. Approximately what percentage of your clients has invested in the private fund?
   0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?
   - Yes
   - No

22. If yes, provide the private fund's Form D file number (if any):

   Form D file number
   021-137923

B. SERVICE PROVIDERS

Auditors

23. (a) 1 Are the private fund's financial statements subject to an annual audit?
   - Yes
   - No

   (2) Are the financial statements prepared in accordance with U.S. GAAP?
   - Yes
   - No
If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No
(c) Are the private fund's audited financial statements distributed to the private fund's investors?
O 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 is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?
O O Yes
If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information: 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:
INTERACTIVE BROKERS LLC

(c) If the prime broker is registered with the SEC, its registration number:
8 - 47257
CRD Number (if any):
36418

(d) Location of prime broker's office used principally by the private fund (city, state and country):
City: GREENWICH
State: Connecticut
Country: United States

Yes No
(e) Does this prime broker act as custodian for some or all of the private fund's assets?
O O

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?
O O Yes
If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information: 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
INTERACTIVE BROKERS LLC

(c) Primary business name of custodian:
INTERACTIVE BROKERS LLC

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):
City: GREENWICH
State: Connecticut
Country: United States

Yes No
(e) Is the custodian a related person of your firm?
O O
Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to 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.

Additional Administrator Information: 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to 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.

(b) Name of the administrator:
FUND ASSOCIATES, LLC

(c) Location of administrator (city, state and country):
City: ATLANTA
State: Georgia
Country: United States

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients.
### Proprietary Interest in Client Transactions

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) recommend securities (or other investment products) to advisory clients in which you or any related person has any other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Sales Interest in Client Transactions

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory client securities are sold to or bought from the brokerage customer (agency cross transactions)?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) recommend purchase of securities to advisory clients for which you or any related person serves as underwriter, general or managing partner, or purchaser representative?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(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)?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Investment or Brokerage Discretion

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) securities to be bought or sold for a client’s account?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(2) amount of securities to be bought or sold for a client’s account?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(3) broker or dealer to be used for a purchase or sale of securities for a client’s account?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(4) commission rates to be paid to a broker or dealer for a client’s securities transactions?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Item 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.

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Do you have custody of any advisory clients':</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(a) cash or bank accounts?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(b) securities?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients’ accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

<table>
<thead>
<tr>
<th>Question</th>
<th>U.S. Dollar Amount</th>
<th>Total Number of Clients</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) $ 800,000</td>
<td></td>
<td>(b) 1</td>
</tr>
</tbody>
</table>

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients’ accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2).
B. (1) In connection with advisory services you provide to clients, do any of your related persons have custody of any of your advisory clients’:

   (a) cash or bank accounts?
   (b) securities?

   You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

   (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have custody:

<table>
<thead>
<tr>
<th>U.S. Dollar Amount</th>
<th>Total Number of Clients</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) $</td>
<td>(b)</td>
</tr>
</tbody>
</table>

   C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply:

   (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.

   (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.

   (3) An independent public accountant conducts an annual surprise examination of client funds and securities.

   (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your related persons are qualified custodians for client funds and securities.

   If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

D. Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients?  

   (1) you act as a qualified custodian

   (2) your related person(s) act as qualified custodian(s)

   If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F. If you or your related persons have custody of client funds or securities, how many persons, including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients?


SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

   If yes, complete Section 10.A. of Schedule D.

B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons
**SECTION 10.B. Control Person Public Reporting Companies**

No Information Filed

### Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

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

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>Do any of the events below involve you or any of your supervised persons?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>For &quot;yes&quot; answers to the following questions, complete a Criminal Action DRP:</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>A. In the past ten years, have you or any advisory affiliate:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) been convicted of or pled guilty or nolo contendere (&quot;no contest&quot;) in a domestic, foreign, or military court to any felony?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(2) been charged with any felony?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>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.</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>B. In the past ten years, have you or any advisory affiliate:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) been convicted of or pled guilty or nolo contendere (&quot;no contest&quot;) 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?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(2) been charged with a misdemeanor listed in Item 11.B.(1)?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>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.</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>For &quot;yes&quot; answers to the following questions, complete a Regulatory Action DRP:</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) found you or any advisory affiliate to have made a false statement or omission?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(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?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(4) entered an order against you or any advisory affiliate in connection with investment-related activity?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(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?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(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?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>(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?</td>
<td>☐</td>
<td>☑</td>
</tr>
<tr>
<td>E. Has any self-regulatory organization or commodities exchange ever:</td>
<td>☐</td>
<td>☑</td>
</tr>
</tbody>
</table>
(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?

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?

G. 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:

H. (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?
   (b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?
   (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?
   (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)?

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**Item 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.

A. Did you have total assets of $5 million or more on the last day of your most recent fiscal year?

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?
   (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?

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?
   (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 last day of its most recent fiscal year?

---

**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:
   (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance 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);
Directors 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-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.

(3) 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?  
   - Yes
   - 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%  
   - A - 5% but less than 10%  
   - B - 10% but less than 25%  
   - C - 25% but less than 50%  
   - D - 50% but less than 75%  
   - 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.

<table>
<thead>
<tr>
<th>FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)</th>
<th>DE/FE/1</th>
<th>Status</th>
<th>Date Status Acquired MM/YYYY</th>
<th>Ownership Code</th>
<th>Control Person</th>
<th>PR CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>GAMPELL, RICHARD, JONATHAN</td>
<td>I</td>
<td>MANAGING DIRECTOR</td>
<td>12/2007</td>
<td>E</td>
<td>Y</td>
<td>N 2554826</td>
</tr>
</tbody>
</table>

Schedule B

Indirect Owners

1. Complete Schedule B only if you are submitting an initial application. 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 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, all 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%  
   - D - 50% but less than 75%  
   - E - 75% or more
   - 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.
Part 1B Item 1 - State Registration

You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the state securities authorities.

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

Jurisdictions

☐ AL  ☐ IL  ☐ NE  ☐ SC
☐ AK  ☐ IN  ☐ NV  ☐ SD
☐ AZ  ☐ IA  ☐ NH  ☐ TN
☐ AR  ☐ KS  ☐ NJ  ☐ TX
☐ CA  ☐ KY  ☐ NM  ☐ UT
☐ CO  ☐ LA  ☐ NY  ☐ VT
☐ CT  ☐ ME  ☐ NC  ☐ VI
☐ DE  ☐ MD  ☐ ND  ☐ VA
☐ DC  ☐ MA  ☐ OH  ☐ WA
☐ FL  ☐ MI  ☐ OK  ☐ WV
☐ GA  ☐ MN  ☐ OR  ☐ WI
☐ GU  ☐ MS  ☐ PA  ☐ WY
☐ HI  ☐ MO  ☐ PR  ☐
☐ ID

Part 1B Item 2 - Additional Information

Complete this Item 2A. only if the person responsible for supervision and compliance does not appear in Item 1J. or 1K. of Form ADV Part 1A:

A. Person responsible for supervision and compliance:

Name: 
Telephone: 
Number and Street 1: 
Number and Street 2: 
City: 
State: 
Country: 
ZIP+4/Postal Code:

Email address, if available: 
If this address is a private residence, check this box: ☐

B. Bond/Capital Information, if required by your home state
Part 1B - Disclosure Questions

BOND DISCLOSURE

For "yes" answers to the following question, complete a Bond DRP.

C. Has a bonding company ever denied, paid out on, or revoked a bond for you, any advisory affiliate, or any management person?
   (1) any investment or an investment-related business or activity?
   (2) fraud, false statement, or omission?
   (3) theft, embezzlement, or other wrongful taking of property?
   (4) bribery, forgery, counterfeiting, or extortion?
   (5) dishonest, unfair, or unethical practices?

JUDGMENT/LIEN DISCLOSURE

For "yes" answers to the following question, complete a Judgment/Lien DRP.

D. Are there any unsatisfied judgments or liens against you, any advisory affiliate, or any management person?

ARBITRATION DISCLOSURE

For "yes" answers to the following questions, complete an Arbitration DRP.

E. Are you, any advisory affiliate, or any management person currently subject to, or have you, any advisory affiliate, or any management person been found liable in, a civil, self-regulatory organization, or administrative proceeding involving any of the following:
   (1) an investment or investment-related business or activity?
   (2) fraud, false statement, or omission?
   (3) theft, embezzlement, or other wrongful taking of property?
   (4) bribery, forgery, counterfeiting, or extortion?
   (5) dishonest, unfair, or unethical practices?

CIVIL JUDICIAL DISCLOSURE

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

F. Are you, any advisory affiliate, or any management person currently subject to, or have you, any advisory affiliate, or any management person been found liable in, a civil, self-regulatory organization, or administrative proceeding involving any of the following:
   (1) an investment or investment-related business or activity?
   (2) fraud, false statement, or omission?
   (3) theft, embezzlement, or other wrongful taking of property?
   (4) bribery, forgery, counterfeiting, or extortion?
   (5) dishonest, unfair, or unethical practices?

Part 1B - Business Information

G. Other Business Activities

   (1) Are you, any advisory affiliate, or any management person actively engaged in business as a(n) (check all that apply):
       ☐ Tax Preparer
       ☐ Issuer of securities
       ☐ Sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
       ☑ Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles
       ☐ Real estate adviser

   (2) If you, any advisory affiliate, or any management person are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

<table>
<thead>
<tr>
<th>Securities Investments</th>
<th>Non-Securities Investments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Under $100,000</td>
<td></td>
</tr>
<tr>
<td>$100,001 to $500,000</td>
<td></td>
</tr>
<tr>
<td>$500,001 to $1,000,000</td>
<td></td>
</tr>
<tr>
<td>$1,000,001 to $2,500,000</td>
<td></td>
</tr>
<tr>
<td>$2,500,001 to $5,000,000</td>
<td></td>
</tr>
<tr>
<td>More than $5,000,000</td>
<td></td>
</tr>
</tbody>
</table>

   If securities investments are over $5,000,000, how much? (round to the nearest $1,000,000)
   If non-securities investments are over $5,000,000, how much? (round to the nearest $1,000,000)

I. Custody

(1) Advisory Fees

   Yes No
Do you withdraw advisory fees directly from your clients' accounts? If you answered "yes", respond to the following:

(a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the client?

(b) Does the custodian send quarterly statements to your clients showing all disbursements for the custodian account, including the amount of the advisory fees?

(c) Do your clients provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?

(2) Pooled Investment Vehicles and Trusts

(a) (i) Do you or a related person act as a general partner, managing member, or person serving in a similar capacity, for any pooled investment vehicle for which you are the adviser to the pooled investment vehicle, or for which you are the adviser to one or more of the investors in the pooled investment vehicle? If you answered "yes", respond to the following:

(b) As the general partner, managing member, or person serving in a similar capacity, have you or a related person engaged any of the following to provide authority permitting each direct payment or any transfer of funds or securities from the account of the pooled investment vehicle?

- Attorney
- Independent certified public accountant
- Other independent party

Describe the independent party:

For purposes of this Item 21.2(a), "Independent party" means a person that: (A) is engaged by the investment adviser to act as a gatekeeper for the payment of fees, expenses and capital withdrawals from the pooled investment; (B) does not control and is not controlled by and is not under common control with the investment adviser; (C) does not have, and has not had within the past two years, a material business relationship with the investment adviser; and (D) shall not negotiate or agree to have material business relations or commonly controlled relations with an investment adviser for a period of two years after serving as the person engaged in an independent party agreement.

(b) Do you or a related person act as investment adviser and a trustee for any trust, or act as a trustee for any trust in which your advisory clients are beneficiaries of the trust?

(3) Do you require the prepayment of fees of more than $500 per client and for six months or more in advance?

J. If you are organized as a sole proprietorship, please answer the following:

(1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?

(b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination?

(2) (a) Do you have any investment advisory professional designations?

If "no", you do not need to answer Item 2.J(2)(b).

(b) I have earned and I am in good standing with the organization that issued the following credential:

- Certified Financial Planner ("CFP")
- Chartered Financial Analyst ("CFA")
- Chartered Financial Consultant ("ChFC")
- Chartered Investment Counselor ("CIC")
- Personal Financial Specialist ("PFS")
- None of the above

(3) Your Social Security Number:

K. If you are organized other than as a sole proprietorship, please provide the following:

(1) Indicate the date you obtained your legal status. Date of formation: 12/20/2007

(2) Indicate your IRS Empl. Ident. No.:
FORM ADV
UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Fund (check one) (a)
- Business development companies
- Private funds
- Other

If you are an investment adviser to a master fund, indicate whether the master fund is in a master-feeder arrangement (b)
- Yes
- No

If you are an investment adviser to any private fund, indicate whether as a related person you have contributed, custodied, or otherwise controlled any cash, cash-equivalents, or non-securities investments of $5 million or more on the last day of its most recent fiscal year? (c)
- Yes
- No

Approximately what percentage of your assets under management are in limited partnerships? (d)
- Up to 25%
- 25% to 75%
- Over 75%

Other investment advisers or investment companies that you advise, unless you have a separate advisory relationship with each such adviser or company
- Yes
- No

Do you have any active supervisory, investment advisory or other business relationship with any person or entity that is in the business of providing (either directly or indirectly) investment advisory services? (e)
- Yes
- No

Name and contact information of your Chief Compliance Officer: If not listed elsewhere in this ADV (f)

Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination? (g)

Does the investment 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.

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 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

1, 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

1, 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.
STATE-REGISTERED 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 application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your principal office and place of business and any other state in which you are applying for registration or amending your registration, 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 applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

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.

Date: MM/DD/YYYY
07/19/2017
CRD Number:
146095
Authorized Signatory: /S/ RICHARD GAMPELL
Printed Name: /S/ RICHARD GAMPELL
Title: MANAGING DIRECTOR